

Colorado High Performance Transportation Enterprise
Financial Statements and Independent Auditor's Reports
Financial Audit
Years Ended June 30, 2023 and 2022
Compliance Audit
Year Ended June 30, 2023



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Members of the Legislative Audit Committee
Colorado Department of Transportation
High Performance Transportation Enterprise

We have completed the financial statement and compliance audit of the Colorado Department of Transportation's High Performance Transportation Enterprise (the Enterprise or HPTE) as of and for the year ended June 30, 2023. Our audit was conducted in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States.

We were engaged to conduct our audit pursuant to Section 2-3-103, C.R.S., which authorizes the State Auditor to conduct or cause to be conducted audits of all departments, institutions and agencies of State government. The reports which we have issued as a result of this engagement are set forth in the table of contents which follows.

CliftonLarsonAllen LLP

CliftonLarsonAllen LLP

Denver, Colorado
December 19, 2023

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Colorado High Performance Transportation Enterprise

June 30, 2023 and 2022

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Colorado High Performance Transportation Enterprise

Report Summary

Year Ended June 30, 2023

Purposes and Scope of Audit

The Office of the State Auditor engaged CliftonLarsonAllen (CLA), LLP to conduct a financial and compliance audit of the Colorado High Performance Transportation Enterprise for the fiscal year ended June 30, 2023. CLA performed the audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States. The audit of the Colorado High Performance Transportation Enterprise (the Enterprise or HPTE) was performed under authority of Section 2-3-103, C.R.S.

The purposes and scope of this audit were to:

- Express opinions on the financial statements of the Enterprise as of and for the years ended June 30, 2023, including consideration of internal control over financial reporting as required by auditing standards generally accepted in the United States of America and *Government Auditing Standards* for the year ended June 30, 2023.
- Review the Enterprise's compliance with rules and regulations governing the expenditure of federal and state funds for the year ended June 30, 2023.
- Issue a report on the Enterprise's internal control over financial reporting and on compliance with certain provisions of laws, regulations, contracts and grant agreements and other matters based on our audit of the financial statements performed in accordance with *Government Auditing Standards* for the year ended June 30, 2023.

Audit Opinions and Reports

The independent auditor's reports included herein expressed an unmodified opinion on the Enterprise's financial statements as of and for the years ended June 30, 2023 and 2022. Our report also includes a paragraph stating that we did not audit the financial statements of HPTE for the year ended June 30, 2022, which was audited by other auditors, and their report thereon dated December 15, 2022, expressed an unmodified opinion on the financial statements of HPTE.

No instances of noncompliance considered material to the financial statements were disclosed by the audit.

Summary of Key Findings and Recommendations

There were no findings for the year ended June 30, 2023. Refer to page 5 for the Disposition of Prior Audit Findings and Recommendations related to prior year findings.

Significant Audit Adjustments

There were no significant audit adjustments proposed.

Colorado High Performance Transportation Enterprise

Report Summary

Year Ended June 30, 2023

Auditor's Communication to Legislative Audit Committee

The auditor's communication to the Legislative Audit Committee describes the auditor's responsibility under auditing standards generally accepted in the United States of America and significant management judgments and estimates. This communication is located on page 90.

Colorado High Performance Transportation Enterprise

Background

Year Ended June 30, 2023

On March 2, 2009, former Governor Ritter signed into law Colorado SB 09-108, *Funding Advancement for Surface Transportation and Economic Recovery Act*, otherwise known as FASTER, creating the High Performance Transportation Enterprise (HPTE or the Enterprise) as a government-owned business within the Colorado Department of Transportation (CDOT). The new law created the High Performance Transportation Enterprise, replacing the Colorado Tolling Enterprise (CTE) that had been established in 2002. With the passage of the new legislation, the CTE ceased to exist on March 2, 2009, and CTE's activities for the remainder of the fiscal year were assumed by HPTE. Any residual funds available from the original CTE were consolidated into HPTE.

The HPTE has the legal responsibility to aggressively seek out opportunities for innovative and efficient means of financing and delivering important surface transportation infrastructure projects in the State. It has the statutory power, among others, to impose tolls and other user fees, to issue revenue bonds secured by those fees, and to enter into contracts with public and private entities to facilitate Public Private Partnerships (P3s), which are partnerships between a government and a private sector company that can be used to finance, build, and operate projects.

The law also introduced a new governance structure, creating a HPTE Board of Directors (the HPTE Board) which includes a mix of State Transportation Commissioners and external stakeholders appointed by the Governor to provide expertise, guidance, and oversight in analyzing P3s and other creative financings mechanisms.

The revised Colorado High Performance Transportation Enterprise statute, Section 43-4-806 C.R.S., requires two separate funds for the management of the Enterprise. The Statewide Transportation Special Revenue Fund is referred to in statute and herein as the Transportation Special Fund. The Transportation Special Fund receives revenues collected from tolls, fees, and other fines with the intent to separately account for authorized projects. The principal revenue for this fund comes primarily from the I-70 Eastbound and Westbound Mountain Express Lanes (MEXL), the I-25 North U.S. 36 to 120th Avenue Express Lanes the I-25 North 120th to Northwest Parkway/E-470 Express Lanes, and the C-470 I-25 to Wadsworth Boulevard Express Lanes. Before March 7, 2014, HPTE collected revenue from the I-25 Central Reversible Lanes. However, revenues from those lanes ceased when Plenary Roads Denver (PRD) commenced operations under the U.S. 36 Managed Lanes Concession Agreement.

The second fund, the Enterprise Operating Fund, referred to as the Operating Fund, was created to house the monies loaned by the Transportation Commission from the State Highway Fund. These monies are intended to defray expenses incurred by the Enterprise prior to the receipt of revenues either from bond proceeds or user fees. Beginning in 2016, HPTE's fees earned for providing services pursuant to the Fee for Service Interagency Agreement are also deposited into the Operating Fund. Statutes require that the Operating Fund is to be maintained and reported separately from the Transportation Special Fund. Therefore, the financial information for each fund is separately presented with combined totals in the accompanying financial statements for the Enterprise.

The Enterprise retains the status of an enterprise for purposes of Section 20 of Article X of the State Constitution (commonly referred to as "TABOR"), and accordingly, is not subject to the revenue and spending limitations of TABOR as long as it receives less than 10 percent of its total revenues in grants from the State and local governments. Management did not identify any violations of this enterprise status for Fiscal Years 2022-23 or 2021-22.

Colorado High Performance Transportation Enterprise

Background

Year Ended June 30, 2023

In 2021, at the direction of the HPTE Board of Directors, HPTE underwent a rebranding effort. There was consensus that the HPTE office needs a complementary but separate identity from CDOT. Board members felt that our name should communicate progress, trust, and a focus on the state's critical infrastructure projects. The Board formally approved the new Colorado Transportation Investment Office (CTIO) name and rebranding in November 2021. While HPTE remains the name for the enterprise in all legal, contractual, and legislative documents, the Colorado High Performance Transportation Enterprise is now doing business as the Colorado Transportation Investment Office (CTIO). It is how the enterprise refers to itself.

Colorado High Performance Transportation Enterprise
Disposition of Prior Year Audit Findings and Recommendations
Year Ended June 30, 2023

Recommendation Number	Recommendation Summary	Disposition
2021-001	<p>The Department of Transportation's Colorado High Performance Transportation Enterprise should strengthen its internal controls over exhibit preparation and review by:</p> <p>(A) Assigning back-up responsibilities for exhibit preparation and review to staff to allow for appropriate segregation of duties and review appropriate delegation when turnover occurs.</p> <p>(B) Appropriately training employees on exhibit preparation and reviews.</p> <p>(C) Ensuring exhibits are reviewed prior to the submission to the Office of the State Controller.</p>	<p>(A) and (C) Implemented in fiscal year 2023 (B) Implemented in fiscal year 2022</p>

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INDEPENDENT AUDITOR'S REPORT

Members of the Legislative Audit Committee
Colorado Department of Transportation
High Performance Transportation Enterprise

Report on the Audit of the Financial Statements

Opinions

We have audited the financial statements of the Colorado High Performance Transportation Enterprise (the Enterprise or HPTE), an enterprise fund of the State of Colorado, Department of Transportation, as of and for the year ended June 30, 2023, and the related notes to the financial statements, which collectively comprise the Enterprise'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 financial position of the Enterprise as of June 30, 2023, and the changes in financial position and its cash flows 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) and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are required to be independent of the Enterprise, 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.

Prior Year Audited by Other Auditors

The financial statements of the HPTE as of and for the year ended June 30, 2022, were audited by other auditors whose reported dated December 15, 2022, expressed unmodified opinions on those statements.

Emphasis of Matter

As discussed in Note 1 – Nature of Operations and Summary of Significant Accounting Policies, the financial statements of the Enterprise are intended to present the net position and changes in financial position and, cash flows for only that portion of the financial reporting entity, State of Colorado, Department of Transportation, that is attributable to the transactions of the Enterprise. They do not purport to, and do not present fairly the financial position of the State of Colorado, Department of Transportation as of June 30, 2023 and 2022 and the change in its financial position, or cash flows, for the years then ended, in conformity with accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

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 Enterprise's ability to continue as a going concern for 12 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 opinion. 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 and *Government Auditing Standards* 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 and *Government Auditing Standards*, 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 Enterprise'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 Enterprise'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.

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management’s discussion and analysis, pension, and other postemployment benefit information 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 auditing standards generally accepted in the United States of America, 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.


Other Information

Management is responsible for the other information included in the annual financial and compliance report. The other information comprises the background of the Colorado High Performance Transportation Enterprise, but does not include the basic financial statements and our auditor’s report thereon. Our opinion on the basic financial statements does not cover the other information, and we do not express an opinion or any form of assurance thereon.

In connection with our audit of the basic financial statements, our responsibility is to read the other information and consider whether a material inconsistency exists between the other information and the basic financial statements, or the other information otherwise appears to be materially misstated. If based on the work performed, we conclude that an uncorrected material misstatement of the other information exists, we are required to describe it in our report.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated December 19, 2023, on our consideration of the Enterprise’s internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Enterprise’s internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Enterprise’s internal control over financial reporting and compliance.



CliftonLarsonAllen LLP

Denver, Colorado
December 19, 2023

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Colorado High Performance Transportation Enterprise

Management's Discussion and Analysis

(Unaudited)

June 30, 2023 and 2022

Management's Discussion and Analysis (MD&A) was prepared by the Colorado High Performance Transportation Enterprise (the Enterprise or HPTE) and is designed to provide an analysis of the Enterprise's financial condition and operating results for the fiscal years ended June 30, 2023 and 2022. The MD&A also informs the reader of the financial issues and activities related to the Enterprise. It should be read in conjunction with the Enterprise's financial statements.

Program Overview

The revised Colorado High Performance Transportation Enterprise statute requires two separate funds for the management of the Enterprise. The Statewide Transportation Special Fund is referred to in statute and herein as the Transportation Special Fund. The principal revenues of the Enterprise are deposited into this fund and include toll revenue from the I-70 Eastbound and Westbound Mountain Express Lanes (MEXL), I-25 North U.S. 36 to 120th Avenue Express Lanes, the I-25 North 120th Avenue to Northwest Parkway/E-470 Express Lanes, and the C-470 I-25 to Wadsworth Boulevard Express Lanes. The fund is statutorily authorized to separately account for authorized projects as well as to repay loans made to the HPTE Operating Fund (see below) when sufficient revenues are generated to do so.

In May 2015, HPTE entered into a tolling services agreement with E-470 Public Highway Authority (E-470), which allowed E-470 to perform back-office services for HPTE. Those services include collection and remittance of the tolls that are earned in HPTE's express lanes, general maintenance of tolling equipment, use of the Express Toll website, toll billing and collections, license plate image review, transponder mailing and inventory management, and customer service. HPTE and E-470 entered into an amendment to the Tolling Services Agreement in January 2022 to extend the term of the TSA from June 30, 2023 to June 30, 2028.

The second fund is the Enterprise Operating Fund, referred to herein as the Operating Fund. The Operating Fund was initially funded with monies loaned by the Transportation Commission to HPTE from the State Highway Fund (such monies were intended to defray expenses incurred by the Enterprise prior to the receipt of revenues either from bond proceeds or fees). Beginning in 2016, HPTE's fees earned for providing services pursuant to the Fee for Service Interagency Agreement are also deposited into the Operating Fund. Statutes require that the Operating Fund be maintained and reported separately from the Transportation Special Fund. Therefore, the financial information for each fund is presented with combined totals in the accompanying financial statements for the Enterprise.

Including the Director, the Enterprise presently has nine staff for the administration of the program. HPTE is in the process of hiring staff to support a new Tolling Operations Branch and currently has the authorization for eleven new internal staff. The time that CDOT staff works for the Enterprise is billed to and paid by the Enterprise. Program areas supported by CDOT staff include: Accounting, Communications, Budget, and Contracts and Procurement.

The Enterprise retains the status of an enterprise for purposes of Section 20 of Article X of the State Constitution (TABOR) so long as it retains the authority to issue revenue bonds and receives less than 10 percent of its total revenues in grants from the State and local governments. Management has not identified any violations of this enterprise status for Fiscal Years 2022-23 or 2021-22.

Colorado High Performance Transportation Enterprise

Management's Discussion and Analysis

(Unaudited)

June 30, 2023 and 2022

Program Planning and Future Project Development

Fee For Service

A study in early 2015 was completed and concluded that HPTE provides a necessary benefit to CDOT and assigned values for HPTE services and tasks. In June 2015, HPTE entered into its first Fee for Service Interagency Agreement (IAA) with CDOT, which compensates HPTE for providing CDOT direct benefits by accelerating infrastructure projects that ordinarily would not have been undertaken due to the constrained fiscal environment. HPTE's status as an enterprise under Section 20 of Article X of the Colorado Constitution, also known as TABOR, has allowed HPTE to accelerate the development and delivery of critical transportation infrastructure projects using innovative financing, public-private partnerships, user fees, revenue bonds and private commercial loan agreements.

This and subsequent IAA's divide HPTE's tasks into categories linked to the stage of development of the various surface transportation projects and requires HPTE and CDOT to create an annual scope of work. HPTE is required to provide CDOT a progress report every January 15th and July 15th of each fiscal year. The progress reports are used by CDOT and HPTE to recognize revenue and expenses, respectively. Per the agreement, HPTE will invoice CDOT for services that will be provided under the scope of work and the agreement will be renewed annually (or as often as additional work arises). HPTE's fees earned for providing services pursuant to the IAA are deposited into the Operating Fund.

Memorandum of Understanding (MOU)

A MOU between HPTE and CDOT was originally signed in 2013. At the direction of the HPTE Board, the MOU was updated in Fiscal Year 2020-21 and approved by both HPTE and CDOT in January 2021. The revised MOU concentrates on the services HPTE and CDOT offer and how they work together to improve the state surface transportation system. The MOU also acknowledges that as HPTE has grown into a successful tolling operator, challenges and growing pains have emerged around the operations and maintenance of Express Lanes. Through the MOU, HPTE and CDOT developed a new IAA for Tolling Operations and Maintenance, which is discussed below.

Tolling Operations and Maintenance

In recognition of the specialized operations and maintenance expertise that CDOT provides to HPTE, HPTE and CDOT have determined a new structure that will provide an upfront payment to CDOT to cover Express Lane operation and maintenance (O&M) costs for the upcoming year through a new annual Tolling Operations and Maintenance (TOMs) IAA. This IAA documents the terms of the overall business relationship between CDOT and HPTE. It includes the scope of work HPTE wants CDOT to provide for the upcoming fiscal year, the cost calculations to deliver the work, and the process by which CDOT charges HPTE for the fair market value of the services provided. It ensures a proactive approach to determining O&M costs and will ensure equity in O&M cost sharing as the network of Express Lanes grows. Three key areas of work addressed under the scope of work include 1) Roadway Maintenance such as snow and ice removal, guardrail, and pothole repair, 2) Operational Support such as monitoring and response to traffic and incident management, and 3) Intelligent Transportation Systems (ITS) maintenance and monitoring of the electronic tolling equipment. The most recent IAA for Fiscal Year 2023-24 was approved by HPTE and the Transportation Commission in May 2023.

Colorado High Performance Transportation Enterprise

Management's Discussion and Analysis

(Unaudited)

June 30, 2023 and 2022

Express Lanes Master Plan (ELMP)

To assist in planning for future projects, HPTE is implementing an ELMP. The goal of the ELMP is to 1) identify and prioritize corridors that have the potential to benefit from Express Lanes in the future, 2) identify the potential revenue-generating capacity of those corridors, 3) estimate the potential cost and level of construction impact of various Express Lanes design alternatives, 4) identify whether HOV travel should be a component of the corridor, and 5) engage with stakeholders to inform technical analysis, project approach, and ultimate recommendations. The ELMP was finalized in February 2020 and HPTE is working with CDOT to implement top tier projects including I-270 and I-25 North E-470 to State Highway 66.

Commercial Back Office System (CBOS) Procurement

HPTE started discussing the CBOS procurement in mid 2021 and an HPTE Board subcommittee on the CBOS Procurement was formed in October 2021. The first draft of the RFP was released on April 28, 2023, with the final RFP released November 3, 2023. The contract award is expected to be issued June 2024.

In 2022, the Colorado legislature passed a new bill (House Bill 22-1074: Traffic Violation on the I-70 Shoulder Lanes) to reinforce the rules of using Express Lanes to improve safety and allow the HPTE to enforce these rules using civil penalties. The rules include the following:

- Drivers cannot drive in the Peak Period Shoulder Lane (also known as the Mountain Express Lanes) when signage indicates that it is closed in all cases except in an emergency or an authorized emergency vehicle.
- A driver cannot weave in and out of toll lanes and general purpose lanes over the solid white line. This constitutes a failure to adhere to Express Lane rules and failure to pay a toll.
- If the Peak Period Shoulder Lane is open, a person cannot drive in it if their vehicle has more than two axles or exceeds 25 feet in length.

HPTE is authorized by law to enforce these rules for violations in accordance with new legislation and establish an administrative toll enforcement process (civil penalty). Enforcement began in August 2023, preceded by a robust and extensive communications outreach plan to inform the public.

When enforcement began, violators were identified using a sophisticated, first in the nation technology that includes sensors, cameras, and software. These elements work together to identify vehicles that are weaving in and out of the lane, using the lane when it is closed, driving an oversized vehicle in the lane, and attempting to conceal their license plates through tampering or reflective materials.

The penalty for these infractions is a \$75 civil penalty sent via mail based on the registered address of the vehicle's license plate. Violations not paid within 20 days of issuance will increase to \$150 civil penalty.

Colorado High Performance Transportation Enterprise

Management's Discussion and Analysis (Unaudited)

June 30, 2023 and 2022

Burnham Yard

For close to 150 years, Burnham Yard was a central agent of economic activity for the Denver Metro region. The land was acquired and developed by the railroad in 1871, five years before Colorado became a state. Throughout the latter part of the 19th century and for most of the 20th century, Burnham Yard was a driving force of economic activity, vitality, and commerce. It served as a repair, refueling, maintenance, manufacturing, and storage facility for Denver and Rio Grande Western Railroad (DRG&W), Southern Pacific (SP), and then Union Pacific Railroad (UPRR) activities over the past century and a half and employed hundreds of individuals in the Denver Metro area. With the turn of the 21st century, Burnham Yard's importance as an economic engine became less pronounced and other modes of freight and individual transportation rose to primacy.

Burnham Yard is located in central Denver between four of Denver's main road arteries: I-25, Colfax Avenue, Speer Boulevard, and 6th Avenue, and is less than a mile from Mile High Stadium, the Denver Art Museum, and Denver's Central Business District.

UPRR decommissioned Burnham Yard in 2016, leaving it mostly unused. HPTE purchased the property in 2021.

To acquire the Burnham property, HPTE borrowed \$55.8 million through loans from Bank of America, and J.P. Morgan Chase Bank, (\$22.9 million each) and a loan from CDOT for \$10 million. Additionally, CDOT contributed \$5 million to HPTE, that HPTE will set aside to cover environmental, land use planning, and/or other costs to be spent during the next three to five years on improvements to the property, which would be expected to increase property value and facilitate a disposition to a developer. CDOT and HPTE anticipate retaining approximately 17 acres for future transportation use and will be working with the City and County of Denver and stakeholders on a two to three-year study to determine specific mobility needs and a purpose and need for other potential projects.

To make the project creditworthy for the bank market, HPTE entered into an Intra-Agency Agreement with CDOT that documents the substantive terms of how CDOT and HPTE work together and allocate rights and responsibilities on the Burnham Yard project. Under the Burnham Yard IAA, HPTE is responsible for acquiring the Burnham Yard Property, which includes negotiating the Purchase and Sale Agreement with the UPRR, reviewing title and survey, and undertaking short-term financing to cover the remainder of the purchase price. In exchange for this, CDOT will reimburse HPTE for the financing related costs. During the next five years (2021-2026), CDOT and HPTE will:

- Determine boundaries for the transportation related parcels, HPTE will start the process to dispose of the remnant or non-transportation related parcels.
- Undertake the necessary environmental studies to determine the location and quantity of the transportation related parcels.

Colorado High Performance Transportation Enterprise

Management's Discussion and Analysis

(Unaudited)

June 30, 2023 and 2022

- Coordinate with other state agencies, such as Colorado Office of Economic Development and International Trade (OEDIT), the Department of Local Affairs (DOLA), and other state agencies regarding the mitigation of CDOT's risk on non-transportation related parcels.
- Negotiate and enter into a Memorandum of Understanding with the City and County of Denver for the development of a Small Area Plan by the Denver Department of Community Planning and Development (CPD), which will include engagement with community members, stakeholders, the Partnering Agencies, and development of an Infrastructure Master Plan for the Burnham Yard, in accordance with the standard CPD Large Development Review process.
- Coordinate with CDOT to possibly advance conceptual land use and infrastructure planning either through the use of a consultant or through a possible developer, and engage with the Colorado Department of Public Health and Environment regarding environmental remediation of the Property through enrollment in the Voluntary Cleanup Program (VCUP).
- Support the entitlement process for property, including possible re-zoning to allow for the highest and best use of the Remnant property.
- Engage the Denver Urban Renewal Authority (DURA) on blight studies and/or the establishment of an urban renewal area, in order to make available tax increment financing revenues to support the cost of public infrastructure and environmental remediation for development of the Remnant Property.

In October 2022, HPTE kicked off the Burnham Yard Transportation Planning Study that will focus on:

- Track alignment for the Consolidated Main Line (CML), RTD light rail lines, and the future right of way needed for Front Range Passenger Rail (FRPR).
- Meeting facilitation with stakeholders and the neighborhood.
- Noise, vibration, and dust analysis for each track alignment option.
- Leveraging parallel efforts occurring with FRPR.

The study is anticipated to be completed in the Summer of 2023.

Colorado High Performance Transportation Enterprise

Management's Discussion and Analysis

(Unaudited)

June 30, 2023 and 2022

Express Lane Projects

I-70 Mountain Express Lane (MEXL)

The MEXL Eastbound project opened for tolling on December 19, 2015. The 12 lane miles of existing shoulders on I-70 between the Twin Tunnels located east of the city of Idaho Springs to Empire Junction were expanded to allow tolled traffic on the eastbound shoulders during peak travel times. Prior to the lanes opening, HPTE and CDOT negotiated agreements for the details of this project with Clear Creek County, Federal Highway Administration (FHWA), and the City of Idaho Springs. Since the opening in 2015, the express lanes have shown success in both the winter and summer seasons in reducing congestion as well as improving travel times and safety. Given the benefits of the eastbound Mountain Express Lanes, CDOT and HPTE constructed a westbound Mountain Express Lane from the Veterans Memorial Tunnel to Empire Junction that opened for tolling in August 2022.

To deliver the initial eastbound project, HPTE arranged financing for the construction of the I-70 MEXL project through a \$25 million construction loan with Banc of America Preferred Funding Corporation in 2014. This original loan was always intended to be an interim financing tool, with a refinancing to be completed between 2020 and 2021. In September 2020, HPTE initiated the refinancing process and entered into new loan agreement with Wells Fargo in January 2021. HPTE selected a three-year term in order to secure a favorable interest rate of .76 percent, saving a significant amount on interest costs over the initial term of the loan. Payments are due annually in December. Principal payments are due annually beginning in June 2024 with a maturity date in June 2027.

HPTE anticipates that the toll revenues generated from both the current I-70 MEXL eastbound lanes as well as the westbound lanes will be pledged as part of the larger Floyd Hill to Veterans Memorial Tunnels project on I-70 west of the Denver Metro Area in Clear Creek and Jefferson Counties.

Floyd Hill

The \$700 million I-70 Floyd Hill Project will improve eight miles of the I-70 Mountain Corridor, from west of Evergreen to eastern Idaho Springs. It includes three main sources of improvements (West section- approximately Idaho Springs to Hidden Valley, Central Section -approximately Hidden Valley to U.S. 6, East Section-approximately U.S. 6 to County Road 65), as well as early projects developed through the National Environmental Policy Act (NEPA) process.

CDOT has identified \$460 million in combined enterprise financing from the Bridge and Tunnel Enterprise (BTE) and HPTE. In January 2020, HPTE initiated a funding gap study to determine its share of toll revenue backed financing. The study was finished in Spring 2022 and identified that HPTE could contribute an estimated \$165 million through the United States Department of Transportation (USDOT) Build America Bureau (BAB) Transportation Infrastructure Finance and Innovation Act (TIFIA) loan program.

HPTE began work on the TIFIA loan process in Summer of 2022 and is targeting a loan close in Spring 2024. Floyd Hill project construction will begin in Summer 2023 and be completed in mid 2027.

Colorado High Performance Transportation Enterprise

Management's Discussion and Analysis

(Unaudited)

June 30, 2023 and 2022

I-25 Corridor, Segment 6 (Berthoud to Johnstown)

The next phase of the I-25 North improvements along the Front Range adds 13 lane miles of Express Lanes between Berthoud and Johnstown. This project, which broke ground in September 2019 and is anticipated to be completed by end of calendar year 2023, with tolling commencing in Spring of 2024. The improvements provided by this project will provide the traveling public better connections between the Denver area and the Northern Front Range and link drivers to safer, time saving mobility choices. The project will add an Express Lane in each direction of I-25, replace aging bridges, make interchanges safer and more efficient, and improve infrastructure for bus transit along the I-25 corridor. The project will also add carpool and transit facilities, create new pedestrian and bicycle accesses, improve drainage systems, and improves the alignment of I-25 for safer travel. Funding sources for Segment 6 include a federal Better Utilizing Investments to Leverage Development (BUILD) grant, Senate Bill (SB) 09-267 transfers, BTE funds and more than \$13 million in contributions from the communities and counties served by this corridor.

I-25 North (Johnstown to Fort Collins)

In conjunction with the project underway between Berthoud and Johnstown, improvements at the northern most portion of the corridor between Johnstown to Fort Collins will add 34 lane miles of Express Lanes. This \$600 million project, which broke ground in the fall of 2018 and is anticipated to be completed in 2024, will bring significant structural investment to one of the fastest growing areas of the State. The planned improvements will add an Express Lane in each direction of I-25, construct a new park-n-ride facility, mobility hub, and replace aging bridges. Funding sources included a federal Transportation Investment Generating Economic Recovery (TIGER) grant, SB09-267 transfers, SB09-228 transfers allocated to the project in Fiscal Year 2017-18, BTE funds, HPTE financing and more than \$52 million in contributions from the communities and counties served by this corridor.

In August 2020, HPTE began working with the BAB TIFIA program to secure toll revenue backed financing for the I-25 Segment 7 and 8 project. The TIFIA loan closed in August 2023 for \$501 million with an interest rate of 2 percent.

I-25 Gap: Monument to Castle Rock

Widening I-25 from four to six lanes for the 18 miles between Monument and Castle Rock has long been a focus for corridor travelers and elected officials. Improvements include the construction of 36 lane miles of Express Lanes, bridge replacements and the construction of wildlife crossings. In 2017, CDOT was able to accelerate the environmental planning for this project by redirecting \$15 million of flexible state funds from the C-470 project that were originally allocated to serve as a “backstop” for loans that would be financing the project in order to allow the project to progress. The accelerated environmental study examined opportunities to improve operations, reduce congestion and provide more predictable travel times for users. The I-25 South environmental study was also funded in part by \$3.75 million in Responsible Acceleration of Maintenance and Partnerships (RAMP) Development funds. This project was awarded a \$65 million Infrastructure for Rebuilding America (INFRA) grant by USDOT in June 2018. Construction started in the fall of 2018 and tolling is expected to commence in late 2023. The project is expected to be completed in Spring of 2024.

Colorado High Performance Transportation Enterprise

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(Unaudited)

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C-470: I-25 to Wadsworth Boulevard

The C-470 I-25 to Wadsworth Express Lanes project broke ground in August 2016 and opened for tolling in August 2020. In addition to the 30 lane miles of new Express Lanes, the project reconstructed a portion of the existing pavement, added auxiliary lanes between interchanges, improved portions of on- and off-ramps, widened the existing bridges through the project area, replaced the bridges over the South Platte River, installed water quality features, noise barriers, installed Intelligent Transportation Systems elements and tolling equipment, and added grade separations for the multi-use trail at Quebec Street and Colorado Boulevard. The new Express Lanes offer improved traffic flow, trip reliability, and safety to the corridor. To deliver the project, HPTE received credit assistance from TIFIA in the amount of \$106 million and \$176.5 million toll revenue backed bonds, which closed in June 2017.

Public Private Partnerships (P3)

Central 70: Brighton Boulevard to Chambers Road

HPTE is working closely with CDOT and the Statewide Bridge and Tunnel Enterprise (BTE) on the Central 70 project. In February 2015, the Transportation Commission approved using a Design, Build, Finance, Operate and Maintain (DBFOM) availability payment Public-Private Partnership (P3) procurement. The P3 DBFOM structure was selected as the delivery method because of its ability to transfer more risk to the private sector in several key areas including the long-term costs of maintaining the corridor. In this model, the concessionaire is given annual performance payments and must meet strict operations and maintenance standards. Central 70 is HPTE's second major P3 project.

In November 2017, HPTE and BTE reached commercial close with Kiewit Meridiam Partners LLC (KMP). The financial close of the project agreement between HPTE and KMP was completed in December 2017. The construction started in the summer of 2018.

The full project scope includes removing the elevated section of I-70 between Brighton and Colorado Boulevards, lowering this portion of the highway below ground, constructing a cover over a portion of the lowered highway, and installing one additional Express Lane in each direction along the length of the project from Brighton Boulevard to Chambers Road.

This project includes a 1.8-mile viaduct bridge, which ranks as the highest priority project for BTE to complete. CDOT, in collaboration with HPTE and BTE, identified a total project delivery cost of approximately \$1.2 billion to construct the 10-mile project. Funding sources committed to the Central 70 Project include \$850 million from BTE, \$50 million from Denver Regional Council of Governments (DRCOG), transfers from SB16-228 funds totaling \$180 million, HPTE toll revenues, and \$37 million from the City and County of Denver.

A Settlement Agreement was executed on May 9, 2019 between BTE, HPTE and KMP, to resolve four Supervening Events (potential claims). The Settlement Agreement involved amendments to the project documents, including a settlement payment of \$7.6 million and time extension to address these events, which will be paid by BTE and CDOT. The payment of \$7.6 million was made at substantial completion, which was in February 2023.

Colorado High Performance Transportation Enterprise

Management's Discussion and Analysis

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Certain challenges related to the Union Pacific Railroad (UPRR) crossing began in late 2018 affecting the Project timeline. Despite all parties' best intentions and a sincere desire to wholly alleviate and eliminate the potential for those delays, project schedule impacts continued beyond the original project timeline. Because of additional eligible costs incurred by KMP due to the delays and a lower interest rate environment, a unique opportunity exists to refinance the Developer's TIFIA loan amount. Doing so allowed the project to generate additional financing proceeds, to defray increases in Project costs, to restructure debt to minimize delays costs, and greatly minimize future risk to the project.

The parties' efforts to refinance the KMP's existing TIFIA loan (\$416 million) and raise additional TIFIA debt of \$49 million, was successful due to the P3 structure of the project. The HPTE Board approved the debt restructuring during the April 2021 meeting and the transaction closed in September 2021.

Central 70 Globeville and Elyria Swansea Tolling Equity Program (GES)

As part of the Central 70 Record of Decision (ROD) in 2017, a range of environmental justice concerns were acknowledged. One issue identified was how the project might impact low income populations living in the areas adjacent to the project. To mitigate this potential equity impact, the ROD included a commitment that HPTE would develop a program that would provide some type of discounted access to the Express Lanes for eligible populations in these neighborhoods. Ten months of work and engagement with stakeholders, Denver council members, and GES residents resulted in a preferred program option being identified in December 2021 and approved by the HPTE Board in April 2022. The preferred program identifies an initial one time Express Lanes transponder and credit totaling \$100, plus an additional annual pool for funds (15 percent of net revenue) for GES residents to spend on either transit passes or adding credit to Express Lanes accounts.

This program was launched in March of 2023 before tolling commencement in the Summer.

U.S. 36: I-25 to Table Mesa

Plenary Roads Denver (PRD) was responsible for the design and construction of Phase 2 of the project and operations and maintenance of the Phase 1 and Phase 2 of U.S.36 Express Lanes and the Central I-25 Express Lanes that connect U.S. 36 to downtown Denver. PRD's obligations include routine and lifecycle maintenance (replacement and rehabilitation) of U.S. 36 Express Lanes and the existing I-25 Central Express Lanes, as well as routine maintenance in the four general purpose lanes and the bus on shoulder lanes. Routine maintenance includes minor repairs and snow and ice removal. PRD is also responsible for tolling operations on the U.S. 36 and I-25 Central Express Lanes. PRD and HPTE employed a sophisticated financial agreement, consisting of four tranches of debt on two liens, in addition to PRD's equity. As part of this financing package, PRD assumed HPTE's existing obligations from the project's first phase, a \$54 million TIFIA loan, and issued approximately \$20 million of additional parity Private Activity Bonds (PABs). PRD also entered into a new \$60 million TIFIA loan. Finally, PRD issued approximately \$20 million of subordinate debt, with HPTE acting as a conduit issuer.

The PABs are not a liability of the HPTE and will be repaid by the concessionaire with future toll revenues. HPTE does not receive any toll revenue generated from the U.S. 36 Express Lanes project.

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In May 2019, the CDOT Transportation Commission provided funding to complete a package of repair work that was originally agreed to be done before PRD took over maintenance of the U.S. 36 corridor (referred to as Initial Works). The concession agreement allowed for PRD to procure a contractor and oversee construction management on the project. The Initial Works are being completed in three phases. Phase I and 2 (referred to as the U.S. 36 Initial Works Pavement Repairs) were completed in May 2020. Work for Phase 3 began in Summer 2021 and completed in Summer 2022. The scope of work included:

- Bridge repair and maintenance for 20th Street Bridge and Baseline Road Bridge.
- Pavement and shoulder repairs identified in the five year lifecycle plan between the U.S. 36/I-25 interchange to the U.S.36/Pecos Street interchange, including replacement and rehabilitation of large pavement gaps in the general purpose lanes.
- Vegetation Management on the eastbound side of U.S. 36 between Baseline and Table Mesa.
- Erosion repair along eastbound Pecos ramps.
- Traffic sign renewal and lighting repair.

Using This Annual Report

This annual report consists of a series of financial statements.

The Enterprise reports two major funds, the Transportation Special Fund and the Operating Fund.

The statements of net position includes the assets, deferred outflows of resources, liabilities, deferred inflows of resources and net position and provides information about HPTE's assets and liabilities and reflect the financial position of HPTE as of June 30, 2023 and 2022. Over time, increases or decreases in the net position continue to serve as a useful indicator of whether the financial position of the Enterprise is improving or deteriorating.

The statements of revenues, expenses, and changes in net position present the revenues earned and expenses incurred for the years ended June 30, 2023 and 2022. Revenues and expenses are reported on the accrual basis. Thus, revenues and expenses are reported in the statement for some items that will result in cash flows in future fiscal years.

The statements of cash flows present information of cash inflows and outflows related to the Enterprise's activities for the years ended June 30, 2023 and 2022.

Revenues and expenses of the Enterprise are accounted for on a fiscal year basis and are presented herein.

Colorado High Performance Transportation Enterprise
Management's Discussion and Analysis
(Unaudited)
June 30, 2023 and 2022

Net Position Analysis

Condensed Statements of Net Position

As of June 30	Transportation Special Fund			Operating Fund		
	2023	2022	2021	2023	2022	2021
Assets						
Current Assets	\$ 42,506,416	\$ 52,680,710	\$ 40,363,975	\$ 2,292,202	\$ 3,153,589	\$ 4,686,935
Noncurrent Assets	33,664,104	32,312,185	32,787,336	-	-	-
Capital Assets	565,946,050	568,646,872	578,443,185	1,132,719	-	-
Total Assets	642,116,570	653,639,767	651,594,496	3,424,921	3,153,589	4,686,935
Deferred Outflows of Resources	207,058	319,082	188,021	337,512	139,320	252,662
Liabilities						
Current Liabilities	6,441,269	1,259,141	6,312,359	1,316,824	540,058	509,805
Noncurrent Liabilities	381,234,532	405,129,424	389,097,800	4,096,140	1,473,167	2,088,204
Total Liabilities	387,675,801	406,388,565	395,410,159	5,412,964	2,013,225	2,598,009
Deferred Inflows of Resources	122,038,339	125,073,167	127,883,546	168,404	556,217	508,660
Net Position (Deficit)						
Net Investment in Capital Assets	64,365,939	65,293,203	84,431,404	94,454	-	-
Unrestricted (Deficit)	68,243,549	57,203,914	44,057,408	(1,913,389)	723,467	1,832,928
Total Net Position (Deficit)	\$ 132,609,488	\$ 122,497,117	\$ 128,488,812	\$ (1,818,935)	\$ 723,467	\$ 1,832,928

Fiscal Year 2022-23 Analysis

Transportation Special Fund

Assets

The Transportation Special Fund total assets decreased by \$11.5 million.

Current Assets

Current assets decreased by \$10.2 million primarily due to a decrease in cash and pooled cash investments of \$10.3 million. The decrease in cash is due to the use of toll revenue to repay the I-25 Segment III loan.

Noncurrent Assets

Noncurrent assets, excluding capital assets increased by \$1.4 million. There was an increase in restricted cash due to interest being earned on cash that is being held by the trustee. Additionally, due to an increase in C-470 toll revenue which is held by the Trustee, due to the TIFIA loan agreement.

Colorado High Performance Transportation Enterprise
Management's Discussion and Analysis
(Unaudited)
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Capital Assets

In Fiscal Year 2022-23, HPTE capital assets decreased by \$2.7 million. Non depreciable capital assets were reduced by \$819,857 and depreciable assets decreased by \$1.9 million. The decrease in capital assets is due to not having any new corridors placed into service during Fiscal Year 2022-23 and the depreciation of existing assets.

Liabilities

Liabilities decreased by \$18.7 million due to HPTE repaying the I-25 North Segment III loan of \$23.6 million. This was offset by an increase of \$3 million to the C-470 TIFIA loan. Additionally, the interest on the C-470 TIFIA loan is added to the principal balance per the terms of the loan agreement, which caused an increase to accrued interest totaling \$545,943. Accounts payable and accrued liabilities increased by \$1.6 million due to HPTE having an increase in payables due to preparation of the closing of the I-25 TIFIA loan.

Deferred Outflows and Inflows of Resources

Deferred outflows of resources increased by \$112,024 due to pensions and OPEB. Deferred inflows of resources decreased by \$3 million due to a decrease in the U.S. 36 Concession agreement of \$2.9 million.

Net Position

The net effect of these changes was an increase in net position for the Transportation Special Fund of \$10.1 million. Of the total net position, \$64.4 million represents the net investment in capital assets.

In Fiscal Year 2022-23 pension expense recognized was \$194,737 and in Fiscal Year 2021-22, pension expense recognized in accordance with GASB 68 totaled \$170,165. OPEB expense (credit) recognized under GASB 75 in Fiscal Years 2023-22 was (\$2,272) and in Fiscal Year (\$2,191). The credit for pension and OPEB was the result of the change in HPTE's proportional share of the net pension liability and also the State's contribution to the Trust Fund in accordance with C.R.S. §24-51-413, during 2022-23 and 2021-22. As a result, total pension and OPEB liabilities decreased.

Operating Fund

Assets

The operating fund total assets increased by \$271,332 from Fiscal Year 2022-23 to Fiscal Year 2021-22 due to a decrease in cash of \$768,784, offset by the recording of a right to use asset totaling \$1.1 million due to the implementation of GASB 96. Refer to Note 1 for the adoption of GASB 96.

Colorado High Performance Transportation Enterprise
Management's Discussion and Analysis
(Unaudited)
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Liabilities

As explained below, total liabilities increased by \$3.4 million primarily due to HPTE signing a new agreement with CDOT for Floyd Hill totaling \$2.8 million. This agreement was recorded as unearned revenue in Fiscal Year 2022-23. \$828,000 of this agreement was recognized in Fiscal Year 2022-23, and the remaining balance will be recognized as it is earned.

Current Liabilities

Current liabilities increased by \$776,766 due to a subscription based information technology arrangement (SBITA), caused by the implementation of GASB 96.

Noncurrent Liabilities

Noncurrent liabilities increased by \$2.6 million primarily due to an increase in unearned revenue totaling \$1.6 million related to the Floyd Hill agreement with CDOT. The increase is also due to the recording of SBITA liability. The SBITA is related to software being used to monitor projects.

Deferred Outflows and Inflows of Resources

Deferred outflows of resources increased by \$198,192 and deferred inflows of resources decreased by \$387,813. Both the increase of deferred outflows of resources and the decrease of deferred inflows of resources were due to pensions and OPEB.

Net Position

The effect of these changes was a decrease in the net position of the operating fund of \$2.5 million from the previous fiscal year. Of the total net position, \$94,454 represents the net investment in capital assets. The decrease is associated with an increase in liabilities due to the implementation of GASB 96.

In Fiscal Years 2022-23 and 2021-22, pension expense (credit) recognized in accordance with GASB 68 totaled (\$103,843) and (\$284,305) respectively. OPEB expense (credit) recognized under GASB 75 in Fiscal Years 2022-23 and 2021-22 totaled (\$3,106) and (\$832) respectively.

Fiscal Year 2021-22 Analysis

Transportation Special Fund

Assets

The Transportation Special Fund total assets increased by \$2 million.

Colorado High Performance Transportation Enterprise

Management's Discussion and Analysis (Unaudited)

June 30, 2023 and 2022

Current Assets

Current assets increased by \$12 million primarily due to an increase in cash and pooled cash investments of \$12 million. The increase in cash and pooled cash investments was related to revenue earned from an increase in toll revenue.

Noncurrent Assets

Noncurrent assets, excluding capital assets decreased by \$475,151.

Capital Assets

In Fiscal Year 2021-22, HPTE capital assets decreased by \$10 million. The overall reduction of capital assets is caused by a decrease in non-depreciable capital assets totaling \$4 million, which is due to HPTE not having any new construction projects.

Liabilities

Liabilities increased by \$10.9 million due to HPTE incurring two additional loans related to the Tolling Equipment Financing Agreement (TEFA) with CDOT for Central 70 and the South Gap projects. The C-470 TIFIA loan also increased by \$15.5 million, as HPTE completed its final draw to pay CDOT for the construction of the C-470 Express Lanes. Additionally, the interest on the C-470 TIFIA loan is added to the principal balance per the terms of the loan agreement. This caused a decrease in accrued interest of \$7 million. Accounts payable and accrued liabilities decreased by \$5 million due to HPTE having less construction project expenses to accrue.

Deferred Outflows and Inflows of Resources

Deferred outflows of resources increased by \$131,061 due to pensions and OPEB. Deferred inflows of resources decreased by \$2.8 million due to a decrease in the U.S. 36 Concession agreement of \$2.9 million and an increase in pension and OPEB of \$94,938.

Net Position

The net effect of these changes was a decrease in net position for the Transportation Special Fund of \$6 million. Of the total net position, \$65.3 million represents the net investment in capital assets.

In Fiscal Year 2021-22, pension expense recognized in accordance with GASB 68 totaled \$170,165. In Fiscal Years 2020-21, pension expense (credit) GASB 68 totaled (\$41,176). OPEB expense (credit) recognized under GASB 75 in Fiscal Years 2021-22 and 2020-21 (\$2,191) and (\$3,974), respectively. The credit for pension and OPEB was the result of the change in HPTE's proportional share of the net pension liability and also the State's contribution to the Trust Fund in accordance with C.R.S. §24-51-413, during 2021-22 and 2020-21. As a result, total pension and OPEB liabilities decreased.

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Operating Fund

Assets

The operating fund total assets decreased by \$1.5 million from Fiscal Year 2020-21 to Fiscal Year 2021-22 due to a decrease in cash. Cash decreased due to a reduction in the Fee For Service agreement.

Liabilities

As explained below, total liabilities decreased by \$584,684 primarily due to HPTE recognizing the unearned revenue from the Floyd Hill and I-270 IAAs for traffic and revenue studies in Fiscal Year 2021-22.

Current Liabilities

Current liabilities increased by \$30,253 due to an increase in accrual payments to vendors before year-end.

Noncurrent Liabilities

Noncurrent liabilities decreased by \$615,037 primarily due to HPTE recognizing unearned revenue from the Floyd Hill and I-270 IAAs.

Deferred Outflows and Inflows of Resources

Deferred outflows of resources decreased by \$113,342 and deferred inflows of resources increased by \$47,557. Both the decrease of deferred outflows of resources and the increase of deferred inflows of resources were due to pensions and OPEB.

Net Position

The effect of these changes was a decrease in the net position of the operating fund of \$1.1 million from the previous fiscal year. See explanation related to changes in operating expenses and revenues in the next section.

In Fiscal Years 2021-22, 2020-21, and 2019-20 pension expense (credit) recognized in accordance with GASB 68 totaled (\$284,305), (\$228,347), and (\$95,303), respectively. OPEB expense (credit) recognized under GASB 75 in Fiscal Years 2021-22, 2020-21, and 2019-20 totaled (\$832), \$1,028, and \$3,821, respectively.

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Revenue and Expense Analysis

Condensed Statements of Revenues, Expenses, and Changes in Net Position

For Year Ended June 30	Transportation Special Fund			Operating Fund		
	2023	2022	2021	2023	2022	2021
Operating Revenues						
Charges for Tolls and Services	\$ 38,158,352	\$ 29,899,483	\$ 17,865,658	\$ 4,828,000	\$ 4,219,000	\$ 6,736,000
Other Operating Revenues	3,063,363	1,303,584	1,418,442	4,970	4,400	12,549
Total Operating Revenues	41,221,715	31,203,067	19,284,100	4,832,970	4,223,400	6,748,549
Operating Expenses						
Salaries and Benefits	458,175	403,175	156,375	913,411	593,729	586,860
Operating and Travel	8,955,131	7,683,651	8,237,379	1,674,411	1,114,761	1,135,178
Professional Services	4,147,989	2,860,323	3,065,502	4,242,063	3,499,808	5,136,381
Depreciation and Amortization Expense	15,591,034	14,891,608	14,715,721	640,233	-	-
Total Operating Expenses	29,152,329	25,838,757	26,174,977	7,470,118	5,208,298	6,858,419
Operating Income (Loss)	12,069,386	5,364,310	(6,890,877)	(2,637,148)	(984,898)	(109,870)
Nonoperating Revenues (Expenses)						
Investment Income (expense)	1,898,179	(2,444,584)	(240,990)	118,276	(124,564)	(17,469)
CDOT I-25 North Segment III construction delay payment	-	-	7,693,107	-	-	-
Cost of issuance for Burnham Yard and MEXL program loans	-	(115,000)	(576,598)	-	-	-
Interest Expense and bond premium	(13,202,173)	(9,788,293)	(13,277,149)	(23,530)	-	-
Net Nonoperating Revenues (Expenses)	(11,303,994)	(12,347,877)	(6,401,630)	94,746	(124,564)	(17,469)
Transfer for Transportation Commission Loan Payme	-	-	-	-	-	-
Transfer of I-25 North Segment II and III managed lanes to HPTE	9,346,979	991,872	(89,334,246)	-	-	-
Change in Net Position	10,112,371	(5,991,695)	(102,626,753)	(2,542,402)	(1,109,462)	(127,339)
Beginning Net Position (Deficit)	122,497,117	128,488,812	231,115,565	723,467	1,832,929	1,960,268
Net Position, End of Year	\$ 132,609,488	\$ 122,497,117	\$ 128,488,812	\$ (1,818,935)	\$ 723,467	\$ 1,832,929

Colorado High Performance Transportation Enterprise

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Variations for Fiscal Year 2022-23

Transportation Special Fund

Revenues

Total operating revenues increased by \$10 million. This increase in operating revenues is primarily a result of an increase in toll revenue totaling \$8.3 million. The increase in toll revenue is due to the increase of traffic since the COVID pandemic. Additionally, other operating revenues increased by \$1.8 million due revenue recognized from the IAA related to the Central 70 tolling equity program.

Expenses

Total operating expenses increased in Fiscal Year 2022-23 by \$3.3 million. Operations and travel increased by \$1.3 million due to COVID restrictions being reduced and staff being able to attend more in person events. Additionally, there was an increase of \$1.3 million in professional services due to HPTE requesting assistance on the preparation and closing of the I-25 TIFIA loan. Depreciation and amortization expense also increased by \$699,426.

Net nonoperating expenses decreased by \$1 million due to an increase in investment income of \$4.3 million offset by an increase in interest expense and bond premium totaling \$3.4 million. Interest expense increased due to interest accrued on the C-470 TIFIA loan.

Net Position

The outcome of these changes was an increase in net position of \$10.1 million in Fiscal Year 2022-23.

Operating Fund

Revenues

Total operating revenues increased by \$609,570 due to an increase in charges for tolls and services. This increase was due to the revenue recognized from the Floyd Hill agreement with CDOT.

Expenses

Total operating costs increased by \$2.3 million due, in part to an increase in operating and travel totaling \$559,650. The increase of operating costs was also due to an increase in salary and benefits totaling \$319,682 and an increase in depreciation and amortization expense totaling \$640,233. The increase in depreciation and amortization expense is related to the recording of a SBITA.

Net nonoperating revenues increased by \$219,310 due to an increase to investment income totaling \$242,840, offset by an increase in interest expense related to the recording of a SBITA.

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Net Position

The outcome of these changes was a decrease in net position of \$2.5 million in Fiscal Year 2022-23.

Variances for Fiscal Year 2021-22

Transportation Special Fund

Revenues

Total operating revenues increased by \$11.9 million. This increase in operating revenues is primarily a result of an increase in toll revenue totaling \$12 million. The increase in toll revenue is due to the increase of traffic since the COVID pandemic.

Expenses

Total operating expenses decreased in Fiscal Year 2021-22 by \$336,220. Operations and travel decreased by \$553,728 due to the Burnham Yard transaction closing in Fiscal Year 2020-21. This was offset by an increase to salaries and benefits of \$246,800 as HPTE added additional staff. Depreciation expense also increased by \$175,887.

Net nonoperating expenses increased by \$5.9 million due to \$7.7 million of other income from a construction payment in Fiscal Year 2020-21. This was offset by a decrease in interest expense due to the financing of the tolling equipment and software for Central 70 and South Gap projects.

Net Position

The outcome of these changes was decrease in net position of \$6 million in Fiscal Year 2021-22.

Operating Fund

Revenues

Total operating revenues decreased by \$2.5 million due to a decrease in charges for tolls and services and other operating revenue. The decrease was due to a reduction in the Fee For Service agreement from prior fiscal years.

Expenses

Total operating costs decreased by \$1.7 million due to a decrease in professional services of \$1.6 million, and by a reduction of operations and travel totaling \$10,347. The decrease in professional services was due to HPTE's reduced need of legal and P3 advisory services as the Burnham Yard project closed in the prior fiscal year.

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Net nonoperating revenues decreased by \$142,033 due to a decrease in investment income.

Net Position

The outcome of these changes was a decrease in net position of \$1.2 million in Fiscal Year 2021-22.

Capital Assets and Debt Administration

Transportation Special Fund

Capital Assets

As of June 30	2023	2022	2021
Land	\$ 50,046,670	\$ 50,046,670	\$ 50,046,670
Right to use asset, (SBITA), Net of Accumulated Amortization	44,151	-	-
Assets Under Construction	3,631,346	4,451,203	687,129
Capital Assets Being Depreciated	<u>512,223,883</u>	<u>514,148,999</u>	<u>527,709,386</u>
Capital Assets, Net of Accumulated Depreciation	<u>\$ 565,946,050</u>	<u>\$ 568,646,872</u>	<u>\$ 578,443,185</u>

In Fiscal Year 2022-23, capital assets decreased overall by \$2.7 million due to the amount of assets under construction decreasing by \$819,857, while depreciation on existing assets was \$15.6 million.

In Fiscal Year 2021-22 capital assets decreased overall by \$9.8 million due to the amount of assets under construction increasing by \$3.8 million, while depreciation on existing assets was \$14.9 million.

Operating Fund

As of June 30	2023	2022	2021
Right to use asset, (SBITA), Net of Accumulated Amortization	<u>1,132,719</u>	<u>-</u>	<u>-</u>
Right to use asset , Net of Accumulated Amortization	<u>\$ 1,132,719</u>	<u>\$ -</u>	<u>\$ -</u>

In Fiscal Year 2022-23, the operating fund assets increased by \$1.1 million, due to recording of a SBITA due to the implementation of GASB 96.

Colorado High Performance Transportation Enterprise

Management's Discussion and Analysis

(Unaudited)

June 30, 2023 and 2022

Debt Outstanding

HPTE has one commercial loan for MEXL totaling \$25.2 million. HPTE also borrowed \$45.8 million through Bank of America and J.P. Morgan Chase (totaling \$22.9 million each) for the Burnham Yard transaction. Additionally, HPTE received a CDOT loan totaling \$10 million for the Burnham Yard transaction as well.

The financing for the C-470 Express Lanes Project consists of a TIFIA loan totaling \$112 million and revenue backed bonds totaling \$175.5 million including a bond premium of \$13.4 million. As of June 30, 2023, HPTE has received \$101.7 million of the TIFIA loan proceeds.

Additionally, HPTE received an operations and maintenance loan totaling \$4 million from CDOT in Fiscal Year 2022-23. This loan is to assist HPTE with the operations and maintenance of the C-470 corridor. The \$4 million loan acts as a line of credit and will be drawn down in increments when needed to fund the operations and maintenance of C-470. In Fiscal Year 2022-23, HPTE received \$750,000 of proceeds from this loan.

In May 2019 HPTE and CDOT entered into the Tolling Equipment Financing Agreement (TEFA). This agreement was created to allow CDOT to loan HPTE funds to purchase tolling equipment and software for the express lanes. The agreement acts as a line of credit for HPTE. In Fiscal Year 2020-21, HPTE completed its first draw in January 2021 totaling \$2.9 million to purchase tolling equipment and software for the MEXL westbound project and the develop a cloud based tolling system. In Fiscal Year 2021-22 HPTE completed two more draws totaling \$8 million to purchase tolling equipment and software for the Central 70 and South Gap projects. There were no additions to the TEFA in Fiscal Year 2022-23.

For more information regarding outstanding debt for the Transportation Special Fund, see Note 6.

As HPTE becomes a mature Express Lanes operator, it will naturally see increasing revenues in its Special Revenue Fund which was created to be funded by user fees, in this case, tolls. There are several factors driving this. First, the existing Express Lanes will bring in additional revenue as the number of Express Lane users increases. Second, HPTE will have more Express Lanes reaching toll commencement in the next year and continue to generate additional revenue in the Special Revenue Fund. Revenues in the Operating Fund will generally fluctuate depending on the project development work being assigned by CDOT via the annual Fee for Service IAA.

Financial Contact

If you have questions about this report please contact:

High Performance Transportation Enterprise
2829 West Howard Place
Denver, Colorado 80204
Attn: Kay Hruska, Enterprise Controller

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Colorado High Performance Transportation Enterprise

Statement of Net Position

June 30, 2023

	Transportation Special Fund	Operating	Total
Assets			
Current assets:			
Cash and pooled cash investments	\$ 41,100,202	\$ 2,275,785	\$ 43,375,987
Receivables	793,999	805	794,804
Prepaid items	612,215	15,612	627,827
Total current assets	42,506,416	2,292,202	44,798,618
Noncurrent assets:			
Restricted cash	33,664,104	-	33,664,104
Land	50,046,670	-	50,046,670
Capital assets, nondepreciable	3,631,346	-	3,631,346
Capital assets, net of accumulated depreciation	512,223,883	-	512,223,883
Right to use asset, (SBITA), net of amortization	44,151	1,132,719	1,176,870
Total noncurrent assets	599,610,154	1,132,719	600,742,873
Total assets	642,116,570	3,424,921	645,541,491
Deferred Outflows of Resources			
Related to pensions	191,871	323,627	515,498
Related to postemployment benefits	15,187	13,885	29,072
Total deferred outflows of resources	207,058	337,512	544,570
Liabilities			
Current liabilities:			
Accounts payable and accrued liabilities	2,875,304	661,566	3,536,870
Subscription based information technology arrangement (SBITA)	15,965	655,258	671,223
C-470 TIFIA loan	375,000	-	375,000
MEXL program loan	3,175,000	-	3,175,000
Total current liabilities	6,441,269	1,316,824	7,758,093
Noncurrent liabilities			
TEFA Loan	10,950,000	-	10,950,000
C-470 Bonds, including bond premium	175,224,894	-	175,224,894
C-470 TIFIA loan	111,702,698	-	111,702,698
MEXL program loan	22,030,000	-	22,030,000
Burnham Yard program loan	45,810,000	-	45,810,000
Burnham Yard CDOT loan	10,000,000	-	10,000,000
C-470 O&M loan	750,000	-	750,000
SBITA	17,135	571,915	589,050
Accrued interest	598,016	-	598,016
Unearned revenue	3,544,500	1,572,000	5,116,500
Net pension liability	593,040	1,906,140	2,499,180
Net other postemployment benefits	14,249	46,085	60,334
Total noncurrent liabilities	381,234,532	4,096,140	385,330,672
Total liabilities	387,675,801	5,412,964	393,088,765
Deferred Inflows of Resources			
Related to pensions	8,627	137,396	146,023
Related to postemployment benefits	6,416	31,008	37,424
Concession agreement	122,023,296	-	122,023,296
Total Deferred Inflows of Resources	122,038,339	168,404	122,206,743
Net Position			
Net investment in capital assets	64,365,939	94,454	64,460,393
Unrestricted	68,243,549	(1,913,389)	66,330,160
Total net position	\$ 132,609,488	\$ (1,818,935)	\$ 130,790,553

The accompanying notes are an integral part of these financial statements

Colorado High Performance Transportation Enterprise

Statement of Net Position

June 30, 2022

	Transportation Special		Total
	Fund	Operating	
Assets			
Current assets:			
Cash and pooled cash investments	\$ 51,414,632	\$ 3,044,569	\$ 54,459,201
Receivables	1,002,909	770	1,003,679
Prepaid items	263,169	108,250	371,419
Total current assets	52,680,710	3,153,589	55,834,299
Noncurrent assets:			
Restricted cash	32,312,185	-	32,312,185
Land	50,046,670	-	50,046,670
Capital assets, nondepreciable	4,451,203	-	4,451,203
Capital assets, net of accumulated depreciation	514,148,999	-	514,148,999
Total noncurrent assets	600,959,057	-	600,959,057
Total assets	653,639,767	3,153,589	656,793,356
Deferred Outflows of Resources			
Related to pensions	301,423	120,608	422,031
Related to postemployment benefits	17,659	18,712	36,371
Total deferred outflows of resources	319,082	139,320	458,402
Liabilities			
Current liabilities:			
Accounts payable and accrued liabilities	1,259,141	540,058	1,799,199
Total current liabilities	1,259,141	540,058	1,799,199
Noncurrent liabilities			
TEFA Loan	10,950,000	-	10,950,000
C-470 Bonds, including bond premium	175,469,547	-	175,469,547
C-470 TIFIA loan	108,993,467	-	108,993,467
MEXL program loan	25,205,000	-	25,205,000
I-25 North Segment III program loan	23,630,000	-	23,630,000
Burnham Yard program loan	45,810,000	-	45,810,000
Burnham Yard CDOT loan	10,000,000	-	10,000,000
Accrued interest	52,073	-	52,073
Unearned revenue	4,622,000	-	4,622,000
Net pension liability	382,574	1,418,609	1,801,183
Net other postemployment benefits	14,763	54,558	69,321
Total noncurrent liabilities	405,129,424	1,473,167	406,602,591
Total liabilities	406,388,565	2,013,225	408,401,790
Deferred Inflows of Resources			
Related to pensions	133,909	525,750	659,659
Related to postemployment benefits	10,646	30,467	41,113
Concession agreement	124,928,612	-	124,928,612
Total Deferred Inflows of Resources	125,073,167	556,217	125,629,384
Net Position			
Net investment in capital assets	65,293,203	-	65,293,203
Unrestricted	57,203,914	723,467	57,927,381
Total net position	\$ 122,497,117	\$ 723,467	\$ 123,220,584

The accompanying notes are an integral part of these financial statements

Colorado High Performance Transportation Enterprise
Statement of Revenues, Expenses, and Changes in Net Position
Year Ended June 30, 2023

	Transportation Special Fund	Operating	Total
Operating Revenues			
Charges for tolls and services	\$ 38,158,352	\$ 4,828,000	\$ 42,986,352
Other operating revenues	3,063,363	4,970	3,068,333
Total operating revenues	41,221,715	4,832,970	46,054,685
Operating Expenses			
Salaries and benefits	458,175	913,411	1,371,586
Operating and travel	8,955,131	1,674,411	10,629,542
Professional services	4,147,989	4,242,063	8,390,052
Depreciation and amortization expense	15,591,034	640,233	16,231,267
Total operating expenses	29,152,329	7,470,118	36,622,447
Operating income (loss)	12,069,386	(2,637,148)	9,432,238
Nonoperating Revenues (Expenses)			
Investment income (expense)	1,898,179	118,276	2,016,455
Interest expense and bond premium	(13,202,173)	(23,530)	(13,225,703)
Net nonoperating revenues (expenses)	(11,303,994)	94,746	(11,209,248)
Transfer of I-25 North Segment III managed lanes	9,346,979	-	9,346,979
Change in Net Position	10,112,371	(2,542,402)	7,569,969
Beginning Net Position	122,497,117	723,467	123,220,584
Net Position, End of the Year	\$ 132,609,488	\$ (1,818,935)	\$ 130,790,553

The accompanying notes are an integral part of these financial statements

Colorado High Performance Transportation Enterprise
Statement of Revenues, Expenses, and Changes in Net Position
Year Ended June 30, 2022

	Transportation Special Fund	Operating	Total
Operating Revenues			
Charges for tolls and services	\$ 29,899,483	\$ 4,219,000	\$ 34,118,483
Other operating revenues	1,303,584	4,400	1,307,984
Total operating revenues	31,203,067	4,223,400	35,426,467
Operating Expenses			
Salaries and benefits	403,175	593,729	996,904
Operating and travel	7,683,651	1,114,761	8,798,412
Professional services	2,860,323	3,499,808	6,360,131
Depreciation expense	14,891,608	-	14,891,608
Total operating expenses	25,838,757	5,208,298	31,047,055
Operating income (loss)	5,364,310	(984,898)	4,379,412
Nonoperating Revenues (Expenses)			
Investment income (expense)	(2,444,584)	(124,564)	(2,569,148)
Cost of issuance for Burnham Yard	(115,000)	-	(115,000)
Interest expense and amortization of bond premium	(9,788,293)	-	(9,788,293)
Net nonoperating revenues (expenses)	(12,347,877)	(124,564)	(12,472,441)
Transfer of I-25 North Segment III managed lanes	991,872	-	991,872
Change in Net Position	(5,991,695)	(1,109,462)	(7,101,157)
Beginning Net Position	128,488,812	1,832,929	130,321,741
Net Position, End of the Year	\$ 122,497,117	\$ 723,467	\$ 123,220,584

The accompanying notes are an integral part of these financial statements

Colorado High Performance Transportation Enterprise
Statement of Cash Flows
Year Ended June 30, 2023

	Transportation Special Fund	Operating	Total
Cash Flows from Operating Activities			
Cash received from users and grants	\$ 40,353,123	\$ 1,571,964	\$ 41,925,087
Cash payments for salaries and benefits of goods and services	(3,171,027)	(1,022,557)	(4,193,584)
	<u>(12,047,572)</u>	<u>(5,700,128)</u>	<u>(17,747,700)</u>
Net cash provided by (used in) operating activities	<u>25,134,524</u>	<u>(5,150,721)</u>	<u>19,983,803</u>
Cash Flows from Noncapital Financing Activities			
Payments from intergovernmental agreement	-	4,832,969	4,832,969
	<u>-</u>	<u>4,832,969</u>	<u>4,832,969</u>
Net cash provided by (used in) noncapital noncapital financing activities	<u>-</u>	<u>4,832,969</u>	<u>4,832,969</u>
Cash Flows from Capital and Related Financing Activities			
Interest paid on debt	(7,908,204)	-	(7,908,204)
Principal paid on debt	(25,000,000)	-	(25,000,000)
Proceeds from issuance of long-term debt	-	-	-
Payment of debt issuance fees	244,653	-	244,653
Acquisition and construction of capital assets	(3,331,663)	(569,308)	(3,900,971)
	<u>(3,331,663)</u>	<u>(569,308)</u>	<u>(3,900,971)</u>
Net cash used in capital and related financing activities	<u>(35,995,214)</u>	<u>(569,308)</u>	<u>(36,564,522)</u>
Cash Flows from Investing Activities			
Investment income (expense)	1,898,179	118,276	2,016,455
	<u>1,898,179</u>	<u>118,276</u>	<u>2,016,455</u>
Net cash provided by investing activities	<u>1,898,179</u>	<u>118,276</u>	<u>2,016,455</u>
Net increase (decrease) in cash and cash equivalents	(8,962,511)	(768,784)	(9,731,295)
Cash and cash equivalents, beginning of year	83,726,817	3,044,569	86,771,386
	<u>83,726,817</u>	<u>3,044,569</u>	<u>86,771,386</u>
Cash and cash equivalents, end of year	<u>\$ 74,764,306</u>	<u>\$ 2,275,785</u>	<u>\$ 77,040,091</u>

Colorado High Performance Transportation Enterprise
Statement of Cash Flows (continued)
Year Ended June 30, 2023

	Transportation Special Fund	Operating	Total
	<u> </u>	<u> </u>	<u> </u>
Reconciliation of Operating Income to Net Cash Provided by Operating Activities:			
Operating income	\$ 12,069,386	\$ (2,637,148)	\$ 9,432,238
Adjustments to reconcile operating income to net cash provided by operating activities:			
Depreciation expense	15,591,034	640,233	16,231,267
Adjustment to net pension and net other postemployment benefit liability	209,952	479,057	689,009
Deferred inflows of resources - pension and net other postemployment benefits related	(129,511)	(387,814)	(517,325)
Deferred inflows of resources - concession agreement	(2,905,317)	-	(2,905,317)
Deferred outflows of resources - pension and net other postemployment benefits related	112,025	(198,192)	(86,167)
Changes in assets and liabilities			
Receivables, net	208,910	(4,833,005)	(4,624,095)
Prepaid items	(349,046)	92,638	(256,408)
Accounts payable and accrued liabilities	1,404,591	121,510	1,526,101
Unearned revenue	(1,077,500)	1,572,000	494,500
	<u> </u>	<u> </u>	<u> </u>
Net cash provided by (used in) operating activities	<u>\$ 25,134,524</u>	<u>\$ (5,150,721)</u>	<u>\$ 19,983,803</u>
Noncash Investing, Capital and Financing Activities			
Acquisition of capital assets, on account	\$ 256,124	\$ -	\$ 256,124
Transfer of managed lanes	\$ (9,346,979)	\$ -	\$ (9,346,979)
Unrealized gain (loss)	\$ (350,942)	\$ (22,507)	\$ (373,449)

The accompanying notes are an integral part of these financial statements

Colorado High Performance Transportation Enterprise
Statement of Cash Flows
Year Ended June 30, 2022

	Transportation Special Fund	Operating	Total
Cash Flows from Operating Activities			
Cash received from users and grants	\$ 27,635,232	\$ 54,603	\$ 27,689,835
Cash payments for salaries and benefits of goods and services	(235,200) (11,012,745)	(868,798) (4,673,449)	(1,103,998) (15,686,194)
Net cash provided by (used in) operating activities	16,387,287	(5,487,644)	10,899,643
Cash Flows from Noncapital Financing Activities			
Payments from intergovernmental agreement	-	4,000,000	4,000,000
Net cash provided by (used in) noncapital noncapital financing activities	-	4,000,000	4,000,000
Cash Flows from Capital and Related Financing Activities			
Interest paid on debt	(9,838,197)	-	(9,838,197)
Proceeds from issuance of long-term debt	16,255,430	-	16,255,430
Payment of debt issuance fees	(115,000)	-	(115,000)
Acquisition and construction of capital assets	(8,643,848)	-	(8,643,848)
Net cash used in capital and related financing activities	(2,341,615)	-	(2,341,615)
Cash Flows from Investing Activities			
Investment income (expense)	(2,444,584)	(124,564)	(2,569,148)
Net cash provided by investing activities	(2,444,584)	(124,564)	(2,569,148)
Net increase (decrease) in cash and cash equivalents	11,601,088	(1,612,208)	9,988,880
Cash and cash equivalents, beginning of year	72,125,729	4,656,777	76,782,506
Cash and cash equivalents, end of year	\$ 83,726,817	\$ 3,044,569	\$ 86,771,386

Colorado High Performance Transportation Enterprise
Statement of Cash Flows (continued)
Year Ended June 30, 2022

	Transportation Special Fund	Operating	Total
	<u> </u>	<u> </u>	<u> </u>
Reconciliation of Operating Income to Net Cash Provided by Operating Activities:			
Operating income	\$ 5,364,310	\$ (984,898)	\$ 4,379,412
Adjustments to reconcile operating income to net cash provided by operating activities:			
Depreciation expense	14,891,608	-	14,891,608
Adjustment to net pension and net other postemployment benefit liability	204,098	(446,036)	(241,938)
Deferred inflows of resources - pension and net other postemployment benefits related	94,938	47,557	142,495
Deferred inflows of resources - concession agreement	(2,905,317)	-	(2,905,317)
Deferred outflows of resources - pension and net other postemployment benefits related	(131,061)	113,342	(17,719)
Changes in assets and liabilities			
Receivables, net	(284,515)	(3,999,797)	(4,284,312)
Prepaid items	44,019	(79,065)	(35,046)
Accounts payable and accrued liabilities	(512,793)	30,253	(482,540)
Unearned revenue	(378,000)	(169,000)	(547,000)
	<u> </u>	<u> </u>	<u> </u>
Net cash provided by (used in) operating activities	<u>\$ 16,387,287</u>	<u>\$ (5,487,644)</u>	<u>\$ 10,899,643</u>
Noncash Investing, Capital and Financing Activities			
Acquisition of capital assets, on account	\$ 44,555	\$ -	\$ 44,555
Transfer of managed lanes	\$ 991,872	\$ -	\$ 991,872
Unrealized gain (loss)	\$ (2,990,429)	\$ (191,534)	\$ (3,181,963)

The accompanying notes are an integral part of these financial statements

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Colorado High Performance Transportation Enterprise

Notes to Financial Statements

June 30, 2023 and 2022

NOTE 1 – NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations

The High Performance Transportation Enterprise (the Enterprise or HPTE, or CTIO) is a self-supporting enterprise fund of the State of Colorado. It was established as an entity of the Colorado Department of Transportation (CDOT) under the provisions of Colorado Revised Statutes (C.R.S.) Section 43-4-806. The Enterprise is tasked with pursuing innovative means to more efficiently finance infrastructure projects that will improve the safety, capacity, and accessibility of the transportation system. Financing projects may come through, among other means, public-private partnerships with other entities, user fee-based revenues and debt issuance. The Enterprise is under the direction of its Board, consisting of seven members. The Enterprise was statutorily established with two distinct funds, the Transportation Special Revenue Fund and the Transportation Enterprise Operating Fund.

Transportation Special Fund

The Transportation Special Fund is referred in statute and herein as the Transportation Special Fund. The Fund is authorized to receive monies from any tolling projects. Currently those revenues come primarily from the I-25 Express Lane tolls, I-70 Mountain Express Lanes and C-470 Express Lanes. Through an intergovernmental agreement with Regional Transportation District (RTD), revenues generated from I-25 Central Reversible Lanes cannot be used for purposes other than the operation and maintenance of the I-25 Central Reversible Lanes and of the U.S. 36 corridor.

Operating Fund

The Statewide Transportation Enterprise Operating Fund, referred to herein as the Operating Fund, accounts for the administration of non-fee supported activities of the Enterprise. The Operating Fund is currently funded through an interagency agreement (IAA) with the Colorado Department of Transportation (CDOT). These proceeds from the interagency agreement continue to be drawn upon for general administrative activities of the Enterprise that do not involve the operations and administration of HPTE's Express Lanes.

Basis of Accounting and Presentation

For financial reporting purposes, the Enterprise is considered a special-purpose government entity engaged only in business-type activities. Accordingly, the Enterprise uses the accrual basis of accounting to summarize its activities. Under the accrual basis of accounting, revenues are recognized when earned and expenses are recorded when an obligation is incurred.

The financial statements of the Enterprise have been prepared in accordance with generally accepted accounting principles as prescribed by the Governmental Accounting Standards Board (GASB). The Enterprise uses self-balancing accounting funds to record its financial accounting transactions. The guidelines further require that intra-fund accounting transactions be eliminated. The Enterprise reports two major funds, the Transportation Special Fund and the Operating Fund.

Colorado High Performance Transportation Enterprise

Notes to Financial Statements

June 30, 2023 and 2022

The basic financial statements of the Enterprise present the financial position, results of operations, and, where applicable, cash flows for only the Enterprise. They do not purport to, and do not present, the financial position of CDOT as of June 30, 2023 or 2022, or the results of operations, or cash flows where applicable, thereof for the years then ended.

Use of Estimates in Preparation of Financial Statements

The preparation of financial statements, in conformity with accounting principles generally accepted in the United States of America, requires management to make estimates and assumptions that affect the reported amounts of assets, deferred outflows of resources, liabilities and deferred inflows of resources and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

Cash and Pooled Cash Investments

Cash and pooled cash investments consist of cash on deposit with the State Treasurer. For purposes of the statements of cash flows, cash and pooled cash investments are defined as instruments with maturities of three months or less at date of acquisition, and pooled cash held by the Colorado State Treasurer.

Receivables

Receivables are recorded for charges for services as well as funds due from other governments. Enterprise receivables are discussed in Note 3.

Capital Assets

The Enterprise records property and equipment at historical cost. Contributed capital assets are valued at their estimated acquisition value on the date donated. Maintenance and repairs are charged to current period operating expense; additions and improvements are capitalized. Prior to July 1, 2021, interest cost related to construction was capitalized. Subsequent to the adoption of GASB Statement 89, *Accounting for Interest Cost Incurred before the End of a Construction Period*, interest is expensed as occurred beginning with the year ending June 30, 2022. Certain applicable labor costs are also capitalized. The Enterprise's capitalization level is \$500,000 for infrastructure and \$5,000 for other capital assets. Tolling software and equipment are depreciated using a straight-line methodology over a useful life of five to seven years. Toll lanes are depreciated over a useful life of 40 to 50 years, also using a straight-line methodology. Upon retirement or other disposition of property and equipment, the costs and related accumulated depreciation will be removed from the respective accounts and any gains or losses will be included in operating expenses.

Liabilities

Amounts due within one year are reported as current liabilities. Amounts owed after one year are reported as noncurrent liabilities. Current liabilities include amounts that are payable to contractors and vendors as well as an amount recorded for accrued wages as discussed in Note 5. Noncurrent liabilities include outstanding debt and debt service, compensated absences, amounts due to other funds, and unearned revenue.

Colorado High Performance Transportation Enterprise

Notes to Financial Statements

June 30, 2023 and 2022

Compensated Absences

Employees of the Enterprise are entitled to paid vacations, sick days, and personal days off, depending on job classification, length of service, and other factors. The Enterprise has recorded the amount of compensation for future absences as an accrued liability in the accompanying financial statements. The estimated liability is based on hours earned up to assigned maximums. One-fourth of unused sick days or a maximum of 520 hours may be paid to employees upon retirement or death. Unused vacation days are paid to employees upon termination.

Deferred Outflows of Resources and Deferred Inflows of Resources

Deferred outflows of resources represent a consumption of net position that applies to a future reporting period(s) and so will not be recognized as outflows of resources (expense or reduction of liability) until that time. Deferred inflows of resources represent an acquisition of net position that applies to a future reporting period(s) and so will not be recognized as inflows of resources (revenue) until that time.

HPTE's deferred outflows of resources and deferred inflows of resources consist of pension and OPEB related items. These amounts will be amortized to pension and OPEB expense in a later period, or in the case of the deferred outflows of resources relating to contributions made subsequent to the measurement date, will be recognized as a reduction of the net pension or OPEB liability in the subsequent year. Also included in deferred inflows of resources are items related to the service concession agreement. This amount is being amortized to revenue over the duration of the agreement.

Net Position

The net position of the Enterprise is classified as follows:

Net Investment in Capital Assets

Net investment in capital assets represents capital assets, less accumulated depreciation and amortization reduced by the outstanding balances of debt attributable to the acquisition, construction or improvement of these assets.

Restricted Net Position

Restricted net position represents resources in which HPTE is contractually obligated to spend or reserve in accordance with restrictions imposed by external parties.

Unrestricted Net Position

Unrestricted net position represents resources that are not restricted for any project or other purpose. These resources are used to pay the operating costs of the Enterprise.

Colorado High Performance Transportation Enterprise

Notes to Financial Statements

June 30, 2023 and 2022

Classification of Revenues and Expenses

The Enterprise has classified its revenues and expenses as either operating or nonoperating. Operating revenues and expenses generally result from providing services or incurring expenses in connection with the Enterprise's principal activities. Nonoperating revenues and expenses include transactions such as interest earned on deposits and interest expense.

Budgets and Budgetary Accounting

The Enterprise prepares an annual operating budget as set by the Board with periodic reviews and changes. By statute, the Enterprise is continuously funded through user service charges. Therefore, the budget is not legislatively adopted and budgetary comparison information is not a required part of these financial statements.

Application of Restricted and Unrestricted Resources

When both restricted and unrestricted resources are available to pay an expense, the Enterprise's policy is to first use unrestricted resources per State policy.

Implementation of New Accounting Principles

Effective for Fiscal Year 2021-22, the Enterprises adopted both GASB Statement 87, *Leases* and GASB Statement 89, *Accounting for Interest Cost Incurred before the End of a Construction Period*. The implementation of GASB 87 had no impact on the financial statements for the year ended June 30, 2022. The requirements of GASB 89 were applied prospectively as of July 1, 2021 and requires that interest incurred during the construction period be expensed as incurred, as opposed to capitalization into the cost of the construction, as has been done in the previous year. The previously constructed assets are not adjusted for previously capitalized interest costs.

Effective for Fiscal Year 2022-23, the Enterprises adopted GASB Statement 91, *Conduit Debt Obligations*, and GASB Statement 96, *Subscription-Based Information Technology Arrangements*. (SBITA). The implementation of GASB 91 regarding the disclosure of conduit debt is located in Note 7. The implementation of GASB Statement 96 is in Note 8.

Effective for Fiscal Year 2022-23, the Enterprises adopted GASB Statement 94, *Public-Private, and Public-Public Partnerships and Availability Arrangements*. The implementation of GASB 94 had no impact on the financial statements for the year ended June 30, 2023.

Colorado High Performance Transportation Enterprise

Notes to Financial Statements

June 30, 2023 and 2022

NOTE 2 – CASH AND POOLED CASH INVESTMENTS

The Enterprise deposits its cash with the Colorado State Treasurer as required by Colorado Revised Statutes (C.R.S.) The State Treasurer pools these deposits and invests them in securities authorized by C.R.S. 24-75-601.1. The State Treasury acts as a bank for all State agencies and institutions of higher education, with the exception of the University of Colorado. Monies deposited in the Treasury are invested until the cash is needed. As of June 30, 2023 and 2022, the Enterprise had cash on deposit with the State Treasurer of \$43,375,987 and \$54,459,201 respectively, which represented less than one percent of the total \$18,810.9 million fair value of investments in the State Treasurer’s Pool (Pool). As of June 30, 2023, the Pool’s resources included \$35 million of cash on hand and \$18,775.8 million of investments.

On the basis of the Enterprises’ participation in the Pool, the Enterprise reports as an increase or decrease in cash for its share of the Treasurer’s unrealized gains and losses on the Pool’s underlying investments. The State Treasurer does not invest any of the Pool’s resources in any external investment pool, and there is no assignment of income related to participation in the Pool. The unrealized gains/losses included in income reflect only the change in fair value for the fiscal year.

Additional information on investments of the State Treasurer’s Pool may be obtained in the State’s Annual Comprehensive Financial Report for the year ended June 30, 2023.

As of June 30, 2023, HPTE had \$33,664,104 of restricted cash in the Transportation Special Fund and a balance of \$32,312,185 as of June 30, 2022. The restricted cash in the Transportation Special Fund is related to the C-470 Transportation infrastructure Finance and Innovation Act (TIFIA) Loan and revenue bond proceeds, and the Burnham Yard transaction.

NOTE 3 – ACCOUNTS RECEIVABLE

The Enterprise expects to receive matching funds from local governments remitted for approved projects. The amounts are recorded in the financial statements directly from CDOT’s Federal Aid Billing system based on the project status.

The Enterprise also records receivables from CDOT, Colorado Bridge Enterprise (BTE), and for services provided and toll revenue.

The amounts recorded as receivables as of June 30 are as follows:

	<u>2023</u>	<u>2022</u>
Tolling revenues receivable	\$ 793,999	\$ 60,216
CDOT receivable	-	770
Other receivable	<u>805</u>	<u>942,693</u>
Total accounts receivable	<u>\$ 794,804</u>	<u>\$ 1,003,679</u>

No allowance has been recorded as all amounts above are believed to be collectible.

Colorado High Performance Transportation Enterprise

Notes to Financial Statements

June 30, 2023 and 2022

	2023- Right to Use Assets				Balance at June 30, 2023
	Balance at June 30, 2022*	Additions	Disposals	Transfers	
Right to use assets (SBITA)					
Information Technology Subscriptions	\$ -	\$ 1,821,908	\$ -	\$ -	\$ 1,821,908
Total Right to use assets, being amortized	-	1,821,908	-	-	1,821,908
Less accumulated amortization					
Information Technology subscriptions	-	(645,038)	-	-	(645,038)
Total accumulated amortization	-	(645,038)	-	-	(645,038)
Total Right to Use Assets, being amortized, net	-	1,176,870	-	-	1,176,870
Total Right to Use Assets, net	\$ -	\$ 1,176,870	\$ -	\$ -	\$ 1,176,870

* Implementation of SBITA accounting was not adopted retroactively due to the insignificant beginning balance

NOTE 5 – ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Current liabilities include amounts payable to contractors and vendors as well as an amount recorded for accrued wages. Under C.R.S. Section 24-75-201, salaries and wages earned during the month of June are paid in July of the following year. An accrued liability was recorded on June 30 for these earned wages.

The amounts recorded as current liabilities as of June 30 are as follows:

	2023	2022
Vendors payable	\$ 2,682,347	\$ 1,665,751
Contractors payable	256,124	44,555
Other payables, including accrued compensation and compensated absences	598,399	88,893
Total current accounts payable and accrued liabilities	\$ 3,536,870	\$ 1,799,199

NOTE 6 – LONG-TERM LIABILITIES

C-470 TIFIA Loan and Revenue Bonds

In June 2017, HPTE closed a \$106 million loan with TIFIA and \$176.5 million revenue backed bonds which included a premium and interest rate of five percent, for the C-470 project to make up the difference in funding that is needed to complete construction. Payment for the C-470 bonds begin in December 2045, with a maturity date of December 2056. Both the TIFIA loan and revenue bonds will be repaid with toll revenues earned from the C-470 managed lanes. The TIFIA loan accrues interest at the rate of 2.81 percent and principal payments begin in June 2024. The TIFIA loan interest is added to the outstanding loan balance per the terms of the loan agreement. Through Fiscal Year 2022-23, HPTE received \$106.7 million of TIFIA loan proceeds, leaving \$5 million to be requisitioned, and \$8.9 million of the C-470 revenue bond proceeds are available for requisitions. HPTE will not complete any additional draws on the TIFIA loan as the project has reached substantial completion. Both the TIFIA loan balance and bonds debt service would be paid by CDOT if HPTE was to default.

Colorado High Performance Transportation Enterprise

Notes to Financial Statements

June 30, 2023 and 2022

Mountain Express Lanes (MEXL Program Loan)

To assist CDOT with traffic management on I-70 between the Twin Tunnels and Empire Junction, the existing shoulders would be expanded to allow tolled traffic during peak travel times under the Mountain Express Lanes (MEXL) project. To fund the MEXL project, HPTE entered into a \$25 million loan with Banc of America Preferred Funding Corporation in December 2014. This loan is to be repaid from toll revenues earned from the MEXL. Interest accrues at the rate of 2.79 percent and is due each December. Principal payment started in December 2022 with a maturity date in December 2024.

In Fiscal Year 2020-21, HPTE refinanced the Banc of America loan, paying the principal balance of \$25 million with proceeds from a new loan with Wells Fargo totaling \$25.2 million. The additional \$205,000 was to cover the cost of issuance for the new loan with Wells Fargo, thus there was no gain or loss from the refinancing of this loan. The new MEXL program loan with Wells Fargo accrues at a rate of .76 percent. The payments are due annually in June, with principal payments starting in June 2024. The MEXL loan will be repaid with toll revenue from the eastbound and westbound MEXL Express Lanes. If HPTE is to default on this loan, CDOT will take over the debt service payments.

I-25 North Segment III Commercial Loan

To close the funding gap on the I-25 North Segment III project (120th Avenue to E-470), HPTE entered into a \$23.6 million construction loan with Banc of America Preferred Funding Corporation during Fiscal Year 2015-16. In Fiscal Year 2022-23, this loan was repaid using toll revenues earned from I-25 North Segment III. Interest accrued at the rate of 1.99 percent. This loan was repaid in Fiscal Year 2022-23.

Burnham Yard Program Loans

In May 2021, HPTE borrowed \$45.8 million through loans from Bank of America and JP Morgan Chase bank (\$22.9 million each), and a loan from CDOT totaling \$10 million. The two commercial loans accrue interest at a rate of 3.90 percent with payments due each May. Principal payments start in Fiscal Year 2026-27, maturing in Fiscal Year 2028-29. Both the Bank of America and JP Morgan Chase loans will be repaid by HPTE through the proceeds of the sale of the Burnham Yard property.

The \$10 million CDOT loan was used to assist HPTE to purchase the Burnham Yard property. After five years, HPTE will transfer approximately 17 acres to CDOT, which will be used for future transportation projects and the loan will be considered paid in full.

CDOT Tolling Equipment Financing Agreement (TEFA)

In May 2019, HPTE and CDOT entered into the TEFA to allow CDOT to loan funds to HPTE to purchase tolling equipment and software for corridors under construction. In Fiscal Year 2020-21, HPTE completed its first draw in January 2021 totaling \$2.9 million to purchase tolling equipment and software for the MEXL westbound project and to develop a cloud based tolling system. The \$2.9 million loan from CDOT has an interest rate of two percent, with payments due in February. Principal payments starting in February 2028, maturing in February 2031. Toll revenue from the express lane corridors will repay the loan to CDOT.

Colorado High Performance Transportation Enterprise

Notes to Financial Statements

June 30, 2023 and 2022

In Fiscal Year 2021-22, HPTE completed its second and third draw of the TEFA funds for the I-25 South Gap and Central 70 projects totaling \$4 million for each project. These two draws have an interest rate of two percent with payments due in July for the South Gap project and March for the Central 70 project. The principal payments for the South Gap project start in July 2028 and the principal payments for the Central 70 project start in March 2029. Toll revenue from the South Gap and Central 70 will be used to repay the loans to CDOT. There were no additional draws for Fiscal Year 2022-23

C-470 Operations and Maintenance (O&M) Loan

In 2017, HPTE secured \$176 million in revenue bonds and a \$107 million TIFIA loan to support the C-470 Express Lane project. The financing will be repaid by gross revenues generated by the Express Lanes. Tolling on the project commenced in August 2020, over two years late and in the middle of the COVID-19 pandemic. While C-470 volumes have generally recovered to pre-COVID and 2016 pre-construction levels, the normal traffic growth and rate of toll revenue collection expected between 2016 and 2022 has not materialized.

To meet operations and maintenance (O&M) obligations and required financial metrics (coverage tests) on the project, CDOT approved a \$4 million loan to HPTE in June 2023. HPTE will draw down the loan over the next year, and the first draw of \$750,000 was completed in June 2023. The term of the loan is 40 years, it accrues at an interest rate of 3.5 percent and interest only until the last year when principal is repaid.

The ability to request an O&M loan from CDOT is contemplated under the C-470 financing documents and the form of the Backup Loan Agreement was approved in March 2017 by the HPTE Board of Directors and the Transportation Commission as part of the financing document approval for the project.

Other long-term liabilities include net pension liability of \$2.5 million and OPEB liability of \$60,334. The changes in the total liabilities for Fiscal Year 2022-23 and for Fiscal Year 2021-22 are as follows:

	Balance at June 30, 2022	Increase	Decrease	Balance at June 30, 2023	Due Within One Year
C-470 Bonds	\$ 161,795,000	\$ -	\$ -	\$ 161,795,000	\$ -
Premium on C-470 Bonds	13,674,547	-	(244,653)	13,429,894	-
C-470 TIFIA Loan	108,993,467	3,084,231	-	112,077,698	375,000
MEXL Program Loan	25,205,000	-	-	25,205,000	3,175,000
I-25 North Segment III Loan	23,630,000	-	(23,630,000)	-	-
Burnham Yard Program Loan	45,810,000	-	-	45,810,000	-
Burnham Yard CDOT Loan	10,000,000	-	-	10,000,000	-
TEFA loan	10,950,000	-	-	10,950,000	-
C-470 O&M Loan	-	750,000	-	750,000	-
SBITA	-	589,050	-	589,050	671,223
Accrued Interest	52,073	545,943	-	598,016	-
Net Pension Liability	1,801,183	702,299	(4,302)	2,499,180	-
Other Postemployment Benefits	69,321	-	(8,987)	60,334	-
	<u>\$ 401,980,591</u>	<u>\$ 5,671,523</u>	<u>\$ (23,887,942)</u>	<u>\$ 383,764,172</u>	<u>\$ 4,221,223</u>
Total liability					

Colorado High Performance Transportation Enterprise
Notes to Financial Statements
June 30, 2023 and 2022

	Balance at June 30, 2021	Increase	Decrease	Balance at June 30, 2022	Due Within One Year
C-470 Bonds	\$ 161,795,000	\$ -	\$ -	\$ 161,795,000	\$ -
Premium on C-470 Bonds	13,908,642	-	(234,095)	13,674,547	-
C-470 TIFIA Loan	93,483,600	15,509,867	-	108,993,467	-
MEXL Program Loan	25,205,000	-	-	25,205,000	-
I-25 North Segment III Loan	23,630,000	-	-	23,630,000	-
Burnham Yard Program Loan	45,810,000	-	-	45,810,000	-
Burnham Yard CDOT Loan	10,000,000	-	-	10,000,000	-
TEFA loan	2,950,000	8,000,000	-	10,950,000	-
Accrued Interest	7,122,319	5,937,919	(13,008,165)	52,073	-
Net Pension Liability	2,042,038	196,052	(436,907)	1,801,183	-
Other Postemployment Benefits	70,406	8,562	(9,647)	69,321	-
	<u>\$ 386,017,005</u>	<u>\$ 29,652,400</u>	<u>\$ (13,688,814)</u>	<u>\$ 401,980,591</u>	<u>\$ -</u>
Total liability					

Total future debt service payments over the life of the C-470 bonds and TIFIA loan as follows:

C-470 Bonds

Fiscal Year	Interest Due	Principal Due	Debt Service Payment
2024	\$ 8,089,750	-	\$ 8,089,750
2025	8,089,750	-	8,089,750
2026	8,089,750	-	8,089,750
2027	8,089,750	-	8,089,750
2028	8,089,750	-	8,089,750
2029-2033	40,448,750	-	40,448,750
2034-2038	40,448,750	-	40,448,750
2039-2043	40,448,750	-	40,448,750
2044-2048	38,170,125	31,175,000	69,345,125
2049-2053	24,885,875	64,945,000	89,830,875
2054-2058	6,775,875	65,675,000	72,450,875
	<u>\$ 231,626,875</u>	<u>\$ 161,795,000</u>	<u>\$ 393,421,875</u>
Total payments			

Colorado High Performance Transportation Enterprise
Notes to Financial Statements
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C-470 TIFIA Loan

Fiscal Year	Interest Due	Principal Due	Debt Service Payment
2024	\$ 1,588,271	\$ 375,000	\$ 1,963,271
2025	3,173,848	750,000	3,923,848
2026	3,157,158	750,000	3,907,158
2027	3,136,083	750,000	3,886,083
2028	3,119,291	750,000	3,869,291
2029-2033	15,254,660	3,750,000	19,004,660
2034-2038	14,095,886	1,999,268	16,095,154
2039-2043	10,481,441	29,083,518	39,564,959
2044-2048	6,516,415	25,374,494	31,890,909
2049-2053	2,956,290	27,013,439	29,969,729
2054-2058	124,333	5,869,613	5,993,946
	<u>\$ 112,339,994</u>	206,795,332	<u>\$ 319,135,326</u>
Total payments			
Less: Future Interest		<u>(94,717,634)</u>	
Outstanding Principal Balance		<u>\$ 112,077,698</u>	

Interest accrued on the TIFIA loan is added to the outstanding TIFIA loan balance per the terms of the loan agreement. Therefore, the principal balance is not the total of the completed draws.

Total future debt service payments over the remaining life of the MEXL program loan is as follows:

MEXL Loan

Fiscal Year	Interest Due	Principal Due	Debt Service Payment
2024	\$ 881,503	\$ 3,175,000	\$ 4,056,503
2025	1,395,100	8,400,000	9,795,100
2026	807,100	8,400,000	9,207,100
2027	183,862	5,230,000	5,413,862
	<u>\$ 3,267,565</u>	<u>\$ 25,205,000</u>	<u>\$ 28,472,565</u>
Total payments			

Colorado High Performance Transportation Enterprise
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Total future debt service payments over the remaining life of the Burnham Yard program loans are as follows:

Burnham Yard Notes A and B

Fiscal Year	Interest Due	Principal Due	Debt Service Payment
2024	\$ 1,094,859	\$ -	\$ 1,094,859
2025	1,094,859	-	1,094,859
2026	1,094,859	-	1,094,859
2027	3,197,817	15,270,000	18,467,817
2028	2,436,432	15,270,000	17,706,432
2029-2033	<u>1,370,493</u>	<u>15,270,000</u>	<u>16,640,493</u>
Total payments	<u>\$ 10,289,319</u>	<u>\$ 45,810,000</u>	<u>\$ 56,099,319</u>

Total future debt service payments over the remaining life of the TEFA Loans is as follows:

TEFA: MEXL and Cloud Software

Fiscal Year	Interest Due	Principal Due	Debt Service Payment
2024	\$ 62,611	\$ -	\$ 62,611
2025	63,863	-	63,863
2026	65,141	-	65,141
2027	66,444	-	66,444
2028	67,773	822,161	889,934
2029-2031	<u>103,336</u>	<u>2,127,839</u>	<u>2,231,175</u>
Total payments	<u>\$ 429,168</u>	<u>\$ 2,950,000</u>	<u>\$ 3,379,168</u>

TEFA: South Gap

Fiscal Year	Interest Due	Principal Due	Debt Service Payment
2024	\$ 83,232	\$ -	\$ 83,232
2025	84,897	-	84,897
2026	86,595	-	86,595
2027	88,326	-	88,326
2028	91,895	1,114,794	1,206,689
2029-2032	<u>140,117</u>	<u>2,885,206</u>	<u>3,025,323</u>
Total payments	<u>\$ 575,062</u>	<u>\$ 4,000,000</u>	<u>\$ 4,575,062</u>

Colorado High Performance Transportation Enterprise
Notes to Financial Statements
June 30, 2023 and 2022

TEFA: Central 70

Fiscal Year	Interest Due	Principal Due	Debt Service Payment
2024	\$ 83,232	\$ -	\$ 83,232
2025	84,897	-	84,897
2026	86,595	-	86,595
2027	88,326	-	88,326
2028	90,093	-	90,093
2029-2032	232,012	4,000,000	4,232,012
Total payments	<u>\$ 665,155</u>	<u>\$ 4,000,000</u>	<u>\$ 4,665,155</u>

C-470 O&M

Fiscal Year	Interest Due	Principal Due	Debt Service Payment
2024	\$ 26,250	\$ -	\$ 26,250
2025	140,000	-	140,000
2026	140,000	-	140,000
2027	140,000	-	140,000
2028	140,000	-	140,000
2029-2033	700,000	-	700,000
2034-2038	700,000	-	700,000
2039-2043	700,000	-	700,000
2044-2048	700,000	-	700,000
2049-2053	700,000	-	700,000
2054-2058	700,000	-	700,000
2059-2063	700,000	4,000,000	4,700,000
Total payments	<u>\$ 5,486,250</u>	<u>\$ 4,000,000</u>	<u>\$ 9,486,250</u>

NOTE 7 – CONDUIT DEBT

In 2014 HPTE entered into a concession agreement with Plenary Roads Denver (PRD). PRD constructed Phase II of the U.S. 36 project and now operates and maintains Phase I, Phase II and the existing I-25 express lanes. As part of the concession agreement, Public Activity Bonds (PABs) totaling \$20 million were issued by PRD with HPTE as a conduit issuer. As part of the financing for the U.S. 36 project, HPTE issued a \$54 million TIFIA loan for the Phase I of the project, which was transferred to PRD at the closing of the U.S. 36 agreement with PRD. The \$54 million TIFIA loan was increased to \$60.1 million. For Phase II of the U.S. 36 project, PRD issued another TIFIA loan totaling \$71 million. The TIFIA loans and the PABs are to be repaid by PRD with toll revenue earned on the U.S. 36 corridor. If PRD defaults on the debt, their parent company CDPQ is required to cover the debt service payments. HPTE has no debt service obligations under the PABs or TIFIA loan. As of June 30, 2023 the outstanding principal balances were as follows: PABS \$20,360,000, TIFIA \$60,076,837, and TIFIA 71,032,104. The concession agreement expires in Fiscal Year 2064-2065.

Colorado High Performance Transportation Enterprise

Notes to Financial Statements

June 30, 2023 and 2022

NOTE 8 – SUBSCRIPTION-BASED INFORMATION TECHNOLOGY ARRANGEMENTS (SBITA)

HPTE leases software for the collection of toll revenue for the managed lanes, and also separate software to assist with the storage of project documents. The total lease liability as of June 30, 2023 is \$1,260,273.

The lease term expires in fiscal year 2026. There is no significant residual payments excluded from the measurement of the lease liability. There are no significant outflows of resources recognized in Fiscal Year 2022-23 for other payments including residual value guarantees, or termination penalties, not previously included in the measurement of the subscription liability. Interest expense on leases recognized in Fiscal Year 2022-23 is \$23,819.

The following table presents the SBITA principal and interest requirements to maturity:

Fiscal Year	Interest Due	Principal Due	SBITA Payment Total
2024	\$ 13,233	\$ 671,223	\$ 684,456
2025	2,174	587,468	589,642
2026	15	1,582	1,597
2027	-	-	-
2028	-	-	-
Total payments	<u>\$ 15,422</u>	<u>\$ 1,260,273</u>	<u>\$ 1,275,695</u>

There were not significant commitments under SBITAs that existed before the commencement of the subscription term; nor were there significant losses associated with impairments.

Refer to Note 4 for additional information on the total amount of right to use assets by major class and related accumulated amortization.

Colorado High Performance Transportation Enterprise

Notes to Financial Statements

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NOTE 9 – COMMITMENTS

The Enterprise has commitments at the end of Fiscal Year 2022-2023 totaling \$26 million related to professional services and construction for the Transportation Special Fund and for consulting services in the amount of \$2.8 million for the Operating Fund.

NOTE 10 – DEFINED BENEFIT PENSION PLAN

The Enterprise participates in the State Division Trust Fund (SDTF), a cost-sharing multiple-employer defined benefit pension plan administered by the Public Employees’ Retirement Association of Colorado (“PERA”). The net pension liability, deferred outflows of resources and deferred inflows of resources related to pensions, pension expense, information about the fiduciary net position (FNP) and additions to/deductions from the fiduciary net position of the SDTF have been determined using the economic resources measurement focus and the accrual basis of accounting. For this purpose, benefit payments (including refunds of employee contributions) are recognized when due and payable in accordance with the benefit terms. Investments are reported at fair value.

A. Plan Description

Eligible employees of the HPTE are provided with pensions through the SDTF—a cost-sharing multiple-employer defined benefit pension plan administered by PERA. Plan benefits are specified in Title 24, Article 51 of the Colorado Revised Statutes (C.R.S.), administrative rules set forth at 8 C.C.R. 1502-1, and applicable provisions of the federal Internal Revenue Code. Colorado State law provisions may be amended from time to time by the Colorado General Assembly. PERA issues a publicly available annual comprehensive report (ACFR) that can be obtained at www.copera.org/investments/pera-financial-reports.

B. Benefits Provided as of December 31, 2022

PERA provides retirement, disability, and survivor benefits. Retirement benefits are determined by the amount of service credit earned and/or purchased, highest average salary, the benefit structure(s) under which the member retires, the benefit option selected at retirement, and age at retirement. Retirement eligibility is specified in tables set forth at C.R.S. § 24-51-602, 604, 1713, and 1714.

The lifetime retirement benefit for all eligible retiring employees under the PERA Benefit Structure is greater of the:

- Highest average salary multiplied by 2.5 percent and then multiplied by years of service credit.
- The value of retiring employee’s member contribution account plus a 100 percent match on eligible amounts as of the retirement date. This amount is then annuitized into a monthly benefit based on life expectancy and other actuarial factors.

In all cases the service retirement benefit is limited to 100 percent of the highest average salary and also cannot exceed the maximum benefit allowed by federal Internal Revenue Code.

Colorado High Performance Transportation Enterprise

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Members may elect to withdraw their member contribution accounts upon termination of employment with all PERA employers; waiving rights to any lifetime retirement benefits earned. If eligible, the member may receive a match of either 50 percent or 100 percent on eligible amounts depending on when contributions were remitted to PERA, the date employment was terminated, whether five years of service credit has been obtained and the benefit structure under which contributions were made.

Upon meeting certain criteria, benefit recipients who elect to receive a lifetime retirement benefit are generally eligible to receive post-retirement cost-of-living adjustments, referred to as annual increases in the C.R.S. Subject to the automatic adjustment provision (AAP) under C.R.S. § 24-51-413 eligible benefit recipients under PERA benefit structure who began membership before January 1, 2007, and all eligible benefit recipients of the DPS benefit structure will receive the maximum annual increase (AI) or AI cap of one percent unless adjust by the AAP. Eligible benefit recipients under the PERA benefit structure who began membership on or after January 1, 2007, will receive the lesser of an annual increase of the one percent AI cap or the average increase of the Consumer Price Index for Urban Wage Earners and Clerical Workers for the prior calendar year, not to exceed a determined increase that would exhaust 10 percent of PERA’s Annual Increase Reserve (AIR) for the SDTF. The AAP may raise or lower the aforementioned AI cap by up to 0.25 percent based on the parameters specified in C.R.S § 24-51-413.

Disability benefits are available for eligible employees once they reach five years of earned service credit and are determined to meet the definition of disability. State Troopers whose disability is caused by an on-the-job injury, the five-year service requirement is waived and they are immediately eligible to apply for disability benefits. The disability benefit amount is based on the lifetime retirement benefit formula(s) shown above considering a minimum 20 years of service credit, if deemed disabled.

Survivor benefits are determined by several factors, which include the amount of earned service credit, highest average salary of the deceased, the benefit structure(s) under which service credit was obtained, and the qualified survivor(s) who will receive the benefits.

C. Contributions Provisions as of June 30, 2023

Eligible employees of HPTE are required to contribute to the SDTF at a rate set by Colorado statute. The contribution requirements are established under C.R.S. § 24-51-401, et seq and § 24-51-413. Employee contribution rates are for the period of July 1, 2022 through June 30, 2023 are summarized in the table below:

	July 1, 2022 through December 31, 2022	January 1, 2023 through June 30, 2023
Employee Contribution Rate (all employees except State Troopers)	11.00%	11.00%

**Contribution rates for the SDTF are expressed as a percentage of salary as defined in C.R.S. § 24-51-101(42).

Colorado High Performance Transportation Enterprise
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June 30, 2023 and 2022

The employer contribution requirements for all employees except State Troopers are summarized in the summarized in the table below:

	July 1, 2021 through June 30, 2022	July 1, 2022 through December 31, 2022	January 1, 2023 through June 30, 2023
Employer Contribution Rate**	10.90%	11.40%	11.40%
Amount of Employer Contribution Apportioned to the Health Care Trust Fund as specified in C.R.S. Section 24-51-208(1)(f)	(1.02)%	(1.02)%	(1.02)%
Amount Apportioned to the SDTF	9.38%	10.38%	10.38%
Amortization Equalization Disbursement (AED) as specified in C.R.S. Section 24-51-411	5.00%	5.00%	5.00%
Supplemental Amortization Equalization Disbursement (SAED) as specified in C.R.S., Section 24-51-415	5.00%	5.00%	5.00%
Defined Contribution Supplement as specified in C.R.S. 24-51-415	0.05%	0.10%	0.17%
Total Employer Contribution Rate to the SDTF	19.93%	20.48%	20.55%

**Contribution rates for the SDTF are expressed as a percentage of salary as defined in C.R.S. § 24-51-101(42)

Employer contributions are recognized by the SDTF in the period in which the compensation becomes payable to the member and the Enterprise is statutorily committed to pay the contributions to the SDTF. Employer contributions recognized by the SDTF from the Enterprise were \$232,006 and \$176,441 for the year ended June 30, 2023 and 2022, respectively.

For purposes of GASB 68 paragraph 15, a circumstance exists in which a nonemployer contributing entity is legally responsible for making contributions to the SDTF and is considered to meet the definition of a special funding situation. As specified in C.R.S. § 24-51-414, the State is required to contribute \$225 million (actual dollars) each year to PERA starting on July 1, 2018. A portion of the direct distribution payment is allocated to the SDTF based on the proportionate amount of annual payroll of the SDTF to the total annual payroll of the SDTF, School Division Trust Fund, Judicial Division Trust Fund, and Denver Public Schools Division Trust Fund. House Bill (HB) 22-1029 instructed the State treasurer to issue an additional direct distribution to PERA in the amount of \$380 million (actual dollars), upon enactment. The July 1, 2023 payment is reduced by \$190 million (actual dollars) to \$35 million (actual dollars). The July 1, 2024, payment will not be reduced to PERA's negative investment return in 2022. Senate Bill (SB) 23-056, enacted June 2, 2023, requires the State to made additional direct distribution of approximately \$14.5 million (actual dollars), for a total of approximately \$49.5 million (actual dollars) to be contributed on July 1, 2023.

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D. Pension Liabilities, Pension Expense, Deferred Outflows of Resources and Deferred Inflows of Resources Related to Pensions

The net pension liability for the SDTF was measured as of December 31, 2021, and the total pension liability (TPL) used to calculate the net pension liability was determined by an actuarial valuation as of December 31, 2022. The HPTE proportion of the net pension liability was based on HPTE's contributions to the SDTF for the calendar year 2022 relative to the total contributions of participating employers and the State as a nonemployer contributing entity for participating employers of the SDTF that are outside of the State's financial reporting entity.

At June 30, 2023 and 2022, the HPTE reported a liability of \$2,499,180 and \$1,801,183 for its proportionate share of the net pension liability, respectively.

At December 31, 2022 the proportion was .023 percent, which was a decrease of .01 percent from its proportion measured as of December 31, 2021.

At December 31, 2021, the proportion was .024 percent, which was a decrease of .02 percent from its proportion measured as of December 31, 2020.

For the years ended June 30, 2023 and 2022, the HPTE recognized pension expense of \$322,900 and \$62,301, respectively. At June 30, 2023 and 2022, the Enterprise reported deferred outflows of resources and deferred inflows of resources related to pensions from the following sources:

	2023		2022	
	Deferred Outflows of Resources	Deferred Inflows of Resources	Deferred Outflows of Resources	Deferred Inflows of Resources
Differences between expected and actual experience	\$ -	\$ 33,507	\$ 12,256	\$ 2,506
Changes in assumptions or other inputs	-	-	64,219	-
Net difference between projected and actual earnings on pension plan investments	317,729	-	-	619,385
Changes in proportion and differences between contributions recognized and proportionate share of contributions	105,750	112,516	267,058	37,318
Contributions subsequent to the measurement date	92,018	-	78,498	-
Total	<u>\$ 515,497</u>	<u>\$ 146,023</u>	<u>\$ 422,031</u>	<u>\$ 659,209</u>

\$92,018 was reported as deferred outflows of resources related to pensions, resulting from contributions subsequent to the measurement date, will be recognized as a reduction of the net pension liability in the year ended June 30, 2024. Other amounts reported as deferred outflows of resources and deferred inflows of resources related to pensions will be recognized in pension expense as follows:

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Year ended June 30

2024	\$	(32,729)
2025		5,205
2026		117,195
2027		187,785
2028		-
		\$ 277,456

E. Actuarial Assumptions

The TPL in the December 31, 2021 and 2020 actuarial valuations were determined using the following actuarial cost method, actuarial assumptions and other inputs:

	2021	2020
Actuarial cost method	Entry age	Entry age
Price inflation	2.30%	2.30%
Real wage growth	0.70%	0.70%
Wage inflation	3.00%	3.00%
Salary increases, including wage inflation		
Members other than State Troopers	3.30%-10.90%	3.30%-10.90%
State Troopers	3.20%-12.40%	3.20%-12.40%
Long-term investment Rate of Return, net of pension plan investment expenses, including price inflation	7.25%	7.25%
Discount rate	7.25%	7.25%
Post-retirement benefit increases:		
PERA Benefit Structure hired prior to January 1, 2007 and DPS Benefit Structure (compounded annually)	1.00%	1.00%
PERA Benefit Structure hired after December 31, 2006 ¹	Financed by the AIR	Financed by the AIR

¹ Post-retirement benefit increases are provided by the AIR, accounted separately within each Division Trust Fund, and subject to monies being available; therefore, liabilities related to the increases for member of these benefit tiers can never exceed available assets.

The mortality tables described below are generational mortality tables developed on a benefit-weighted basis.

Pre-retirement mortality assumptions from members other than State Troopers were based upon the PubG-2010 Employee Table with generational projection using scale MP-2019.

Post-retirement non-disabled mortality assumptions for members other than State Troopers were based upon the PubG-2010 Healthy Retiree Table, adjusted as follows:

- **Males:** 94 percent of the rates prior to at 80 and 90 percent of the rates for ages 80 and older, with generational projection using scale MP-2019.
- **Females:** 87 percent of the rates prior to age 80 and 107 percent of the rates for ages 80 and older, with generational project using scale MP-2019.

Post-retirement non-disabled mortality assumptions for State Troopers were based upon the unadjusted PubS-2010 Healthy Retiree Table, with generational projection using scale MP-2019.

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Post-retirement non-disabled beneficiary mortality assumptions were based upon the Pub-2010 Contingent Survivor Table, adjust as follows:

- **Males:** 97 percent of the rates for all ages with generational projection using scale MP-2019.
- **Females:** 105 percent of the rates for all ages, with generational projection using scale MP-2019.

Disabled mortality assumptions for members other than State Troopers were based upon the PubNS-2010 Disabled Retiree Table using 99% of the rates for all ages with generational projection using scale MP-2019.

Disabled mortality assumptions for State Troopers were based upon the unadjusted PubS-2010 Disabled Retiree Table with generational projection using scale MP-2019.

The actuarial assumptions used in the December 31, 2021 valuation were based on the results of the 2020 experience analysis for the period January 1, 2016 through December 31, 2019, and were reviewed and adopted by the PERA Board at their November 20, 2020 meeting.

The long-term expected return on plan assets is reviewed as part of regular experience studies prepared every four to five years for PERA. Recently this assumption has been reviewed more frequently. The most recent analyses were outlined in the Experience Study report dated October 28, 2020.

Several factors are considered in evaluating the long-term rate of return assumption, including long-term historical data, estimates inherent in current market data, and a log-normal distribution analysis in which best-estimate ranges of expected future real rates of return (expected return, net of investment expense and inflation) were developed for each major asset class. These ranges were combined to produce the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentages and then adding expected inflation.

The PERA Board first adopted the 7.25 percent long-term expected rate of return as of November 18, 2016. Following an asset/liability study, the Board reaffirmed the assumed rate of return at the Board's November 15, 2019 meeting to be effective January 1, 2020. As of the most recent reaffirmation of the long-term rate of return, the target asset allocation, and best estimates of geometric real rates of return for each major asset class are summarized in the table as follows:

<u>Asset Class</u>	<u>Target Allocation</u>	<u>30 Year Expected Geometric Real Rate of Return</u>
Global Equity	54.00%	5.60%
Fixed Income	23.00%	1.30%
Private Equity	8.50%	7.10%
Real Estate	8.50%	4.40%
Alternatives ¹	6.00%	4.70%
Total	100.00%	

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Note: In setting the long-term expected rate of return, projections employed to model future returns provide a range of expected long-term returns that including expected inflation, ultimately support a long-term expected rate of return assumption of 7.25 percent.

F. Discount Rate

The discount rate used to measure the TPL was 7.25 percent. The projection of cash flows used to determine the discount rate applied to the actuarial cost method and assumptions shown above. In addition, the following methods and assumptions were used in the projection of cash flows:

- Total covered payroll for the initial projection year consists of the covered payroll of the active membership present on the valuation date and the covered payroll of future plan members assumed to be hired during the year. In subsequent projection years, total covered payroll was assumed to increase annually at a rate of 3.00 percent.
- Employee contributions were assumed to be made at the member contribution rates in effect for each year, including the scheduled increases in SB 18-200, required adjustments resulting from the 2018 and 2020 AAP assessment. Employee contributions for the future plan members were used to reduce the estimated amount of total service costs for future plan members.
- Employer contributions were assumed to be made at rates equal to the fixed statutory rates specified in law for each year, including the scheduled increase in SB 18-200 and required adjustments resulting from the 2018 and 2020 AAP assessment. Employer contributions also include current and estimated future AED and SAED, until the actuarial value funding ratio reached 103 percent, at which point the AED and SAED will drop 0.50 percent every year until they are zero. Additionally, estimated employer contributions reflect reductions for the funding of the AIR and retiree health care benefits. For future plan members, employer contributions were further reduced by the estimated amount of total service for future plan members not financed by their member contributions.
- As specified in law, the State, as a nonemployer contributing entity, will provide an annual direct distribution of \$225 million (actual dollars), commencing July 1, 2018, that is proportioned between the State, School, Judicial, and DPS Division Trust Funds based upon the covered payroll of each Division. The annual direct distribution ceases when all Division Trust Funds are fully funded.
- HB 22-1029, effective upon enactment in 2022, required the State treasurer to issue, in addition to the regularly scheduled \$225 million (actual dollars) direct distribution, a warrant to PERA in the amount of \$380 million (actual dollars). The July 1, 2023, direct distribution is reduced by \$190 million (actual dollars) to \$35 million (actual dollars). The July 1, 2024, direct distribution will not be reduced from \$225 million (actual dollars) due to PERA's negative investment return in 2022.
- Employer contributions and the amount of total service costs for future plan members were based

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upon a process to estimate future actuarially determined contributions assuming an analogous future plan member growth rate.

- The AIR balance was excluded from the initial FNP, as, per statute, AIR amounts cannot be used to pay benefits until transferred to either the retirement benefits reserve or the survivor benefits reserve, as appropriate. AIR transfers to the FNP and the subsequent AIR benefit payments were estimated and included in the projections.
- Benefit payments and contributions were assumed to be made at the middle of the year.

Based on the above assumptions and methods, the SDTF’s FNP was projected to be available to make all projected future benefit payments of current members. Therefore, the long-term expected rate of return of 7.25 percent on pension plan investments was applied to all periods of projected benefit payments to determine the TPL. The discount rate determination does not use the municipal bond index rate, and therefore, the discount rate is 7.25 percent. There was no change in the discount rate from the prior measurement date.

G. Sensitivity of the HPTE Proportionate Share of the Net Pension Liability to Changes in the Discount Rate

The following presents the proportionate share of the net pension liability calculated using the discount rate of 7.25 percent, as well as what the proportionate share of the net pension liability would be if it were calculated using a discount rate that is one percentage point lower (6.25 percent) or one percentage point higher (8.25 percent) than the current rate:

	June 30, 2023		
	1% Decrease (6.25%)	Current Discount Rate (7.25%)	1% Increase (8.25%)
Proportionate share of the net pension liability	\$ 3,194,910	\$ 2,499,180	\$ 1,913,938

H. Pension Plan Fiduciary Net Position

Detailed information about the SDTF’s FNP is available in PERA’s ACFR which can be obtained at www.copera.org/investment/pera-financial-reports.

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NOTE 11 – DEFINED CONTRIBUTION PENSION PLANS

Voluntary Investment Program (PERAPlus 401 (k) Plan)

A. Plan Description

Employees of HPTE that are also members of the SDTF may voluntarily contribute to the Voluntary Investment Program (PERAPlus 401(k) Plan) an Internal Revenue Code Section 401(k) defined contribution plan administered by PERA. Title 24, Article 51, Part 14 of the C.R.S., as amended, assigns the authority to establish the Plan provisions to the PERA Board of Trustees. PERA issues a publicly available ACFR which includes additional information on the PERAPlus 401(k) Plan. That report can be obtained at www.copera.org/investments/pera-financial-reports.

B. Funding Policy

The PERAPlus 401(k) Plan is funded by voluntary member contributions up to the maximum limits set by the Internal Revenue Service, as established under Title 24, Article 51, Section 1402 of the C.R.S., as amended. Employees are immediately vested in their own contributions, employer contributions, and investment earnings.

Defined Contribution Retirement Plan (PERA DC Plan)

A. Plan Description

Employees of the State of Colorado that were hired on or after January 1, 2006, and employees of certain community colleges that were hired on or after January 1, 2008, and certain classified employees of State Colleges and Universities hired on or after January 1, 2019, have the option to participate in the SDTF, a cost-sharing multiple-employer defined benefit pension plan, or the Defined Contribution Retirement Plan (PERA DC Plan).

The PERA DC Plan is an Internal Revenue Service Code Section 401(a) governmental profit-sharing defined contribution plan. Title 24, Article 51, Part 15 of the C.R.S., as amended, assigns the authority to establish Plan provisions to the PERA Board of Trustees. The DC Plan is also included in PERA's ACFR as referred to above.

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B. Funding Policy

All participating employees in the PERA DC Plan and the HPTE are required to contribute a percentage of the participating employees' PERA-includable salary to the PERA DC Plan. The employee and employer contribution rates for the period July 2022 through June 2023 are summarized in the table below:

	July 1, 2022 through December 31, 2022	January 1, 2023 through June 30, 2023
Employer Contribution Rate:		
All employees other than State Troopers	11.00%	11.00%
Employer Contribution Rate:		
On behalf of all employees other than State Troopers	10.15%	10.15%

Contribution rates are expressed as a percentage of salary as defined in C.R.S. §24-51-101(42)

Additionally, the employers are required to contribute to AED and SAED to the SDTF as follows:

	July 1, 2022 through December 31, 2022	January 1, 2023 through June 30, 2023
Amortization Equalization Disbursement (AED) as specified in C.R.S. § 24-51-411	5.00%	5.00%
Supplemental Amortization Equalization Disbursement (SAED) as specified in C.R.S. § 24-51-411	5.00%	5.00%
Automatic Adjustment Provision (AAP), as specified in C.R.S. § 24-51-413	1.00%	1.00%
Defined Contribution statutory contribution as specified in C.R.S. § 24-51-1505	0.25%	0.25%
Defined Contribution Supplement as specified in C.R.S. § 24-51-415	0.10%	0.17%
Total Employer Contribution Rate to the SDTF	11.35%	11.42%

Contribution rates are expressed as a percentage of salary as defined in C.R.S. §24-51-101(42)

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Contribution requirements are established under Title 24, Article 51, Section 1505 of the C.R.S., as amended. Participating employees of the PERA DC Plan are immediately vested in their own contributions and investment earnings and are immediately 50 percent vested in the amount of employer contributions made on their behalf. For each full year of participation, vesting of employer contributions increases by 10 percent. Forfeitures are used to pay expenses of the PERA DC Plan in accordance with PERA Rule 16.08 as adopted by the PERA Board of Trustees in accordance with Title 24, Article 51, Section 204 of the C.R.S. As a result, forfeitures do not reduce pension expense. The Enterprise did not recognize pension expense and no employees contributed to the plan in Fiscal Years 2022-23 and 2021-22.

Defined Contribution Retirement Plan (PERA DC Plan)

A. Plan Description

Employees of the HPTE may voluntarily contribute to the Deferred Compensation Plan (PERAPlus 457 Plan), an Internal Revenue Code Section 457 deferred compensation plan administered by PERA. Title 24, Article 51, Part 16 of the C.R.S., as amended, assigns the authority to establish the Plan provision to the PERA Board of Trustees. PERA issues a publicly available ACFR which includes additional information on the PERAPlus 457 Plan. That report can be obtained at www.copera.org/investments/pera-financial-reports.

B. Funding Policy

The PERAPlus 457 Plan is funded by voluntary member contribution up to the maximum limits set by the Internal Revenue Service, as established under Title 24, Article 51, Section 1603 of the C.R.S., as amended. Members are immediately vested in their own contributions, employer contributions and investment earnings. For the year ended, June 30, 2023, there were no HPTE participants on this plan.

NOTE 12 – DEFINED BENEFIT OTHER POSTEMPLOYMENT BENEFIT (OPEB) PLAN

A. OPEB

The HPTE participates in the Health Care Trust Fund (HCTF), a cost-sharing multiple-employer defined benefit OPEB fund administered by the Public Employees' Retirement Association of Colorado ("PERA"). The net OPEB liability, deferred outflows of resources and deferred inflows of resources related to OPEB, OPEB expense, information about the fiduciary net position (FNP) and additions to/deductions from the fiduciary net position of the HCTF have been determined using the economic resources measurement focus and the accrual basis of accounting. For this purpose, benefits paid on behalf of health care participants are recognized when due and/or payable in accordance with the benefit terms. Investments are reported at fair value.

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B. Plan Description

Eligible employees of the HPTE are provided with OPEB through the HCTF—a cost-sharing multiple-employer defined benefit OPEB plan administered by PERA. The HCTF is established under Title 24, Article 51, Part 12 of the Colorado Revised Statutes (C.R.S.), as amended. Colorado State law provisions may be amended from time to time by the Colorado General Assembly. Title 24, Article 51, Part 12 of the C.R.S., as amended, sets forth a framework that grants authority to the PERA Board to contract, self-insure, and authorize disbursements necessary in order to carry out the purposes of the PERACare program, including the administration of the premium subsidies. Colorado State law provisions may be amended from time to time by the Colorado General Assembly. PERA issues a publicly available annual comprehensive financial report (ACFR) that can be obtained at www.copera.org/investments/pera-financial-reports.

C. Benefits Provided

The HCTF provides a health care premium subsidy to eligible participating PERA benefit recipients and retirees who choose to enroll in one of the PERA health care plans, however, the subsidy is not available if only enrolled in the dental and/or vision plan(s). The health care premium subsidy is based upon the benefit structure under which the member retires and the member's years of service credit. For members who retire having service credit with employers in the Denver Public Schools (DPS) Division and one or more of the other four Divisions (State, School, Local Government and Judicial), the premium subsidy is allocated between the HCTF and the Denver Public Schools Health Care Trust Fund (DPS HCTF). The basis for the amount of the premium subsidy funded by each trust fund is the percentage of the member contribution account balance from each division as it relates to the total member contribution account balance from which the retirement benefit is paid.

C.R.S. § 24-51-1202 et seq. specifies the eligibility for enrollment in the health care plans offered by PERA and the amount of the premium subsidy. The law governing a benefit recipient's eligibility for the subsidy and the amount of the subsidy differs slightly depending under which benefit structure the benefits are calculated. All benefit recipients under the PERA benefit structure and all retirees under the DPS benefit structure are eligible for a premium subsidy, if enrolled in a health care plan under PERACare. Upon the death of a DPS benefit structure retiree, no further subsidy is paid.

Enrollment in the PERACare is voluntary and is available to benefit recipients and their eligible dependents, certain surviving spouses, and divorced spouses and guardians, among others. Eligible benefit recipients may enroll into the program upon retirement, upon the occurrence of certain life events, or on an annual basis during an open enrollment period.

D. PERA Benefit Structure

The maximum service-based premium subsidy is \$230 per month for benefit recipients who are under 65 years of age and who are not entitled to Medicare; the maximum service-based subsidy is \$115 per month for benefit recipients who are 65 years of age or older or who are under 65 years of age and entitled to Medicare. The maximum service-based subsidy, in each case, is for benefit recipients with retirement benefits based on 20 or more years of service credit. There is a five percent reduction in the subsidy for each year less than 20. The benefit recipient pays the remaining portion of the premium to the extent the subsidy does not cover the entire amount.

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For benefit recipients who have not participated in Social Security and who are not otherwise eligible for premium-free Medicare Part A for hospital-related services, C.R.S. § 24-51-1206(4) provides an additional subsidy. According to the statute, PERA cannot charge premiums to benefit recipients without Medicare Part A that are greater than premiums charged to benefit recipients with Part A for the same plan option, coverage level, and service credit. Currently, for each individual PERACare enrollee, the total premium for Medicare coverage is determined assuming plan participants have both Medicare Part A and Part B and the difference in premium cost is paid by the HCTF or the DPS HCTF on behalf of benefit recipients not covered by Medicare Part A.

E. Contributions

Pursuant to Title 24, Article 51, Section 208(1) (f) of the C.R.S., as amended, certain contributions are apportioned to the HCTF. PERA-affiliated employers of the State, School, Local Government, and Judicial Divisions are required to contribute at a rate of 1.02 percent of PERA-includable salary into the HCTF.

Employer contributions are recognized by the HCTF in the period in which the compensation becomes payable to the member and the HPTE is statutorily committed to pay the contributions. Employer contributions recognized by the HCTF from HPTE were \$8,611 and \$7,534 for the year ended June 30, 2023 and 2022, respectively.

F. OPEB Liabilities, OPEB Expense, Deferred Outflows of Resources and Deferred Inflows of Resources Related to OPEB

At June 30, 2023 and 2022, the HPTE reported a liability of \$60,334 and \$69,321, respectively, for its proportionate share of the net OPEB liability. The net OPEB liability for the HCTF was measured as of December 31, 2022 and 2021 and the total OPEB liability (TOL) used to calculate the net OPEB liability was determined by an actuarial valuation as of December 31, 2021. Standard update procedures were used to roll-forward the total OPEB liability to December 31, 2022. The HPTE proportion of the net OPEB liability was based on the HPTE contributions to the HCTF for the calendar year 2022 relative to the total contributions of participating employees to the HCTF.

At December 31, 2022, the HPTE proportion was .007 percent which was a decrease of .001 percent from its proportion measured as of December 31, 2022.

At December 31, 2021, the HPTE proportion was .008 percent which was an increase of .001 percent from its proportion measured as of December 31, 2020.

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For the years ended June 30, 2023 and 2022, the HPTE recognized OPEB expense (credit) of (\$5,377) and \$4,511, respectively. At June 30, 2023, the HPTE reported deferred outflows of resources and deferred inflows of resources related to OPEB from the following sources:

	2023		2022	
	Deferred Outflows of Resources	Deferred Inflows of Resources	Deferred Outflows of Resources	Deferred Inflows of Resources
Differences between expected and actual experience	\$ 8	\$ 14,591	\$ 105	\$ 16,437
Changes of assumptions or other inputs	970	6,659	1,436	3,760
Net difference between projected and actual earnings on OPEB plan investments	3,685	-	-	4,291
Changes in proportion and differences between contributions recognized and proportionate share of contributions	20,084	16,174	31,019	16,625
Contributions subsequent to the measurement date	4,325	-	3,811	-
Total	<u>\$ 29,072</u>	<u>\$ 37,424</u>	<u>\$ 36,371</u>	<u>\$ 41,113</u>

\$4,325 reported as deferred outflows of resources related to OPEB, resulting from contributions subsequent to the measurement date, will be recognized as a reduction of the net OPEB liability in the year ended June 30, 2024. Other amounts reported as deferred outflows of resources and deferred inflows of resources related to OPEB will be recognized in OPEB expense as follows:

Year ended June 30	
2024	\$ (1,874)
2025	(5,975)
2026	(1,450)
2027	(272)
2028	(2,480)
	<u>(626)</u>
Total	<u>\$ (12,677)</u>

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G. Actuarial Assumptions

The total OPEB liability in the December 31, 2021 and 2020, actuarial valuations were determined using the following actuarial cost method, actuarial assumptions and other inputs:

	2021	2020
Actuarial cost method	Entry age	Entry age
Price inflation	2.30%	2.30%
Real wage growth	0.70%	0.70%
Wage inflation	3.00%	3.00%
Salary increases, including wage inflation		
Members other than State Troopers	3.20%-11.30%	3.30 % to 10.90%
State Troopers	3.20%-12.40%	3.20% to 12.40%
Long-term investment Rate of Return, net of OPEB		
plan investment expenses, including price inflation	7.25%	7.25%
Discount rate	7.25%	7.25%
Health care cost trend rates		
PERA benefit structure:		
Service based premium subsidy	0.00%	0.00%
		4.50% in 2021
		6.00% in 2022
PERACare Medicare plans	6.50% in 2022, gradually decreasing to 4.50% in 2030	gradually decreasing to 4.50% in 2029
Medicare Part A premiums	3.75% in 2022, gradually increasing to 4.50% in 2029	3.75% in 2021 gradually increasing to 4.50% in 2029

The TOL for the HCTF, as of December 31, 2022, measurement date was adjusted to reflect the disaffiliation, allowable under C.R.S. 24-51-313, of Tri-County Health Department (TriCounty Health), effective, December 31, 2022. As of the close of Fiscal Year 2021-22, no disaffiliation payment associated with Tri-County Health was received, and therefore no disaffiliation dollars were reflected in the FNP as of the December 31, 2022 measurement date.

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Beginning January 1, 2022, per capita health care costs are developed by plan option; based on 2022 premium rates for the UnitedHealthCare Medicare Advantage Prescription Drug (MAPD) PPO Plan #1, the UnitedHealthCare MAPD PPO plan #2, and the Kaiser Permanente MAPD HMO plan. Actuarial morbidity factors are then applied to estimate individual retiree and spouse costs by age, gender, and health care cost trend. This approach applied for all members and is adjusted accordingly for those not eligible for premium-free Medicare Part A for the PERA benefit structure.

Age-Related Morbidity Assumptions

Participant Age	Annual Increase (Male)	Annual Increase (Female)
65-69	3.0%	1.5%
70	2.9%	1.6%
71	1.6%	1.4%
72	1.4%	1.5%
73	1.5%	1.6%
74	1.5%	1.5%
75	1.5%	1.4%
76	1.5%	1.5%
77	1.5%	1.5%
78	1.5%	1.6%
79	1.5%	1.5%
80	1.4%	1.5%
81 and older	0.0%	0.0%

Sample Age	MAPD PPO #1 With Medicare Part A		MAPD PPO#2 With Medicare Part A		MAPD HMO (Kaiser) With Medicare Part A	
	Retiree/Spouse		Retiree/Spouse		Retiree/Spouse	
	Male	Female	Male	Female	Male	Female
65	\$ 1,704	\$ 1,450	\$ 583	\$ 496	\$ 1,923	\$ 1,634
70	\$ 1,976	\$ 1,561	\$ 676	\$ 534	\$ 2,229	\$ 1,761
75	\$ 2,128	\$ 1,681	\$ 728	\$ 575	\$ 2,401	\$ 1,896
Sample Age	MAPD PPO #1 Without Medicare Part A		MAPD PPO#2 Without Medicare Part A		MAPD HMO (Kaiser) Without Medicare Part A	
	Retiree/Spouse		Retiree/Spouse		Retiree/Spouse	
	Male	Female	Male	Female	Male	Female
65	\$ 6,514	\$ 5,542	\$ 4,227	\$ 3,596	\$ 6,752	\$ 5,739
70	\$ 7,553	\$ 5,966	\$ 4,901	\$ 3,872	\$ 7,826	\$ 6,185
75	\$ 8,134	\$ 6,425	\$ 5,278	\$ 4,169	\$ 8,433	\$ 6,657

All costs are subject to the health care cost trend rates, as discussed below.

Health care cost trend rates reflect the change in per capita health costs over time due to factors such as medical inflation, utilization, plan design, and technology improvements. For the PERA benefit structure, health care cost trend rates are needed to project the future costs associated with providing benefits to those PERACare enrollees not eligible for premium-free Medicare Part A.

Colorado High Performance Transportation Enterprise

Notes to Financial Statements

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Health care cost trend rates for the PERA benefit structure are based on published annual health care inflation surveys in conjunction with actual plan experience (if credible), building block models and industry methods developed by health plan actuaries and administrators. In addition, projected trends for the Federal Hospital Insurance Trust Fund (Medicare Part A premiums) provided by the Centers for Medicare & Medicaid Services are referenced in the development of these rates. Effective December 31, 2021, the health care cost trend rates for Medicare Part A premiums were revised to reflect the current expectation of future increases in rates of inflation applicable to Medicare Part A premiums.

The PERA benefit structure health cost trend rates used to measure the total OPEB liability are summarized in the table below:

Year	PERACare Medicare Plans	Medicare Part A Premiums
2022	6.50%	3.75%
2023	6.25%	3.75%
2024	6.00%	4.00%
2025	5.75%	4.00%
2026	5.50%	4.25%
2027	5.25%	4.25%
2028	5.00%	4.25%
2029	4.75%	4.50%
2030+	4.50%	4.50%

Mortality assumptions used in the December 31, 2021 valuation for the determination of the total pension liability for each of the Division Trust Funds as shown below were applied, as applicable, in the determination of the total OPEB liability for the HCTF, but developed using a headcount-weighted basis. Affiliated employers of the State, School, Local Government, and Judicial Divisions participate in the HCTF.

Pre-retirement mortality assumptions for the State and Local Government Divisions (members tother than State Troopers) were based upon the PubG-2010 Employee Table with generational projection using scale MP-2019.

Pre-retirement mortality assumptions for State Troopers were based upon the PubS-2010 Employee Table with generational projection using scale MP-2019.

The pre-retirement mortality assumptions for the School Division were based upon the PubT-2010 Employee Table with generational projection using scale MP-2019.

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Notes to Financial Statements

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Post-retirement non-disabled mortality assumptions for the State and Local Government Divisions (members other than State Troopers) were based upon the PubG-2010 Healthy Retiree Table, adjusted as follows:

- **Males:** 94 percent of the rates prior to age 80 and 90 percent of the rates of ages 80 and older, with generational projection using scale MP-2019.
- **Females:** 87 percent of the rates prior to age 80 and 107 percent of the rates for ages 80 and older, with generational projection using scale MP-2019.

Post-retirement non-disabled beneficiary mortality assumptions were based upon the Pub-2010 Contingent Survivor Table, adjusted as follows:

- **Males:** 97 percent of the rates for all ages, with generational projection using scale MP-2019.
- **Females:** 105 percent of the rates for all ages, with generational projection using scale MP-2019.

Disabled mortality assumptions for State Troopers were based upon the unadjusted PubS-2010 Disabled Retiree Table with generational projection using scale MP-2019.

The following health care costs assumptions were updated and used in the roll-forward calculation for the HCTF:

- Per capita health care costs in effect as of December 31, 2021, valuation date for those PERACare enrollees under the PERA benefit structure who are expected to be age 65 and older are not eligible for premium-free Medicare Part A benefits have been updated to reflect costs for the 2022 plan year.
- The December 31, 2021 valuation utilizes premium information as of January 1, 2022, as the initial per capita health care costs. As of that date, PERACare health benefits administration is performed by UnitedHealthcare. In that transition, the costs for the Medicare Advantage Option #2 decreased to a level that is lower than the maximum possible service-related subsidy as described in the plan provisions.
- The health care cost trends for Medicare Part A premiums were revised to reflect the then-current expectation of future increases in rates of inflation applicable to Medicare Part A premiums.

Actuarial assumptions pertaining to per capita health care costs and their related trend rates are analyzed and updated annually by PERA Board's actuary, as discussed above.

Effective for the December 31, 2022, measurement date, the timing of the retirement decrement was adjusted to middle-of-year-within the valuation programming used to determine the TOL, reflecting a recommendation from the 2022 actuarial audit report, dated October 14, 2022, summarizing the results of the actuarial audit report on the December 31, 2021, actuarial valuation.

Colorado High Performance Transportation Enterprise

Notes to Financial Statements

June 30, 2023 and 2022

The actuarial assumptions used in the December 31, 2021 valuation were based on the results of the 2020 experience analysis for the period January 1, 2016 through December 31, 2019, and were reviewed and adopted by the PERA Board at their November 20, 2020 meeting.

The long-term expected return on plan assets is reviewed as part of regular experience studies prepared every four to five years for PERA. Recently this assumption has been reviewed more frequently. The most recent analyses were outlined in the Experience Study report dated October 28, 2020.

Several factors are considered in evaluating the long-term rate of return assumption, including long-term historical data, estimates inherent in current market data, and a log-normal distribution analysis in which best-estimate ranges of expected future real rates of return (expected return, net of investment expense and inflation) were developed for each major asset class. These ranges were combined to produce the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentages and then adding expected inflation.

As of the most recent reaffirmation of the long-term rate of return, the target asset allocation and best estimates of geometric real rates of return for each major asset class are summarized in the table as follows:

Asset Class	Target Allocation	30 Year Expected Geometric Real Rate of Return
Global Equity	54.00%	5.60%
Fixed Income	23.00%	1.30%
Private Equity	8.50%	7.10%
Real Estate	8.50%	4.40%
Alternatives	6.00%	4.70%
Total	100.00%	

Note: In setting the long-term expected rate of return, projections employed to model future returns provide a range of expected long-term returns that, including expected inflation, ultimately support a long-term expected nominal rate of return assumption of 7.25 percent.

Colorado High Performance Transportation Enterprise

Notes to Financial Statements

June 30, 2023 and 2022

H. Sensitivity of the HPTE Proportionate Share of the Net OPEB Liability to Changes in Health Care Cost Trend Rates

The following presents the net OPEB liability using the current health care cost trend rates applicable to the PERA benefit structure, as well as if it were calculated using health care cost trend rates that are one percentage point lower or one percentage point higher than the current rates:

	1% Decrease in Trend Rates	Current Trend Rates	1% Increase in Trend Rates
Initial PERACare Medicare trend rate ¹	3.50%	4.50%	5.50%
Ultimate PERACare Medicare trend rate	3.50%	4.50%	5.50%
Initial Medicare Part A trend rate	2.75%	3.75%	4.75%
Ultimate Medicare Part A trend rate	3.50%	4.50%	5.50%
Net OPEB Liability	\$ 58,626	\$ 60,334	\$ 62,192

¹For the January 1, 2023, plan year.

I. Discount Rate

The discount rate used to measure the total OPEB liability 7.25 percent. The projection of cash flows used to determine the discount rate applied the actuarial cost method and assumptions shown above. In addition, the following methods and assumptions were used in the projection of cash flows:

- Updated health care cost trend rates for Medicare Part A premiums as of the December 31, 2022 measurement date.
- Total covered payroll for the initial projection year consists of the covered payroll of the active membership present on the valuation date and the covered payroll of future plan members assumed to be hired during the year. In subsequent projection years, total covered payroll was assumed to increase annually at a rate of 3.00 percent.
- Employer contributions were assumed to be made at rates equal to the fixed statutory rates specified in law and effective as of the measurement date.
- Employer contributions and the amount of total service costs for future plan members were based upon a process used by the plan to estimate future actuarially determined contributions assuming an analogous future plan member growth rate.
- Estimated transfers of dollars into the HCTF representing a portion of purchase service agreements intended to cover the costs associated with OPEB benefits.
- Benefit payments and contributions were assumed to be made at the end of the year.

Colorado High Performance Transportation Enterprise

Notes to Financial Statements

June 30, 2023 and 2022

Based on the above assumptions and methods, the HCTF’s FNP was projected to make all projected future benefit payments of current members. Therefore, the long-term expected rate of return of 7.25 percent on OPEB plan investments was applied to all periods of projected benefit payments to determine the total OPEB liability. The discount rate determination does not use the municipal bond index rate, and therefore, the discount rate is 7.25 percent. There was no change in the discount rate from the prior year measurement date.

J. Sensitivity of the HPTE Proportionate Share of the Net OPEB Liability to Changes in the Discount Rate

The following presents the proportionate share of the net OPEB liability calculated using the discount rate of 7.25 percent, as well as what the proportionate share of the net OPEB liability would be if it were calculated using a discount rate that is one percentage point lower (6.25 percent) or one percentage point higher (8.25 percent) than the current rate:

	1% Decrease (6.25%)	Current Discount Rate (7.25%)	1% Increase (8.25%)
Proportionate share of the net OPEB liability	\$ 69,995	\$ 60,334	\$ 52,113

K. OPEB Plan Fiduciary Net Position

Detailed information about the HCTF’s FNP is available in PERA’s ACFR which can be obtained at www.copera.org/investments/pera-financial-reports.

NOTE 13 – RISK MANAGEMENT

The State of Colorado currently self-insures its agencies, officials, and employees for the risks of losses to which they are exposed. That includes general liability, motor vehicle liability, worker’s compensation, and medical claims. Property claims are not self-insured; rather the State has purchased insurance. HPTE participates in the Risk Management Fund of the State of Colorado through the Department of Transportation. Agency premiums are based on an assessment of risk exposure and historical experience. Liabilities are reported when it is probable that a loss has occurred and the amount of that loss can be reasonably estimated. Liabilities include an amount of claims that have been incurred but not reported. Because actual claims liabilities depend on such complex factors as inflation, changes in legal doctrines and damage awards, the process used in computing claims liability does not necessarily result in an exact amount. Claims liabilities are re-evaluated periodically to take into consideration recently settled claims, the frequency of claims, and other economic and social factors. There were no significant reductions or changes in insurance coverage from the prior year in any of the above mentioned risk management arrangements and had no settlements that exceeded insurance coverage for the past three years.

Colorado High Performance Transportation Enterprise

Notes to Financial Statements

June 30, 2023 and 2022

NOTE 14 – CONCESSION AGREEMENT

On February 25, 2014, HPTE and Plenary Roads Denver (PRD) completed the financial close of a concession agreement. The commercial close of the concession agreement finalized the terms of the agreement. The concession agreement with PRD transferred the operations, maintenance, and revenues from the I-25 High Occupancy Toll lanes and the U.S. 36 Phase I project to PRD from HPTE for the next 50 years. The concession agreement was HPTE and CDOT's first public-private partnership (P3) project, where public and private sectors work together to provide transportation improvements.

The concession agreement meets the criteria of a service concession arrangement under the provisions of the Governmental Accounting Standards Board (GASB) Statement No. 60, *Accounting and Financial Reporting for Service Concession Arrangements* (SCA), and now Statement No. 94, *Public-Private and Public-Public Partnerships and Availability Payment Arrangements*, and upon the financial close of the concession agreement the Enterprise adopted and implemented GASB 60 and now GASB 94. The standard addresses SCAs concession agreements between a government and a governmental or nongovernmental entity in which the transferor conveys to an operator the right and related obligation to provide services through the use of infrastructure or another public asset (a facility) in exchange for significant consideration and the operator collects and is compensated by fees from third parties. The statement also includes required disclosures about SCAs. The adoption of GASB 60 which was superseded by GASB 94 did not result in any effect on beginning net position. In accordance with the standard, the Enterprise recorded the U.S. 36 Phase II construction as an asset at acquisition value upon being placed in operation and being transferred to the Enterprise from PRD in the spring of 2016.

Under the agreement, the Enterprise received from PRD a transfer of capital assets and the assumption of the TIFIA loan. In accordance with GASB 60 (as amended) the Enterprise recorded the capital assets consisting of tolling software and toll lanes at the acquisition value of \$88,716,505. The book value of the TIFIA loan assumed by PRD was \$54 million. These amounts were included in deferred inflows of resources on the statements of net position, and are being amortized over the life of the agreement. As of June 30, 2023 and 2022 the amount of deferred inflow related to the concession agreement recorded was \$122,023,296 and \$124,928,612, respectively.

NOTE 15 – TAX, SPENDING AND DEBT LIMITATIONS

Colorado voters passed an amendment to the State Constitution, Article X, Section 20 (TABOR), which has several limitations, including revenue raising, spending abilities, and other specific requirements of state and local governments. The amendment excludes from its provision Enterprise operations. Enterprises are defined as government-owned businesses authorized to issue revenue bonds, which receive less than 10 percent of their annual revenue in grants from all state and local governments combined. HPTE qualifies as an Enterprise pursuant to C.R.S. 43-4-806(2)(d).

Colorado High Performance Transportation Enterprise

Notes to Financial Statements

June 30, 2023 and 2022

NOTE 16 – BURNHAM YARD

In May 2021 HPTE purchased the Burnham Yard property from Union Pacific Railroad for \$45.8 million through two commercial loans from Bank of America and J.P. Morgan Chase Bank and a loan from CDOT totaling \$10 million. Additionally, CDOT contributed \$5 million to HPTE that will be set aside to cover environmental, land use planning, and/or other costs to be spend during the next five years on improvements to the property, which would be expected to increase property value and facilitate a disposition to a developer. CDOT and HPTE anticipate retaining around 17 acres for future transportation use and will be working with the City and County of Denver and stakeholders on a two or three-year study to determine specific mobility needs and a purpose and need for other potential projects.

NOTE 17 – SUBSEQUENT EVENTS-CENTRAL 70 TOLLING COMMENCEMENT

The Central 70 project added one new Express Lane in each direction for a total of 20 Express lane miles from I-25 to Chambers Road. There are three designated entry and three designated exit points along the Express Lanes in each direction. The Central 70 Express Lanes opened for tolling on July 11, 2023. All toll revenue generated on the corridor is collected by HPTE and supports operations and maintenance on the corridor.

NOTE 18 –SUBSEQUENT EVENTS- I-25 NORTH TIFIA LOAN

In August 2020, HPTE began working with the Build America Bureau (BAB) Transportation Infrastructure Finance Innovation Act (TIFIA) program to secure toll revenue backed financing for the I-25 Segment 7 and 8 project. The TIFIA loan will rely upon pledged revenues generated from Express Lanes on Segments 2 and 3, which are open and operational. Preliminary financial analysis indicates that revenues from both segments would be more than sufficient to support a TIFIA loan far exceeding standard debt service coverage ratios. The final amount to be financed is up to \$501 million at an interest rate of two percent. The TIFIA loan closed on August 3, 2023.

Required Supplementary Information

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Colorado High Performance Transportation Enterprise
Required Supplementary Information
Schedule of HPTE's Proportionate Share of the Net Pension Liability
June 30

	<u>2023</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>	<u>2019</u>	<u>2018</u>	<u>2017</u>	<u>2016 *</u>	<u>2015 *</u>
HPTE's proportion of the net pension liability	0.022%	0.024%	0.022%	0.020%	0.022%	0.016%	0.02%	0.02%	0.02%
HPTE's proportionate share of the net pension liability	\$ 2,499,180	\$ 1,801,183	\$ 2,042,037	\$ 1,951,632	\$ 2,471,384	\$ 3,130,107	\$ 3,057,963	\$ 2,139,258	\$ 1,914,042
HPTE's covered payroll	\$ 821,473	\$ 755,584	\$ 706,817	\$ 632,064	\$ 747,535	\$ 459,041	\$ 474,500	\$ 555,546	\$ 581,304
HPTE's proportionate share of the net pension liability as a percentage of its covered payroll	304.23%	238.38%	288.91%	308.77%	330.60%	681.88%	644.46%	385.07%	329.27%
Plan fiduciary net position as a percentage of the total pension liability	60.63%	73.05%	65.34%	62.24%	55.11%	43.20%	42.60%	56.10%	59.84%

Note: Information is not available prior to 2015. In future reports, additional years will be added until 10 years of historical data are presented. Information presented in this schedule has been determined as of the measurement date (December 31) of the collective net pension liability in accordance with Governmental Accounting Standards Board Statement No. 68.

* Amounts were not updated for the implementation of Governmental Accounting Standards Board Statement No. 82 as amounts were not readily available.

Colorado High Performance Transportation Enterprise
Required Supplementary Information
Schedule of HPTE Pension Contributions
June 30

	<u>2023</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>	<u>2019</u>	<u>2018</u>	<u>2017</u>	<u>2016 *</u>	<u>2015 *</u>
Statutorily required contribution	\$ 232,006	\$ 176,441	\$ 141,741	\$ 146,779	\$ 135,075	\$ 118,854	\$ 75,338	\$ 91,834	\$ 97,049
Contributions in relation to the statutorily required contribution**	<u>232,006</u>	<u>176,441</u>	<u>141,741</u>	<u>146,779</u>	<u>135,075</u>	<u>118,854</u>	<u>75,338</u>	<u>91,834</u>	<u>97,049</u>
Contribution deficiency (excess)	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
HPTE's covered payroll	<u>\$ 844,258</u>	<u>\$ 738,595</u>	<u>\$ 718,965</u>	<u>\$ 632,064</u>	<u>\$ 624,532</u>	<u>\$ 621,296</u>	<u>\$ 403,308</u>	<u>\$ 516,614</u>	<u>\$ 609,247</u>
Contributions as a percentage of covered payroll	27.48%	23.89%	19.68%	21.79%	21.63%	19.13%	18.68%	17.78%	15.93%

Note: Information is not available prior to 2015. In future reports, additional years will be added until 10 years of historical data are presented. Information presented in this schedule has been determined as of HPTE's fiscal year-end (June 30) in accordance with Governmental Accounting Standards Board Statement No. 68.

* Amounts were not updated for the implementation of Governmental Accounting Standards Board Statement No. 82 as amounts were not readily available.

** Total contributions include the additional contributions from State per SB18-200. Thus causing the ratio to be higher than the statutory contribution rate as noted in the Notes to the Financial Statements

Colorado High Performance Transportation Enterprise
Required Supplementary Information
Schedule of HPTE's Proportionate Share of the Net OPEB Liability
June 30

	<u>2023</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>	<u>2019</u>	<u>2018*</u>
HPTE's proportion of the net OPEB liability	0.007%	0.008%	0.007%	0.007%	0.008%	0.006%
HPTE's proportionate share of the net OPEB liability	\$ 60,334	\$ 69,321	\$ 70,406	\$ 76,908	\$ 104,315	\$ 71,597
HPTE's covered payroll	\$ 750,044	\$ 846,245	\$ 706,817	\$ 632,064	\$ 747,535	\$ 459,041
HPTE's proportionate share of the net OPEB liability as a percentage of its covered payroll	8.04%	8.19%	9.72%	12.09%	13.95%	15.60%
Plan fiduciary net position as a percentage of the total OPEB liability	38.57%	39.40%	32.78%	24.49%	17.03%	17.53%

*Note: Information is not available prior to 2018. In future reports, additional years will be added until 10 years of historical data are presented. Information presented in this schedule has been determined as of the measurement date (December 31) of the collective net OPEB liability in accordance with Governmental Accounting Standards Board Statement No. 75.

Colorado High Performance Transportation Enterprise
Required Supplementary Information
Schedule of HPTE OPEB Contributions
June 30

	<u>2023</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>	<u>2019</u>	<u>2018</u>
Statutorily required contribution	\$ 8,612	\$ 7,534	\$ 7,818	\$ 6,872	\$ 6,368	\$ 6,337
Contributions in relation to the statutorily required contribution	<u>8,612</u>	<u>7,534</u>	<u>7,818</u>	<u>6,872</u>	<u>6,368</u>	<u>6,337</u>
Contribution deficiency (excess)	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
HPTE's covered payroll	<u>\$ 844,258</u>	<u>\$ 738,595</u>	<u>\$ 766,470</u>	<u>\$ 682,055</u>	<u>\$ 624,314</u>	<u>\$ 925,166</u>
Contributions as a percentage of covered payroll	1.02%	1.02%	1.02%	1.01%	1.02%	0.68%

Note: Information is not available prior to 2018. In future reports, additional years will be added until 10 years of historical data are presented. Information presented in this schedule has been determined as of HPTE's fiscal year-end (June 30) in accordance with Governmental Accounting Standards Board Statement No. 75.

Colorado High Performance Transportation Enterprise

Notes to Required Supplementary Information

June 30, 2022 and 2021

NOTE 1 – SIGNIFICANT CHANGES IN PLAN PROVISIONS AFFECTING TRENDS IN ACTUAL INFORMATION

A. Defined Benefit Pension Plan

2022 Changes in Plan Provisions Since 2021

- There were no changes made to the actuarial methods or assumptions.

2021 Changes in Plan Provisions Since 2020

- The following changes reflect the anticipated adjustments resulting from the 2020 automatic adjustment provision (AAP) assessment, statutorily recognized July 1, 2021, and effective July 1, 2022:
 - Member contribution rates increase by 0.50 percent.
 - Employer contribution rates increase by 0.50 percent.
 - Annual increase (AI) cap is lowered from 1.25 percent per year to 1.00 percent per year.

2020 Changes in Assumptions or Other Inputs Since 2019

- House Bill (HB) 20-1379, enacted on June 29, 2020, suspended the \$225 million (actual dollars) direct distribution payable on July 1, 2020 for the State's 2020-21 fiscal year.
- The price inflation assumption was lowered from 2.40 percent to 2.30 percent, and the wage inflation assumption was lowered from 3.50 percent to 3.00 percent.
- The real rate of investment return assumption was increased to 4.95 percent per year, net of investment expenses from 4.85 percent per year, net of investment expenses.
- Salary scale assumptions were revised to align with the revised economic assumptions and to more closely reflect actual experience.
- Rates of termination/withdrawal, retirement, and disability were revised to more closely reflect actual experience.
- The pre-retirement mortality assumption for the State Division (members other than State Troopers) was changed to the PubG-2010 Employee Table with generational projection using scale MP-2019.
- The postretirement non-disabled mortality assumption for the State Division (Members other than State Troopers) was changed to the PubG-2010 Health Retiree Table, adjusted as follows:

Colorado High Performance Transportation Enterprise

Notes to Required Supplementary Information

June 30, 2022 and 2021

- Males: 94 percent of the rates prior to age 80 and 90 percent of the rates for ages 80 and older, with generational projection using scale MP-2019.
- Females: 87 percent of the rates prior to age 80 and 107 percent of the rates for ages 80 and older, with generational projection using scale MP-2019.
- The disabled mortality assumption for the Division Trust Funds (Members other than State Troopers) was changed to the PubNS-2010 Disabled Retiree Table with generational projection using scale MP-2019.
- The mortality tables described above are generational mortality tables on a benefit-weighted basis.

2019 Changes in Assumptions or Other Inputs Since 2018:

- The assumption used to value the AI cap benefit provision was changed from 1.50 percent to 1.25 percent.

2018 Changes in Assumptions or Other Inputs Since 2017:

- The assumed investment rate of return of 7.25% was used as the discount rate, rather than using the blended rate of 4.72%.

2017 Changes in Assumptions or Other Inputs Since 2016:

- The discount rate was lowered from 5.26% to 4.72%.

2016 Changes in Assumptions or Other Inputs Since 2015:

- The investment return assumption was lowered from 7.50 percent to 7.25 percent.
- The price inflation assumption was lowered from 2.80 percent to 2.40 percent.
- The real rate of investment return assumption increased from 4.70% per year, net of investment expenses, to 4.85% per year, net of investment expenses.
- The wage inflation assumption was lowered from 3.90 percent to 3.50 percent.
- The mortality tables were changed from RP-2000 Combined Mortality Table for Males and Females, as appropriate, with adjustments for mortality improvements based on a projection scale of Scale AA to 2020 to RP-2014 White Collar Employee Mortality for active employees, RP2014 Healthy Annuitant Mortality tables projected to 2020 using the MP-2015 projection scale for retirees, or RP-2014 Disabled Retiree Mortality Table for disabled retirees.
- The discount rate was lowered from 7.50% to 5.26%.

Colorado High Performance Transportation Enterprise

Notes to Required Supplementary Information

June 30, 2022 and 2021

2015 Changes in Assumptions or Other Inputs Since 2014:

- There were no changes in terms or assumptions for the December 31, 2015 measurement period for pension compared to the prior year.

2014 Changes in Assumptions or Other Inputs Since 2013:

- There were no changes in terms or assumptions for the December 31, 2014 measurement period for pension compared to the prior year.

2013 Changes in Assumptions or Other Inputs Since 2012:

- The investment return assumption was lowered from 8.00 percent to 7.50 percent.
- The price inflation assumption was lowered from 3.50 percent to 2.80 percent.
- The wage inflation assumption was lowered from 4.25 percent to 3.90 percent.

B. Defined Benefit Other Postemployment Benefit Plan

- There were no changes made to plan provisions.

NOTE 2 – SIGNIFICANT CHANGES IN ASSUMPTIONS OR OTHER INPUTS AFFECTING TRENDS IN ACTUARIAL INFORMATION

A. Defined Benefit Pension Plan

2022 Changes in Assumptions or Other Inputs Since 2021

- The timing of the retirement decrement was adjusted to middle-of-year.

2021 Changes in Assumption or Other Inputs Since 2020

- The assumption used to value the AI cap benefit provision was change from 1.25 percent to 1.00 percent.

2020 Changes in Assumptions or Other Inputs Since 2019

- The price inflation assumption was lowered from 2.40 percent to 2.30 percent, and the wage inflation assumption was lowered from 3.50 percent to 3.00 percent.
- The real rate of investment return assumption was increased to 4.95 percent per year, net of investment expenses from 4.85 percent per year, net of investment expenses.
- Salary scale assumptions were revised to align with the revised economic assumptions and to more closely reflect actual experience.

Colorado High Performance Transportation Enterprise

Notes to Required Supplementary Information

June 30, 2022 and 2021

- Rates of termination/withdrawal, retirement, and disability were revised to more closely reflect actual experience.
- The pre-retirement mortality assumption for the State Division (members other than State Troopers) was changed to the PubG-2010 Employee Table with generational projection using scale MP-2019.
- The postretirement non-disabled mortality assumption for the State Division (Members other than State Troopers) was changed to the PubG-2010 Health Retiree Table, adjusted as follows:
 - Males: 94 percent of the rates prior to age 80 and 90 percent of the rates for ages 80 and older, with generational projection using scale MP-2019.
 - Females: 87 percent of the rates prior to age 80 and 107 percent of the rates for ages 80 and older, with generational projection using scale MP-2019.
- The disabled mortality assumption for the Division Trust Funds (Members other than State Troopers) was changed to the PubNS-2010 Disabled Retiree Table with generational projection using scale MP-2019.
- The mortality tables described above are generational mortality tables on a benefit-weighted basis.

2019 Changes in Assumptions or Other Inputs Since 2018:

- There were no changes in terms or assumptions for the December 31, 2019 measurement period for pension compared to the prior year.

2018 Changes in Assumptions or Other Inputs Since 2017:

- There were no changes in terms or assumptions for the December 31, 2018 measurement period for pension compared to the prior year.

2017 Changes in Assumptions or Other Inputs Since 2016:

- There were no changes in terms or assumptions for the December 31, 2017 measurement period for pension compared to the prior year.

B. Defined Benefit Other Postemployment Benefit Plan

- There were no changes made to actuarial plans or assumptions.



**REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON
COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF
FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH
GOVERNMENT AUDITING STANDARDS**

Members of the Legislative Audit Committee
Colorado Department of Transportation
High Performance Transportation Enterprise

We have audited, in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States, the financial statements of the Colorado High Performance Transportation Enterprise (the Enterprise or HPTE), an enterprise fund of the State of Colorado, Department of Transportation, which comprise the Enterprise's statement of financial position as of June 30, 2023, and the related revenues, expenses, and changes in net position and cash flows for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated December 19, 2023.

Report on Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Enterprise's internal control over financial reporting (internal control) as a basis for designing audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Enterprise's internal control. Accordingly, we do not express an opinion on the effectiveness of the Enterprise's internal control.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected, on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses or significant deficiencies may exist that were not identified.

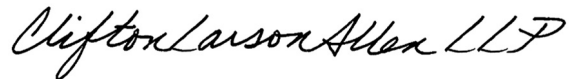
Members
Colorado Department of Transportation
High Performance Transportation Enterprise

Report on Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Enterprise’s financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the financial statements. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity’s internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity’s internal control and compliance. Accordingly, this communication is not suitable for any other purpose.



CliftonLarsonAllen LLP

Denver, Colorado
December 19, 2023



Members of the Legislative Audit Committee
Colorado Department of Transportation
High Performance Transportation Enterprise

As part of our audits of the financial statements and compliance of Colorado High Transportation Enterprise (the Enterprise or HPTE) as of and for the year ended June 30, 2023, we wish to communicate the following to you.

AUDIT SCOPE AND RESULTS

Auditor's Responsibility Under Auditing Standards Generally Accepted in the United States of America and the Standards Applicable to Financial Audits Contained in *Government Auditing Standards* Issued by the Comptroller General of the United States

An audit performed in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States and U.S. Office of Management and Budget, (OMB) *Uniform Guidance* is designed to obtain reasonable, rather than absolute, assurance about the financial statements and about whether noncompliance with the types of compliance requirements described in the *OMB Compliance Supplement* that could have a direct and material effect on a major federal program occurred. In performing auditing procedures, we establish scopes of audit tests in relation to the financial statements taken as a whole. Our engagement does not include a detailed audit of every transaction. Our engagement letter more specifically describes our responsibilities.

These standards require communication of significant matters related to the financial statement and compliance audits that are relevant to the responsibilities of those charged with governance in overseeing the financial reporting process. Such matters are communicated in the remainder of this letter or have previously been communicated during other phases of the audit. The standards do not require the auditor to design procedures for the purpose of identifying other matters to be communicated with those charged with governance.

Audits of the financial statements and compliance do not relieve management or those charged with governance of their responsibilities. Our engagement letter more specifically describes your responsibilities.

Qualitative Aspects of Significant Accounting Policies and Practices

Significant Accounting Policies

The Enterprise's significant accounting policies are described in Note 1 of the audited financial statements.

Alternative Accounting Treatments

We had discussions with management regarding alternative accounting treatments within accounting principles generally accepted in the United States of America for policies and practices for material items, including recognition, measurement, and disclosure considerations related to the accounting for specific transactions as well as general accounting policies, as follows:

- No matters are reportable

Management Judgments and Accounting Estimates

Accounting estimates are an integral part of financial statement preparation by management, based on its judgments. The following areas involve significant estimates for which we are prepared to discuss management's estimation process and our procedures for testing the reasonableness of those estimates:

- Depreciation and useful lives of capital assets
- Net pension liability and related items
- Net OPEB liability and related items

Financial Statement Disclosures

The following areas involve particularly sensitive financial statement disclosures for which we are prepared to discuss the issues involved and related judgments made in formulating those disclosures:

- Revenue recognition
- Defined benefit pension plan
- OPEB plan

Audit Adjustments

During the course of any audit, an auditor may propose adjustments to financial statement amounts. Management evaluates our proposals and records those adjustments which, in its judgment, are required to prevent the financial statements from being materially misstated. A misstatement is a difference between the amount, classification, presentation, or disclosure of a reported financial statement item and that which is required for the item to be presented fairly in accordance with the applicable financial reporting framework. Some adjustments proposed were not recorded because their aggregate effect is not currently material; however, they involve areas in which adjustments in the future could be material, individually or in the aggregate.

Proposed Audit Adjustments Recorded

- No matters are reportable

Proposed Audit Adjustments Not Recorded

- No passed audit adjustments

Auditor's Judgments About the Quality of the Enterprise's Accounting Principles

During the course of the audit, we made the following observations regarding the Enterprise's application of accounting principles:

- No matters are reportable

Disagreements with Management

The following matters involved disagreements which if not satisfactorily resolved would have caused a modified auditor's opinion on the financial statements:

- No matters are reportable

Consultation with Other Accountants

During our audit, we became aware that management had consulted with other accountants about the following auditing or accounting matters:

- Matters related to Central 70. The other accountants provided assistance with the recording of the Central 70 transactions.

Significant Issues Discussed with Management

Prior to Retention

During our discussion with management prior to our engagement, the following issues regarding application of accounting principles or auditing standards were discussed:

- No matters are reportable

During the Audit Process

During the audit process, the following issues were discussed or were the subject of correspondence with management:

- Implementation of GASB 96, *Subscription-Based Information Technology Arrangements*. The implementation of this standard did not have a material impact on the financial statements of HPTE. The implementation of this standard required additional disclosures described in Footnote 8.
- Implementation of GASB 94, *Public-Private and Public-Public Partnerships and Availability Payment Arrangements*. The implementation of this standard required additional disclosures.

Difficulties Encountered in Performing the Audit

Our audit requires cooperative effort between management and the audit team. During our audit, we found significant difficulties in working effectively on the following matters:

- No matters are reportable

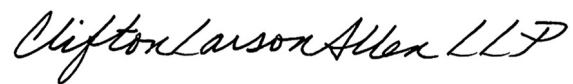
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Other Material Communications

Listed below are other material communications between management and us related to the audit:

- Management representation letter

This communication is intended solely for the information and use of management, Legislative Audit Committee, the Office of the State Auditor, Board of Directors, and management of HPTE and is not intended to be and should not be used by anyone other than these specified parties. However, upon release by the Legislative Audit Committee, this report is a public document.

A handwritten signature in black ink that reads "CliftonLarsonAllen LLP". The signature is written in a cursive, flowing style.

CliftonLarsonAllen LLP

Denver, Colorado
December 19, 2023



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