



**Front Range Passenger Rail District
Executive Committee**

Date: Tuesday, September 17, 2024

Time: 1 p.m.

Location: Zoom Link: <https://us06web.zoom.us/j/84936955543>

Zoom Webinar ID: 849 3695 5543

Dial-in Number: (720) 707-2699

Committee Members: Chris Nevitt (Chair), Jill Gaebler (Vice Chair), Luis Lopez (Treasurer), Joan Peck (Secretary), Josh Laipply, Deborah Mulvey, Sal Pace, John Putnam

Time	Agenda Item	Anticipated Action	Lead
5 mins	Call to Order <ul style="list-style-type: none">Roll call	Welcome attendees and begin meeting.	Chair Nevitt
10 mins	Committee Reports <ul style="list-style-type: none">Finance<ul style="list-style-type: none">Resolution 2024-18 Approving Task Order No. 3 with Linhart Public RelationsPlanning	Informational updates and recommendations to Executive Committee.	Dir. Lopez Dir. Laipply
5 mins	New Business <ul style="list-style-type: none">Resolution 2024-19 Adopting the 2022 AuditSeptember Workshop	Committee recommendation for Board to approve resolutions.	General Manager Karsian
40 mins	Executive Session <p>Executive Session pursuant to Section 24-6-402(4)(f)(I), C.R.S. for the purpose of discussing personnel matters related to the General Manager's performance review.</p>	Executive Committee review of General Manager's performance.	Chair Nevitt

**RESOLUTION NO. 2024-18
OF THE FRONT RANGE PASSENGER RAIL DISTRICT**

**APPROVING TASK ORDER NO. 3 FOR PROFESSIONAL SERVICES WITH
LINHART PUBLIC RELATIONS, LLP**

WHEREAS, pursuant to Section 32-22-101, et. seq., C.R.S. (the “Act”), the Front Range Passenger Rail District (the “District”) was established as a body politic and corporate and a political subdivision of the state to research, develop, construct, operate, and maintain an interconnected passenger rail system within the front range that is competitive in terms of travel time for comparable trips with other modes of surface transportation; and

WHEREAS, Section 32-22-105(2)(d), C.R.S., authorizes the Board of Directors of the District (the “Board”) to pass resolutions necessary for the government and management of the affairs of the District and the execution of the District’s powers and duties; and

WHEREAS, Section 32-22-105(2)(g)-(h), C.R.S., authorizes the Board to appoint, hire, and retain engineers and other professional consultants, and to prescribe methods for the performance or furnishing of labor, materials, or supplies that may be required to carry out the purposes of the Act; and

WHEREAS, on March 29, 2024, the District entered into a contract with Linhart Public Relations, LLP (“Linhart”) to provide communication services for the District (the “Contract”); and

WHEREAS, pursuant to the District’s *Procurement and Purchasing Policy for Goods and Services* dated April 21, 2023, the Board’s Finance Committee must approve a District contract of more than \$20,000 but less than \$150,000 and refer it to the Board for ratification at a following Board meeting; and

WHEREAS, the Finance Committee reviewed and approved a third task order under the Contract, attached hereto as **Exhibit A** (“Task Order No. 3”), at its meeting on September 5, 2024; and

WHEREAS, the Board now desires to authorize the execution of Task Order No. 3 and the appropriation of District funds therefor; and

WHEREAS, given the time-sensitivity of the work, Linhart has recently begun performing certain services described in Task Order No. 3.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Front Range Passenger Rail District that the Board hereby approves Task Order No. 3; ratifies any prior performance under the same; authorizes the expenditure of funds for the purposes set forth in Task Order No. 3 in an amount not to exceed the maximum set forth therein; and authorizes the

General Manager to execute Task Order No. 3 in substantially the form presented, with such non-material modifications as may be approved by the General Manager and District legal counsel.

APPROVED this 27th day of September 2024.

Chair

ATTEST:

Secretary

DRAFT

Front Range Passenger Rail District
Resolution No. 2024-18

EXHIBIT B
Task Order No. 3 –
Contract for Professional Services
with Linhart Public Relations, LLP

[See attached.]

TASK ORDER
BETWEEN
THE FRONT RANGE PASSENGER RAIL DISTRICT AND
LINHART PUBLIC RELATIONS, LLP
FOR
PROFESSIONAL SERVICES
TASK ORDER NO. 3

This Task Order is made as of this 28th day of August, 2024, in accordance with the terms of the Multiple Award Task Order Contract (the “Contract”) between the Front Range Passenger Rail District (the “District”) and Linhart Public Relations, LLC (the “Consultant”) made and entered into on March 29, 2024.

1. SCOPE OF SERVICES

Pursuant to Section 3 of the Contract, the Consultant is authorized to and shall perform the services set out in Appendix 1 of this Task Order, including providing any deliverables defined therein.

2. COMPENSATION

In return for the performance of the foregoing scope of services, the District will compensate the Consultant an amount not to exceed \$45,000 on the following basis:

B. Time and Materials

The District will pay the Consultant allowable costs as they are incurred in the performance of this Task Order in accordance with Appendix 2 of this Task Order and the terms of the contract. All out-of-pocket expenses shall be approved for reimbursement by the District in advance of being incurred; failure to receive such approval prior to incurring such costs may be grounds for denial of payment by the District. Reimbursement of out-of-pocket expenses shall be for actual cost incurred without markup.

The Consultant is not authorized to perform services in excess of the not to exceed amount under this Task Order, including amounts billed by subconsultants, without prior written authorization from the District.

3. PERFORMANCE PERIOD

The Consultant shall perform all services described in this Task Order by December 31, 2024. The Consultant shall not perform any services described in this Task Order prior to September 1, 2024.

4. PERSONNEL

As part of Appendix 2 of this Task Order, the Consultant and Subconsultant personnel who are authorized to perform the services set out in Appendix 1 of this Task Order are provided. Other Consultant or Subconsultant personnel are not authorized to perform services under this Task Order without prior authorization by the District in accordance with the terms of the Contract.

5. INSURANCE REQUIREMENTS

The Consultant shall comply with the insurance requirements set out in the Contract, including any insurance requirements applicable to any of the Subconsultants, unless otherwise modified in this Task Order.

6. WORK PRODUCT OWNERSHIP

All finished or unfinished documents and materials and Work Product produced or procured under this Task Order, including all intellectual property rights thereto, will become the District's property pursuant to the terms of the Contract.

All terminology used in this Task Order shall be interpreted in accordance with the Contract unless specifically defined differently in this Task Order.

Linhart Public Relations, LLP

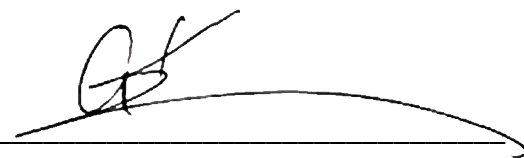


By: _____

Paul Raab

Managing Partner

Front Range Passenger Rail District



By: _____

Andy Karsian

General Manager

APPENDIX 1. SCOPE OF SERVICES

- **Task 1: Social Media**

Content Calendar

- Finalize four months' worth of content for social channels (Facebook, Instagram and LinkedIn). Create copy and visuals around established content buckets from the social media plan (one post per week; 4-5 per month).
- Assumptions: Consultant work will not include photography or video creation. Consultant will use already available creative assets and design visuals in Canva using the brand guidelines and social media templates.
- Assumptions: Consultant hours will include coordination with District staff and edits per District feedback. Consultant will provide timely feedback on any content the District recommends for LinkedIn on content, timing, focus, etc.

Community Management

- Post content to Facebook, Instagram and LinkedIn and begin engaging with posts immediately following (liking comments or commenting back, as appropriate).
- Manage the District feed on Instagram and Facebook (one hour per week per channel) to support follower growth and engagement; this includes liking or resharing other content, following more accounts and responding to direct messages (any re-shares to be approved by District).
- Support 1 – 2 newsjacking opportunities per month, including developing copy (such as LinkedIn comments from District leadership on policy-related developments) and (as needed) visuals, and coordinating approvals with District staff.
- Update community management guidelines/roles and responsibilities overview, as needed.

Reporting

- Pull and share monthly metrics and results to showcase overall and specific content performance, plus follower growth.
- Make recommendations for how to adjust content and social media strategy based on findings.

- **Task 2: Earned Media**

- Support management and leveraging of expected inbound media attention during Q4 2024 concerning SB-184 reporting to the legislature and related developments. Support includes responses to strategically important inbound media inquiries and responses to stories needing correction or clarification.

- Repurpose annual report content (developed by the District) to develop and place an op-ed recapping District achievements from 2024 and looking ahead to 2025.

- **Task 3: Website**

- Content development for new consumer-facing website, building on the framework that was delivered in June 2024 as part of Task Order No. 1. Consultant will support up to three rounds of review of designed website.
- If budget allows, develop four fictional personas of Front Range Passenger Rail riders that bring to life Front Range Passenger Rail use cases and benefits, experiences at the station and onboard, and how the train service connects riders to where they want to go.
- Assumptions: District will work with HDR Engineering to build out design of the website. Consultant's role will be to draft the content and then hand over to District to facilitate the process.

- **Task 4: Account Management**

- Hold 30-minute project management meetings with District communications director once every two weeks.
- Develop monthly progress reports for September – December 2024.
- Coordinate ongoing project and budget management.

The District and Consultant reserve the right to modify this Task Order through subsequent Task Orders as needed to reflect changing political, legislative and/or social impacts. Any changes must be agreed by both parties in writing.

APPENDIX 2. AUTHORIZED PERSONNEL AND RATES

Name, Role and Hourly Rates

- Paul Raab, Managing Partner, \$350/hour
- Kelly Brown, Account Director, \$255/hour
- Shannon Mueller, Management Supervisor, \$245/hour
- Kelly Hoskinson, Management Supervisor, \$245/hour
- Sophie Wells, Account Executive, \$165/hour
- Sari Winston, Account Executive, \$165/hour
- Sarah Marconi, Account Associate, \$135/hour

The delivery of Consultant's work under this Task Order will be supplemented by subconsultants.

**RESOLUTION NO. 2024-19
OF THE FRONT RANGE PASSENGER RAIL DISTRICT**

**ACCEPTING AN AUDIT OF THE DISTRICT'S FINANCIAL STATEMENTS FOR THE
2022 FISCAL YEAR**

WHEREAS, pursuant to Section 32-22-101, *et. seq.*, C.R.S. (the "Act"), the Front Range Passenger Rail District (the "District") was established as a body politic and corporate and a political subdivision of the state to research, develop, construct, operate, and maintain an interconnected passenger rail system within the front range that is competitive in terms of travel time for comparable trips with other modes of surface transportation; and

WHEREAS, except as otherwise specifically provided, the Board exercises and performs all powers, privileges, and duties vested in or imposed upon the District in the Act; and

WHEREAS, Section 29-1-601, *et seq.*, C.R.S. (the "Colorado Local Government Audit Law") requires the Board to cause an annual audit of the District's financial statements to be made for each fiscal year in accordance with generally accepted auditing standards; and

WHEREAS, the District engaged Fiscal Focus Partners, LLC, ("Fiscal Focus") to conduct an audit of the financial statements of the District's governmental activities for the 2022 fiscal year; and

WHEREAS, Fiscal Focus conducted an audit of the financial statements of the governmental activities and each major fund of the District for the fiscal year ended December 31, 2022, and prepared the required audit report, a copy of which is attached hereto and incorporated herein as **Exhibit A** (the "2022 Audit"); and

WHEREAS, Section 29-1-606, C.R.S. requires the District to maintain one copy of the 2022 Audit as a public record for public inspection at all reasonable times at the principal office of the District; and

WHEREAS, Section 29-1-606, C.R.S. also requires the District to submit a copy of the 2022 Audit to the State Auditor no later than thirty days after the report is received by such entity.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Front Range Passenger Rail District that the Board has reviewed the 2022 Audit and hereby accepts the 2022 Audit as presented.

BE IT FURTHER RESOLVED that the Board hereby directs the District's General Manager to: (i) maintain a copy of the 2022 Audit as a public record for public inspection at all reasonable times at the principal office of the District, and (ii) cause a copy of the 2022 Audit to be submitted to the State Auditor.

APPROVED this 27th day of September 2024.

Chair

ATTEST:

Secretary

DRAFT

Front Range Passenger Rail District
Resolution No. 2024-19

EXHIBIT A
Front Range Passenger Rail District
Fiscal Year 2022 Audit Report

[See attached.]

August 8, 2024

To the Board of Directors and Management
Front Range Passenger Rail District

We have audited the financial statements of the governmental activities and each major fund of Front Range Passenger Rail District (the District) for the year ended December 31, 2022. Professional standards require that we provide you with information about our responsibilities under generally accepted auditing standards, as well as certain information related to the planned scope and timing of our audit. We have communicated such information in our engagement letter to you dated August 21, 2023. Professional standards also require that we communicate to you the following information related to our audit.

Significant Audit Matters

Qualitative Aspects of Accounting Practices

Management is responsible for the selection and use of appropriate accounting policies. The significant accounting policies used by the District are described in Note 2 to the financial statements. Accounting policies adopted and the application of policies appeared appropriate based on the nature of the District during 2022. We noted no transactions entered into by the District during the year for which there is a lack of authoritative guidance or consensus. All significant transactions have been recognized in the financial statements in the proper period.

Accounting estimates are an integral part of the financial statements prepared by management and are based on management's knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from those expected. We noted no significant accounting estimates that were required during 2022.

Certain financial statement disclosures are particularly sensitive because of their significance to financial statement users. The most sensitive disclosure affecting the financial statements are:

The disclosure of commitments and contingencies in Note 7 to the financial statements, as it informs the readers of the District's obligations based on funding sources and contractual agreements. Additionally, the Disclosure informs the readers of grant compliance and funding sources.

The financial statement disclosures are neutral, consistent, and clear.

Difficulties Encountered in Performing the Audit

We encountered no significant difficulties in dealing with management in performing and completing our audit.

Corrected and Uncorrected Misstatements

Professional standards require us to accumulate all known and likely misstatements identified during the audit, other than those that are clearly trivial, and communicate them to the appropriate level of management. We did not propose any adjustments as a result of the audit.

Disagreements with Management

For purposes of this letter, a disagreement with management is a financial accounting, reporting, or auditing matter, whether or not resolved to our satisfaction, that could be significant to the financial statements or the auditor's report. We are pleased to report that no such disagreements arose during the course of our audit.

Management Representations

We have requested certain representations from management that are included in the management representation letter dated August 8, 2024.

Fiscal Focus Partners, LLC

Management Consultations with Other Independent Accountants

In some cases, management may decide to consult with other accountants about auditing and accounting matters, similar to obtaining a “second opinion” on certain situations. If a consultation involves application of an accounting principle to the District’s financial statements or a determination of the type of auditor’s opinion that may be expressed on those statements, our professional standards require the consulting accountant to check with us to determine that the consultant has all the relevant facts. To our knowledge, there were no such consultations with other accountants.

Other Audit Findings or Issues

We generally discuss a variety of matters, including the application of accounting principles and auditing standards, with management each year prior to retention as the District’s auditors. However, these discussions occurred in the normal course of our professional relationship and our responses were not a condition to our retention.

Other Matters

The District elected to omit management’s discussion and analysis that accounting principles generally accepted in the United States of America require to be presented to supplement the basic financial statements. Our opinion on the basic financial statements is not affected by this missing information.

Restriction on Use

This information is intended solely for the information and use of the Board of Directors and management of the District, and is not intended to be, and should not be, used by anyone other than these specified parties.

Very truly yours,

Fiscal Focus Partners LLC

Fiscal Focus Partners, LLC

Board of Directors and Management
Front Range Passenger Rail District

In planning and performing our audit of the financial statements of the governmental activities and each major fund of the Front Range Passenger Rail District (the District) as of and for the year ended December 31, 2022, in accordance with auditing standards generally accepted in the United States of America, we considered the District's internal control over financial reporting (internal control) as a basis for designing audit procedures that are appropriate in the circumstances for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the District's internal control. Accordingly, we do not express an opinion on the effectiveness of the District's internal control.

Our consideration of internal control was for the limited purpose described in the preceding paragraph and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies and therefore material weaknesses or significant deficiencies may exist that were not identified. However, as discussed below, we identified a deficiency in internal control that we consider to be a material weakness.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected, on a timely basis. We consider the following deficiency in internal control to be a material weakness:

Segregation of certain financial and operational duties along with appropriate review and approval responsibilities is necessary to reduce the likelihood of misappropriation of District assets and/or misstatement of financial information. During the initial organization of the District, expenditures were made when the District had a very small staff size and limited oversight, which led to a control weakness in terms of segregation of duties and transaction review and approval. Our observation is that the Board of Directors and Management have subsequently created processes including the hiring of third-party consultants to minimize these control risks. We urge the District Board of Directors and Management to continue to support strong processes that include appropriate review and approval. This should include second party reviews of bank reconciliations and periodic reviews of grant and contract compliance.

This communication is intended solely for the information and use of the Board of Directors and management, and is not intended to be, and should not be, used by anyone other than these specified parties.

Fiscal Focus Partners LLC

Fiscal Focus Partners, LLC
Arvada, Colorado
August 8, 2024

Fiscal Focus Partners, LLC

**FRONT RANGE PASSENGER RAIL DISTRICT
Multiple Counties, Colorado**

**FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION**

YEAR ENDED DECEMBER 31, 2022

**FRONT RANGE PASSENGER RAIL DISTRICT
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YEAR ENDED DECEMBER 31, 2022**

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Front Range Passenger Rail District

Opinions

We have audited the accompanying financial statements of the governmental activities and each major fund of Front Range Passenger Rail District (the District) as of and for the year ended December 31, 2022, and the related notes to the financial statements, which collectively comprise the District's basic financial statements as listed in the table of contents.

In our opinion, the accompanying financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each major fund of the District as of December 31, 2022, and the respective changes in financial position thereof, and the respective budgetary comparison for the general fund for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinions

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

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the District'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.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinions. 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 judgement and maintain professional skepticism throughout the audit.
- Identify and assess the risk 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 District'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 judgement, there are conditions or events, considered in the aggregate, that raise substantial doubt about the District's ability to continue as a going concern for a reasonable period of time.

We are required to communicate to 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

Management has omitted management's discussion and analysis that accounting principles generally accepted in the United States of America require to be presented to supplement the basic financial statements. Such missing information, 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. Our opinions on the basic financial statements are not affected by this missing information.

Fiscal Focus Partners LLC

Arvada, Colorado
August 8, 2024

BASIC FINANCIAL STATEMENTS

**FRONT RANGE PASSENGER RAIL DISTRICT
STATEMENT OF NET POSITION
DECEMBER 31, 2022**

	Governmental Activities
ASSETS	
Cash and Investments	\$ 2,453,749
Investments - Restricted	13,900,000
Prepaid Expenses	590
Total Assets	16,354,339
 LIABILITIES	
Accounts Payable	24,815
Accrued Liabilities	12,660
Total Liabilities	37,475
 NET POSITION	
Restricted for:	
Southwest Chief Thru-Car Study	159,000
Service Development Plan	1,645,000
Southwest Chief La Junta Corridor Improvements	12,020,000
Unrestricted	652,117
Total Net Position	\$ 14,476,117

See accompanying Notes to Basic Financial Statements.

**FRONT RANGE PASSENGER RAIL DISTRICT
STATEMENT OF ACTIVITIES
YEAR ENDED DECEMBER 31, 2022**

		Program Revenues			Net Revenue (Expense) and Changes in Net Position
Expenses	Charges Services	Operating Grants and Contributions	Capital Grants and Contributions	Governmental Activities	
FUNCTIONS/PROGRAMS					
Primary Government:					
Governmental Activities:					
General Government	\$ 83,136	\$ -	\$ 16,400,000	\$ -	\$ 16,316,864
Total Governmental Activities	<u>\$ 83,136</u>	<u>\$ -</u>	<u>\$ 16,400,000</u>	<u>\$ -</u>	16,316,864
					CHANGE IN NET POSITION
					16,316,864
					Net Position - Beginning of Year
					<u>-</u>
					NET POSITION - END OF THE YEAR
					<u>\$ 16,316,864</u>

See accompanying Notes to Basic Financial Statements.

**FRONT RANGE PASSENGER RAIL DISTRICT
BALANCE SHEET –
GOVERNMENTAL FUNDS
DECEMBER 31, 2022**

	General Fund
ASSETS	
Cash and Investments	\$ 2,453,749
Cash and Investments - Restricted	13,900,000
Prepaid Expenses	590
Total Assets	\$ 16,354,339
LIABILITIES AND FUND BALANCES	
LIABILITIES	
Accounts Payable	\$ 24,815
Accrued Liabilities	12,660
Total Liabilities	37,475
FUND BALANCES	
Nonspendable:	
Prepaid Expenses	590
Restricted for:	
Southwest Chief Thru-Car Study	159,000
Service Development Plan	1,645,000
Southwest Chief La Junta Corridor Improvements	12,020,000
Assigned to:	
Subsequent Year's Expenditures	1,840,747
Unassigned	651,527
Total Fund Balances	16,316,864
Total Liabilities and Fund Balances	\$ 16,354,339

See accompanying Notes to Basic Financial Statements.

**FRONT RANGE PASSENGER RAIL DISTRICT
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES –
GOVERNMENTAL FUNDS
YEAR ENDED DECEMBER 31, 2022**

	<u>General Fund</u>
REVENUES	
Intergovernmental Revenue	\$ 16,400,000
Total Revenues	<u>16,400,000</u>
EXPENDITURES	
Current:	
Dues and Memberships	1,015
Events and Lobbying	9,273
Insurance	6,348
Legal	39,601
Office Supplies	3,881
Wages and Benefits	22,618
Website	400
Total Expenditures	<u>83,136</u>
NET CHANGE IN FUND BALANCES	16,316,864
Fund Balances - Beginning of Year	<u>-</u>
FUND BALANCES - END OF YEAR	<u><u>\$ 16,316,864</u></u>

See accompanying Notes to Basic Financial Statements.

**FRONT RANGE PASSENGER RAIL DISTRICT
GENERAL FUND –
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE –
BUDGET AND ACTUAL
YEAR ENDED DECEMBER 31, 2022**

	<u>Original And Final Budget</u>	<u>Actual Amounts</u>	<u>Variance with Final Budget Positive (Negative)</u>
REVENUES			
Intergovernmental Revenue	\$ -	\$ 16,400,000	\$ 16,400,000
Total Revenues	<u>-</u>	<u>16,400,000</u>	<u>16,400,000</u>
EXPENDITURES			
Current:			
Dues and Memberships	-	1,015	(1,015)
Events and Lobbying	-	9,273	(9,273)
Insurance	-	6,348	(6,348)
Legal	-	39,601	(39,601)
Office Supplies	-	3,881	(3,881)
Wages and Benefits	-	22,618	(22,618)
Website	-	400	(400)
Total Expenditures	<u>-</u>	<u>83,136</u>	<u>(83,136)</u>
NET CHANGE IN FUND BALANCE	-	16,316,864	16,316,864
Fund Balance - Beginning of Year	<u>-</u>	<u>-</u>	<u>-</u>
FUND BALANCE - END OF YEAR	<u>\$ -</u>	<u>\$ 16,316,864</u>	<u>\$ 16,316,864</u>

See accompanying Notes to Basic Financial Statements.

**FRONT RANGE PASSENGER RAIL DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2022**

NOTE 1 DEFINITION OF REPORTING ENTITY

Front Range Passenger Rail District (the District), a quasi-municipal corporation and a political subdivision of the state of Colorado, was organized by order and decree of the Colorado State Legislature on June 30, 2021 with the passage of Senate Bill 21-238, the Front Range Passenger Rail District Act (the Act). The purpose of the District is to research, develop, construct, operate, and maintain an interconnected passenger rail system within the District that is competitive in terms of travel time for comparable trips with other modes of surface transportation.

Pursuant to the provisions of the Act (Title 32, Article 22 Colorado Revised statutes), the District is also required to do the following:

- Collaborate with the Regional Transportation District (RTD) to ensure connectivity with any passenger rail system operated by or for RTD;
- If deemed appropriate by the Board and RTD, share capital costs associated with the shared use of rail line infrastructure in the Northwest Rail Line Corridor for passenger rail service;
- Collaborate with Amtrak on interconnectivity with Amtrak's Southwest Chief, California Zephyr and Winter Park Express trains, including rerouting Amtrak's Southwest Chief passenger train;
- Coordinate with the Department of Transportation (CDOT) to ensure that the District's rail system is well-integrated into Colorado's multi-modal transportation system including at least one joint meeting annually of the Board and the state's Transportation Commission;
- Hold at least one meeting annually of the Board and the Board of Directors of the I-70 Coalition to ensure that the District's rail system interconnects with any rail system that services the I-70 mountain corridor;
- Hold at least one meeting annually with the Board of Directors of RTD to discuss and resolve operational and interconnectivity issues;
- Complete an alternatives analysis related to the preferred alignment for the Northern Segment of the main north-south passenger rail line through the Northwest Rail Corridor in accordance with the National Environmental Policy Act of 1969. The District is directed to prioritize the initiation of construction and completion of that corridor.

The District extends from Wyoming to New Mexico and includes the city and County of Broomfield and the city and County of Denver. The District encompasses:

- All areas within Adams, Arapahoe, Boulder, Douglas, El Paso, Huerfano, Jefferson, Larimer, Las Animas, Pueblo and Weld counties that are located within the territory of a metropolitan planning organization;
- All areas within Huerfano, Las Animas and Pueblo counties that are not located within the territory of a metropolitan planning organization and are located within a county precinct that is within five miles of the public right-of-way of Interstate Highway 25;
- All areas within Larimer and Weld counties that are not located within the territory of a metropolitan planning organization and are located within a county precinct that is north of the city of Ft. Collins and located wholly or partly five miles of the public right-of-way of Interstate Highway 25.

**FRONT RANGE PASSENGER RAIL DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2022**

NOTE 1 DEFINITION OF REPORTING ENTITY (CONTINUED)

The District is governed by a Board of Directors (the Board) consisting of:

- Six directors appointed by the Governor and confirmed by the Senate of the state of Colorado. At least one of the appointed Directors must be a resident of a county, city and county or municipality through which light or commuter rail service was planned as part of the voter-approved Fastracks Transit Expansion Program of the RTD but has not been constructed.
- Ten directors appointed subject to Senate confirmation by metropolitan planning organizations and rural transportation planning for state transportation planning regions that include the territory of the District. Each metropolitan planning organization that represents more than one million five hundred thousand residents in the District shall appoint four directors unless a single city and county or municipality has 55% or more of the total population of the metro planning organization's territory. When a single city and county or municipality has 55% or more of the total population of the metro planning organization's territory, they shall appoint one of the four directors that would otherwise be appointed by the metro planning organization.
- Two directors from each metropolitan planning organization that represents more than five hundred thousand but fewer than one million residents in the District, shall appoint two directors. This includes Pikes Peak Area Council of Governments and the North Front Range Metropolitan Planning Organization. If a single city and county or municipality has 55% or more of the total population of the metro planning organization's territory, the city and county or municipality shall appoint one of the four directors that would otherwise be appointed by the metro planning organization.
- One director appointed by the Pueblo Area Council of Governments
- One director appointed by the South Central Council of Governments
- One director appointed by the Executive Director of the Department of Transportation
- Three nonvoting directors may be appointed by each of BNSF Railway, Union Pacific Railroad and Amtrak
- One nonvoting director appointed by RTD
- One nonvoting director appointed by the Board of the I-70 Mountain Corridor Coalition
- Two nonvoting directors may be appointed by each of the states of New Mexico and Wyoming

The District is successor to the Southwest Chief and Front Range Passenger Rail Commission (the Commission). As such, the District received all of the contractual rights and obligations of the Commission (See Commitments and Contingencies Note 7). To the extent permitted by law, the District is also the successor to the Commission for the purpose of pursuing pending Commission applications to receive federal grants.

**FRONT RANGE PASSENGER RAIL DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2022**

NOTE 1 DEFINITION OF REPORTING ENTITY (CONTINUED)

The District follows the Governmental Accounting Standards Board (GASB) accounting pronouncements which provide guidance for determining which governmental activities, organizations and functions should be included within the financial reporting entity. GASB pronouncements set forth the financial accountability of a governmental organization's elected governing body as the basic criterion for including a possible component governmental organization in a primary government's legal entity. Financial accountability includes, but is not limited to, appointment of a voting majority of the organization's governing body, ability to impose its will on the organization, a potential for the organization to provide specific financial benefits or burdens and fiscal dependency.

The District is not financially accountable for any other organization, nor is the District a component unit of any other primary governmental entity.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The more significant accounting policies of the District are described as follows:

Government-Wide and Fund Financial Statements

The government-wide financial statements include the statement of net position and the statement of activities. These financial statements include all of the activities of the District. The effect of interfund activity has been removed from these statements. Governmental activities are normally supported by taxes and intergovernmental revenues.

The statement of net position reports all financial and capital resources of the District. The difference between the sum of assets and deferred outflows and the sum of liabilities and deferred inflows is reported as net position.

The statement of activities demonstrates the degree to which the direct and indirect expenses of a given function or segment are offset by program revenues. Direct expenses are those that are clearly identifiable with a specific function or segment. Program revenues include: 1) charges to customers or applicants who purchase, use, or directly benefit from goods, services, or privileges provided by a given function or segment, and 2) grants and contributions that are restricted to meeting the operational or capital requirements of a particular function or segment. Taxes and other items not properly included among program revenues are reported instead as general revenues.

Separate financial statements are provided for governmental funds. Major individual governmental funds are reported as separate columns in the fund financial statements.

Measurement Focus, Basis of Accounting, and Financial Statement Presentation

The government-wide financial statements are reported using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Redemption of bonds is recorded as a reduction in liabilities.

**FRONT RANGE PASSENGER RAIL DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2022**

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

**Measurement Focus, Basis of Accounting, and Financial Statement Presentation
(Continued)**

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the District considers revenues to be available if they are collected within 60 days after the end of the current fiscal period. The major sources of revenue susceptible to accrual are property taxes and specific ownership taxes. All other revenue items are considered to be measurable and available only when cash is received by the District. Expenditures, other than interest on long-term obligations are recorded when the liability is incurred or the long-term obligation is due.

The District reports the following major governmental fund:

The General Fund is the District's primary operating fund. It accounts for all financial resources of the general government, except those required to be accounted for in another fund.

Budgets

In accordance with the State Budget Law, the District's Board of Directors holds public hearings in the fall each year to approve the budget and appropriate the funds for the ensuing year. The appropriation is at the total fund expenditures level and lapses at year-end. The District's Board of Directors can modify the budget by line item within the total appropriation without notification. The appropriation can only be modified upon completion of notification and publication requirements. The budget includes each fund on its basis of accounting unless otherwise indicated.

No budget was approved and, therefore, no funds were appropriated for the year ended December 31, 2022.

Pooled Cash and Investments

The District follows the practice of pooling cash and investments of all funds to maximize investment earnings. Except when required by trust or other agreements, all cash is deposited to and disbursed from a single bank account. Cash in excess of immediate operating requirements is pooled for deposit and investment flexibility. Investment earnings are allocated periodically to the participating funds based upon each fund's average equity balance in the total cash.

Equity

Net Position

For government-wide presentation purposes when both restricted and unrestricted resources are available for use, it is the District's practice to use restricted resources first, then unrestricted resources as they are needed.

**FRONT RANGE PASSENGER RAIL DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2022**

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Equity (Continued)

Fund Balance

Fund balance for governmental funds should be reported in classifications that comprise a hierarchy based on the extent to which the government is bound to honor constraints on the specific purposes for which spending can occur. Governmental funds report up to five classifications of fund balance: nonspendable, restricted, committed, assigned, and unassigned. Because circumstances differ among governments, not every government or every governmental fund will present all of these components. The following classifications describe the relative strength of the spending constraints:

Nonspendable Fund Balance – The portion of fund balance that cannot be spent because it is either not in spendable form (such as prepaid amounts or inventory) or legally or contractually required to be maintained intact.

Restricted Fund Balance – The portion of fund balance that is constrained to being used for a specific purpose by external parties (such as bondholders), constitutional provisions, or enabling legislation.

Committed Fund Balance – The portion of fund balance that can only be used for specific purposes pursuant to constraints imposed by formal action of the government's highest level of decision-making authority, the Board of Directors. The constraint may be removed or changed only through formal action of the Board of Directors.

Assigned Fund Balance – The portion of fund balance that is constrained by the government's intent to be used for specific purposes but is neither restricted nor committed. Intent is expressed by the Board of Directors to be used for a specific purpose. Constraints imposed on the use of assigned amounts are more easily removed or modified than those imposed on amounts that are classified as committed.

Unassigned Fund Balance – The residual portion of fund balance that does not meet any of the criteria described above.

If more than one classification of fund balance is available for use when an expenditure is incurred, it is the District's practice to use the most restrictive classification first.

Reporting Requirement

Pursuant to the Act, beginning on January 31, 2024 and no later than each January 31 thereafter, the District is required to publish and present a comprehensive annual report of its activities for the prior District fiscal year to a certain committees of the state legislature and each metropolitan planning organization and rural transportation planning organization that appoints members to the Board. The District has prepared and provided an annual report without audited financial statements and, therefore, may not be compliant to this statute.

**FRONT RANGE PASSENGER RAIL DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2022**

NOTE 3 CASH AND INVESTMENTS

Cash and investments as of December 31, 2022, are classified in the accompanying financial statements as follows:

Statement of Net Position:

Cash and Investments	\$ 2,453,749
Cash and Investments - Restricted	13,900,000
Total Investments	<u>\$ 16,353,749</u>

Cash and investments as of December 31, 2022, consist of the following:

Deposits with Financial Institutions	<u>\$ 16,353,749</u>
Total Investments	<u>\$ 16,353,749</u>

Deposits with Financial Institutions

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 must be collateralized. The eligible collateral is determined by the PDPA. PDPA allows the institution to create a single collateral pool for all public funds. The pool for all the uninsured public deposits as a group is to be maintained by another institution or held in trust. The market value of the collateral must be at least 102% of the aggregate uninsured deposits.

The State Commissioners for banks and financial services are required by statute to monitor the naming of eligible depositories and reporting of the uninsured deposits and assets maintained in the collateral pools.

Pursuant to the Act the District may invest funds of the District in any manner provided by Part 6 of Article 75 of Title 24 of the Colorado Revised statutes:

- Obligations of the United States,
- Certain U.S. government agency securities, and securities of the World Bank
- General obligation and revenue bonds of U.S. local government entities
- Certain certificates of participation
- Certain securities lending agreements Bankers' acceptances of certain banks
- Commercial paper
- Written repurchase agreements and certain reverse repurchase agreements collateralized by certain authorized securities
- Certain money market funds
- Guaranteed investment contracts
- Local government investment pools

**FRONT RANGE PASSENGER RAIL DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2022**

NOTE 3 CASH AND INVESTMENTS (CONTINUED)

Deposits with Financial Institutions (Continued)

Additionally, the District may direct a corporate trustee to invest money in investments or deposits other than those specified by Part 6 if the Board determines, by resolution, that the investment or deposit meets the standard established by in Section 15-1-304 Standard for Investments, the income is comparable to allowed investment and the investment will assist the District in the financing, construction, operation, or maintenance of a passenger rail system.

At December 31, 2022, the District's cash deposits had a bank balance and a carrying balance of \$16,353,749. The District had no investments at December 31, 2022.

NOTE 4 NET POSITION

The District has net position consisting of two components – restricted and unrestricted.

The restricted component of net position includes assets that are restricted for use either externally imposed by creditors, grantors, contributors, or laws and regulations of other governments or imposed by law through constitutional provisions or enabling legislation. The District had restricted net position as of December 31, 2022, as follows (See Commitments and Contingencies Note):

	Governmental Activities
Restricted Net Position:	
Southwest Chief Thru-Car Study	\$ 159,000
Service Development Plan	1,645,000
Southwest Chief La Junta Corridor Improvements	12,020,000
Total	\$ 13,824,000

As of December 31, 2022, the unrestricted net position was \$2,492,864.

NOTE 5 RISK MANAGEMENT

The District is exposed to various risks of loss related to torts; thefts of, damage to, or destruction of assets; errors or omissions; injuries to employees; or acts of God.

The District is a member of the Colorado Special Districts Property and Liability Pool (the Pool). The Pool is an organization created by intergovernmental agreement to provide property, liability, public officials' liability, boiler and machinery and workers' compensation coverage to its members. Settled claims have not exceeded this coverage in any of the past three fiscal years.

**FRONT RANGE PASSENGER RAIL DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2022**

NOTE 5 RISK MANAGEMENT (CONTINUED)

The District pays annual premiums to the Pool for liability, property and public officials' liability coverage. In the event aggregated losses incurred by the Pool exceed amounts recoverable from reinsurance contracts and funds accumulated by the Pool, the Pool may require additional contributions from the Pool members. Any excess funds which the Pool determines are not needed for purposes of the Pool may be returned to the members pursuant to a distribution formula.

NOTE 6 TAX, SPENDING, AND DEBT LIMITATIONS

Article X, Section 20 of the Colorado Constitution, commonly known as the Taxpayer's Bill of Rights (TABOR), contains tax, spending, revenue and debt limitations which apply to the state of Colorado and all local governments.

Spending and revenue limits are determined based on the prior year's Fiscal Year Spending adjusted for allowable increases based upon inflation and local growth. Fiscal Year Spending is generally defined as expenditures plus reserve increases with certain exceptions. Revenue in excess of the Fiscal Year Spending limit must be refunded unless the voters approve retention of such revenue.

TABOR requires local governments to establish Emergency Reserves. These reserves must be at least 3.00% of Fiscal Year Spending (excluding bonded debt service). Local governments are not allowed to use the Emergency Reserves to compensate for economic conditions, revenue shortfalls, or salary or benefit increases.

The District's management believes it is in compliance with the provisions of TABOR. However, TABOR is complex and subject to interpretation. Many of the provisions, including the interpretation of how to calculate Fiscal Year Spending limits will require judicial interpretation.

NOTE 7 COMMITMENTS AND CONTINGENCIES

Prior Fiscal Commitments

The District is the successor of the Southwest Chief and Front Range Passenger Rail Commission. As such, the District has assumed certain commitments made by the predecessor organizations as follows:

Southwest Chief Thru-Car Study	\$ 159,000
Service Development Plan	1,645,000
Southwest Chief La Junta Corridor Improvements	<u>12,020,000</u>
Total	<u><u>\$ 13,824,000</u></u>

**FRONT RANGE PASSENGER RAIL DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2022**

NOTE 7 COMMITMENTS AND CONTINGENCIES (CONTINUED)

The Board passed resolution 2022-F001 in 2022 to recognize the commitments above. In 2019, the Commission pledged a local match for the 2019 Consolidated Rail Infrastructure and Safety Improvement Grant (CRISI) for the Southwest Chief Thru-Car Study Alternative Analysis, a technical analysis evaluating potential new rail service. In 2020 and 2021, the Commission pledged a total of \$1,645,000 for the 2020 CRISI grant for the front range passenger rail preliminary service development plan and alternative analysis. In November 2022, the District entered into a CRISI grant partner agreement with CDOT to formalize the transfer of the \$1,645,000 of matching funds committed by the Commission to the 2020 CRISI grant. The contribution from the District represents 41.91% of costs incurred to match funding for the Front Range Passenger Rail Preliminary Service Development Plan. Under the grant partner agreement, the District will pay its contribution in four quarterly installments in conjunction with milestone progress reports provided by CDOT.

In 2021, the Commission pledged \$12,020,000 in American Rescue Plan Funding and other grants for signal and infrastructure improvements to the BNSF La Junta Subdivision for the benefit of the Southwest Chief. The District will facilitate the transfer and payment of these commitments as determined by the Board.

Additionally in 2021, the Commission entered into a Memorandum of Understanding with the CDOT, whereby the parties agreed that CDOT will administer the funds pledged to CRISI and oversee the consultants of both feasibility studies.

Federally Assisted Grant Programs

The District participates in a number of federal and state grant programs, which are subject to review and audit by the grantor agencies. Such audits could lead to a request for reimbursements to grantor agencies for expenditures disallowed under the terms of the grant. District management believes disallowances, if any, will be insignificant.

Funding Sources

The current and future availability and sources of funding for the District include federal, state, and local funding. The District does not currently have a recurring revenue source and requires continued funding from federal, state and local sources to maintain operations, including payroll and fund projects. While the District does not anticipate any lack of future funding, there is no guarantee that the other governments will provide adequate levels of resources.