



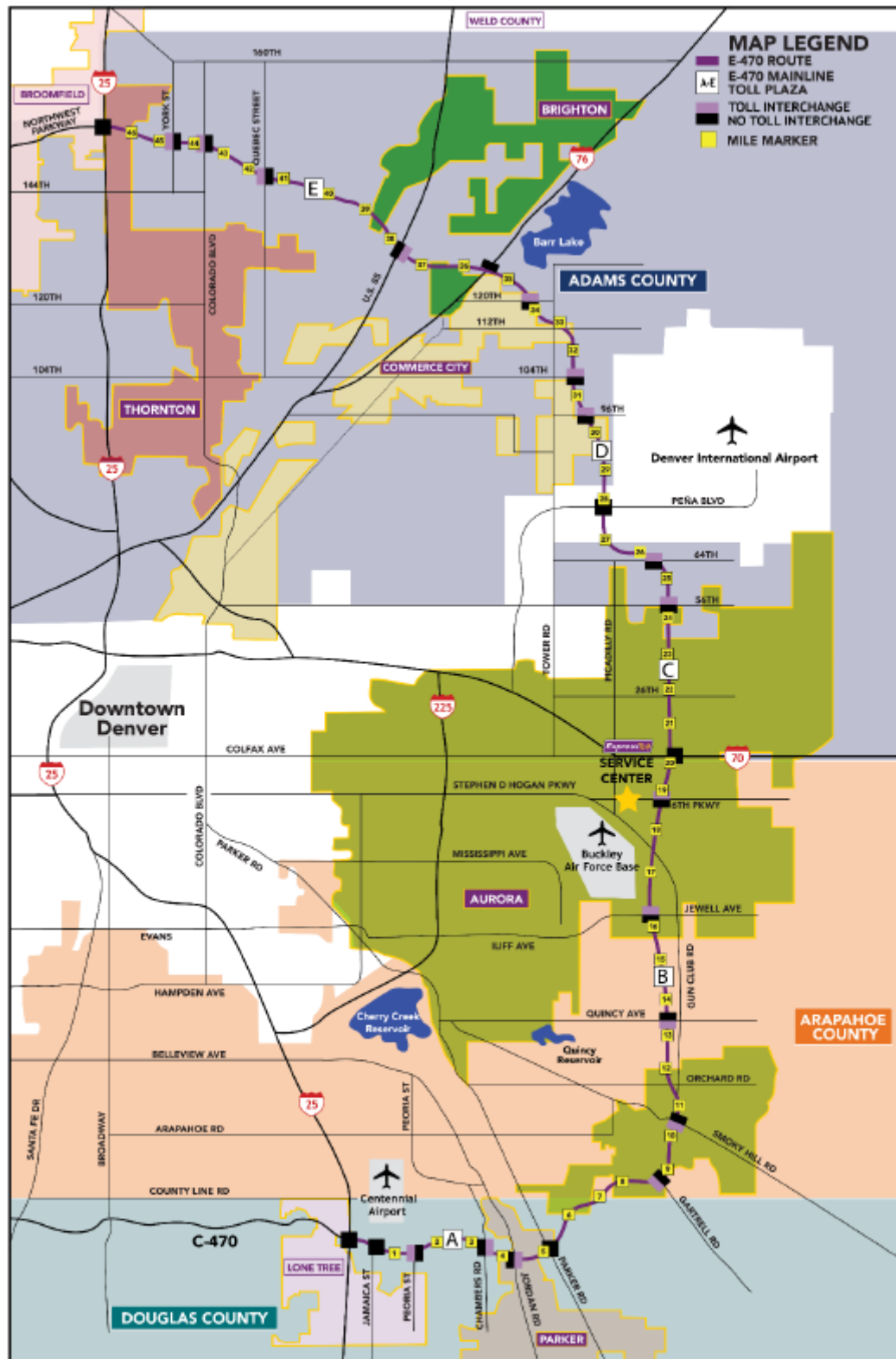
E-470 PUBLIC HIGHWAY AUTHORITY

2024 BASIC FINANCIAL STATEMENTS

DECEMBER 31, 2024 AND 2023

(WITH INDEPENDENT AUDITORS' REPORT THEREON)





ADAMS COUNTY	AURORA	PARKER
ARAPAHOE COUNTY	BRIGHTON	THORNTON
DOUGLAS COUNTY	COMMERCE CITY	

E-470 PUBLIC HIGHWAY AUTHORITY

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E 470 PUBLIC HIGHWAY AUTHORITY

Management's Discussion and Analysis

December 31, 2024 and 2023

(Unaudited)

The following is management's discussion and analysis (MD&A) of the financial performance and activity of the E-470 Public Highway Authority (the Authority or E-470). The MD&A is designed to provide an introduction and overview that may be used to interpret the basic financial statements as of and for the years ended December 31, 2024, and 2023. This discussion has been prepared by management covering complete data for a three-year period and should be read in conjunction with the basic financial statements and notes thereto, which immediately follow this section.

Authority Overview

E-470 is a toll road that forms a semicircular beltway along the eastern perimeter of the Denver metropolitan area. The 75 mile-per-hour toll road extends 47 miles from State Highway C-470 at I-25 in Douglas County, to I-25 at Northwest Parkway in Thornton. The toll road travels through three (3) counties and five (5) municipalities, providing easy access to Denver International Airport.

The Authority, is a corporate body and political subdivision of the State of Colorado, established in January 1988. All the powers, duties, and privileges are pursuant to the Colorado Revised Statutes (C.R.S) part 5, "Public Highway Authority Law", C.R.S. 43-4-501. Under the Public Highway Act, the Authority has the power without voter approval, unless limited by the contract creating such authority, to construct, finance, operate, or maintain beltways and other transportation improvements; take private property by condemnation; establish and collect tolls on any highway provided by the Authority; establish and collect a highway expansion fee from persons developing property within the boundaries of the Authority; and issue bonds and pledge its revenue to payment of bonds along with other powers as specified within the Public Highway Act. The toll road has been financed, constructed, operated, and governed by the Authority, since its inception.

The toll road was constructed and opened in segments from 1991 to 2003. Segment I of the toll road, I-25 South to Parker Road, was opened to traffic in June 1991. The northern portion of Segment II, 56th Avenue to 120th Avenue, and the southern portion of Segment III, Parker Road to Smoky Hill Road, opened to traffic in July 1998. In May 1999, the remaining portions of Segments II and III, Smoky Hill Road to 56th Avenue, were opened to link the already operational north and south sections of the E-470 toll road. Segment IV, the final segment of the E-470 toll road, was opened in two sections. The first, from 120th Avenue to U.S. Highway 85, opened in August 2002; the second, from U.S. Highway 85 to I-25 North, opened in January 2003. The four-lane toll road (with 20 miles consisting of six lanes) has been designed to accommodate future widening up to eight lanes and to allow for the addition of continuous recreation paths.

The Authority consists of eight (8) member jurisdictions, each of which has an elected official representative that sits on the Authority's board of directors as voting members (the board): Adams, Arapahoe, and Douglas counties, and the municipalities of Aurora, Brighton, Commerce City, Parker, and Thornton. The Authority also has nine (9) nonvoting members including the cities of Arvada, Lone Tree, Greeley, City and County of Broomfield, Weld County, Denver Regional Council of Governments (DRCOG), Regional Transportation District (RTD), Regional Air Quality Council (RAQC), and the Colorado Department of Transportation (CDOT). Appointments to the board are made annually for both voting and nonvoting members and are made by the individual jurisdictions.

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The Authority provides two (2) options for toll payments – ExpressToll® and License Plate Toll® (LPT®).



ExpressToll® is a state-of-the-art electronic system that allows drivers to pass through mainline tolling points and ramps on any Colorado toll facility without stopping or slowing below the prevailing speed limit. ExpressToll® customers paid 37% to 39% less in tolls on E-470 in 2024, depending on location, compared to License Plate Toll® customers due to a toll differential. ExpressToll® currently operates with either the windshield 6c sticker tag or the newer switchable High Occupancy Vehicle (HOV) transponder, allowing tolls to be automatically deducted from a customer's prepaid account as the customer uses a toll facility.



LPT® customers are all customers that do not have an ExpressToll® account. LPT® customers are generally billed monthly for all accumulated toll transactions through any tolling points (mainline and ramps) on any Colorado toll facility (except the Northwest Parkway (NWP) toll road). Cameras photograph the front and rear license plates of all vehicles and, if the vehicle does not have an ExpressToll® account, a statement (bill) is sent to the registered owner of the vehicle. No advance registration is required. LPT® customers may also set up a managed account online to prepay tolls, leave a credit card on file, receive statements via email, or pay for tolls prior to a statement being generated.



The Authority provides various back-office tolling services to the Northwest Parkway; Colorado Transportation Investment Office (CTIO, also known as High Performance Transportation Enterprise or HPTE), a division of the Colorado Department of Transportation (CDOT); and CTIO's concessionaire, Plenary Roads Denver, LLC (Plenary) for their tolled facilities in Colorado. There are managed lane facilities on US-36, I-25 Central, I-70 Mountain Express Lanes (MEXL), I-70 Central, I-70 Mountain Express Lanes (MEXL) West Bound, I-25 North Segments 2 and 3, I-25 South Gap and C-470. E-470's tolling back office, labeled and marketed with the ExpressToll® + logo, serves all customers on managed toll facilities (HOV and Express lanes), allowing customers to manage only one account and ensuring a seamless customer experience, regardless of which Colorado toll facility is used. The Authority currently provides several other services to CTIO and Plenary, including, but not limited to, integrating to the back-office integration, toll collection system enhancements and modifications, and system testing and go-live support. The Authority has been providing back-office services to CDOT since 2006 and to the Northwest Parkway since 2004.

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(Unaudited)

2024 Financial Highlights

- Transactions on the E-470 toll road experienced growth of 6% from 95.5 million transactions in 2023 to 101.2 million transactions in 2024. This was the highest annual traffic on record and marks the first year of over 100 million transactions.
- Operating revenues increased 4.9% from 2023 to 2024 from \$287.7 million to \$301.7 million.
- Operating expenses, before depreciation and amortization, increased 15.7% from 2023 to 2024 from \$75.6 million to \$87.5 million.
- A critical measurement of the Authority's annual operations is debt service coverage. Fiscal year 2024 was 2.37 versus an original budgeted ratio of 2.04. Debt service coverage for fiscal year 2023 was 2.39 versus an original budgeted ratio of 1.96.
- During 2021, the Authority began to design and contract for the next significant multiyear road widening project to expand E-470 from two (2) lanes to three (3) lanes in each direction between I-70 and 104th Avenue. This included interchange additions at 38th Avenue and 48th Avenue and improvements to the 64th Avenue interchange and bridge over Pena Boulevard. Project construction began in September 2022, with completion estimated to occur in mid-2025. The Authority has spent \$158.9 million on this project through December 31, 2024, and has estimated and budgeted the remaining \$42.4 million, including contingency, for the multiyear construction project in 2025.
- Regarding tolling services, the Authority continued to provide back-office services on other tolling facilities in the State of Colorado (NWP, CTIO, and Plenary). In 2024, the Authority added one (1) new toll facility, the CTIO I-25 S Gap segment to its back-office services, which opened in January 2024. The Authority's back-office toll collection system processed approximately 47.9 million and 39.5 million tolled transactions on other roadways in 2024 and 2023, respectively. Toll collection or system costs originally incurred by the Authority for services provided to other entities are charged to the applicable entity. Tolling services revenues to recover these costs in 2024 and 2023 totaled approximately \$15.3 million and \$13.1 million, respectively.
- Regarding 2024 toll rates, in December 2023, the Authority's board of directors approved and adopted Resolution 24-04, "Regarding 2024 Toll Rates and Toll Rate Schedule," to extend the 2023 Toll Rates for fiscal year 2024. Due to uncertain and volatile economic factors impacting the costs of the Authority's operations and its capital projects, the Authority's board voted not to lower tolls at the start of 2024, citing the need to maintain continuity of business operations. The board re-evaluated year-to-date customer travel behaviors, economic trends, and financial condition of the Authority and determined to hold toll rates flat for the remainder of 2024.

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(Unaudited)

- The 2024 ExpressToll® rate for a two-axle vehicle was \$2.60 at mainline toll plaza A, \$2.65 at mainline toll plaza C, and \$2.90 at mainline toll plazas B, D, and E. ExpressToll® rates increase incrementally at the mainline toll plazas if the vehicle has more than two axles. All ramp tolling points charged a rate of \$1.25, regardless of axle count, for ExpressToll® customers. The 2024 LPT® toll rate for a two-axle vehicle was \$4.20 at mainline toll plaza A, \$4.25 at mainline toll plaza C, and \$4.60 at mainline toll plazas B, D and E. LPT® toll rates also increase incrementally at the mainline toll plazas if the vehicle has more than two axles. All ramp tolling points charged a rate of \$2.05, regardless of axle count, for LPT® customers.
- The Authority exceeded projections at 101.9% of projected 2024 transactions and 104.5% of projected 2024 net toll revenues.

Summary of Operations

The Authority's operating revenues, which include toll revenues, other toll-related fees, and tolling services revenues, for 2024 were \$301.7 million, a 4.9% increase over the \$287.7 million in 2023. Toll revenues, net of related bad debts, were \$270.0 million and \$259.9 million of total operating revenues in 2024 and 2023, respectively. This increase is primarily due to increased overall toll transactions of 6% from 2023. Toll revenues, net of related bad debts, for fiscal year 2024 were \$17.7 million above the \$252.3 million 2024 operating budget. Traffic on E-470 during 2024 totaled 101.2 million transactions, with approximately 77.9% of the corresponding toll revenues coming from ExpressToll® accounts.

Total operating expenses, before depreciation and amortization, for 2024 were \$87.5 million, a 15.7% increase over the \$75.6 million in 2023. The increase is primarily due to a increase of 17.6% in tolled transactions that occurred on other Colorado toll facilities, along with general cost increases related to continued broad inflationary pressures. Costs incurred for other toll facilities are recovered and recorded as tolling services revenue. Costs such as labor related to the customer service center, image processing, roadside assistance, communication center, and administrative law court processing; credit card fees; printing and postage on bills and notices; traffic and revenue studies; software licensing; IT and tolling equipment technical support contract labor; and employee salary and benefits expense; offset by a decrease in Colorado State Patrol traffic enforcement and registered vehicle owner information retrieval, accounted for \$10.1 million of the overall \$10.4 million increase from prior year. There were no other individually significant fluctuations. Total operating expenses, before depreciation and amortization, for 2023 were \$75.6 million. Costs incurred for other toll facilities are recovered and recorded as tolling services revenue. Costs such as labor related to the customer service center, roadside assistance, communication center, administrative law court processing and Colorado State Patrol traffic enforcement; registered vehicle owner information retrieval; credit card fees; printing and postage on bills and notices; snow removal labor, materials and fuel; software licensing; IT technical support contract labor; and employee salary and benefits expense; offset by a decrease in image processing labor, accounted for \$7.9 million of the overall \$9.0 million increase from prior year. There were no other individually significant fluctuations.

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(Unaudited)

Total Senior Revenue Bond principal and interest payments from the senior debt service fund during 2024 and 2023 were \$105.8 million and \$101.4 million, respectively, on the Series 1997, 2000, 2020, and 2021 bonds, and includes the interest rate swap differentials. The total \$105.8 million and \$101.4 million of principal and interest payments in 2024 and 2023, respectively, were made from the senior debt service fund. Debt service coverage for 2024 was 2.37, compared to 2.39 in 2023. The Bond Resolutions require producing net revenues of at least 1.30 times the aggregate senior debt service due for the year.

Overview of Basic Financial Statements

The Authority only engages in business-type activities. These activities are intended to recover all related costs through user fee charges (tolls) to external customers for services provided. The Authority reports its business-type activities in a single enterprise fund, meaning that its activities are operated and reported like a private-sector business. The Authority's basic financial statements include comparative statements of net position; statements of revenues, expenses, and changes in net position; and the statements of cash flows. Also included are the notes to the basic financial statements that provide more detailed information. These basic financial statements are prepared in accordance with accounting principles generally accepted in the United States of America as promulgated by the Governmental Accounting Standards Board (GASB).

The Authority's net position comprises the following components:

- *Net investment in capital assets* – Consists of the Authority's investment in capital assets (e.g., land, buildings, equipment, and infrastructure), net of accumulated depreciation, and deferred outflows of resources, reduced by the outstanding balances of bonds that are attributable to the acquisition, construction, or improvement of those assets. The Authority uses these capital assets to provide services to the public; consequently, these assets are not available for future spending.
- *Restricted for debt service* – Represents resources that are subject to external restrictions on how they may be used and consists of restricted assets reduced by restricted liabilities whereby these restricted liabilities will generally be liquidated with the restricted assets reported. If liabilities and deferred inflows of resources that relate to specific restricted assets exceed those assets, no restricted component of net position is reported under GASB, and the net negative amount reduces unrestricted net position.
- *Unrestricted* – Represents resources that may be used to meet the Authority's ongoing obligations to the public and creditors and are not included in the determination of net investment in capital assets or restricted for debt service components of net position.

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Management's Discussion and Analysis

December 31, 2024 and 2023

(Unaudited)

Financial Results and Analysis**Summary of Net Position**

	2024	2023	2022 (restated)
Current assets:			
Current unrestricted assets	\$ 354,393,867	424,984,058	282,474,905
Current restricted assets	<u>73,161,512</u>	<u>78,624,178</u>	<u>99,863,105</u>
Total current assets	<u>427,555,379</u>	<u>503,608,236</u>	<u>382,338,010</u>
Noncurrent assets:			
Capital assets, net of accumulated depreciation	863,372,506	726,582,921	574,735,271
Other noncurrent assets	<u>218,088,069</u>	<u>182,238,836</u>	<u>307,151,063</u>
Total noncurrent assets	<u>1,081,460,575</u>	<u>908,821,757</u>	<u>881,886,334</u>
Total assets	1,509,015,954	1,412,429,993	1,264,224,344
Deferred outflows of resources	<u>23,422,716</u>	<u>32,292,798</u>	<u>39,487,295</u>
Total assets and deferred outflows of resources	<u>\$ 1,532,438,670</u>	<u>1,444,722,791</u>	<u>1,303,711,639</u>
Current liabilities:			
Current liabilities payable from unrestricted assets	\$ 83,994,435	89,049,723	61,904,054
Current liabilities payable from restricted assets	<u>95,303,620</u>	<u>95,188,101</u>	<u>90,674,427</u>
Total current liabilities	179,298,055	184,237,824	152,578,481
Noncurrent liabilities	<u>1,132,190,245</u>	<u>1,190,090,921</u>	<u>1,229,222,698</u>
Total liabilities	1,311,488,300	1,374,328,745	1,381,801,179
Deferred inflows of resources	<u>7,106,537</u>	<u>3,006,456</u>	<u>4,060,894</u>
Total net position	<u>213,843,833</u>	<u>67,387,590</u>	<u>(82,150,434)</u>
Total liabilities and deferred inflows of resources and net position	<u>\$ 1,532,438,670</u>	<u>1,444,722,791</u>	<u>1,303,711,639</u>

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Management's Discussion and Analysis

December 31, 2024 and 2023

(Unaudited)

The largest portion of the Authority's assets is noncurrent. Approximately 57% and 51% of total assets are capital and right-to-use assets (e.g., infrastructure, buildings, equipment, and other), net of accumulated depreciation and amortization as of December 31, 2024 and 2023, respectively. The Authority uses these capital assets to provide services, and consequently, these assets are not available to liquidate liabilities or for other future spend. The original acquisition of capital assets was primarily financed from revenue bond proceeds, while for over a decade, newer capital assets have been financed with unrestricted funds. There is approximately \$600.1 million, or 40%, and \$627.5 million, or 44%, of total assets are cash equivalents and investments as of December 31, 2024 and 2023, respectively. Of these amounts, approximately \$367.3 million and \$394.3 million are within the General Surplus accounts as of December 31, 2024 and 2023, respectively, which have specific unrestricted purposes, such as fully funding the Authority's future capital budget and bond defeasances. Noncurrent bonds payable was approximately 99% of total noncurrent liabilities in both 2024 and 2023, respectively. Total current liabilities were \$179.3 million and \$184.2 million at the end of 2024 and 2023, respectively. Of the total current liabilities, \$95.3 million (53%) and \$95.2 million (52%) for 2024 and 2023, respectively, were current bonds payable and related accrued interest payable. These liabilities are to be paid from current assets and the subsequent year's operating and nonoperating revenue as allowed under the Bond Resolutions.

Capital and Right-to-Use Assets

Total capital and right-to-use assets (gross), including construction in progress, increased from \$1.5 billion in 2023 to \$1.7 billion in 2024. Accumulated depreciation and amortization reduced the year-end capital asset balances to \$863.4 million in 2024 and \$726.6 million in 2023. During 2024, the Authority expended approximately \$187.4 million on capital projects and successfully completed capital projects totaling \$352.7 million, which were closed from construction in progress to their respective capital asset accounts. The major projects completed include finalizing the replacement of tolling equipment with next generation lane equipment and technology, construction of the road widening from I-70 to 104th Ave to 3 lanes, the new 38th Interchange, the new Central Maintenance Facility Building, replacement of several fleet vehicles for maintenance and roadside assistance purposes, and various enhancements to the Authority's toll collection system and technical environment. During 2023, the Authority expended approximately \$193.7 million on capital projects and successfully completed capital projects totaling \$38.0 million, which were closed from construction in progress to their respective capital asset accounts. The major projects completed include replacement of several fleet vehicles for maintenance and roadside assistance purposes and various enhancements to the Authority's toll collection system and technical environment. During 2022, the Authority expended approximately \$33.6 million on capital projects and successfully completed capital projects totaling \$4.9 million, which were closed from construction in progress to their respective capital asset accounts. The major projects completed include wrap up work on the major widening project from two lanes to three lanes in each direction between Quincy Avenue and I-70 that was substantially completed in 2020, facility and security improvements at the Authority's headquarters building, a buyout purchase of solar panels at various Authority

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(Unaudited)

facilities and ramp locations, and various enhancements to the Authority's toll collection system and technical environment.

Summary of Revenue, Expenses, and Changes in Net Position

	2024	2023	2022 (restated)
Operating revenues	\$ 301,654,287	287,650,336	254,615,695
Operating expenses before depreciation	(87,474,275)	(75,615,302)	(65,505,636)
Depreciation and amortization	<u>(49,250,652)</u>	<u>(41,606,027)</u>	<u>(39,885,962)</u>
Operating income	<u>164,929,360</u>	<u>170,429,007</u>	<u>149,224,097</u>
Nonoperating revenues (expenses):			
Interest expenses	(70,607,664)	(74,439,988)	(76,147,252)
Investment revenues, net	34,401,381	27,521,816	22,778,124
Intergovernmental revenue	9,068,376	20,721,541	—
Other income	<u>8,532,156</u>	<u>6,207,308</u>	<u>3,473,103</u>
Total nonoperating expenses	<u>(18,605,751)</u>	<u>(19,989,323)</u>	<u>(49,896,025)</u>
Income before intergovernmental expense	146,323,609	150,439,684	99,328,072
Intergovernmental expense	<u>132,634</u>	<u>(901,660)</u>	<u>—</u>
Change in net position	146,456,243	149,538,024	99,328,072
Net position, beginning of year	<u>67,387,590</u>	<u>(82,150,434)</u>	<u>(181,478,506)</u>
Net position, end of year	<u>\$ 213,843,833</u>	<u>67,387,590</u>	<u>(82,150,434)</u>

Operating revenues (which include tolls, other toll-related fees, and tolling services revenues) in 2024 and 2023 were \$301.7 million and \$287.7 million, respectively, an increase of 5% over 2023. Operating expenses before depreciation and amortization increased by \$11.9 million to \$87.5 million in 2024 versus \$75.6 million in 2023. Depreciation and amortization expense increased by \$7.7 million to \$49.3 million in 2024 versus \$41.6 million in 2023. Overall, operating income decreased by \$5.5 million from 2023 to \$165.0 million. This is primarily due to the increases in overall toll transactions of 6% on E-470, as compared to prior year, coupled with a 17% increase in tolled transactions incurred on other Colorado toll facilities. However, it was offset by a larger increase in operating expenses of 15%, causing a net decrease to operating income of 3%. Total net nonoperating expenses decreased by \$1.4 million to \$18.6 million in 2024, which was attributed to changes in interest rates and the corresponding effect on the change in fair value of derivative instruments and investment. The overall increase in net position was \$146.5 million in 2024, which is \$3.1 million less than the increase in net position of \$149.5 million in 2023.

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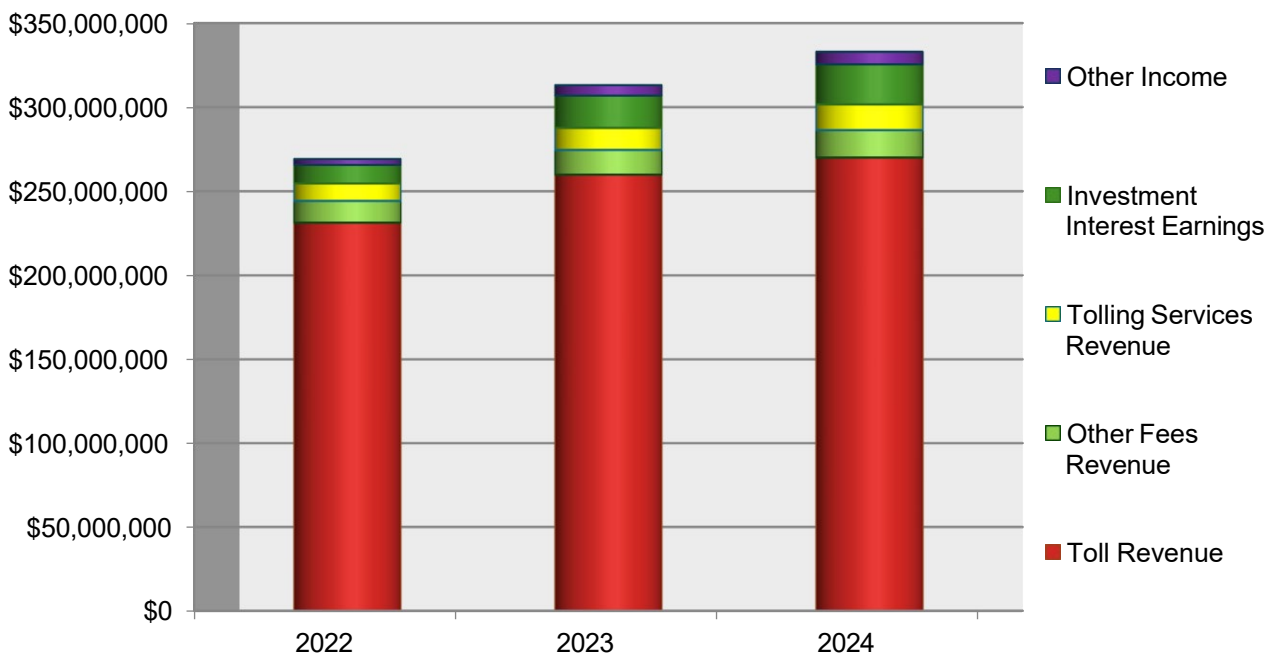
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(Unaudited)

Operating revenues in 2023 and 2022 were \$287.7 million and \$254.6 million, respectively, an increase of 13% over 2022. Operating expenses before depreciation and amortization increased by \$10.1 million to \$75.6 million in 2023 versus \$65.5 million in 2022. Depreciation and amortization expense decreased by \$1.7 million to \$41.6 million in 2023 versus \$39.9 million in 2022. Overall, operating income increased by \$21.1 million from 2022 to \$170.4 million, primarily due to increased overall toll transactions of 11% from 2022 on E-470, coupled with a 28% increase in tolled transactions incurred on other Colorado toll facilities, as a result of continued recovery following the COVID-19 pandemic. Total net nonoperating expenses decreased by \$29.9 million to \$20.0 million in 2023, which was attributed to increases in interest rates and the corresponding effect on the change in fair value of derivative instruments and investments of \$3.4 million, a decrease in interest expenses of \$1.7 million, and an increase in interest earned on investments of \$8.2 million, offset by an increase in intergovernmental and other revenue of \$23.4 million. The overall increase in net position was \$149.5 million in 2023, which is \$50.2 million more than the increase in net position of \$99.3 million in 2022.

Total Operating and Nonoperating Revenues



Operating and non-operating revenues included in the chart above for 2024, 2023, and 2022 were \$334.0 million, \$313.1 million, and \$269.2 million, respectively.

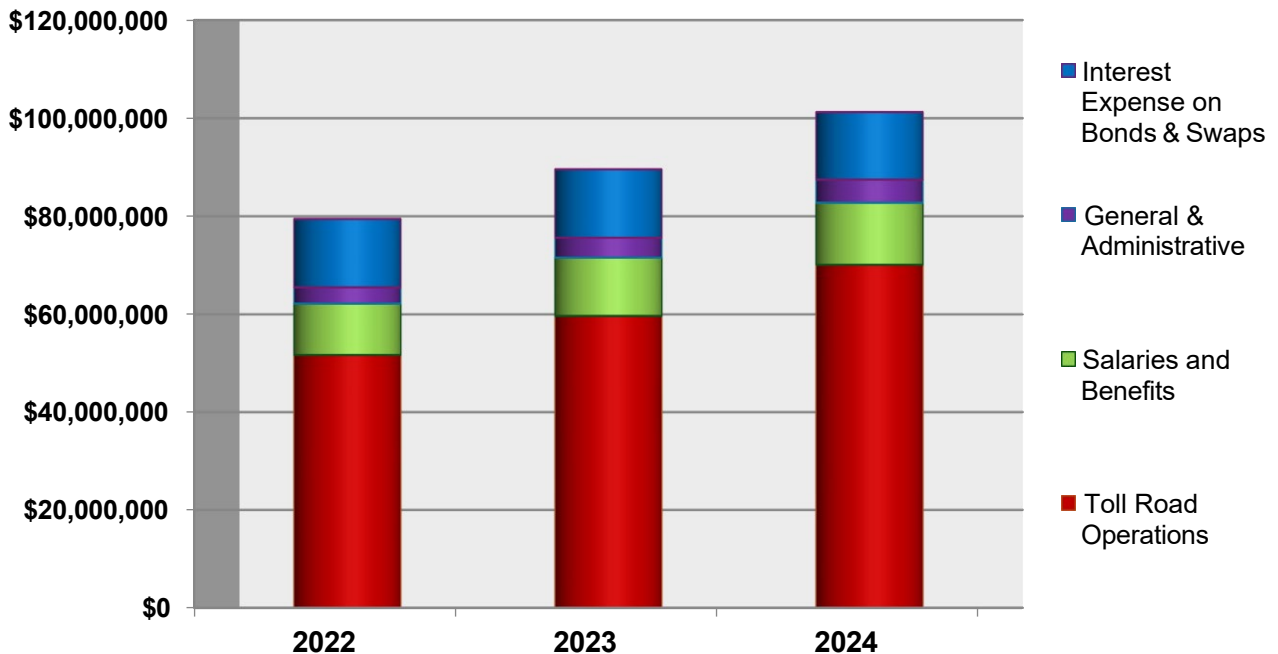
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Total Operating and Interest on Bonds & Swaps Expenses



Total operating expenses, before depreciation and amortization and including nonoperating interest expense on bonds and interest rate swaps, for 2024 and 2023 were \$101.2 million and \$89.6 million, respectively. Toll road operations expenses increased by \$10.4 million to \$70.1 million in 2024 versus \$59.7 million in 2023. The increase is primarily due to higher toll collection costs from the 6% increase in E-470 toll transactions in 2024, coupled with a 17% increase in tolled transactions incurred on other Colorado toll facilities, along with general cost increases related to continued broad inflationary pressures. Costs incurred for other toll facilities are recovered and recorded as tolling services revenue. These increased costs include labor related to the customer service center, image processing, roadside assistance, communication center, and administrative law court processing; credit card fees; printing and postage on bills and notices; traffic and revenue studies; software licensing; and IT and tolling equipment; technical support contract labor; offset by a decrease in Colorado State Patrol traffic enforcement and registered vehicle owner information retrieval. Nonoperating interest expenses on bonds and swaps decreased by \$0.2 million in 2024 as compared to 2023.

Total operating expenses, before depreciation and amortization and including nonoperating interest expense on bonds and interest rate swaps, for 2023 and 2022 were \$89.6 million and \$79.4 million, respectively. Toll road operations expenses increased by \$8.0 million to \$59.7 million in 2023 versus \$51.7 million in 2022. The

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increase is primarily due to higher toll collection costs from the 11% increase in E-470 toll transactions in 2023, coupled with a 28% increase in tolled transactions incurred on other Colorado toll facilities, along with general cost increases related to broad inflationary pressures. Costs incurred for other toll facilities are recovered and recorded as tolling services revenue. These increased costs include labor related to the customer service center, roadside assistance, communication center, administrative law court processing and Colorado State Patrol traffic enforcement; registered vehicle owner information retrieval; credit card fees; printing and postage on bills and notices; snow removal labor, materials, and fuel; software licensing; IT technical support contract labor; and employee salary and benefits expense; offset by a decrease in image processing labor. Nonoperating interest expenses on bonds and swaps remained consistent at \$13.9 million in 2023 as compared to 2022.

Debt Administration and Debt Service

In 2024, principal and interest paid on Senior Bond debt from restricted debt service totaling \$105.8 million consisted of \$44.8 million on Series 1997 bonds, \$42.9 million on Series 2000 bonds, \$12.0 million on Series 2020 bonds, \$2.5 million on Series 2021 bonds, \$2.9 million on Series 2024 and \$0.7 million on the two (2) interest rate swaps settlement differential.

In 2023, principal and interest paid on Senior Bond debt from restricted debt service totaling \$101.4 million consisted of \$44.8 million on Series 1997 bonds, \$41.1 million on Series 2000 bonds, \$9.9 million on Series 2020 bonds, \$5.0 million on Series 2021 bonds and \$0.6 million on the two (2) interest rate swaps settlement differential.

Bonds payable include current interest bonds (CIB), capital appreciation bonds (CAB), and SOFR index bonds consisting of both new issue and refunded bonds of the Authority.

E-470 Revenue Bonds Outstanding Principal

	2024	2023
Series 1997 B Capital Appreciation	\$ 84,123,051	122,866,496
Series 2000 B Capital Appreciation	388,006,305	405,736,203
Series 2004 A Capital Appreciation	222,315,538	210,780,254
Series 2006 B Capital Appreciation	142,239,787	135,290,281
Series 2010 A Capital Appreciation	58,872,180	54,895,580
Series 2020 A Current Interest	111,625,000	165,870,000
Series 2021B SOFR Notes	—	138,640,000
Series 2024 A Current Interest	46,380,000	—
Series 2024B SOFR Notes	138,640,000	—
Premiums	<u>19,144,270</u>	<u>27,177,854</u>
Total	\$ <u>1,211,346,131</u>	<u>1,261,256,668</u>

The Authority actively manages its debt based on the current debt profile and market opportunities as they relate to the overall operating condition of the Authority. There were no debt transactions in 2023, however, a refinancing of the 2020A Series and refunding of 2021B Series.

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(Unaudited)

The provisions of GASB Statement No. 53, *Accounting and Financial Reporting for Derivative Instruments*, are applicable to the Authority due to the two remaining 2007 pay-fixed interest rate swaps. The notional amounts on the two swaps in total correspond with specific maturities of the Series 2021 & 2024 bonds. The swaps were determined to be investment derivatives as of December 31, 2024 and 2023 with a net liability fair value of \$12.8 million and \$19.3 million, respectively, and derivative instruments investment gain of \$6.5 million in 2024 and derivative instruments investment loss of \$17 thousand in 2023. The Authority values the interest rate swap derivatives at fair value in accordance with GASB Statement No. 72, *Fair Value Measurement and Application*.

As of December 31, 2024, the Authority maintains underlying senior bonds ratings from Moody's and Standard and Poor's. In conjunction with routine surveillance in 2023, Standard and Poor's and Moody's both upgraded the Authority's underlying bond rating based on the financial strength, liquidity, proactive management, and debt restructuring plans to reduce and level future debt service. The Authority's underlying bond rating was upgraded to A+ from A by Standard and Poor's and was upgraded to A1 from A2 by Moody's. Both ratings reflect a stable outlook. No formal rating surveillance occurred in 2024, and no changes were made from informal updates provided to the rating agencies during that year. The Authority has not requested a Fitch rating since 2018 but upgraded us in May 2024 to A+. The Authority is not required to carry the Fitch rating and does not intend to request a Fitch rating on future bond transactions.

Ratings and outlook as of December 31, 2024:

	<u>Rating</u>	<u>Outlook</u>
Rating agency:		
Moody's	A1	Stable
Standard and Poor's	A+	Stable

Economic Factors

Estimates by the Authority's traffic and revenue consultant (CDM Smith) are shown against actual toll revenue, net of uncollectible amounts for the fiscal years ended 2024, 2023, and 2022. The Authority has engaged a traffic and revenue consultant to conduct investment-grade traffic and revenue studies and updated reviews over the years based on current economic conditions of surrounding areas and bond refunding transactions. The Authority completed a bring down letter in April 2021 in conjunction with the 2021 bonds, to revise forecasts from the May 2020 full investment-grade traffic and revenue study. In late 2021, the Authority engaged CDM Smith to conduct a forecast update letter that revised future forecasts for the E-470 toll road from 2022 through 2050, based on the board-approved toll rate policy at that time. This report was published in December 2021. CDM Smith began a new traffic and revenue study in late 2024, however the report was not final as of December 31, 2024. The 2024 and 2023 forecast figures below are from the December 2021 update letter, while the 2021 forecast figures below are from the April 2021 bring down letter. The toll forecasts may differ from the Authority's budget, which only includes the toll revenue, net of estimated bad debts, and excludes the Authority's other toll-related fees that are included in operating revenues during the reporting period.

E-470 PUBLIC HIGHWAY AUTHORITY

Management's Discussion and Analysis

December 31, 2024 and 2023

(Unaudited)

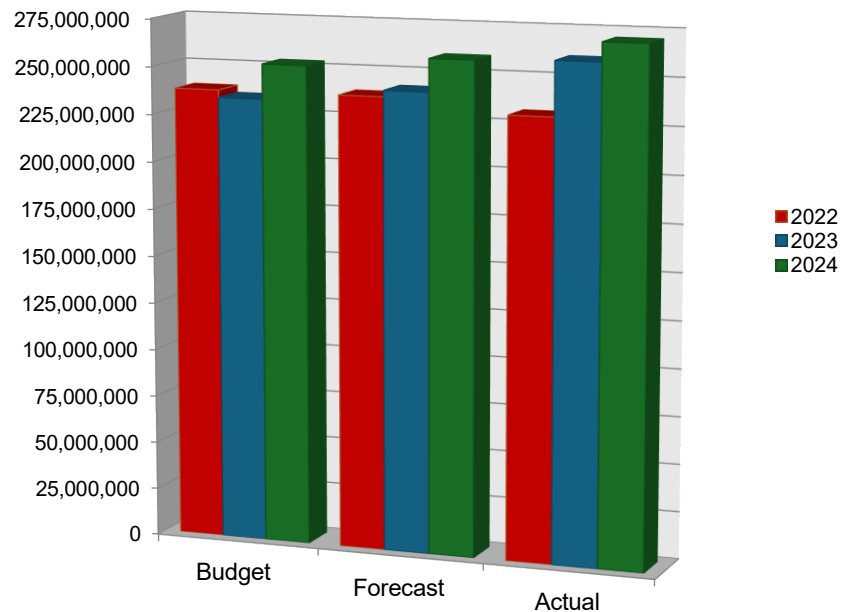
Transactions (Annual Total)

Year	ExpressToll	LPT	Total traffic	Forecast	Variance	Percentage variance
2024	77,143,779	24,066,500	101,210,279	99,338,000	1,872,279	2%
2023	70,894,453	24,637,378	95,531,831	93,143,000	2,388,831	3%
2022	62,794,838	23,388,701	86,183,539	90,198,000	(4,014,461)	(4%)

Toll Revenues, Net (Annual Total)

Year	ExpressToll	LPT	Total toll revenue	Forecast	Variance	Percentage variance
2024	\$ 210,366,333	59,666,390	270,032,723	258,472,000	11,560,723	4%
2023	194,931,908	64,940,573	259,872,481	241,245,000	18,627,481	8%
2022	173,299,758	58,025,520	231,325,278	237,917,000	(6,591,722)	(3%)

Operating Revenues - Tolls



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Budget Results

The Authority is required under state law and board resolutions to prepare an annual budget of operating and capital outlays as well as debt service due in the upcoming year. The annual budget is approved by the Authority's board of directors before the budget (calendar) year begins. Appropriations generally do not carry over to future periods, and overall net outlay overages, or budget amendments, require additional approval by the board. The approved budget by the board is generally considered the final budget. The budget is recorded on the Authority's budget basis and conforms to the Bond Resolutions Revenue Covenant calculation. Refer to the Other Information – Revenue Covenant section for reconciliation to the basic financial statements for operating balances and senior debt service due. Further, toll revenue amounts budgeted by management may differ from the traffic and revenue consultant's forecasts.

The following is a summary of the Authority's 2024 operating budget (which was prepared and approved by the board in December 2023), compared to the actual results, as well as the capital budget compared to the actual results as of and for the year ended December 31, 2024:

	2024 Budget	2024 Results	Variance	Percentage variance
Total revenue	\$ 295,236,000	325,632,831	30,396,831	10 %
Total operating expenditures	<u>(79,439,500)</u>	<u>(75,077,209)</u>	<u>4,362,291</u>	<u>(5)</u>
Net revenue	215,796,500	250,555,622	34,759,122	16
Senior debt service due	<u>105,950,000</u>	<u>105,837,945</u>	<u>(112,055)</u>	<u>—</u>
Debt service coverage ratio	<u>2.04</u>	<u>2.37</u>	<u>0.33</u>	<u>16 %</u>
Capital and renewal and replacement costs	\$ 217,167,100	193,833,027	(23,334,073)	11 %

During 2024, total budgeted operating revenues ended \$325.6 million, or 10% over budget. This is primarily due to net toll revenues ending over budget by \$17.6 million from the higher than budgeted traffic during the year, as well as toll fees ending over the conservative budget by \$2.3 million as older unpaid transactions aged through the billing process and were collected. Additionally, other revenues ended \$10.4 million over budget due to higher than budgeted tolling services revenue from a 17% increase in tolled transactions incurred on other Colorado toll facilities, along with higher than budgeted investment income due to elevated interest rates on the short end of the yield curve in 2024 where the Authority had a higher concentration of short-term maturities for large capital project cash flows. Total operating expenses ended at \$75.1 million, or 5%, under budget. These final budget results led to a debt service coverage ratio of 2.37, which is higher than the original budgeted ratio of 2.04.

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Capital and renewal and replacement costs, which are excluded from the debt service coverage ratio as specified in the Bond Resolutions and fully paid from unrestricted funds, were \$23.3 million, or 11%, under budget. This variance is primarily due to slight schedule delays in 48th Avenue project and Back-Office project, where costs were shifted from 2024 to future years.

The following is a summary of the Authority's 2023 operating budget (which was prepared and approved by the board in December 2022, as amended in October 2023) compared to the actual results, as well as the capital budget compared to the actual results as of and for the year ended December 31, 2023:

	2023 Amended Budget	2023 Results	Variance	Percentage variance
Total revenue	\$ 265,563,000	309,785,173	44,222,173	17 %
Total operating expenditures	<u>(70,217,000)</u>	<u>(67,186,037)</u>	<u>3,030,963</u>	<u>(4)</u>
Net revenue	195,346,000	242,599,136	47,253,136	24
Senior debt service due	<u>101,450,000</u>	<u>101,382,826</u>	<u>(67,174)</u>	<u>—</u>
Debt service coverage ratio	<u>1.93</u>	<u>2.39</u>	<u>0.46</u>	<u>24 %</u>
Capital and renewal and replacement costs	\$ 226,750,000	196,100,727	(30,649,273)	(14)%

During 2023, the original budget was the final approved budget and total budgeted operating revenues ended \$44.2 million, or 17%, over budget. This is primarily due to net toll revenues ending over budget by \$25.9 million from the higher than budgeted traffic during the year, as well as toll fees ending over the conservative budget by \$2.9 million as older unpaid transactions aged through the billing process and were collected. Additionally, other revenues ended \$15.4 million over budget due to higher than budgeted tolling services revenue from a 28% increase in tolled transactions incurred on other Colorado toll facilities, along with higher than budgeted investment income due to elevated interest rates on the short end of the yield curve in 2023 where the Authority had a higher concentration of short-term maturities for large capital project cash flows. Total operating expenses ended at \$3.0 million, or 4%, under budget, which is attributable to the conservative budget amendment with added an additional \$4.0 million in authorized operating expenditures for direct costs resulting from a higher than budgeted toll transactions. These final budget results led to a debt service coverage ratio of 2.39, which is higher than both the original budgeted ratio of 1.96 and the amended budget ratio of 1.93 for 2023.

Capital and renewal and replacement costs, which are excluded from the debt service coverage ratio as specified in the Bond Resolutions and fully paid from unrestricted funds, were \$30.6 million, or 14% under budget. This variance is primarily due to the continued schedule delays in the next generation lane equipment implementation project, as well as unanticipated schedule and supply chain delays in the I-70 to 104th Avenue widening project and Central Maintenance Facility relocation construction project, where costs were shifted from 2023 to future years, but the projects remain under budget overall.

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(Unaudited)

Reserves Management

Pursuant to the Bond Resolutions, the Authority is required to maintain reserve accounts, including the Senior Bonds Debt Service Reserve Fund and an Operating Reserve Fund. In addition, a General Surplus account is maintained in accordance with the Bond Resolutions. The General Surplus account is unrestricted and is currently divided into three subaccount funds for administrative purposes: the Senior Bonds Defeasance Fund, the Capital Improvements Fund, and the Rainy Day Fund. On December 31, 2024 and 2023, all required and restricted reserves were fully funded as specified by the Bond Resolutions.

Tolling Services Agreements

The Authority entered into a tolling services agreement with CTIO for tolled facilities on I-25 North, C-470, I-70 Mountain Express Lanes, I-70 Central and I-25 S Gap; a tolling services agreement with CTIO and its concessionaire, Plenary, for tolled facilities on US-36 and I-25 Central; as well as a tolling services agreement with NWP to provide certain electronic toll collection back office services. Back-office services occur after toll commencement on each toll facility and include major items, such as maintenance of the toll system and website, toll billing and collections, license plate image review, and provision of the customer service center. These agreements provide economies of scale for toll collection costs and seamless interoperability for customers on Colorado toll facilities, allowing them to maintain and manage one toll account. As part of the agreements, the Authority collects electronic tolls for the other tolling facilities and transfers the funds daily to NWP (ExpressToll® only) and to CTIO and Plenary (ExpressToll® and LPT®) for transactions that occurred and were collected on their toll facilities. The tolls collected and remitted on behalf of other entities are only included in the Authority's statements of cash flows. Costs incurred are recovered by tolling services revenues charged to NWP, CTIO, and Plenary for their share of toll collection costs that are included in operating expenses on the statements of revenues, expenses, and changes in net position. All roadways saw continued growth during 2024 with an overall increase of 15% in total transactions processed by the Authority from 2023 to 2024. These tolling services revenues totaled \$15.3 million and \$13.1 million in 2024 and 2023, respectively.

Business Risks

Highway tolls are the predominant source of revenue available to the Authority to pay debt service on its outstanding bonds. The ultimate use of the E-470 toll road by motorists and the level of toll revenues to be generated through such use are influenced by numerous factors. Since the COVID-19 pandemic in 2020, when toll transactions and revenue decreased by 36% and 37% respectively from 2019, there has been a slow but steady recovery to pre-pandemic levels. Fiscal year 2021 saw toll transaction volumes increase by 31% from 2020, while 2022 saw volumes increase by another 13% from 2021. Finally, 2024 saw transaction volume increase by 6% over 2023 and reach the highest annual traffic on record.

Throughout this entire period, the Authority has been closely monitoring monthly and annual traffic volumes along the E-470 toll road and has remained very proactive and flexible with revisions to toll revenue projections, budget, and operating and capital costs. The Authority finished 2024 at 104.5% of the toll revenue projections per the CDM Smith March 2024 bring down letter. As of December 31, 2024, restricted fund balances were \$139.6 million and unrestricted funds within the General Surplus Account were \$367.3 million, respectively. The Authority believes, although there is no certainty, that such unrestricted funds together with future net toll revenues will be sufficient to pay debt service when due as well as self-fund the entire capital program in the near-term as planned, despite the increased cost estimates for some of the larger capital projects due to inflationary impacts. Though over the last decade the Authority has been able to level off its annual debt service

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payments to relieve the pressure of increasing toll rates to match increases in annual debt service payments, continued growth in traffic and revenue will be necessary to keep up with increasing costs of operation. This growth and its impact on financial condition will depend on future developments, which remain uncertain and cannot be fully determined at this time.

Future Management Plans

Regarding capital projects, the Authority began construction in late 2022 on the next segment for road widening from two lanes to three lanes in each direction between I-70 in Aurora and 104th Avenue in Adams County. This project is scheduled to span over three (3) years of construction with completion estimated in mid-2025. This project is on schedule to be complete in mid-2025. The Authority has spent \$158.9 million through December 31, 2024 and has budgeted an additional \$42.4 million, including contingency, for the multiyear construction project in 2025, for a total project estimated cost of \$369.8 million. This significant project includes improvements to the 64th Avenue and Pena Boulevard interchanges, as well as new interchanges at 38th Avenue and 48th Avenue. To accommodate the new 38th Avenue interchange, a new mainline tolling gantry was installed at Toll Plaza C in 2023. The project scope also includes a six-mile extension of the multi-use trail and a full pavement overlay of all existing lanes in the project area to extend the pavement useful life. The entire budgeted and estimated project cost is scheduled to be funded by the Authority's Capital Improvements Fund of the General Surplus account. Other major capital projects in 2024 include:

- Continued implementation of the executed lease agreement with Applegreen to repurpose and redevelop three vacant mainline toll plaza buildings as convenience store/service stations where the Authority has spent \$11.6 million through 2024, with \$10.9 million estimated in 2025 to ready the sites for development by Applegreen.
- The next generation lane equipment and software integration project along E-470 was substantially completed in 2024 and is now moving into the operation and maintenance phase in 2024. Approximately \$3.9 million was spent to date through 2024 with \$2.1 million budgeted in the 2025 capital budget to complete final installations and system acceptance testing and \$3.1 million budgeted in the 2025 operating budget for contracted operation and maintenance activities.
- Final design for the future addition of the Sable Boulevard interchange with \$39.8 million in 2025 budgeted design and construction costs.

The above projects span multiple years and may have additional costs in 2026 which are not yet board approved. The large \$161.0 million capital program in 2025 is scheduled to be fully funded from the Authority's Capital Improvements Fund of the General Surplus account, along with the remaining projects and costs within the Authority's five-year capital plan. The impact of these capital projects on the Authority's overall operations or financial condition, if any, is not known at this time.

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2025 marked the third consecutive year that the board of directors voted to freeze toll rates at the same levels as the previous two years, citing that this action allows E-470 to maintain the financial stability to support current and future roadway improvements that benefit customers without raising toll rates. Toll rates will remain at this level until such time that they are modified by future board resolution. Authority staff will continue to closely monitor the economic volatility concerns, customer travel behaviors and the financial condition of the Authority into fiscal year 2025. The Authority projects that it will meet its financial goals detailed within the debt management policy for the foreseeable future with stable financial planning.

Regarding tolling services, the Authority will continue to provide back office services on other tolled facilities in the State of Colorado for NWP, CTIO, and Plenary. The Authority is working closely with CTIO and its new toll lane vendor to integrate the I-25 North Segments 6, 7 and 8 in 2025. The Authority continues to provide services under the tolling services agreements with the various entities to provide a single back office to toll road users in the State of Colorado, with the agreement with CTIO expiring on June 30, 2028.

Contacting E-470's Financial Management

This financial report is designed to provide overview information to the Authority's bondholders, customers, and other interested parties. Should you have any questions about this report, contact the E-470 Public Highway Authority's Chief Financial Officer at 22470 E. Stephen D. Hogan Parkway, Suite 100, Aurora, Colorado 80018.



KPMG LLP
Suite 800
1225 17th Street
Denver, CO 80202-5598

Independent Auditors' Report

The Board of Directors
E-470 Public Highway Authority:

Opinion

We have audited the financial statements of the E-470 Public Highway Authority (the Authority) as of and for the years ended December 31, 2024 and 2023, and the related notes to the financial statements, which collectively comprise the Authority's basic financial statements for the years then ended 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 Authority as of December 31, 2024 and 2023, and the changes in its financial position and its cash flows for the years then ended in accordance with U.S. generally accepted accounting principles.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Authority and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with U.S. generally accepted accounting principles, 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 Authority's ability to continue as a going concern for twelve months beyond the financial statement date, including any currently known information that may raise substantial doubt shortly thereafter.

Auditors' 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 auditors' 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 will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.



In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Authority'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 Authority'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

U.S. generally accepted accounting principles require that the management's discussion and analysis be presented to supplement the basic financial statements. Such information is the responsibility of management and, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with GAAS, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audits 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

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The Other Information – Revenue Covenant is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information has not been subjected to the auditing procedures applied in the audit of the basic financial statements, and accordingly, we do not express an opinion or provide any assurance on it.

KPMG LLP

Denver, Colorado
May 7, 2025



E-470 PUBLIC HIGHWAY AUTHORITY

Statements of Net Position

December 31, 2024 and 2023

Assets	2024	2023
Current unrestricted assets:		
Cash and cash equivalents	\$ 191,076,974	157,380,600
Investments	121,391,397	206,168,734
Cash and cash equivalents limited for construction	3,943,849	11,789,204
Accrued interest receivable	2,374,124	2,207,924
Accounts receivable, net of allowance for uncollectibles	34,835,326	42,348,343
Notes receivable	263,873	4,212,572
Leases receivable	219,445	212,665
Prepaid expenses and other current assets	288,879	664,016
Total current unrestricted assets	<u>354,393,867</u>	<u>424,984,058</u>
Current restricted assets:		
Cash and cash equivalents for debt service	47,520,332	43,612,246
Investments for debt service	25,503,125	34,903,337
Accrued interest receivable	138,055	108,595
Total current restricted assets	<u>73,161,512</u>	<u>78,624,178</u>
Total current assets	<u>427,555,379</u>	<u>503,608,236</u>
Noncurrent assets:		
Unrestricted investments	116,292,160	90,802,362
Restricted investments for debt service	94,324,961	82,830,923
Prepaid bond costs and other noncurrent assets	4,701,170	5,409,318
Notes receivable	652,601	859,611
Leases receivable	2,117,177	2,336,622
Capital and right-to-use assets, net of accumulated depreciation and amortization	863,372,506	726,582,921
Total noncurrent assets	<u>1,081,460,575</u>	<u>908,821,757</u>
Total assets	<u>1,509,015,954</u>	<u>1,412,429,993</u>
Deferred outflows of resources:		
Loss on refundings of debt	23,422,716	32,292,798
Total assets and deferred outflows of resources	<u>\$ 1,532,438,670</u>	<u>1,444,722,791</u>



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Statements of Net Position

December 31, 2024 and 2023

Liabilities	2024	2023
Current liabilities payable from unrestricted assets:		
Accounts payable and accrued expenses	\$ 30,169,399	37,955,240
Unearned toll revenue	53,638,438	48,145,069
Intergovernmental liability	107,799	2,930,611
Derivative instruments – interest rate swaps	78,799	18,803
Total current liabilities payable from unrestricted assets	83,994,435	89,049,723
Current liabilities payable from restricted assets:		
Bonds payable (including accumulated accretion on capital appreciation bonds of \$70,452,136 in 2024 and \$67,906,614 in 2023)	92,185,000	91,940,000
Accrued interest payable	3,118,620	3,248,101
Total current liabilities payable from restricted assets	95,303,620	95,188,101
Total current liabilities	179,298,055	184,237,824
Noncurrent liabilities:		
Bonds payable (including accumulated accretion on capital appreciation bonds of \$567,317,538 in 2024 and \$584,086,625 in 2023)	1,119,161,131	1,169,316,668
Other restricted noncurrent liabilities	340,718	1,491,957
Derivative instruments – interest rate swaps	12,688,396	19,282,296
Total noncurrent liabilities	1,132,190,245	1,190,090,921
Total liabilities	1,311,488,300	1,374,328,745
Deferred inflows of resources:		
Related to gain on sale of asset	—	603,537
Related to gain on refunding of debt	4,953,342	—
Related to leased assets	2,153,195	2,402,919
Total deferred inflows of resources	7,106,537	3,006,456
Net position:		
Net investment in capital assets	391,731,797	233,942,030
Unrestricted deficit	(177,887,964)	(166,554,440)
Total net position	213,843,833	67,387,590
Commitments and contingencies (notes 10, 11, 14, 15, and 16)		
Total liabilities and deferred inflows of resources and net position	\$ 1,532,438,670	1,444,722,791

See accompanying notes to basic financial statements.



E-470 PUBLIC HIGHWAY AUTHORITY

Statements of Revenues, Expenses, and Changes in Net Position

Years ended December 31, 2024 and 2023

	2024	2023
Operating revenues:		
Tolls	\$ 270,032,723	259,872,481
Other fees	16,301,622	14,689,009
Tolling services	15,319,942	13,088,846
Total operating revenues	<u>301,654,287</u>	<u>287,650,336</u>
Operating expenses:		
Toll road operations	70,092,268	59,664,971
Salaries and benefits	12,652,851	11,897,967
General and administrative	4,729,156	4,052,364
Total operating expenses before depreciation	<u>87,474,275</u>	<u>75,615,302</u>
Depreciation and amortization	<u>49,250,652</u>	<u>41,606,027</u>
Total operating expenses	<u>136,724,927</u>	<u>117,221,329</u>
Operating income	<u>164,929,360</u>	<u>170,429,007</u>
Nonoperating revenue (expenses):		
Interest expenses:		
Interest on bonds and interest rate swaps	(13,768,465)	(13,956,500)
Accretion on capital appreciation bonds	(53,683,047)	(55,505,523)
Other bond amortization expenses	(3,156,152)	(4,977,965)
Investment revenues (expenses):		
Interest earned on investments	23,809,022	19,230,784
Net change in the fair value of investments	4,058,455	8,308,454
Net change in the fair value of derivative instruments	6,533,904	(17,422)
Intergovernmental revenue	9,068,376	20,721,541
Other income	8,532,156	6,207,308
Total nonoperating expenses	<u>(18,605,751)</u>	<u>(19,989,323)</u>
Income before intergovernmental expense	<u>146,323,609</u>	<u>150,439,684</u>
Intergovernmental revenue (expense)	<u>132,634</u>	<u>(901,660)</u>
Change in net position	<u>146,456,243</u>	<u>149,538,024</u>
Net position, beginning of year	<u>67,387,590</u>	<u>(82,150,434)</u>
Net position, end of year	<u>\$ 213,843,833</u>	<u>67,387,590</u>

See accompanying notes to basic financial statements.



E-470 PUBLIC HIGHWAY AUTHORITY

Statements of Cash Flows

Years ended December 31, 2024 and 2023

	<u>2024</u>	<u>2023</u>
Cash flows from operating activities:		
Receipts of authority vehicle tolls and toll fees	\$ 293,254,803	275,469,313
Receipts from third parties for tolling services	15,239,974	12,889,229
Payments to employees	(12,583,557)	(11,764,189)
Payments to suppliers	(82,804,827)	(43,256,162)
Net cash provided by operating activities	<u>213,106,393</u>	<u>233,338,191</u>
Cash flows from capital and related financing activities:		
Payment of other noncurrent liabilities	(1,089,171)	—
Purchase and construction of capital assets	(181,741,238)	(188,243,565)
Receipts from third parties for capital assets	108,353	595,548
Proceeds from sale of capital assets	3,871,143	91,700
Receipts from leases of capital assets	267,043	264,163
Interest paid	(13,897,945)	(13,987,827)
Principal payments on bonds from restricted debt service funds	(91,940,000)	(87,395,000)
Proceeds from refunded bond series	189,729,425	—
Payment of cash from bond proceeds to refund related bond series	(188,640,000)	—
Payment of bond issuance costs for related bond series	(1,367,590)	—
Receipts of other intergovernmental contributions for capital assets	11,000,174	11,305,061
Net cash used in capital and related financing activities	<u>(273,699,806)</u>	<u>(277,369,920)</u>
Cash flows from noncapital financing activities:		
Receipts of non-Authority third party vehicle tolls and toll fees	128,227,758	92,862,472
Remittance to third parties for non-Authority vehicle tolls and toll fees	(128,206,272)	(92,291,820)
Purchases of equipment and support services for third parties	(35,450)	(106,853)
Receipts from third parties for equipment and support services	23,639	117,573
Other receipts and disbursements	5,473,980	6,081,957
Payment of other noncapital intergovernmental obligations	(17,366)	(778,660)
Receipts of other noncapital intergovernmental obligations	—	540,566
Net cash provided by noncapital financing activities	<u>5,466,289</u>	<u>6,425,235</u>
Cash flows from investing activities:		
Proceeds from sales of investments	326,659,974	232,094,640
Purchases of investments	(263,903,018)	(151,251,194)
Interest received	21,900,773	18,074,210
Receipts of scheduled principal and interest on loans	228,500	228,500
Net cash provided by investing activities	<u>84,886,229</u>	<u>99,146,156</u>
Net increase in cash and cash equivalents	29,759,105	61,539,662
Cash and cash equivalents, beginning of year	<u>212,782,050</u>	<u>151,242,388</u>
Cash and cash equivalents, end of year	<u>\$ 242,541,155</u>	<u>212,782,050</u>



E-470 PUBLIC HIGHWAY AUTHORITY

Statements of Cash Flows

Years ended December 31, 2024 and 2023

	<u>2024</u>	<u>2023</u>
Reconciliation of cash and cash equivalents to the statements of net position:		
Cash and cash equivalents – current – unrestricted	\$ 191,076,974	157,380,600
Cash and cash equivalents – current – restricted for debt service	47,520,332	43,612,246
Cash and cash equivalents – current – unrestricted limited for construction	<u>3,943,849</u>	<u>11,789,204</u>
Cash and cash equivalents, end of year	<u>\$ 242,541,155</u>	<u>212,782,050</u>
Reconciliation of operating income to net cash provided by operating activities:		
Operating income	\$ 164,929,360	170,429,007
Adjustments to reconcile operating income to net cash provided by operating activities:		
Depreciation and amortization	49,250,652	41,606,027
Changes in assets and liabilities:		
Accounts receivable, net (tolls, late fees, and tolling services)	865,202	(3,344,841)
Prepaid expenses and other current assets	375,137	1,037,414
Accounts payable and accrued expenses	(8,289,325)	19,557,853
Unearned toll revenue	<u>5,975,367</u>	<u>4,052,731</u>
Net cash provided by operating activities	<u>\$ 213,106,393</u>	<u>233,338,191</u>
Noncash transactions:		
Interest expense recorded due to bond accretion	\$ 53,683,047	55,505,523
Interest expense recorded due to amortization of deferred outflows of resources	7,296,092	7,194,497
Interest expense recorded due to amortization of prepaid bond costs and other assets	708,148	774,513
Interest expense recorded due to amortization of net bond premiums	4,622,352	2,991,046
(Decrease) Increase in fair value of derivative instruments – interest rate swaps	6,533,904	(17,422)
Investment change recorded due to amortization of net investment discounts	(1,701,046)	(1,711,961)
Investment loss recorded due to amortization of other restricted noncurrent liabilities	(145,476)	(394,690)
Increase in fair value of investments	4,058,455	8,308,454
Net gain (loss) on disposal of capital assets	2,448,415	(1,085,439)
Decrease in other restricted noncurrent liabilities	207,544	207,544
Net gain due to refundings of debt on related bond series transaction	1,573,990	—
Noncash gain recorded due to amortization of deferred inflows of resources	2,446,586	1,054,438
Noncash sale of capital asset facilities with leaseback provision	1,080,000	—
Noncash contributed capital assets from third parties	5,721,727	6,387,251

See accompanying notes to basic financial statements.

E-470 PUBLIC HIGHWAY AUTHORITY

Notes to Financial Statements

Year ended December 31, 2024

(1) Financial Reporting Entity

The E-470 Authority (the First Authority) is a separate legal entity, created in February 1985, by an intergovernmental agreement among Adams County, Arapahoe County, Douglas County, and the City of Aurora. The purpose of the agreement was to plan, design, and construct the E-470 Highway (the Project). The First Authority did not have the power to incur debt; therefore, Arapahoe County (the County) issued bonds to finance the Project.

In January 1988, the E-470 Public Highway Authority (the Authority) was created by the original members of the First Authority pursuant to Colorado Revised Statutes Title 43, Article 4, Part 5. The Town of Parker, City of Thornton, City of Brighton, and City of Commerce City became participants in the Authority in 1989, 1990, 1991, and 1995, respectively. In February 1989, all rights, privileges, obligations, and liabilities of the First Authority were assigned to the Authority. In the event the Authority is ever dissolved, all rights, privileges, obligations, and liabilities will transfer back to the First Authority. As required by accounting principles generally accepted in the United States of America, the accompanying basic financial statements present the Authority and its component unit, an entity for which the Authority is considered to be financially accountable, as discussed below. The blended component unit, although a legally separate entity, is, in substance, part of the Authority's operations, and therefore, data from this component unit is combined with data of the primary government.

The First Authority is a blended component unit of the Authority; however, it currently has no assets, liabilities, or operations.

In an opinion dated May 15, 1995, the Colorado Supreme Court held that the County had relinquished any control it had over the 1986 Bonds and the alignment of the Project in February 1989 when it executed the Delegation and Substitution Agreement and amendments to the Establishing Contract to that effect. Therefore, the Authority is not a component unit of the County.

Intergovernmental Agreements with Arapahoe County, Colorado

Since its creation, the First Authority was not legally empowered to issue debt; therefore, the County authorized issuance of \$722,010,000 of Capital Improvement Trust Fund Highway Revenue Bonds Series 1986A-M. The ultimate objective of this issuance was to remit the proceeds to the Authority for the construction of the Project. In the contract establishing the Authority, the County assigned to the Authority all of the County's rights and privileges with respect to the bonds, and the Authority assumed all of the County's obligations with respect to the bonds. The proceeds of the bond issue were invested and held in trust for the benefit of the owners of the bonds (until the releases, as described below). The bonds were generally remarketed every six months.

In February 1989, the Authority released from escrow the Series D bonds in the amount of \$63,260,000 to complete construction on the first phase of the toll road (Segment I). In consideration of the obligations assumed by the Authority and to assist the Project, the County granted to the Authority all the County's rights to the excess investment earnings for all bond series. In addition, the Authority agreed to pay all bond administration costs with no financial obligation to the County.

At the August 31, 1995 remarketing of the bonds, the funds remaining were released from escrow to finance the costs associated with the design, acquisition of property, and construction of Segments II and III of the Project. Any bonds that were not remarketed were redeemed on August 31, 1995.

E-470 PUBLIC HIGHWAY AUTHORITY

Notes to Financial Statements

Year ended December 31, 2024

Due to the interrelationship between the County and the Authority in this financing arrangement, all the transactions incurred by the County relating to this financing are included in the accompanying basic financial statements as if they were incurred by the Authority.

Tolling Services Agreements

The Authority provides various services to the Northwest Parkway (NWP); Colorado Transportation Investment Office (CTIO, formerly High Performance Transportation Enterprise or HPTE), a division of Colorado Department of Transportation (CDOT); and CTIO's concessionaire, Plenary Roads Denver, LLC (Plenary), including, but not limited to, integrating and installing toll equipment, toll collection system enhancements and modifications, system testing and go-live support, and back office toll collection services. E-470's tolling back office process allows customers to have a single account to manage and ensures a seamless customer experience regardless of which Colorado tolled facility is used. Toll collection or system costs originally incurred by the Authority for services provided to other entities are charged to the applicable entity (CDOT, CTIO, Plenary, or NWP).

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

The operations of the Authority are accounted for as an enterprise fund. Enterprise funds are accounted for on the flow of economic resources measurement focus and use the accrual basis of accounting. Under this method, revenue is recorded when earned, and expenses are recorded at the time liabilities are incurred. Enterprise funds are used to account for those operations for which the pricing policies of the entity establish fees and charges designed to recover its costs, including capital costs, such as depreciation and debt service. The basis of accounting also incorporates Governmental Accounting Standards Board (GASB) Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*.

(b) Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America involves the use of management's estimates. These estimates are based upon management's best judgments, after considering past and current events and assumptions about future events. Actual results could differ from those estimates.

(c) Cash and Cash Equivalents

The Authority considers all highly liquid instruments purchased with an original maturity of three months or less to be cash equivalents, which may include authorized money market mutual funds, local government investment pools, commercial paper, or repurchase agreements. Cash and cash equivalents may be restricted by the Trustee under the Master and Supplemental Bond Resolutions (Bond Resolutions) or other externally imposed restrictions. The basic financial statements include statements of cash flows showing cash and cash equivalents provided by and used in operating, noncapital and capital financing, and investing activities.

E-470 PUBLIC HIGHWAY AUTHORITY

Notes to Financial Statements

Year ended December 31, 2024

(d) Investments

The Authority invests its funds in accordance with the Authority's Bond Resolutions and Colorado statutes (CRS 24-75-601). The Authority's authorized investments may consist of U.S. government agency securities, U.S. Treasury securities, commercial paper, municipal bonds, and an investment agreement. Investments may be restricted by the Trustee under the Bond Resolutions. Investments are reported in the financial statements at fair value, with the exception of the following assets, which are recorded using a cost-based measure in accordance with GASB Statement No. 31, *Accounting and Financial Reporting for Certain Investments and for External Investment Pools*, and GASB Statement No. 72, *Fair Value Measurement and Application*:

- Money market investments that have a remaining maturity at time of purchase of one year or less. These money market accounts are held with Securities and Exchange Commission registered investment companies under Rule 2a-7 of the Investment Company Act of 1940, as amended, and are reported at amortized cost.
- Nonparticipating investment agreement with Societe Generale, as it cannot be traded, and its value is not affected by market interest rate changes.

(e) Accounts Receivable

Accounts receivable represents amounts due for customer tolls (License Plate Toll® (LPT®) and ExpressToll®) and any assessed late fees, net of the estimated uncollectible toll and fee receivables, and other invoiced miscellaneous receivables from third parties. The Authority accrues the related revenue when earned. An allowance for estimated uncollectible toll receivables is recognized to reduce the gross amount of receivables to its net realizable value. The allowance for customer tolls is estimated based on historical collection information by revenue type.

(f) Capital Assets

Capital assets have an estimated useful life in excess of one year and an initial cost greater than \$5,000 for software, fixtures, and equipment; \$50,000 for land improvements; \$100,000 for buildings; and \$500,000 for infrastructure (roadway, bridges, and ramps).

Capital assets are recorded at historical cost. Costs include not only purchase price or construction cost, but also ancillary charges necessary to place the asset in its intended location and condition for use. Ancillary charges include, but are not limited to, costs, such as freight and transportation charges, site preparation expenditures, professional fees, and legal expenses directly attributable to asset acquisition. Donations of capital assets represent facilities, or cash payments for facilities, received from property owners, governmental agencies, and customers. Donated capital assets are recorded at estimated fair value at the date of transfer.

E-470 PUBLIC HIGHWAY AUTHORITY

Notes to Financial Statements

Year ended December 31, 2024

Capital assets are depreciated using the straight-line method over their estimated useful lives. Those capital assets subject to depreciation have the following useful lives:

Assets	Years
Software	3
Fixtures and equipment	5–10
Land and building improvements	20
Buildings	40
Infrastructure	30

Ongoing construction costs associated with the Authority's toll road are capitalized as construction in progress (CIP). As construction is not yet complete, depreciation is not recorded on these CIP costs. The Authority recognizes interest costs on the tax-exempt debt used to finance the assets under construction (if applicable) as an expense in the period in which the cost is incurred.

(g) Prepaid Bond Costs and Premiums and Discounts

Prepaid bond costs, comprised of prepaid insurance costs, and other noncurrent assets as well as bond premiums and discounts are deferred and amortized as a component of interest expense – other bond amortization expenses using the effective-interest method over the life of the related bonds.

(h) Deferred Outflows of Resources

Deferred outflows of resources represent a consumption of net assets that applies to a future period and will not be recognized as an outflow of resources (expense) until that time. The deferral balances are from losses on refundings of debt that are amortized as a component of interest expense – other bond amortization expenses using the straight-line method over the remaining life of the old (refunded) debt or the life of the new debt, whichever is shorter.

(i) Leases

The Authority is a lessor for various noncancellable leases of certain parcels of its land to various third parties who use the space to install cell towers on Authority property. The Authority recognizes a lease receivable and a deferred inflow of resources in the basic financial statements.

At the commencement of a lease, the Authority initially measures the lease receivable at the present value of payments expected to be received during the lease term. Subsequently, the lease receivable is reduced by the principal portion of lease payments received. The deferred inflow of resources is initially measured as the initial amount of the lease receivable, adjusted for lease payments received at or before the lease commencement date. Subsequently, the deferred inflow of resources is recognized as revenue over the life of the lease term.

Key estimates and judgments include how the Authority determines (1) the discount rate it uses to discount the expected lease receipts to present value, (2) lease term, and (3) lease receipts.

- The Authority uses its estimated incremental borrowing rate as the discount rate for leases.

E-470 PUBLIC HIGHWAY AUTHORITY

Notes to Financial Statements

Year ended December 31, 2024

- The lease term includes the noncancellable period of the lease. Lease receipts included in the measurement of the lease receivable is composed of fixed payments from the lessee.

The Authority monitors changes in circumstances that would require a remeasurement of its lease and will remeasure the lease receivable and deferred inflows of resources if certain changes occur that are expected to significantly affect the amount of the lease receivable.

(j) *Right-to-use Subscription Assets and Related Subscription Liabilities*

Subscription assets are typically recorded at the initial measurement of the subscription liability, plus subscription payments made at or before the commencement of the subscription-based information technology arrangement (SBITA) term, less any SBITA vendor incentives received from the SBITA vendor and certain payments made before the commencement of the SBITA term, plus capitalizable initial implementation costs. Subscription assets are amortized on a straight-line basis over the shorter of the SBITA term or the useful life of the underlying IT asset. The Authority typically prepays for SBITA arrangements at the commencement of the SBITA term and therefore does not have related subscription liabilities.

(k) *Deferred Inflows of Resources*

Deferred inflows of resources represent a consumption of net assets that applies to a future period and will not be recognized as an inflow of resources (revenue) until that time. The deferral balances are related to (a) a gain on sale of assets with a leaseback provision, and (b) leased assets where the Authority is the lessor, as further discussed in section (2)(i) above and (c) gain of refunding of debt. All types of deferral balances are amortized as a component of other income using the straight-line method over the related term. See also note 13 for additional discussion on these balances.

(l) *Revenue and Expenses*

The Authority's statements of revenue, expenses, and changes in net position distinguish between operating and nonoperating revenue and expenses. Operating revenues consist of vehicle tolls and other toll-related fees assessed (late fees, civil penalties, or other fines and fees) associated with the operation of the Authority's toll road, net of estimated bad debts. The Authority recognizes toll operating revenues when earned. Advance payments received for toll operating revenues are deferred as unearned toll revenue on the statements of net position and are recognized as revenue as the customers use the Authority's toll road. Advance payments used as customers drive on non-Authority facilities in Colorado are remitted to the appropriate agency and are not recognized as revenue on the Authority's statements of revenues, expenses, and changes in net position. Operating revenues also include revenues for providing tolling services to other entities, which is recognized as an exchange transaction. Any amounts collected and remitted to external entities for tolls incurred on other tolled facilities are only included in the Authority's statements of cash flows. Operating expenses include costs incurred to provide for maintenance and administration of the toll road.

Nonoperating revenue and expenses consist of interest expense, investment revenues, including interest earned on investments and change in derivative instruments, and other miscellaneous revenues and expenses.

E-470 PUBLIC HIGHWAY AUTHORITY

Notes to Financial Statements

Year ended December 31, 2024

(m) Net Position Amounts

Net position amounts reported in the Authority's statements of net position consist of three categories: net investment in capital assets; restricted for debt service; and unrestricted. The Authority's board of directors, along with any state statutes, has official authorization to assign funds for a specific purpose. Net investment in capital assets consists of the Authority's investment in capital assets (e.g., land, buildings, equipment, and infrastructure), net of accumulated depreciation, and deferred outflows of resources, reduced by the outstanding balances of bonds that are attributable to the acquisition, construction, or improvement of those assets. Restricted for debt service represents resources that are subject to external restrictions on how they may be used and consists of restricted assets reduced by restricted liabilities where the restricted liability will generally be liquidated with the restricted assets reported. If liabilities and deferred inflows of resources that relate to specific restricted assets exceed those assets, no restricted component of net position is reported under GASB, and the net negative amount reduces unrestricted net position. Unrestricted net position represents resources that may be used to meet the Authority's ongoing obligations to the public and creditors and are not included in the determination of net investment in capital assets or restricted for debt service components of net position. This balance includes any noncurrent accreted portions of revenue bonds payable. These net position amounts are available to fund any obligation of the Authority. When an expense is incurred for purposes for which both restricted and unrestricted net position is available, the Authority generally uses unrestricted funds first, then restricted as needed.

(n) Income Taxes

The income derived by the Authority is exempt from federal income tax under the provisions of Internal Revenue Code Section 115 and as a governmental entity that is not a college or university, the Authority is not subject to any unrelated business income tax under Internal Revenue Code Section 511. Accordingly, no provision for the payment or refund of income taxes has been made in the accompanying basic financial statements.

(o) Implementation of Accounting Standards

The Authority implemented GASB Statement No. 96, *Subscription-Based Information Technology Arrangements*, which was effective for periods beginning after June 15, 2022. This statement provides guidance on the accounting and financial reporting for subscription-based information technology arrangements (SBITAs) for governments. Under this statement, a government is required to recognize a right-to-use subscription asset, an intangible asset, and a corresponding subscription liability, thereby enhancing the relevance and consistency of information about governments' SBITAs. The Authority typically prepays for SBITA arrangements at the commencement of the SBITA term and therefore does not have related subscription liabilities. Accounting changes adopted to conform to the provisions of this statement were applied prospectively with no restatement of fiscal year 2022 balances, as the impacts were immaterial to capital and right-to-use assets, net of accumulated depreciation and amortization and the financial as a whole as of December 31, 2022. For fiscal years 2024 and 2023, SBITA arrangements totaling \$0.5 million and \$0.8 million, net, respectively, are included in *Capital and right-to-use assets, net of accumulated depreciation and amortization*, as detailed in Note 8.

The Authority implemented GASB Statement No. 101, *Compensated Absences*, which was effective for periods beginning after December 15, 2023. This statement provides guidance on the accounting and financial reporting for compensated absences for governments. Under this statement, a government is

E-470 PUBLIC HIGHWAY AUTHORITY

Notes to Financial Statements

Year ended December 31, 2024

required to recognize leave that has not been used and leave that has been used but not yet paid in cash or settled through non cash means.

The adoption of GASB Statement No. 101 did not have a material impact on the Authority's financial statements. As of December 31, 2024 and 2023, the Authority accrued \$0.9 million in accounts payable and expenses.

(3) Fair Value Measurements

The Authority categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. Under GASB Statement No. 72, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. GASB Statement No. 72 establishes a hierarchy of three levels of inputs that may be used to measure fair value:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities, accessible at the measurement date. Observable markets include exchanges markets, dealer markets, brokered markets, and principal-to-principal markets.
- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for an asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities, such as interest rates and yield curves observable at commonly quoted intervals, implied volatilities, credit spreads, and market-corroborated inputs.
- Level 3 – Unobservable inputs for an asset or liability.

Investments

Where quoted market prices for identical assets are available in an active market, securities are classified within Level 1 of the hierarchy. If quoted market prices for identical assets are not available, then fair values are estimated by using quoted prices of securities with similar characteristics or independent asset pricing services and pricing models, the inputs of which are market-based or independently sourced market parameters, including, but not limited to, yield curves, interest rates, reported trades of comparable securities, spreads off benchmark yields, and issuer spreads. Such securities are classified in Level 2 of the valuation hierarchy. In certain cases where Level 1 or Level 2 inputs are not available, securities would be classified within Level 3 of the hierarchy. The Authority has no Level 3 securities as of December 31, 2024 or 2023, respectively.

Interest Rate Swap Agreements

The fair values are based on the notional amounts outstanding and estimated using forward-looking interest rate curves (swap reference rate), discounted future cash flows, and credit spreads that are observable or can be corroborated by observable market data and, therefore, are classified within Level 2 of the hierarchy.

E-470 PUBLIC HIGHWAY AUTHORITY

Notes to Financial Statements

Year ended December 31, 2024

The Authority has the following recurring fair value measurements as of December 31, 2024:

		Fair value measurement using		
		Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
	Total 2024			
Investment type:				
U.S. government agency	\$ 70,269,038	—	70,269,038	—
U.S. Treasury securities	309,701,867	—	309,701,867	—
Total investments measured at fair value	<u>379,970,905</u>	<u>—</u>	<u>379,970,905</u>	<u>—</u>
Cash Equivalents (CE) and investments measured at cost:				
Money market mutual funds	181,697,091			
Investment agreement	<u>8,471,273</u>			
Total CE and investments measured at cost	<u>190,168,364</u>			
Total CE and investments held by the Authority	\$ <u>570,139,269</u>			
Liability type:				
Derivative instruments – interest rate swaps	\$ <u>(12,767,195)</u>	<u>—</u>	<u>(12,767,195)</u>	<u>—</u>
Total liabilities measured at fair value	\$ <u>(12,767,195)</u>	<u>—</u>	<u>(12,767,195)</u>	<u>—</u>

Notes to Financial Statements
Year ended December 31, 2024

		Fair value measurement using			
		Total 2023	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Investment type:					
U.S. government agency	\$	136,515,980	—	136,515,980	—
U.S. Treasury securities		301,644,124	—	301,644,124	—
Commercial paper		<u>2,961,324</u>	<u>—</u>	<u>2,961,324</u>	<u>—</u>
Total investments measured at fair value		<u>441,121,428</u>	<u>—</u>	<u>441,121,428</u>	<u>—</u>
Cash Equivalents (CE) and investments measured at cost:					
Money market mutual funds		147,512,844			
Investment agreement		<u>8,471,273</u>			
Total CE and investments measured at cost		<u>155,984,117</u>			
Total CE and investments held by the authority	\$	<u><u>597,105,545</u></u>			
Liability type:					
Derivative instruments – interest rate swaps	\$	<u>(19,301,099)</u>	<u>—</u>	<u>(19,301,099)</u>	<u>—</u>
Total liabilities measured at fair value	\$	<u>(19,301,099)</u>	<u>—</u>	<u>(19,301,099)</u>	<u>—</u>

E-470 PUBLIC HIGHWAY AUTHORITY

Notes to Financial Statements

Year ended December 31, 2024

(4) Cash, Cash Equivalents, and Investments

The Colorado Public Deposit Protection Act (PDPA) requires that all units of local government deposit cash in eligible public depositories. Eligibility is determined by state regulators. Amounts on deposit in excess of federal insurance levels (currently, \$250,000 by the Federal Deposit Insurance Corporation (FDIC)) must be collateralized. The eligible collateral is specified by the PDPA. The PDPA allows the institution to create a single collateral pool for all public funds, and the pool is to be maintained by another institution or held in trust for all the uninsured public deposits as a group. The State Regulatory Commission for banks and savings and loan associations is required by statute to monitor the naming of eligible depositories and reporting of the uninsured deposits and assets maintained in the collateral pools. As of December 31, 2024, and 2023, the Authority's cash deposits had a book balance of \$29.9 million and \$30.4 million, respectively, and a corresponding bank balance of \$29.9 million and \$30.4 million, respectively.

As of December 31, 2024 and 2023, the Authority's book balances are classified as follows:

2024			
	Deposits	Cash equivalents and investments	Total
Restricted cash and cash equivalents by trustee under the Bond Resolutions	\$ —	47,520,332	47,520,332
Unrestricted cash and cash equivalents – undesignated	29,913,529	165,107,294	195,020,823
Restricted investments by trustee under the Bond Resolutions	—	119,828,086	119,828,086
Unrestricted investments – undesignated	—	237,683,557	237,683,557
	<u>\$ 29,913,529</u>	<u>570,139,269</u>	<u>600,052,798</u>

2023			
	Deposits	Cash equivalents and investments	Total
Restricted cash and cash equivalents by trustee under the Bond Resolutions	\$ —	43,612,246	43,612,246
Unrestricted cash and cash equivalents – undesignated	30,381,861	138,787,943	169,169,804
Restricted investments by trustee under the Bond Resolutions	—	117,734,260	117,734,260
Unrestricted investments – undesignated	—	296,971,096	296,971,096
	<u>\$ 30,381,861</u>	<u>597,105,545</u>	<u>627,487,406</u>

E-470 PUBLIC HIGHWAY AUTHORITY

Notes to Financial Statements

Year ended December 31, 2024

The following is a summary of the Authority's cash equivalents and investments by type as of December 31, 2024 and 2023, at fair value, including the money market mutual funds and investment agreement using a cost-based measurement:

	2024	2023
U.S. Treasury securities	\$ 309,701,867	301,644,124
Money market mutual funds	181,697,091	147,512,844
U.S. government agency	70,269,038	136,515,980
Investment agreement	8,471,273	8,471,273
Commercial paper	—	2,961,324
	<u>\$ 570,139,269</u>	<u>597,105,545</u>

(a) **Credit Risk**

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. The Authority's policies regarding credit risk comply with Colorado statutes (CRS 24-75-601, as amended) and the Bond Resolutions. Colorado statutes specify the following investment instruments that meet defined rating and risk criteria in which local government entities may invest:

- Obligations of the United States and certain U.S. government agency securities
- Bonds of certain government entities
- Bankers' acceptances of certain banks
- Commercial paper with a certain rating
- Repurchase agreements
- Certain money market mutual funds
- Local government investment pools
- Certain investment agreements

The Authority may invest or deposit any funds in the manner provided by law for political subdivisions of the state. In addition, the Authority may direct a corporate trustee, which holds funds of the Authority, to invest or deposit such funds in investments or deposits other than those specified by law for political subdivisions of the state if the board of directors determines, by resolution, that (1) such investment or deposit meets the standard established in the Colorado Revised Statutes; (2) the income is at least comparable to income available on investments or deposits specified by law for political subdivisions of the state; and (3) such investments will assist the Authority in the financing, construction, maintenance, or operation of public highways.

E-470 PUBLIC HIGHWAY AUTHORITY

Notes to Financial Statements

Year ended December 31, 2024

The following is a summary of the Authority's cash equivalents and investments as of December 31, 2024 with credit ratings based on the Standard & Poor's and Moody's ratings scales:

	2024	
	Fair value	Rating
U.S. government agency:		
Federal Farm Credit Banks (FFCB)	\$ 41,045,296	AA+/Aaa
Federal Home Loan Banks (FHLB)	<u>29,223,742</u>	AA+/Aaa
Total U.S. government agency	<u>70,269,038</u>	
U.S. Treasury securities:		
U.S. Treasury notes	<u>309,701,867</u>	Not applicable
Total U.S. Treasury Securities	<u>309,701,867</u>	
Money market mutual funds:		
Federated Government Obligations Fund	143,236,807	AAAm/Aaa-mf
Federated Treasury Obligations Fund	6,864,170	AAAm/Aaa-mf
First American Funds Government Obligations Class Z Fund	<u>31,596,114</u>	AAAm/Aaa-mf
Total money market mutual funds	<u>181,697,091</u>	
Investment agreement:		
Societe Generale	<u>8,471,273</u>	A/A2
Total cash equivalents and investments	\$ <u>570,139,269</u>	

U.S. Treasury securities are guaranteed by the U.S. federal government and are, therefore, not subject to credit risk.

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Notes to Financial Statements

Year ended December 31, 2024

The following is a summary of the Authority's cash equivalents and investments as of December 31, 2023 with credit ratings based on the Standard & Poor's and Moody's ratings scales:

	2023	
	<u>Fair value</u>	<u>Rating</u>
U.S. government agency:		
Federal Farm Credit Banks (FFCB)	\$ 67,141,683	AA+/Aaa
Federal Home Loan Banks (FHLB)	57,652,828	AA+/Aaa
Federal National Mortgage Association (FNMA)	<u>11,721,469</u>	AA+/Aaa
Total U.S. government agency	<u>136,515,980</u>	
U.S. Treasury securities:		
U.S. Treasury notes	242,154,336	Not applicable
U.S. Treasury bills	<u>59,489,788</u>	Not applicable
Total U.S. Treasury Securities	<u>301,644,124</u>	
Money market mutual funds:		
Federated Government Obligations Fund	105,391,875	AAAm/Aaa-mf
Federated Treasury Obligations Fund	131,627	AAAm/Aaa-mf
First American Funds Government Obligations Class Z Fund	<u>41,989,342</u>	AAAm/Aaa-mf
Total money market mutual funds	<u>147,512,844</u>	
Investment agreement:		
Societe Generale	<u>8,471,273</u>	A/A1
Commercial paper:		
MUFG Bank Ltd/NY	1,489,842	A-1/P-1
Rabobank Nederland NV NY	<u>1,471,482</u>	A-1/P-1
Total commercial paper	<u>2,961,324</u>	
Total cash equivalents and investments	<u>\$ 597,105,545</u>	

U.S. Treasury securities are guaranteed by the U.S. federal government and are, therefore, not subject to credit risk.

(b) Interest Rate Risk

Interest rate risk is the risk that an investment's value will change due to change in the level of interest rates. The Authority currently employs one professional investment management firm to manage its investments. The funds are all "laddered" so that investments do not mature all at once and are in compliance pursuant to the Colorado statutes and Bond Resolutions. Additionally, 89% and 91% of the cash equivalents and investments have maturities of three years or less as of December 31, 2024 and 2023, respectively.

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Notes to Financial Statements

Year ended December 31, 2024

As of December 31, 2024, the Authority held the following cash equivalents and investments:

	<u>Fair value</u>	<u>Less than one year</u>	<u>Between one and two years</u>	<u>Between two and three years</u>	<u>Greater than three years</u>
U.S. Treasury securities	\$ 309,701,867	161,112,884	86,532,289	26,706,092	35,350,602
U.S. government agency	70,269,038	16,712,174	21,548,168	2,246,859	29,761,837
Investment agreement	8,471,273	—	8,471,273	—	—
Commercial paper	—	—	—	—	—
Total investments	388,442,178	177,825,058	116,551,730	28,952,951	65,112,439
Money market mutual funds	<u>181,697,091</u>	<u>181,697,091</u>	<u>—</u>	<u>—</u>	<u>—</u>
Total cash equivalents and investments	<u>\$ 570,139,269</u>	<u>359,522,149</u>	<u>116,551,730</u>	<u>28,952,951</u>	<u>65,112,439</u>

Because the money market mutual funds have a weighted average maturity less than three months as of December 31, 2024, the funds are presented as cash equivalents with maturities of less than one year.

As of December 31, 2023, the Authority held the following cash equivalents and investments:

	<u>Fair value</u>	<u>Less than one year</u>	<u>Between one and two years</u>	<u>Between two and three years</u>	<u>Greater than three years</u>
U.S. Treasury securities	\$ 301,644,124	181,611,993	77,694,306	11,087,745	31,250,080
U.S. government agency	136,515,980	91,386,098	20,933,226	3,985,519	20,211,137
Investment agreement	8,471,273	—	—	8,471,273	—
Commercial paper	<u>2,961,324</u>	<u>2,961,324</u>	<u>—</u>	<u>—</u>	<u>—</u>
Total investments	449,592,701	275,959,415	98,627,532	23,544,537	51,461,217
Money market mutual funds	<u>147,512,844</u>	<u>147,512,844</u>	<u>—</u>	<u>—</u>	<u>—</u>
Total cash equivalents and investments	<u>\$ 597,105,545</u>	<u>423,472,259</u>	<u>98,627,532</u>	<u>23,544,537</u>	<u>51,461,217</u>

Because the money market mutual funds have a weighted average maturity less than three months as of December 31, 2023, the funds are presented as cash equivalents with maturities of less than one year.

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Notes to Financial Statements

Year ended December 31, 2024

(c) *Custodial Credit Risk*

For an investment, custodial credit risk is the risk that, in the event of the failure of the counterparty, the Authority will not be able to recover the value of its investment or collateral securities that are in the possession of an outside party. The Authority has no custodial credit risk as all securities are registered in the name of the Authority and held by a third-party safekeeping agent. Investments in money market mutual funds are not exposed to custodial credit risk because their existence is not evidenced by securities that exist in physical or book entry form.

(d) *Concentration of Credit Risk*

No more than 5% of the Authority's total portfolio may be invested in securities of any single issuer, other than the US Government, its agencies and enterprises, local agency government investment pools, money market funds and repurchase agreements. As of December 31, 2024 and 2023, approximately 12% and 23%, respectively, of the Authority's cash equivalents and investments are in U.S. government agency investments that are not fully backed by the full faith and credit of the federal government. The investments include FFCB, FHLB, FNMA, and International Bank for Reconstruction and Development investments.

(e) *Restricted Funds*

The Authority maintains restricted accounts and funds as required per the Bond Resolutions or other externally imposed restrictions. Cash and cash equivalents and investments as of December 31, 2024 and 2023 are restricted as follows:

	<u>2024</u>	<u>2023</u>
Senior Bonds Debt Service Reserve Fund	\$ 94,943,742	95,091,446
Senior Bonds Debt Service Account	34,889,883	39,185,331
Operating Reserve Fund	15,723,402	13,750,629
Trust Revenue Fund	<u>21,791,391</u>	<u>13,319,100</u>
	<u>\$ 167,348,418</u>	<u>161,346,506</u>

The restricted funds and accounts have been established in accordance with the Bond Resolutions or other externally imposed restrictions. The Authority maintains other restricted accounts that do not have any funding requirements and thus have a \$0 balance as of December 31, 2024 and 2023 and are not shown above. The Bond Resolutions provide, among other provisions, that certain accounting procedures be followed, and certain funds and accounts be established to provide bondholders a degree of security against certain contingencies. Brief descriptions of these funds and accounts are as follows:

Senior Bonds Debt Service Reserve Fund – Pursuant to the Bond Resolutions, a Senior Bonds Debt Service Reserve Fund was established solely for the benefit of the holders of the Senior Bonds in the event amounts on deposit in the Senior Bonds Debt Service Account are insufficient to make required payments. As of December 31, 2024 and 2023, the Senior Bonds Debt Service Reserve Fund requirement was \$118.0 million, and the account was fully funded as of December 31, 2024 and 2023, with balances of \$119.9 million and \$120.1 million, respectively. The change in year-end balances is

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Notes to Financial Statements

Year ended December 31, 2024

due to fair value fluctuations. These balances include cash and cash equivalents and investments of \$94.9 million and \$95.1 million as of December 31, 2024 and 2023, respectively, combined with the \$25 million available under a reserve fund surety bond provided by MBIA – administered by National Public Finance Guarantee (NPFG). Within the fund, the Authority holds numerous long-term investment securities, one of which is an investment agreement with Societe Generale. Under the agreement, among other provisions, Societe Generale pays the Authority 6.61% of the investment principal amount on a semiannual basis and must post collateral at a specified amount if their long-term unsecured credit rating is reduced below AA– by Standard and Poor's (S&P) or Aa3 by Moody's. Societe Generale was rated A by S&P and A2 by Moody's as of December 31, 2024 and A by S&P and A1 by Moody's as of December 31, 2023, respectively, and thus has posted collateral in accordance with the agreement. The Authority may terminate the agreement at any time; however, Societe Generale may not terminate the agreement until final maturity in 2026.

Senior Bonds Debt Service Account – Pursuant to the Bond Resolutions, the Senior Bonds Debt Service account is funded from current year revenues in an amount equal to the aggregate senior bond debt service payable during the current fiscal year, including the monthly cash settlements paid on the Authority's interest rate swaps and variable floating rate notes based on Secured Overnight Financing Rate (SOFR). Other senior bond series' interest due is paid semiannually by the Trustee on March 1 and September 1, with outstanding senior bonds payable principal (including any accretion) due on September 1 for the applicable bond series.

Trust Revenue Fund – Except as otherwise provided in the Bond Resolutions, all revenues will be delivered to the Trustee immediately upon receipt by the Authority and will be deposited by the Trustee in the Trust Revenue Fund to be used by the Authority for the purposes of funding any other restricted accounts (including the Senior Bond Debt Service Account) and current year operating expenses. The Master Bond Resolutions allow the Authority to move surplus funds from the Trust Revenue Fund to the General Surplus account (or subaccounts therein) on a monthly basis but also must maintain a retained balance within the Trust Revenue Fund at month-end equal to one-half of the aggregate amount required to be transferred to the Senior Bonds Debt Service Account during such month. The required retained balance was \$4.5 million as of December 31, 2024 and \$4.4 million as of December 31, 2023 and was fully funded.

Operating Reserve Fund – Under the provisions of the Bond Resolutions, the Operating Reserve Fund is required to be maintained in an amount equal to one-sixth of annual budgeted operating expenses, as determined by the Authority. As of December 31, 2024 and 2023, the Operating Reserve Fund requirement was \$15.2 million and \$13.2 million, respectively, and was fully funded with balances of \$15.7 million and \$13.8 million, respectively.

Rebate Fund – Funds will be deposited into the Rebate Fund pursuant to the Bond Resolutions and used solely for the purpose of paying amounts due to the United States of America pursuant to the Internal Revenue Code and arbitrage rebate regulations issued by the Internal Revenue Service (IRS). Funds within the Rebate Fund are only required when an arbitrage rebate liability is due. If the amount in the Rebate Fund is in excess of the amount required to be deposited based on the assessed arbitrage rebate liability, such excess will be transferred to the Authority. There were no amounts on deposit in the Rebate Fund as of December 31, 2024 and 2023.

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Notes to Financial Statements

Year ended December 31, 2024

(f) *Unrestricted Funds*

The General Surplus account is unrestricted and is currently divided into three subaccounts for administrative purposes: the Senior Bond Defeasance Fund, the Capital Improvements Fund, and the Rainy Day Fund. These unrestricted funds are available to fund any allowable obligations of the Authority; however, the Bond Resolutions include a requirement that the General Surplus account not be reduced below \$20 million unless the Authority's bond insurer, NPFG, provides written consent to such a distribution below this level. As of December 31, 2024 and 2023, the Authority held \$432.7 million and \$466.1 million, respectively, in total unrestricted funds, including cash and cash equivalents and investments. Approximately \$367.3 million and \$394.3 million were within the General Surplus accounts as of December 31, 2024 and 2023, respectively, which have specific purposes, such as fully funding the Authority's future capital budget or bond defeasances, or to assist with managing debt service due, if necessary.

(g) *Investment Income*

Interest earned on investments consists of restricted and unrestricted investment earnings, any associated premium or discounts, and any realized gains or losses on the investments. Also included in total investment income is the change in the fair value of investments as of the end of the reporting period. The Authority recognized a total investment gain of \$27.9 million in 2024 and investment gain of \$27.5 million in 2023, excluding the net change in fair value of derivative instruments. Restricted interest earned on investments was \$2.2 million in 2024 and \$1.9 million in 2023 and is restricted by the Bond Resolutions or by other externally imposed restrictions. Unrestricted investment income may be earned within restricted investment accounts as long as those accounts are fully funded by year-end, as required by the Bond Resolutions.

(5) **Accounts Receivable**

The following is a summary of accounts and tolls receivable balances and related allowance as of December 31, 2024 and 2023:

	<u>2024</u>	<u>2023</u>
Tolls receivable (billed)	\$ 33,668,465	31,937,751
Accrued toll revenue – transactions still processing	5,100,285	4,531,697
Unbilled toll revenue	4,227,819	3,607,935
Accounts receivable	4,086,624	10,434,762
Late fee receivable	<u>1,844,390</u>	<u>1,945,931</u>
Total accounts receivable	48,927,583	52,458,076
Allowance for uncollectible tolls receivable	(13,448,380)	(9,442,863)
Allowance for uncollectible late fee receivable	<u>(643,877)</u>	<u>(666,870)</u>
Total accounts receivable, net of allowance for uncollectibles	\$ <u><u>34,835,326</u></u>	<u><u>42,348,343</u></u>

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Notes to Financial Statements

Year ended December 31, 2024

With LPT® tolls receivable, there are three stages at which tolls are accrued within the basic financial statements: accrued toll revenue (transactions in process for billing); unbilled toll revenue (transactions assigned to a customer account and are waiting to be billed); and tolls receivable (transactions that have been billed to a customer and are awaiting payment). Customers are generally billed each month for all toll activity incurred during the previous month and have 30 days to pay. If the first bill is unpaid, customers will be sent a second and third bill with a \$5 late fee assessed on the second bill only and have an additional 30 days per bill to pay the outstanding tolls and fee. If still unpaid, the tolls may be remitted to a collection law firm where additional collection fees, including civil penalties and adjudication fees, may be assessed with the possibility of a hold being placed on the customer's vehicle registration. ExpressToll® customers with unpaid tolls may have their transponder deactivated, account converted to LPT®, and may be referred to the collection law firm where additional collection fees, including civil penalties and adjudication fees may be assessed with the possibility of a hold being placed on the customer's vehicle registration. Once converted, future tolls on these accounts will be at the higher LPT® rate. Further, tolls charged to customers for LPT® versus ExpressToll® vary based on the approved two-tiered toll rates, which were effective beginning January 1, 2024. Based on the outstanding tolls and related late fees in fiscal years 2024 and 2023, the Authority has approximately \$14.1 million and \$10.1 million, respectively, in outstanding tolls and late fee receivables at year-end that are not expected to be collected within the next fiscal year.

(6) Notes Receivable

The following is an analysis of changes in notes receivable for the year ended December 31, 2024 and 2023, which includes elements from three separate intergovernmental agreements (IGA) summarized below:

	<u>Balance at January 1, 2024</u>	<u>Additions</u>	<u>Reductions</u>	<u>Balance at December 31, 2024</u>	<u>Due within one year</u>
Other intergovernmental agreements	\$ 5,072,183	—	(4,155,709)	916,474	263,873
	<u>Balance at January 1, 2023</u>	<u>Additions</u>	<u>Reductions</u>	<u>Balance at December 31, 2023</u>	<u>Due within one year</u>
Other intergovernmental agreements	\$ 6,658,607	2,930,611	(4,517,035)	5,072,183	4,212,572

When an amount within current Notes Receivable becomes due pursuant to an agreement, the amount is reflected within Accounts Receivable on the statement of net position when it is invoiced to the respective contractual counterparty.

(a) Intergovernmental Agreement with City of Aurora regarding Stephen D. Hogan Parkway

The Authority entered into an intergovernmental agreement in 2015 with the City of Aurora (the City) regarding the extension of 6th Avenue from its former terminus in an eastward direction from Buckley Air Force Base to East 6th Parkway and E-470. This extension, opened in 2019 as East Stephen D. Hogan Parkway, established a more direct route of travel, thereby filling a gap in the regional roadway network. In addition, the forecasted traffic and revenue on E-470 indicated that the extension will

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Notes to Financial Statements

Year ended December 31, 2024

provide future revenue increases for the Authority. In consideration of the potential future revenue impacts, the Authority agreed to contribute \$4.0 million toward the cost of construction in the form of a \$2.0 million contribution and a \$2.0 million loan, both of which were disbursed to the City on August 9, 2018 from the Capital Improvements Fund. The \$2.0 million contribution was presented as an intergovernmental expense in 2018. The loan has a 10-year term beginning on August 9, 2018, the date the Authority's proceeds were disbursed to the City, and bears interest at a rate of 2.5% per annum. As of December 31, 2024 and 2023, the current notes receivable balance was \$0.2 million, respectively. As of December 31, 2024 and 2023, the noncurrent notes receivable balance was \$0.7 million and \$0.9 million, respectively.

(b) *Purchase and Sale Agreement with Aurora Highlands, LLC regarding Sale and Leaseback of land and facilities located at Toll Plaza C and Central Maintenance Facility*

The Authority entered into a purchase and sale agreement in 2020 with Aurora Highlands, LLC (Aurora Highlands), a developer and Nevada limited liability company, to sell the Authority's land and building facilities located at Toll Plaza C and Central Maintenance Facility, for Aurora Highlands to construct a large residential development in the area. Facilities at this site include two administrative buildings and a maintenance yard containing a salt barn for snow removal material storage and a vehicle storage bay. The agreement contains a leaseback provision allowing E-470 to retain the facilities for operational purposes for up to 4 years, until October 12, 2024 which E-470 voluntarily vacated the premises. The total sales price for assets sold was \$7.4 million, delivered as \$2.0 million in cash upon closing in October 2020 and \$5.4 million in notes receivable. The notes receivable balance is to be paid in installments of \$4.3 million payable when the Authority executes a construction contract for replacement facilities, which was originally estimated to occur in 2022 but was finalized in February 2023, and the final \$1.1 million payable to the Authority when written notice was provided in October 2024 that the Authority had vacated the leased premises. As of December 31, 2024, \$0 is presented as current notes receivable. As of December 31, 2023, \$1.1 million is presented as current notes receivable and \$0 is presented as noncurrent notes receivable. See notes 13 and 14 for further discussion of financial statement impacts related to this agreement as they pertain to deferred inflows of resources and commitments and contingencies.

(c) *Intergovernmental Agreement with the Aerotropolis Regional Transportation Authority (ARTA) regarding 38th Avenue Interchange Funding and Construction*

The Authority entered into an IGA with ARTA on August 8, 2019 regarding E-470 and 38th Avenue interchange funding and construction, in order to facilitate the provision of public infrastructure related to the development of the Aurora Highlands area in the City of Aurora within Adams County. Both parties acknowledge that significant efficiencies and cost savings may be realized to the mutual benefit of both parties by planning and executing the construction of the interchange in connection with the widening project from I-70 to 104th Avenue. Accordingly, the Authority is agreeable to accelerating construction of the interchange provided that ARTA pays the costs associated with the initial interchange design and the costs of the design and construction of the bridge, pursuant to the terms and conditions set forth in the IGA. The Authority will own, operate, and partially maintain the interchange upon its completion. ARTA is responsible for maintenance of the connecting facilities until such time they are accepted for ownership and maintenance by the City of Aurora, Adams County, or other public entities with jurisdiction.

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Notes to Financial Statements

Year ended December 31, 2024

In 2023, final design and contracting was completed in conjunction with the widening project. In 2024, the project progressed at a faster pace than originally planned, and total project costs decreased from \$87.3 million to \$84.2 million, of which \$17.5 million is attributable to the portion of costs for which ARTA is responsible per the IGA (e.g. the bridge) and \$66.9 million is attributable to costs for which E-470 is responsible (e.g. non-bridge costs). As of December 31, 2024 and 2023, the remaining ARTA portion of \$0.1 million and \$2.9 million, respectively, is presented as current notes receivable and current intergovernmental liability, as the Authority has an obligation under the IGA to construct the remaining portion of the asset. Intergovernmental revenue recognized on the statement of revenues, expenses, and changes in net position related to this project was \$2.9 million and \$14.0 million for the year ended December 31, 2024 and 2023, respectively.

(7) Leases Receivable

The Authority leases certain parcels of its land to various third parties who use the space to install cell towers on Authority property, the terms of which expire 2026 through 2045. Payments for most of the leases increase at each 5-year renewal term by 15% or annually by the Consumer Price Index (Index), with the latter initially based upon the Index at lease commencement.

Revenue recognized under lease contracts during each of the years ended December 31, 2024 and 2023, was \$0.3 million, which includes both lease revenue and interest. The Authority recognized lease revenue of \$6.0 thousand for each of years ended December 31, 2024 and 2023 for variable payments not previously included in the measurement of the lease receivable.

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Notes to Financial Statements

Year ended December 31, 2024

(8) Capital and Right-to-use Subscription Assets

A summary of changes in capital and right-to-use assets for the year ended December 31, 2024 is as follows:

	Balance at January 1, 2024	Increases	Decreases	Transfers	Balance at December 31, 2024
Capital assets not being depreciated:					
Land	\$ 110,848,021	—	(67,008)	—	110,781,013
Construction in progress	196,812,810	200,464,189	(13,001,225)	(352,718,389)	31,557,385
Total capital assets not being depreciated	307,660,831	200,464,189	(13,068,233)	(352,718,389)	142,338,398
Depreciable capital assets:					
Infrastructure	1,082,820,339	317,336,566	(6,313,358)	—	1,393,843,547
Buildings	27,958,254	21,779,125	(104,979)	—	49,632,400
Equipment	54,988,702	8,917,780	(1,060,197)	—	62,846,285
Software, fixtures, improvements, and other assets	49,943,566	4,684,918	—	—	54,628,484
Total depreciable capital assets	1,215,710,861	352,718,389	(7,478,534)	—	1,560,950,716
Right-to-use assets:					
Prepaid IT subscription assets	887,451	—	—	—	887,451
Less accumulated depreciation on capital assets:					
Infrastructure	(712,451,030)	(37,247,087)	5,213,408	—	(744,484,709)
Buildings	(13,996,214)	(1,142,453)	70,383	—	(15,068,284)
Equipment	(28,421,999)	(7,039,994)	839,024	—	(34,622,969)
Software, fixtures, improvements, and other assets	(42,757,676)	(3,525,301)	—	—	(46,282,977)
Total accumulated depreciation	(797,626,919)	(48,954,835)	6,122,815	—	(840,458,939)
Less accumulated amortization on right-to-use assets:					
Prepaid IT subscription assets	(49,303)	(295,817)	—	—	(345,120)
Total accumulated amortization	(49,303)	(295,817)	—	—	(345,120)
Depreciable capital assets, net	418,083,942	303,763,554	(1,355,719)	—	720,491,777
Right-to-use assets, net	838,148	(295,817)	—	—	542,331
Total capital and right-to-use assets, net	\$ 726,582,921	503,931,926	(14,423,952)	(352,718,389)	863,372,506

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Notes to Financial Statements

Year ended December 31, 2024

A summary of changes in capital and right-to-use assets for the year ended December 31, 2023 is as follows:

	Balance at January 1, 2023	Increases	Decreases	Transfers	Balance at December 31, 2023
Capital assets not being depreciated:					
Land	\$ 110,854,951	—	(6,930)	—	110,848,021
Construction in progress	41,094,545	195,496,209	(1,752,842)	(38,025,102)	196,812,810
Total capital assets not being depreciated	151,949,496	195,496,209	(1,759,772)	(38,025,102)	307,660,831
Depreciable capital assets:					
Infrastructure	1,074,382,767	10,800,379	(2,362,807)	—	1,082,820,339
Buildings	27,410,340	547,914	—	—	27,958,254
Equipment	39,233,028	21,568,455	(5,812,781)	—	54,988,702
Software, fixtures, improvements, and other assets	45,490,957	5,108,354	(655,745)	—	49,943,566
Total depreciable capital assets	1,186,517,092	38,025,102	(8,831,333)	—	1,215,710,861
Right-to-use assets:					
Prepaid IT subscription assets	—	887,451	—	—	887,451
Less accumulated depreciation on capital assets:					
Infrastructure	(680,179,486)	(34,187,194)	1,915,650	—	(712,451,030)
Buildings	(13,139,836)	(856,378)	—	—	(13,996,214)
Equipment	(29,076,250)	(4,435,949)	5,090,200	—	(28,421,999)
Software, fixtures, improvements, and other assets	(41,335,745)	(2,077,203)	655,272	—	(42,757,676)
Total accumulated depreciation	(763,731,317)	(41,556,724)	7,661,122	—	(797,626,919)
Less accumulated amortization on right-to-use assets:					
Prepaid IT subscription assets	—	(49,303)	—	—	(49,303)
Total accumulated amortization	—	(49,303)	—	—	(49,303)
Depreciable capital assets, net	422,785,775	(3,531,622)	(1,170,211)	—	418,083,942
Right-to-use assets, net	—	838,148	—	—	838,148
Total capital and right-to- use assets, net	\$ 574,735,271	192,802,735	(2,929,983)	(38,025,102)	726,582,921

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Notes to Financial Statements

Year ended December 31, 2024

(9) Deferred Outflows of Resources

The deferred outflows of resources represent the remaining unamortized deferral balances from losses on refunding of debt. The balances of \$23.4 million and \$32.3 million as of December 31, 2024 and 2023, respectively, are included within the net investment in capital assets component of net position.

A summary of deferred outflows of resources as of December 31, 2024 and 2023 is as follows:

	<u>2024</u>	<u>2023</u>
Deferred refunding 1997	\$ 3,308,079	5,309,064
Deferred refunding 2004	6,200,985	6,756,297
Deferred refunding 2006	3,434,961	3,756,988
Deferred refunding 2008	6,066,557	6,617,833
Deferred refunding 2010	630,643	1,009,029
Deferred refunding 2020	2,205,521	6,322,035
Deferred refunding 2021	—	2,521,552
Deferred refunding 2024	<u>1,575,970</u>	<u>—</u>
	<u>\$ 23,422,716</u>	<u>32,292,798</u>

(10) Bonds Payable

Bonds payable include current interest bonds (CIB), capital appreciation bonds (CAB), and SOFR index bonds consisting of both new issue and refunded bonds of the Authority. The Authority is committed to repay the bonds and related interest from its revenues and allowable restricted investments. The interest rate on outstanding current interest bonds as of December 31, 2024 was 5.00%. The average outstanding coupon (interest) rate on all outstanding current interest bonds was 5.00% for the years ended December 31, 2024 and 2023. Yields on outstanding capital appreciation bonds as of December 31, 2024 and 2023 ranged from 5.06% to 7.13%. The average outstanding yield rate on all outstanding capital appreciation bonds was 5.94% for the years ended December 31, 2024 and 2023. Most bond series' interest due is paid semiannually on March 1 and September 1, with outstanding principal due on September 1 for the applicable bond series. The Series 2024 SOFR index term rate bonds accrue and pay interest monthly based on the variable 67% of one-month SOFR index plus 77 basis points (bps), or 0.77% on the 2024B bonds.

The Bond Resolutions require that the Authority maintain a Revenue Covenant (also referred to as the debt service coverage ratio) of at least 1.30 times the aggregate debt service due for the year. For the years ended December 31, 2024 and 2023, the Authority exceeded the required debt service coverage ratio of 1.30. Refer to the Other Information – Revenue Covenant (unaudited) section for the 2024 debt service coverage calculation and reconciliation to the basic financial statements for operating balances and senior debt service due.

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Notes to Financial Statements

Year ended December 31, 2024

The following is a summary of the bonds payable by bond series and type as of December 31, 2024:

Bonds outstanding	Original principal amount	Refunded series (if applicable)	Current maturity dates (1)	Current interest rate/yield ranges	Annual principal maturity due ranges
Series 1997 B CAB	\$ 342,217,730	1986 Bonds	2024 – 2026	5.52%	\$ 44,795,000 – 44,800,000
Series 2000 B CAB	252,848,750	—	2024 – 2033	6.30% – 6.35%	42,900,000 – 104,200,000
Series 2004 A CAB	76,484,624	2000 B CAB *	2027 – 2036	5.33% – 5.46%	78,425,000 – 78,500,000
Series 2006 B CAB	56,932,723	2000 A CIB	2035 – 2039	5.06% – 5.08%	60,000,000 – 70,720,000
Series 2010 A CAB	21,834,746	1997B CAB *	2035 – 2041	7.08% – 7.13%	26,190,000 – 52,385,000
Series 2020 A CIB	167,370,000	2004 B CAB & 2010 C CIB	2030 – 2040	5.00%	11,080,000 – 19,325,000
Series 2024 A CIB	50,000,000	2004 B CAB & 2010 C & 2020A CIB	2034 – 2040	5.00%	46,380,000 – 50,000,000
Series 2024 B SOFR	138,640,000	2017 B & 2019 A LIBOR & 2021B SOFR	2026 – 2039	67% SOFR + 77bps	20,565,000 – 44,460,000

(1) The current maturity dates include a range, but does not indicate that there are maturities every year within the range.

* The refunded bonds were partially refunded by the new series bonds.

The Authority did not execute any bond transactions in 2023, however in 2024 there were bond transactions.

Series 2024A Bonds – on June 18, 2024, the Authority successfully closed on a refinancing bond transaction. The Authority had a \$50 million call opportunity from the 2020A bonds and refinanced \$50 million into the 2024A bonds. The Authority used funds from the General Surplus account (Senior Bond Defeasance Fund) to pay all related underwriting fees and other issuance costs totaling approximately \$0.4 million.

Series 2024B Bonds – on June 18, 2024, the Authority successfully refunded the Series 2021B SOFR Index Term Rate bonds totaling approximately \$138.6 million at par and refinanced the Series 2020A CIB bonds totaling approximately \$50.0 million at par, with no change to the principal amounts or maturities. The Series 2021B bonds were subject to optional early redemption on or after March 1, 2024, with a mandatory tender and remarketing date of September 1, 2024, and the Series 2020A bonds were a mandatory tender and remarketing date of September 1, 2024. The Series 2024B SOFR Index bonds (at 67%) plus 77 basis points (0.77%) over a three and a quarter year term (term date of September 1, 2026) had proceeds totaling \$138.6 million that were used to defease the outstanding Series 2021B bonds, and the related liability for those bonds were removed from the Authority's statements of net position. The Authority used funds from the General Surplus account (Senior Bond Defeasance Fund) to pay all related underwriting fees and other issuance costs totaling approximately \$0.9 million.

The principal portions of the Series 2024B bonds are payable in September 2026 and September 2037 to September 2039, with amounts ranging between \$20.6 million and \$44.5 million. These principal amounts due did not change from the refunded bonds principal debt service requirements. The Series 2024B bonds are subject to an optional redemption on or after June 1, 2026, with a mandatory tender and remarketing date of September 1, 2026. If the bonds are not converted (or refunded) by the mandatory redemption date, the bonds will reset to a failed remarketing rate of 9.00% based on the Bond Resolutions.

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Notes to Financial Statements

Year ended December 31, 2024

The following is an analysis of changes in bonds payable and associated bond premiums and discounts for the year ended December 31, 2024:

	Balance at January 1, 2024	Additions	Reductions	Balance at December 31, 2024	Due within one year
Series 1997B CAB (Principal)	\$ 29,267,587	—	10,290,755	18,976,832	9,746,688
Series 1997B CAB (Accretion)	93,598,909	6,051,555	34,504,245	65,146,219	35,053,312
Series 2000B CAB (Principal)	93,055,895	—	9,497,631	83,558,264	9,301,176
Series 2000B CAB (Accretion)	312,680,308	25,170,102	33,402,369	304,448,041	35,398,824
Series 2004A CAB (Principal)	76,484,624	—	—	76,484,624	—
Series 2004A CAB (Accretion)	134,295,630	11,535,284	—	145,830,914	—
Premium Series 2004	127,764	—	15,753	112,011	—
Series 2006B CAB (Principal)	56,932,723	—	—	56,932,723	—
Series 2006B CAB (Accretion)	78,357,558	6,949,506	—	85,307,064	—
Series 2010A CAB (Principal)	21,834,746	—	—	21,834,746	—
Series 2010A CAB (Accretion)	33,060,834	3,976,600	—	37,037,434	—
Series 2020A CIB	165,870,000	—	54,245,000	111,625,000	2,685,000
Premium 2020A CIB	27,050,090	—	12,432,918	14,617,172	—
Series 2021B SOFR Notes	138,640,000	—	138,640,000	—	—
Series 2024B SOFR Notes	—	138,640,000	—	138,640,000	—
Series 2024A CIB	—	46,380,000	—	46,380,000	—
Premium 2024A CIB	—	4,709,425	294,338	4,415,087	—
Total	\$ 1,261,256,668	243,412,472	293,323,009	1,211,346,131	92,185,000

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Notes to Financial Statements

Year ended December 31, 2024

The following is an analysis of changes in bonds payable and associated bond premiums and discounts for the year ended December 31, 2023:

	Balance at January 1, 2023	Additions	Reductions	Balance at December 31, 2023	Due within one year
Series 1997B CAB (Principal)	\$ 40,134,406	—	10,866,819	29,267,587	10,290,755
Series 1997B CAB (Accretion)	119,422,307	8,104,783	33,928,181	93,598,909	34,504,245
Series 2000B CAB (Principal)	102,847,559	—	9,791,664	93,055,895	9,497,631
Series 2000B CAB (Accretion)	317,842,299	26,146,345	31,308,336	312,680,308	33,402,369
Series 2004A CAB (Principal)	76,484,624	—	—	76,484,624	—
Series 2004A CAB (Accretion)	123,358,894	10,936,736	—	134,295,630	—
Premium Series 2004	142,700	—	14,936	127,764	—
Series 2006B CAB (Principal)	56,932,723	—	—	56,932,723	—
Series 2006B CAB (Accretion)	71,747,659	6,609,899	—	78,357,558	—
Series 2010A CAB (Principal)	21,834,746	—	—	21,834,746	—
Series 2010A CAB (Accretion)	29,353,074	3,707,760	—	33,060,834	—
Series 2020A CIB	167,370,000	—	1,500,000	165,870,000	4,245,000
Premium 2020A CIB	30,026,200	—	2,976,110	27,050,090	—
Series 2021B SOFR Notes	<u>138,640,000</u>	<u>—</u>	<u>—</u>	<u>138,640,000</u>	<u>—</u>
Total	\$ <u>1,296,137,191</u>	<u>55,505,523</u>	<u>90,386,046</u>	<u>1,261,256,668</u>	<u>91,940,000</u>

As of December 31, 2024, scheduled payments for bonds payable over the next five years and thereafter are as follows:

	Principal	Swap and debt interest	Total
Year(s) ending December 31:			
2025	\$ 92,185,000	14,143,613	106,328,613
2026	92,575,000	13,778,084	106,353,084
2027	94,705,000	11,725,131	106,430,131
2028	95,520,000	10,913,502	106,433,502
2029	104,200,000	10,054,009	114,254,009
2030 – 2034	513,175,000	47,864,154	561,039,154
2035 – 2039	525,330,000	34,626,620	559,956,620
2040 – 2042	<u>183,320,000</u>	<u>2,319,000</u>	<u>185,639,000</u>
	1,701,010,000	145,424,113	1,846,434,113
Add premiums	<u>19,144,267</u>	<u>—</u>	<u>19,144,267</u>
Total scheduled payments	1,720,154,267	145,424,113	1,865,578,380
Less future years' accretion	<u>(508,808,136)</u>	<u>—</u>	<u>(508,808,136)</u>
Total bonds payable	\$ <u>1,211,346,131</u>	<u>145,424,113</u>	<u>1,356,770,244</u>

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Notes to Financial Statements

Year ended December 31, 2024

Included in the above principal payment schedule is \$508.8 million of expected future year interest accretion on the Senior CAB 1997B bond series, Senior CAB 2000B bond series, Senior CAB 2004A bonds series, Senior CAB 2006B bond series, and the Senior CAB 2010A bond series.

(11) Derivative Instruments

The Authority has two outstanding interest rate swap agreements that are considered investment derivatives under GASB Statement No. 53, *Accounting and Financial Reporting for Derivative Instruments*, as of December 31, 2024 and 2023.

As a means to hedge its borrowing costs, when compared against fixed-rate bonds at the time of issuance of the Series 2007 auction-rate bonds in June 2007, the Authority originally entered into separate pay-fixed, receive-floating LIBOR interest rate swap agreements with Morgan Stanley (MS-1) and JP Morgan (JP-1) (formerly known as Bear Stearns). The intention of these two pay-fixed swaps was to effectively change the Authority's variable interest rate on the Series 2007 auction-rate bonds to a synthetic fixed rate of 3.832% until final maturity of the bonds in September 2039. The swaps and related Series 2007 bonds have since gone through a series of remarketings, refundings, and partial swap terminations since 2007 and are now associated only with the remaining 2024B SOFR Index Term Rate Bonds. As the LIBOR index ceased publication after June 30, 2023, the Authority adopted the International Swaps and Derivatives Association (ISDA) 2020 IBOR Fallbacks Protocol which enables parties to streamline adoption of a Fallback Rate (SOFR) in swap agreements formerly based on LIBOR, without significant contract amendments with swap counterparties. After this adoption, the interest rate swap agreements with Morgan Stanley (MS-1) and JP Morgan (JP-1) are pay-fixed, receive-floating SOFR.

The 2007 pay-fixed MS-1 and JP-1 swaps have outstanding notional amounts from 2026 to 2039 related to the outstanding Series 2024B bond maturities. As of December 31, 2024, the Authority pays variable interest each month based on the previous months' final 67% of SOFR index rate plus 35 basis points 67% for the Series 2024B bonds. These spreads plus the MS-1 and JP-1 pay-fixed interest rate of 3.832% leads to a synthetic interest rate of 4.182% on the outstanding Series 2024B bonds during the term-rate period. However, the relationship between both the Series 2024B bonds and the two swaps did not meet the requirements of a hedging derivative instrument; therefore, the related swap fair values are recorded as investment derivatives as of December 31, 2024 and 2023.

During 2024 and 2023, the Authority recognized, on the accrual basis, swap settlements on the 2007 pay-fixed swaps (MS-1 and JP-1) of \$0.3 million and \$0.5 million, respectively.

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Year ended December 31, 2024

The following table provides a summary of the Authority's investment derivative interest rate swaps as of December 31, 2024 and 2023:

<u>Swap</u>	<u>Counterparty</u>	<u>Effective date</u>	<u>Maturity date</u>	<u>Terms</u>	<u>Original notional amount</u>	<u>Notional amount</u>
JP-1	JP Morgan	June 14, 2007	September 1, 2039	Pay 3.832%; receive 67% one-month SOFR plus 7.67016 bps	\$ 155,252,500	69,320,000
MS-1	Morgan Stanley	June 14, 2007	September 1, 2039	Pay 3.832%; receive 67% one-month SOFR plus 7.67016 bps	<u>155,252,500</u>	<u>69,320,000</u>
Total notional amounts for pay-fixed swaps					<u>\$ 310,505,000</u>	<u>138,640,000</u>

The Authority values the interest rate swap derivatives at fair value in accordance with generally accepted accounting principles (note 3) and has subscribed to an independent monitoring service to assist in the review of the monthly cash flows and fair market valuations.

The fair values of derivative instruments outstanding as of December 31, 2024, classified by type, and changes in fair value of such derivative instruments for the year then ended, as reported in the basic financial statements, are as follows:

<u>2024 Changes in fair value</u>				<u>Fair value at December 31, 2024</u>	
		<u>Classification</u>	<u>Amount</u>	<u>Classification</u>	<u>Amount</u>
Investment derivative instruments:					
JP-1	Pay-fixed interest rate swap	Derivative gain	\$ 3,266,952	Derivative instruments	\$ (6,383,598)
MS-1	Pay-fixed interest rate swap	Derivative gain	<u>3,266,952</u>	Derivative instruments	<u>(6,383,597)</u>
Investment revenues:				Derivative instruments	
Derivative gain (loss)			<u>\$ 6,533,904</u>		<u>\$ (12,767,195)</u>

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Notes to Financial Statements

Year ended December 31, 2024

The fair values of derivative instruments outstanding as of December 31, 2023, classified by type, and changes in fair value of such derivative instruments for the year then ended, as reported in the basic financial statements, are as follows:

		<u>2023 Changes in fair value</u>		<u>Fair value at December 31, 2023</u>	
		<u>Classification</u>	<u>Amount</u>	<u>Classification</u>	<u>Amount</u>
Investment derivative instruments:					
JP-1	Pay-fixed			Derivative	
	interest rate swap	Derivative loss	\$ (8,666)	instruments	\$ (9,650,550)
MS-1	Pay-fixed			Derivative	
	interest rate swap	Derivative loss	<u>(8,756)</u>	instruments	<u>(9,650,549)</u>
		Investment revenues:		Derivative	
		Derivative loss	\$ <u>(17,422)</u>	instruments	\$ <u>(19,301,099)</u>

(a) Credit Risk

Credit risk can be measured by actual market value exposure or theoretical exposure. When the fair value of any swap has a positive fair market value, the Authority is exposed to the actual risk that the counterparty will not fulfill its obligations. As of December 31, 2024 and 2023, the Authority did not have credit risk as the fair value on the two remaining swaps are liabilities to the Authority.

Under the current swap agreements, JP Morgan Chase Bank, N.A. is required to maintain credit quality ratings of "Aa3" by Moody's or "AA-" by S&P, while Morgan Stanley Capital Services Inc. is required to maintain credit quality ratings of at least two of the following ratings: "Baa2" from Moody's, "BBB" from S&P, and "BBB" from Fitch. As of December 31, 2024, the swap counterparties had the following ratings from Moody's, S&P, and Fitch:

<u>Counterparty</u>	<u>Moody's</u>	<u>S&P</u>	<u>Fitch</u>
JP Morgan	Aa2	AA-	AA
Morgan Stanley	Aa3	A+	NR

Due to ratings adjustments with both swap counterparties over the past several years, the Authority entered into a separate credit support annex agreement with Morgan Stanley in 2010 during the time of the 2010 tender transaction and entered into a credit support annex agreement with JP Morgan in 2013 due to their S&P rating downgrade to A+. Under these agreements, the Authority can require the counterparty to post collateral at any time when the aggregate fair market value of the Morgan Stanley swaps or the separate JP Morgan swap is an asset to the Authority; however, these counterparty rating downgrades did not trigger a termination event. The Authority monitors its fair market value and the ratings on its counterparties regularly to determine if credit risk is a concern. The Authority has not calculated theoretical credit exposure on its swaps. There is no master netting agreement between the Authority and either counterparty.

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Year ended December 31, 2024

(b) Interest Rate Risk

Interest rate risk exists if the investment derivative exposes the Authority to interest rate risk. Each of the investment derivatives exposes the Authority to interest rate risk because changes in interest rates will affect the fair market value of each of the investment derivatives. As variable SOFR rates increase or decrease, the amount of each net settlement changes resulting in potentially dramatic changes in fair market value from period to period.

The following table shows the impact of a 25 basis point (0.25%) increase and decrease in related rates in a parallel yield curve shift for each outstanding investment derivative as of December 31, 2024:

	<u>Fair value at December 31, 2024</u>	<u>Interest rates up 25 basis points</u>	<u>Interest rates down 25 basis points</u>
JP-1 Receive-variable (SOFR) swap	\$ (6,383,598)	(4,839,352)	(8,315,673)
MS-1 Receive-variable (SOFR) swap	<u>(6,383,597)</u>	<u>(4,839,352)</u>	<u>(8,315,673)</u>
	\$ <u><u>(12,767,195)</u></u>	<u><u>(9,678,704)</u></u>	<u><u>(16,631,346)</u></u>

The following table shows the impact of a 25 basis point (0.25%) increase and decrease in related rates in a parallel yield curve shift for each outstanding investment derivative as of December 31, 2023:

	<u>Fair value at December 31, 2023</u>	<u>Interest rates up 25 basis points</u>	<u>Interest rates down 25 basis points</u>
JP-1 Receive-variable (SOFR) swap	\$ (9,650,550)	(7,928,591)	(11,860,638)
MS-1 Receive-variable (SOFR) swap	<u>(9,650,549)</u>	<u>(7,928,591)</u>	<u>(11,860,638)</u>
	\$ <u><u>(19,301,099)</u></u>	<u><u>(15,857,182)</u></u>	<u><u>(23,721,276)</u></u>

(c) Foreign Currency Risk

All of the interest rate swaps are denominated in U.S. dollars; therefore, the Authority is not exposed to foreign currency risk.

(d) Contingent Features

The Authority or counterparty may terminate the swap if the other party fails to perform under the terms of the swap contract or any credit support annex agreement. In such cases, the Authority may owe or be due a termination payment depending on the fair market value of the interest rate swap at that time. The termination payment due to the counterparty or from the counterparty may not be equal to the fair market value. A termination of any interest rate swap may automatically occur due to cross default, bankruptcy, merger, and other defined events found in the swap agreements. Termination risk is a contingent feature of the investment derivatives and is described below. The Authority is not required to post collateral under its swap agreements.

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Notes to Financial Statements

Year ended December 31, 2024

Termination Risk: The 2007 SOFR interest rate swap agreements (JP-1 and MS-1) expire on September 1, 2039. Both swap agreements are subject to early termination by the parties in certain specified events. These events include events of default and other ratings of the Authority and swap counterparty falling below the specified ratings in the swap agreements. No additional early automatic termination events were triggered as of December 31, 2024 or 2023. The Authority's underlying senior bond rating would have to go below BBB– by S&P or Baa3 by Moody's to cause a termination event. As of December 31, 2024, the Authority's underlying senior bond rating was A+ by S&P and A1 by Moody's. As of December 31, 2023, the Authority's underlying senior bond rating was A by S&P and A2 by Moody's. If the swap agreements had an unscheduled ending, any associated termination payments would not impact on the Authority's asset/liability strategy as the Authority holds approximately \$367.3 million and \$394.3 million in unrestricted funds within the General Surplus accounts as of December 31, 2024 and 2023, respectively. In addition, the Authority could exercise, at its sole discretion, early termination of the swap agreements at a mutually agreed-upon price for any reason.

(12) Other Restricted Noncurrent Liabilities

Other restricted noncurrent liabilities includes the remaining unamortized balance of the 1997 forward delivery agreement and any arbitrage rebate liability to the Authority, if applicable. The following is an analysis of changes in the unamortized balance of the 1997 forward delivery agreement for the years ended December 31, 2024 and 2023:

	<u>Balance at January 1, 2024</u>	<u>Additions</u>	<u>Reductions</u>	<u>Balance at December 31, 2024</u>
\$	548,262	—	(207,544)	340,718

	<u>Balance at January 1, 2023</u>	<u>Additions</u>	<u>Reductions</u>	<u>Balance at December 31, 2023</u>
\$	755,806	—	(207,544)	548,262

Under the Bond Resolutions, the Authority is required to make scheduled payments with respect to 1997 Senior Bonds by depositing certain moneys into the Senior Bonds Debt Service Account held by the Trustee. The Authority has deemed the reinvestment of these funds for a period prior to the required payment date to be desirable. To facilitate the reinvestment, the Authority entered into a Debt Service Forward Delivery Agreement in December 1997 with U.S. Bank National Association and Lehman Brothers Special Financing Inc. (LBSF). Under the terms of the original agreement in 1997, LBSF agreed to pay a facility fee of \$11.3 million for the opportunity to use the funds to invest in qualified securities. The agreement provides for the appropriate amounts to be available as needed for scheduled debt service payments.

During 2007, 2008, and 2010, the Authority refunded, tendered, and redeemed a portion of the Series 1997A, 1997B, and 1997C bonds, respectively. By entering into these transactions on the Series 1997 bonds, the Authority no longer had a requirement to deposit interest and principal into the Senior Bonds Debt Service Account in the amount that was originally agreed upon when entering into the

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Year ended December 31, 2024

Debt Service Forward Delivery Agreement with LBSF. Partial termination payments were made to LBSF in 2007 (\$6.5 million), 2008 (\$0.3 million), and 2010 (\$0.2 million). Due to bankruptcy of LBSF, the Authority entered into a novation agreement in 2013 to transfer the forward delivery agreement from LBSF to Deutsche Bank. No terms of the original agreement were changed, and the Authority did not incur any expenses from the novation. The remaining balance of the 1997 forward delivery agreement is being amortized over the life of the outstanding 1997 bonds, which reach final maturity in September 2026.

The Internal Revenue Code and arbitrage rebate regulations issued by the IRS require rebate to the federal government of excess investment earnings on tax-exempt debt proceeds if the yield on those earnings exceeds the effective yield on the related tax-exempt debt issued. Excess earnings must be rebated every five years or upon maturity of the debt, whichever is earlier. The Authority has an assessed arbitrage rebate liability of \$0.1 million as of December 31, 2024 and \$0.9 million as of December 31, 2023. No rebate was due or paid in 2023, however there was a payment of \$1.2 million in September 2024.

(13) Deferred Inflows of Resources

(a) Related to Gain on Sale of Asset

The Authority entered into a purchase and sale agreement in 2020 with Aurora Highlands to sell the Authority's land and building facilities located at Toll Plaza C and Central Maintenance Facility, for Aurora Highlands to construct a large residential development in the area. Facilities at this site include two administrative buildings and a maintenance yard containing a salt barn for snow removal material storage and a vehicle storage bay. The agreement contains a leaseback provision allowing E-470 to retain the facilities for operational purposes for up to 4 years, until October 2024 which E-470 voluntarily vacated the premises. The sale of assets resulted in a gain of approximately \$3.2 million, which was initially recorded as a deferred inflow of resources in 2020 and is amortized as a component of other income using the straight line method over the related lease term, which is 4 years beginning on October 12, 2020. Approximately \$0.6 million was amortized as a component of other income in 2024 and 2023, respectively. The balance of \$0 million and \$0.6 million as of December 31, 2024 and 2023, respectively, is included within the unrestricted component of net position. See also notes 6 and 14 for further discussion of financial statement impacts related to this agreement as they pertain to notes receivable and commitments and contingencies.

(b) Related to Refunding of Debt

The Authority performed refunding of debt in 2024 for the 2021B Series. This refunding resulted in an inflow of \$1.6 million, such activity was not present in 2023. Please see notes 9 and 10 for further discussion of financial impacts related to this activity as it pertains to debt refunding.

(c) Related to Leased Assets

The Authority leases certain parcels of its land to various third parties who use the space to install cell towers on Authority property, the terms of which expire 2026 through 2045. The deferred inflow of resources is initially measured as the initial amount of the lease receivable, adjusted for lease payments received at or before the lease commencement date. Subsequently, the deferred inflow of resources is recognized as a component of other income over the life of the applicable lease term. See also note 7 for further discussion of financial statement impacts related to these leased assets as they pertain to leases receivable.

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Notes to Financial Statements

Year ended December 31, 2024

(14) Commitments and Contingencies

(a) Tax, Spending, and Debt Limitations

In November 1992, the voters of Colorado approved Amendment 1, referred to as the Taxpayers Bill of Rights (TABOR), which added a new Section 20 to Article X of the Colorado Constitution. TABOR contains tax, spending, revenue, and debt limitations that apply to the State of Colorado and all local governments. Enterprises, defined as government-owned businesses authorized to issue revenue bonds and receiving less than 10% of annual revenue in grants from all state and local governments combined, are excluded from the provisions of TABOR. The Authority's operations qualify for this exclusion.

(b) Risk Management

The Authority is exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets; errors or omissions; injuries to employees; and natural disasters. The Authority maintains commercial insurance for most risks of loss. Claims, expenses, and liabilities are reported when it is probable that a loss has occurred, and the amount of that loss can be reasonably estimated. As of December 31, 2024 and 2023, no amounts have been recorded for pending or future claims. Further, claims have not exceeded insurance limits for each of the past three years.

(c) Intergovernmental Agreement with City of Aurora regarding Stephen D. Hogan Parkway

The Authority entered into an intergovernmental agreement in 2015 with the City of Aurora (the City) regarding the extension of 6th Avenue from its former terminus in an eastward direction from Buckley Air Force Base to East 6th Parkway and E-470. This extension, opened in 2019 as East Stephen D. Hogan Parkway, established a more direct route of travel, thereby filling a gap in the regional roadway network. In addition, the forecasted traffic and revenue on E-470 indicated that the extension will provide future revenue increases for the Authority. In consideration of the potential future revenue impacts, the Authority agreed to contribute \$4.0 million toward the cost of construction in the form of a \$2.0 million contribution and a \$2.0 million loan, which has a 10-year term beginning on August 9, 2018, the date the Authority's proceeds were disbursed to the City, and bears interest at a rate of 2.5% per annum. Both components of the Authority's contribution were conditioned upon all other funds being appropriated by the City of Aurora or otherwise irrevocably committed to the City of Aurora by third parties. The loan is presented as notes receivable on the statement of net position as of December 31, 2024 and 2023, with an outstanding principal balance of \$0.9 million and \$1.1 million, respectively.

(d) Purchase and Sale Agreement with Aurora Highlands, LLC regarding Sale and Leaseback of land and facilities located at Toll Plaza C and Central Maintenance Facility

The Authority entered into a purchase and sale agreement in 2020 with Aurora Highlands to sell the Authority's land and building facilities located at Toll Plaza C and Central Maintenance Facility, in order for Aurora Highlands to construct a large residential development in the area. Facilities at this site include two administrative buildings and a maintenance yard containing a salt barn for snow removal material storage and a vehicle storage bay. The agreement contains a leaseback provision allowing E-470 to retain the facilities for operational purposes for up to 4 years, until October 2024 which E-470 voluntarily vacated the premises. The total sales price for assets sold was \$7.4 million, delivered as \$2.0 million in cash upon closing in October 2020 and \$5.4 million in notes receivable. The notes

E-470 PUBLIC HIGHWAY AUTHORITY

Notes to Financial Statements

Year ended December 31, 2024

receivable balance was paid when the Authority executed a construction contract for replacement facilities, which occurred and was paid in 2024, and the final \$1.1 million payable to the Authority was invoiced in October 2024 when it provided written notice that it has vacated the leased premises. The replacement facilities is located on an owned parcel of land adjacent to the Authority's administrative headquarters facility off Stephen D. Hogan Parkway in Aurora and includes salt storage, magnesium chloride (MgCl) storage, fuel tank, mechanic bays, wash bays, truck storage, additional storage for supplies and materials, and office space for Authority employees and contractors. Design activities occurred in 2021 and early 2022, contracting and permitting occurred in 2022, and construction began in late 2022 and finalized in mid-2024.

(e) Intergovernmental Agreement with 64th ARI Authority regarding E-470 and 64th Avenue Interchange Widening Funding and Design

E-470 entered into an intergovernmental agreement with 64th Ave. ARI Authority (64th AAA) in October 2020 regarding the design and funding of the 64th Avenue interchange widening project. Cost savings and efficiencies may be realized to the mutual benefit of both parties by planning and executing the construction of the interchange widening in connection with the 64th Avenue Regional Improvements Project, where 64th AAA is responsible for construction of the project. Accordingly, the Authority is agreeable to accelerating design and construction of the project and to provide a contribution to 64th AAA to be used solely to fund capital costs for the interchange. Pursuant to this IGA, the Authority deposited \$8.0 million in an escrow account in October 2020 to be used toward the 64th Avenue interchange project. The IGA specifies that all interest earned on the escrow funds is to remain in the project and becomes part of the Authority's contribution. Monies may be disbursed from the segregated account as construction is completed and progress payments are invoiced by 64th AAA to the Authority. No liability is recognized in the financial statements until such time that 64th AAA incurs and invoices the Authority for actual costs to construct the interchange. In July 2023, the IGA was amended to state that if 64th AAA does not complete construction by December 31, 2025, they shall reimburse E-470 the amount of all payments made by E-470, and E-470 shall be permitted to retain all funds remaining within the project account.

Project construction began in November 2023. The Authority authorized release of \$7.7 million to 64th AAA upon presentation and mutual approval of progress invoices for eligible expenses incurred in 2024 to construct assets that the Authority will own, which is presented as CIP within capital and right-to-use assets, net, and also within accounts payable and accrued expenses on the statement of net position as of December 31, 2024. E-470 will own, operate, and maintain the bridge and ramps being funded by the \$8.0 million contribution plus accrued interest, and 64th AAA will own and maintain connecting facilities such as local roads, frontage roads, 64th Ave, etc. As of December 31, 2024 and 2023, respectively, the \$1.1 million and \$8.5 million unspent portion of the escrow account is presented as current unrestricted cash and cash equivalents limited for construction on the statement of net position, which includes accrued interest earned in the account to date.

(f) Intergovernmental Agreement with Windler Public Improvement Authority regarding E-470 and 48th Avenue Interchange Widening Funding and Design

E-470 entered into an intergovernmental agreement with Windler Public Improvement Authority (WPIA) in February 2022 regarding the design and funding of the 48th Avenue interchange construction project. Cost savings and efficiencies may be realized to the mutual benefit of both parties by planning and executing the construction of the interchange in connection with the WPIA Regional Improvements

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Notes to Financial Statements

Year ended December 31, 2024

Project, where WPIA is responsible for the construction of the project. Accordingly, the Authority is agreeable to accelerating design and construction of the interchange and to provide a contribution to WPIA to be used solely to fund capital costs for the interchange. Pursuant to this IGA, the Authority deposited \$8.0 million in a segregated US Bank account in February 2022 to be used toward the 48th Avenue interchange project. WPIA is responsible for any cost overruns with no additional liability to E-470 beyond its initial contribution. Monies may be disbursed from the segregated account as construction is completed and progress payments are invoiced by WPIA to the Authority. No liability is recognized in the financial statements until such time that WPIA incurs and invoices the Authority for actual costs to construct the interchange.

Project construction began in January 2023. The Authority released a total of \$5.2 million to WPIA upon presentation and mutual approval of progress invoices for eligible expenses incurred in 2023 to construct assets that the Authority will own, which is presented as CIP within capital and right-to-use assets, net, on the statement of net position. E-470 will own, operate, and maintain the bridge, ramps and tolling infrastructure being funded by the \$8.0 million contribution, and WPIA will own and maintain connecting facilities such as local roads, frontage roads, 48th Ave, etc. The Authority incurred \$0.56 million in additional project expenses in 2024, paid directly to its vendor for project owner representation services. As of December 31, 2024, respectively, the \$2.8 million unspent portion of the escrow account is presented as current unrestricted cash and cash equivalents limited for construction on the statement of net position.

As of December 31, 2024 and 2023, WPIA completed a total of \$19.1 million and \$12.8 million, respectively, on construction of project assets that the Authority will own, inclusive of the \$5.2 million released by the Authority to WPIA in January 2023. The Authority has accrued the amount completed, which is presented in CIP within capital and right- to-use assets, net on the statement of net position. A portion of this CIP accrual is recognized in the accounts payable, reflecting the Authority's portion to be paid from escrow funds. The remaining portion of the accrual represents the portion that will be paid by WPIA and is presented as intergovernmental revenue on the statement of revenues, expenses, and changes in net position. For the years ended December 31, 2024 and 2023, WPIA's portion of the CIP accrual recognized as intergovernmental revenue was \$5.7 million and \$6.4 million, respectively.

(15) Litigation

The Authority is from time to time involved in various legal proceedings characterized as normally incidental to the business of the Authority. Management does not believe that the outcome of any legal proceedings will have a materially adverse impact on the financial position or results of operations of the Authority.

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Notes to Financial Statements

Year ended December 31, 2024

(16) Retirement Plans

In lieu of Social Security, the Authority contributes 6.2% of all compensation for regular employees to a retirement plan, up to the maximum Federal Insurance Contributions Act (FICA) individual wage base of \$168,600 in 2024 and \$160,200 in 2023, for a maximum contribution of \$10,453 for 2024 and \$9,932 for 2023. Plan members are also required to contribute 6.2% of their annual covered salary. The plan is a defined-contribution plan administered by MissionSquare Retirement, formerly International City/County Management Association (ICMA) Retirement Corporation. Plan provisions and contribution requirements are established by and can be amended by the Authority's board of directors. The Authority and its employees each contributed \$0.6 million to this plan in 2024 and 2023, respectively. Employees are immediately vested.

In addition, the Authority contributes to 401(a) Retirement Plan covering 10% of all compensation for regular employees. Employees are not allowed to make contributions to the plan. The plan is a defined-contribution plan administered by MissionSquare Retirement, formerly ICMA Retirement Corporation. Plan provisions and contribution requirements are established by and can be amended by the Authority's board of directors. Employees are 50% vested at the date of hire and 100% vested after one year of service. The Authority also matches employee contributions to the available 457 deferred compensation retirement plan up to \$3,000 per employee per year, and these employer contributions are deposited into the 401(a) Retirement Plan due to the IRS annual deferral limit for 457 plans. The Authority contributed \$1.1 million to this plan in 2024 and \$1.0 million to this plan in 2023.

E-470 PUBLIC HIGHWAY AUTHORITY

Other Information – Revenue Covenant

Year ended December 31, 2024

(Unaudited)

Section 7.18 of the Master and Supplemental Bond Resolutions (Bond Resolutions), titled “Revenue Covenant,” requires that there shall be sufficient revenues (as defined) collected, after the provision for the payment of operating expenses (as defined), to produce net income at least 1.30 times the aggregate senior debt service due for the year. The year ended December 31, 2003 was the first fiscal year the revenue covenant was applicable, and such covenant is applicable to all subsequent years through the payment of the Senior Bonds.

For the year ended December 31, 2024, the Authority exceeded the required debt service coverage ratio reporting an actual ratio of 2.37. Below is the calculation for the year ended December 31, 2024:

Revenue:

Operating revenues per the basic financial statements	\$ 301,654,287
Unrestricted investment income	18,135,958
Other income	<u>5,842,586</u>
Total revenue	325,632,831
Less operating expenses before depreciation and amortization, net of renewal and replacement expenses	<u>(75,077,209)</u>
Net income available for senior debt service	<u>\$ 250,555,622</u>
Aggregate senior debt service due during the year	\$ 105,837,945
Senior debt service coverage ratio	2.37

The following is a summary description of key terminology of terms identified in the Bond Resolutions. Please refer to the Bond Resolutions for a complete description and additional clarification of the below terms.

Revenue: As defined by the Bond Resolutions, revenue comprises amounts received by the Authority from fees, tolls, rates, and charges for the privilege of traveling on the E-470 toll road. Revenues also include all other amounts derived from or in respect of the ownership or operation of the toll road, which constitute revenues in accordance with generally accepted accounting principles, including accrued toll revenues. Revenues also include other amounts derived from the E-470 toll road, as defined in the Bond Resolutions. Revenues do not include investment income that is externally restricted by credit agreements for purposes other than senior debt service. Revenues also do not include investment income that is noncash in nature, such as unrealized gains (losses), premiums, and discounts.

E-470 PUBLIC HIGHWAY AUTHORITY

Other Information – Revenue Covenant

Year ended December 31, 2024

(Unaudited)

The following is a reconciliation of investment income reported in the audited basic financial statements of the Authority for the year ended December 31, 2024 to unrestricted investment income available for senior debt service:

Interest earned on investments per the basic financial statements	\$	23,809,022
Less:		
Restricted investment income		(2,246,985)
Amortized investment discount		(3,622,337)
Loss on investments		<u>196,258</u>
Unrestricted investment income	\$	<u><u>18,135,958</u></u>

The following is a reconciliation of other income reported in the audited basic financial statements of the Authority for the year ended December 31, 2024 to other income available for senior debt service:

Other income per the basic financial statements	\$	8,532,157
Less:		
Loss on disposal of capital assets		(3,051,953)
Add:		
Other nonoperating expenses		216,906
Increase in arbitrage rebate		<u>145,476</u>
Other income	\$	<u><u>5,842,586</u></u>

Operating Expense: As defined by the Bond Resolutions, operating expenses are amounts expended for the operation, maintenance, repair, and any other current expenses or obligations required to be paid by the Authority directly attributable to the operation of the E-470 toll road. Operating expenses do not include depreciation expense, interest for debt service, or expenses associated with the renewal and replacement accounts established under the Bond Resolutions. Per the Bond Resolutions, renewal and replacement expenses are to be funded after senior debt service.

E-470 PUBLIC HIGHWAY AUTHORITY

Other Information – Revenue Covenant

Year ended December 31, 2023

(Unaudited)

The following is a reconciliation of operating expenses before depreciation expense reported in the audited basic financial statements of the Authority for the year ended December 31, 2024 to operating expenses before depreciation expense, net of nonoperating fund expenses, included in the revenue covenant calculation:

Operating expenses before depreciation and interest per the basic financial statements	\$ 87,474,275
Less renewal and replacement expenses	<u>(12,397,066)</u>
Operating expenses before depreciation expense, net of nonoperating fund expenses	\$ <u>75,077,209</u>

Aggregate Senior Debt Service Due, Net: For the year ended December 31, 2024, aggregate senior debt service due is all principal and interest paid on outstanding senior bonds (cash basis), which includes Senior Bond Series 1997B, 2000B, 2020A, and 2021B, as well as the paid settlement differential on the Authority's interest rate swaps during the year.

Senior Debt Service Coverage Ratio: Senior debt service coverage ratio is the ratio of net income available for senior debt service to aggregate debt service due, net during the fiscal year.