RESOLUTION ADOPTING BUDGET, APPROPRIATING FUNDS AND CERTIFYING MILL LEVIES FOR THE CALENDAR YEAR 2024

The Board of Directors of Orchard Farms Metropolitan District (the "**Board**"), City of Thornton, Adams County, Colorado (the "**District**"), held a regular meeting, via teleconference on December 6, 2023, at the hour of 5:00 p.m.

Prior to the meeting, each of the directors was notified of the date, time and place of the budget meeting and the purpose for which it was called and a notice of the meeting was posted or published in accordance with §29-1-106, C.R.S.

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NOTICE AS TO PROPOSED 2024 BUDGET

Colorado Community Media 750 W. Hampden Ave. Suite 225 Englewood, CO 80110

Orchard Farms Metro Dist (wba) ** c/o White Bear Ankele 2154 East Commons Avenue, Suite 2000 Centennial CO 80122

AFFIDAVIT OF PUBLICATION

State of Colorado } County of Adams } ss

This Affidavit of Publication for the Northglenn-Thornton Sentinel, a weekly newspaper, printed and published for the County of Adams, State of Colorado, hereby certifies that the attached legal notice was published in said newspaper once in each week, for 1 successive week(s), the last of which publication was made 11/30/2023, and that copies of each number of said paper in which said Public Notice was published were delivered by carriers or transmitted by mail to each of the subscribers of said paper, according to their accustomed mode of business in this office.

Linka (Slup

For the Northglenn-Thornton Sentinel

State of Colorado } County of Adams } ss

The above Affidavit and Certificate of Publication was subscribed and sworn to before me by the above named Linda Shapley, publisher of said newspaper, who is personally known to me to be the identical person in the above certificate on 11/30/2023. Linda Shapley has verified to me that she has adopted an electronic signature to function as her signature on this document.

20004025550-923695

Carla Bethke Notary Public My commission ends April 11, 2026 CARLA BETHKE NOTARY PUBLIC STATE OF COLORADO NOTARY ID 20004025550 MY COMMISSION EXPIRES APRIL 11, 2026 **Public Notice**

NOTICE OF PUBLIC HEARING ON THE PROPOSED 2024 BUDGET AND NOTICE OF PUBLIC HEARING ON THE AMENDED 2023 BUDGET

The Board of Directors (the "Board") of the ORCHARD FARMS METROPOLITAN DISTRICT (the "District"), will hold a public hearing via teleconference on December 6, 2023, at 5:00 p.m., to consider adoption of the District's proposed 2024 budget (the "Proposed Budget"), and, if necessary, adoption of an amendment to the 2023 budget (the "Amended Budget"). The public hearing may be joined using the following teleconference information:

https://us06web.zoom.us//83612086148?pwd= UDc1Qy84aEZFUkFZT1RCd0cvd3MyUT09 Call: 720-707-2699 Meeting ID: 836 1208 6148 Passcode: 332719

The Proposed Budget and Amended Budget are available for inspection by the public at the offices of CliftonLarsonAllen, LLP, 8390 East Crescent Parkway, Suite 300, Greenwood Village, CO 80111

Any interested elector of the District may file any objections to the Proposed Budget and Amended Budget at any time prior to the final adoption of the Proposed Budget or the Amended Budget by the Board.

The agenda for any meeting may be obtained at https://www.orchardfarmsmetrodistrict.com/ or by calling (303) 858-1800.

BY ORDER OF THE BOARD OF DIRECTORS:

ORCHARD FARMS METROPOLITAN DISTRICT, a quasi-municipal corporation and political subdivision of the State of Colorado

/s/ WHITE BEAR ANKELE TANAKA & WALDRON Attorneys at Law

Legal Notice No. NTS3176 First Publication: November 30, 2023 Last Publication: November 30, 2023 Publisher: Northglenn-Thornton Sentinel WHEREAS, the Board has designated its accountant to prepare and submit a proposed budget to the Board in accordance with Colorado law; and

WHEREAS, the proposed budget has been submitted to the Board for its review and consideration; and

WHEREAS, upon due and proper notice, provided in accordance with Colorado law, said proposed budget was open for inspection by the public at a designated place, a public hearing was held and interested electors were given the opportunity to register their protest to the proposed budget prior to the adoption of the budget by the Board.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD AS FOLLOWS:

Section 1. <u>Adoption of Budget</u>. The budget attached hereto and incorporated herein is approved and adopted as the budget of the District for fiscal year 2024. In the event of recertification of values by the County Assessor's Office after the date of adoption hereof, staff is hereby directed to modify and/or adjust the budget and certification to reflect the recertification without the need for additional Board authorization. Any such modification to the budget or certification as contemplated by this Section 1 shall be deemed ratified by the Board.

Section 2. <u>Levy for General Operating Expenses</u>. For the purpose of meeting all general operating expenses of the District during the 2024 budget year, there is hereby levied a tax of 19.161 mills upon each dollar of the total valuation of assessment of all taxable property within the District.

Section 3. <u>Levy for Debt Service Obligations</u>. For the purposes of meeting all debt service obligations of the District during the 2024 budget year, there is hereby levied a tax of 38.000 mills upon each dollar of the total valuation of assessment of all taxable property within the District.

Section 4. <u>Levy for Contractual Obligation Expenses</u>. For the purposes of meeting all contractual obligations of the District during the 2024 budget year, there is hereby levied a tax of 0.000 mills upon each dollar of the total valuation of assessment of all taxable property within the District.

Section 5. <u>Levy for Capital Project Expenses</u>. For the purposes of meeting all capital project obligations of the District during the 2024 budget year, there is hereby levied a tax of 0.000 mills upon each dollar of the total valuation of assessment of all taxable property within the District.

Section 6. <u>Mill Levy Adjustment</u>. When developing the attached budget, consideration was given to any changes in the method of calculating assessed valuation, including any changes to the assessment ratios, or any constitutionally mandated tax credit, cut or abatement, as authorized in the District's service plan. The Board hereby determines in good faith (such determination to be binding and final), that to the extent possible, the adjustments to the mill levies made to account for changes in Colorado law described in the prior sentence, and the actual tax revenues generated by the mill levies, are neither diminished nor enhanced as a result of those changes.

Section 7. <u>Certification to County Commissioners</u>. The Board directs its legal counsel, manager, accountant or other designee to certify to the Board of County Commissioners of Adams County, Colorado the mill levies for the District as set forth herein. Such certification shall be in compliance with the requirements of Colorado law.

Section 8. <u>Appropriations</u>. The amounts set forth as expenditures in the budget attached hereto are hereby appropriated.

Section 9. <u>Filing of Budget and Budget Message</u>. The Board hereby directs its legal counsel, manager or other designee to file a certified copy of the adopted budget resolution, the budget and budget message with the Division of Local Government by January 30 of the ensuing year.

Section 10. <u>Budget Certification</u>. The budget shall be certified by a member of the District, or a person appointed by the District, and made a part of the public records of the District.

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ADOPTED DECEMBER 6, 2023.

DISTRICT:

ORCHARD FARMS METROPOLITAN DISTRICT, a quasi-municipal corporation and political subdivision of the State of Colorado

By:

DocuSigned by:

Officer of the District

Attest:

	DocuSigned by:
By:	Nathaniel S. Watkins

APPROVED AS TO FORM:

WHITE BEAR ANKELE TANAKA & WALDRON Attorneys at Law

General Counsel to the District

STATE OF COLORADO COUNTY OF ADAMS ORCHARD FARMS METROPOLITAN DISTRICT

I hereby certify that the foregoing resolution constitutes a true and correct copy of the record of proceedings of the Board adopted by a majority of the Board at a District meeting held via teleconference on Wednesday, December 6, 2023, as recorded in the official record of the proceedings of the District.

IN WITNESS WHEREOF, I have hereunto subscribed my name this ____ day of , 2023. 12/26/2023

Nathaniel S. Watkins Signature

EXHIBIT A

BUDGET DOCUMENT

BUDGET MESSAGE

ORCHARD FARMS METROPOLITAN DISTRICT

ANNUAL BUDGET

FOR THE YEAR ENDING DECEMBER 31, 2024

ORCHARD FARMS METRO DISTRICT SUMMARY 2024 BUDGET WITH 2022 ACTUAL AND 2023 ESTIMATED For the Years Ended and Ending December 31,

	,	ACTUAL 2022	E	STIMATED 2023		BUDGET 2024
BEGINNING FUND BALANCES	\$	1,315,401	\$	349,593	\$	336,120
REVENUES						
Property taxes		1,053,446		985,703		1,095,478
Specific ownership taxes		75,035		68,999		76,683
Operations and maintenance fee		220,785		229,092		247,802
Interest income		17,182		31,315		20,852
Other revenue		21,884		6,419		10,000
Loan Proceeds		14,330,000		-		-
Transfer Fees		19,000		20,000		20,000
Legal Collection Fees		600		-		600
Total revenues		15,737,932		1,341,527		1,471,415
TRANSFERS IN		130,000		200,000		255,000
Total funds available		17,183,333		1,891,120		2,062,535
EXPENDITURES						
General Fund		110,699		115,000		145,000
Operations Fee Fund		398,941		490,000		494,000
Debt Service Fund		16,194,100		750,000		800,000
Total expenditures		16,703,740		1,355,000		1,439,000
TRANSFERS OUT		130,000		200,000		255,000
Total expenditures and transfers out						
requiring appropriation		16,833,740		1,555,000		1,694,000
ENDING FUND BALANCES	\$	349,593	\$	336,120	\$	368,535
EMERGENCY RESERVE	\$	9,100	\$	9,800	\$	12,500
AVAILABLE FOR OPERATIONS	Ŧ	105,797	Ŧ	114,326	Ŧ	126,399
OPERATIONS FEE FUND RESERVE		80,000		80,000		120,000
TOTAL RESERVE	\$	194,897	\$	204,126	\$	258,899

ORCHARD FARMS METRO DISTRICT PROPERTY TAX SUMMARY INFORMATION 2024 BUDGET WITH 2022 ACTUAL AND 2023 ESTIMATED For the Years Ended and Ending December 31,

		ACTUAL 2022	ES	TIMATED 2023		BUDGET 2024
	<u> </u>					
ASSESSED VALUATION						
Residential	\$	13,276,090	\$1	3,852,470	\$	17,627,250
Agricultural		6,190		-		-
State assessed		1,200		6,640		5,860
Vacant land		903,110		1,245,580		1,275,260
Personal property		95,060		226,900		236,940
Other		770		2,460		19,470
Certified Assessed Value	\$	14,282,420	\$1	5,334,050	\$	19,164,780
MILL LEVY						
General		18.000		18.467		19.161
Debt Service		55.664		45.815		38.000
Total mill levy		73.664		64.282		57.161
PROPERTY TAXES						
General	\$	257,084	\$	283,174	\$	367,216
Debt Service		795,017		702,529		728,262
Levied property taxes		1,052,101		985,703		1,095,478
Adjustments to actual/rounding		2,809		-		-
Refunds and abatements		(1,464)		-		-
Budgeted property taxes	\$	1,053,446	\$	985,703	\$	1,095,478
BUDGETED PROPERTY TAXES						
General	\$	257,413	\$	283,174	\$	367,216
Debt Service	¥	796,033	Ψ	702,529	Ψ	728,262
	\$	1,053,446	\$	985,703	\$	1,095,478

ORCHARD FARMS METRO DISTRICT GENERAL FUND 2024 BUDGET WITH 2022 ACTUAL AND 2023 ESTIMATED For the Years Ended and Ending December 31,

	ACTUAL 2022		ESTIMATED 2023		E	BUDGET 2024
		2022		2023		2024
BEGINNING FUND BALANCES	\$	54,191	\$	114,897	\$	124,126
REVENUES						
Property taxes		257,413		283,174		367,216
Specific ownership taxes		18,335		19,822		25,705
Interest income		3,832		14,815		11,852
Other revenue		21,825		6,419		10,000
Total revenues		301,405		324,229		414,773
Total funds available		355,596		439,126		538,899
EXPENDITURES						
General and administrative						
Accounting		38,523		55,000		60,500
Auditing		4,400		5,000		6,500
County Treasurer's fee		3,865		4,248		5,508
Dues and membership		338		554		650
Insurance		5,592		3,918		17,664
Legal		33,663		32,000		35,500
Miscellaneous		34		-		100
Election		23,294		2,546		-
		-		9,934		16,598
Website		990		1,800		1,980
Total expenditures		110,699		115,000		145,000
TRANSFERS OUT						
Transfers to other fund		130,000		200,000		255,000
Total expenditures and transfers out						
requiring appropriation		240,699		315,000		400,000
ENDING FUND BALANCES	\$	114,897	\$	124,126	\$	138,899
EMERGENCY RESERVE	\$	9,100	\$	9,800	\$	12,500
AVAILABLE FOR OPERATIONS	Ψ	105,797	Ψ	114,326	Ψ	126,399
TOTAL RESERVE	\$	114,897	\$	124,126	\$	138,899

ORCHARD FARMS METRO DISTRICT OPERATIONS FEE FUND 2024 BUDGET WITH 2022 ACTUAL AND 2023 ESTIMATED For the Years Ended and Ending December 31,

1/21/24

					1/21/24	
	A	ACTUAL ESTIMATED				BUDGET
		2022		2023		2024
BEGINNING FUND BALANCES	\$	219,678	\$	193,276	\$	160,368
REVENUES						
Operations and maintenance fee		220,785		229,092		247,802
Transfer Fees		19,000		20,000		20,000
Legal Collection Fees		600		-		600
Interest income		2,095		8,000		7,000
Other revenue		59		-		-
Total revenues		242,539		257,092		275,402
TRANSFERS IN						
Transfers from other funds		130,000		200,000		255,000
Total funds available		592,217		650,368		690,770
EXPENDITURES						
General and administrative						
Insurance		12,266		13,046		14,850
Design Review		8,280		14,208		16,200
District management		-		33,000		37,000
District Management - Costs		9,090		15,000		16,500
Billing		13,200		26,580		31,000
Covenant Enforcement		12,972		15,840		16,630
Legal		1,100		2,500		5,000
Miscellaneous		-		19,960		14,105
Storage Facility		479		1,320		1,440
Community Cleanup		450		1,050		1,575
Community Activities		6,861		15,000		24,000
Landscape Maintenance		- ,		- /		,
Irrigation Repairs & Improvements		25,037		23,000		25,000
Landscape Maintenance - Contract		60,544		66,600		77,000
Landscape Replacements & Improvements		3,944		35,000		28,000
Tree Replacements		9,507		44,496		10,000
Tree Spraying and Fertilization		16,298		15,000		-
Grounds and Park Maintenance		-,		-,		
Snow removal		17,488		15,000		20,000
Lighting		1,620		13,500		2,000
Grounds Repair and Maintenance		31,110		15,000		16,500
Playground Inspection and Repairs		14,928		6,000		8,200
Holiday Lighting		1,191		2,500		2,500
Restroom Maintenance		-		4,900		5,000
Utilities						
Water		151,109		90,000		120,000
Electricity		1,467		1,500		1,500
Total expenditures		398,941		490,000		494,000
Total expenditures and transfers out						
requiring appropriation		398,941		490,000		494,000
		530,341		430,000		494,000
ENDING FUND BALANCES	\$	193,276	\$	160,368	\$	196,770
OPERATIONS FEE FUND RESERVE	¢	80 000	¢	80 000	¢	120 000
TOTAL RESERVE	<u>\$</u> \$	80,000 80,000	\$ \$	80,000 80,000	\$ \$	<u>120,000</u> 120,000
	ψ	00,000	Ψ	00,000	φ	120,000

No assurance provided. See summary of significant assumptions.

ORCHARD FARMS METRO DISTRICT DEBT SERVICE FUND 2024 BUDGET WITH 2022 ACTUAL AND 2023 ESTIMATED For the Years Ended and Ending December 31,

	,	ACTUAL 2022	ES	TIMATED 2023	E	BUDGET 2024
BEGINNING FUND BALANCES	\$	1,041,532	\$	41,420	\$	51,626
REVENUES						
Property taxes		796,033		702,529		728,262
Specific ownership taxes		56,700		49,177		50,978
Interest income		11,255		8,500		2,000
Loan Proceeds		14,330,000		-		-
Total revenues		15,193,988		760,206		781,240
Total funds available		16,235,520		801,626		832,866
EXPENDITURES						
General and administrative						
County Treasurer's fee		11,946		10,538		10,924
Miscellaneous		729		-		-
Paying agent fees		5,500		4,000		5,000
Contingency		-		6,849		5,957
Debt Service						
Loan interest - Series 2022		127,846		598,613		593,119
Interest Expense - Series 2017A		280,025		-		-
Interest Expense - Series 2017B		563,704		-		-
Interest Expense - Series 2017C		913,069		-		-
Loan principal - Series 2022		165,000		130,000		185,000
2017 Refunding Escrow		13,742,631		-		-
Bond issue costs		383,650		-		-
Total expenditures		16,194,100		750,000		800,000
Total expenditures and transfers out						
requiring appropriation		16,194,100		750,000		800,000
ENDING FUND BALANCES	\$	41,420	\$	51,626	\$	32,866

Services Provided

Orchard Farms Metropolitan District, a quasi-municipal corporation, is governed pursuant to provisions of the Colorado Special District Act. The District's service area is located in Adams County, Colorado. The District was established to provide public streets, traffic and safety, water, sewer, park and recreation, television relay and translation, and mosquito control facilities and improvements for the use and benefit of the inhabitants and taxpayers of the District.

On November 6, 2007, the District's voters authorized total general obligation indebtedness of \$48,000,000 for the above listed facilities and, with a maximum debt mill levy of 50.000 mills as adjusted for changes in the assessment ratio. The adjusted debt mill levy for the change in the assessment ratio from 6.95% to 6.7% is 64.070 mills.

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

The District prepares its budget on the modified accrual basis of accounting and 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, sale of the tax liens on delinquent properties are held in November or December. The County Treasurer remits the taxes collected monthly to the District.

The calculation of the taxes levied is displayed on the Property Tax Summary Information page of the budget.

Revenues (Continued)

Property Taxes (Continued)

For property tax collection year 2024, SB22-238 and SB23B-001 set the assessment rates and actual value reductions as follows:

Category	Rate	Category	Rate	Actual Value Reduction	Amount
Single-Family				Single-Family	\$55,000
Residential	6.70%	Agricultural Land	26.40%	Residential	
Multi-Family		Renewable		Multi-Family	\$55,000
Residential	6.70%	Energy Land	26.40%	Residential	
Commercial	27.90%	Vacant Land	27.90%	Commercial	\$30,000
		Personal		Industrial	\$30,000
Industrial	27.90%	Property	27.90%		
Lodging	27.90%	State Assessed	27.90%	Lodging	\$30,000
		Oil & Gas			
		Production	87.50%		

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. The budget assumes that the District's share will be equal to approximately 7.0% of all the property taxes collected.

Operations Fees

The District imposes a monthly fee of \$47.00 from the homeowners and collects a \$500 fee at closing from each new homeowner to pay for the costs of landscaping, maintenance and management.

Expenditures

General and Administrative Expenditures

General and administrative expenditures include the estimated services necessary to maintain the District's administrative viability such as legal, management, accounting, insurance and meeting expense.

Expenditures (Continued)

Operating and Maintenance Expenditures

Anticipated expenditures for maintenance are outlined in the Operations Fees Fund of the Budget.

Debt and Leases

Tax-Exempt Refunding Loan, Series 2022

On September 16, 2022, the District entered into a Loan Agreement with Zions Bancorporation, N.A. d/b/a Vectra Bank Colorado (the Bank) pertaining to a loan in the amount of \$14,330,000 (2022 Loan). The proceeds from the 2022 Loan were used to (i) refund the 2017A Senior Bonds, the 2017B and 2017C Subordinate Bonds; (ii) pay the Bank's combined loan commitment fee and rate lock fee; (iii) pay the costs of issuing the 2022 Loan; and (iv) pay any remaining proceeds to the Loan Payment Fund.

The Loan bears interest at the Base Rate of 4.226%, until the Interest Reset Date of December 1, 2042, then the Base Rate shall be the greater of: (i) the sum of the 10-Year U.S. Treasury Rate as of the Interest Reset Date plus 200 basis points, multiplied by 80%, or (ii) 3.50%.

Interest payments are due on June 1 and December 1 of each year, commencing December 1, 2022 (Interest Payment Dates). All interest due and payable shall be calculated on the basis of a 360-day year and actual number of days elapsed in the applicable period. Interest not paid when due shall compound on each Interest Payment Date

Principal payments are due December 1 of each year beginning on December 1, 2022. The 2022 Loan matures on December 1, 2052.

The Loan is not subject to prepayment prior to the tenth anniversary of the Closing Date, except from excess Pledged Revenue. At its option and subject to the restrictions set forth in this Section, the District may prepay all or any part of the principal of the Loan from any legally available revenues on any date on or after the tenth anniversary of the Closing Date upon payment to the Bank of the principal amount so prepaid, accrued interest thereon to the prepayment date, without prepayment fee or penalty.

The principal of and interest on the Loan shall be payable solely from and to the extent of the Pledged Revenue, which consists of (a) the Required Mill Levy; (b) the portion of the Specific Ownership Taxes allocable to the amount of the Required Mill Levy; and (c) any other legally available moneys which the Board determines in its sole discretion to apply as Pledged Revenue.

Prior to the time when the Debt to Assessed Ratio is 50% or less, the Required Mill Levy means an ad valorem mill levy imposed upon all taxable property of the District each year in an amount sufficient, when combined with moneys held in the Loan Payment Fund, to pay the annual debt requirements for the next fiscal year, but not in excess of 50 mills (subject to adjustment).

Reserves

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 accompanying budget.

ORCHARD FARMS METROPOLITAN DISTRICT

Year Ending	Issue date September 16, 2022 Principal Due Annually December 1 Interest at 4.226% Due June 1 and December 1								
December 31,		Principal		Interest		Total			
2024	\$	185,000	\$	593,119	\$	778,119			
2025	Ŧ	195,000	Ŧ	585,301	Ŧ	780,301			
2026		215,000		577,060		792,060			
2027		225,000		567,974		792,974			
2028		245,000		558,466		803,466			
2029		260,000		548,112		808,112			
2030		285,000		537,125		822,125			
2031		300,000		525,081		825,081			
2032		325,000		512,403		837,403			
2033		340,000		498,668		838,668			
2034		365,000		484,300		849,300			
2035		385,000		468,875		853,875			
2036		415,000		452,605		867,605			
2037		435,000		435,067		870,067			
2038		465,000		416,684		881,684			
2039		485,000		397,033		882,033			
2040		515,000		376,537		891,537			
2041		540,000		354,773		894,773			
2042		570,000		331,952		901,952			
2043		580,000		327,825		907,825			
2044		615,000		301,725		916,725			
2045		645,000		274,050		919,050			
2046		675,000		245,025		920,025			
2047		710,000		214,650		924,650			
2048		740,000		182,700		922,700			
2049		775,000		149,400		924,400			
2050		810,000		114,525		924,525			
2051		850,000		78,075		928,075			
2052		885,000		39,825		924,825			
	\$	14,035,000	\$	11,148,932	\$	25,183,932			

\$14,330,000 Tax-Exempt Refunding Loan, Series 2022

No assurance provided. See summary of significant assumptions.