

BUFFALO RIDGE METROPOLITAN DISTRICT

Financial Statements

Year Ended December 31, 2016

with

Independent Auditors' Report



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Board of Directors
Buffalo Ridge Metropolitan District
Adams County, Colorado

Independent Auditors' Report

We have audited the accompanying financial statements of the governmental activities and each major fund of the Buffalo Ridge Metropolitan District, as of and for the year ended December 31, 2016, and the related notes to the financial statements, which collectively comprise the District's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes 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.

Auditor's Responsibility

Our responsibility is to express opinions on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the District's preparation and fair presentation of the financial statements 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, we express no such opinion. An audit also includes evaluating the appropriateness of accounting principles used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Opinions

In our opinion, the 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 Buffalo Ridge Metropolitan District as of December 31, 2016, and the respective changes in financial position 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.

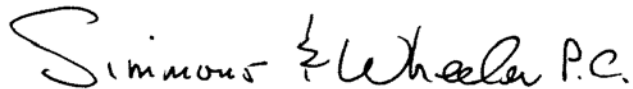
Other-Matters***Required Supplementary Information***

Management has omitted the 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 opinion on the basic financial statements is not affected by this missing information.

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise Buffalo Ridge Metropolitan District's basic financial statements. The supplementary information as listed in the table of contents is presented for purposes of additional analysis and is not a required part of the basic financial statements.

The supplementary information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the supplementary information is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

A handwritten signature in cursive script that reads "Simons & Wheeler P.C.".

Englewood, CO
August 22, 2017

BUFFALO RIDGE METROPOLITAN DISTRICT

BALANCE SHEET/STATEMENT OF NET POSITION GOVERNMENTAL FUNDS December 31, 2016

	General	Debt Service	Capital Projects	Total	Adjustments	Statement of Net Position
ASSETS						
Cash and investments	\$ 88,512	\$ -	\$ -	\$ 88,512	\$ -	\$ 88,512
Cash and investments - restricted	13,900	594,281	6,215,242	6,823,423	-	6,823,423
Receivable - County Treasurer	602	4,554	-	5,156	-	5,156
Property taxes receivable	106,341	804,514	-	910,855	-	910,855
Accounts receivable - other	279,830	32,005	214	312,049	-	312,049
Prepaid expenses	3,541	-	-	3,541	-	3,541
Due from other funds	-	174,422	-	174,422	(174,422)	-
Capital assets not being depreciated	-	-	-	-	4,931,841	4,931,841
Total Assets	\$ 492,726	\$ 1,609,776	\$ 6,215,456	\$ 8,317,958	4,757,419	13,075,377
LIABILITIES						
Accounts payable	\$ 11,963	\$ 300	\$ 186,287	\$ 198,550	-	198,550
Retainage payable	-	-	24,317	24,317	-	24,317
Accrued line of credit interest	-	-	-	-	9,503	9,503
Accrued loan interest	-	-	-	-	52,651	52,651
Due to other funds	174,422	-	-	174,422	(174,422)	-
Long-term liabilities:						
Due within one year	-	-	-	-	250,000	250,000
Due in more than one year	-	-	-	-	24,299,324	24,299,324
Total Liabilities	186,385	300	210,604	397,289	24,437,056	24,834,345
DEFERRED INFLOWS OF RESOURCES						
Deferred gain on refunding	-	-	-	-	486,800	486,800
Deferred property taxes	106,341	804,514	-	910,855	-	910,855
Total Deferred Inflows of Resources	106,341	804,514	-	910,855	486,800	1,397,655
FUND BALANCES/NET POSITION						
Fund Balances:						
Nonspendable:						
Prepays	3,541	-	-	3,541	(3,541)	-
Restricted:						
Emergencies	13,900	-	-	13,900	(13,900)	-
Debt service	-	804,962	-	804,962	(804,962)	-
Conservation trust funds	-	-	116,600	116,600	(116,600)	-
Capital projects	-	-	5,888,252	5,888,252	(5,888,252)	-
Unassigned	182,559	-	-	182,559	(182,559)	-
Total Fund Balances	200,000	804,962	6,004,852	7,009,814	(7,009,814)	-
Total Liabilities, Deferred Inflows of Resources and Fund Balances	\$ 492,726	\$ 1,609,776	\$ 6,215,456	\$ 8,317,958		
Net Position:						
Restricted for:						
Emergencies					13,900	13,900
Debt service					752,311	752,311
Capital projects					5,995,349	5,995,349
Unrestricted					(19,918,183)	(19,918,183)
Total Net Position					\$ (13,156,623)	\$ (13,156,623)

The notes to the financial statements are an integral part of these statements.

BUFFALO RIDGE METROPOLITAN DISTRICT

STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES/STATEMENT OF ACTIVITIES GOVERNMENTAL FUNDS For the Year Ended December 31, 2016

	<u>General</u>	<u>Debt Service</u>	<u>Capital Projects</u>	<u>Total</u>	<u>Adjustments</u>	Statement of Activities
EXPENDITURES						
Accounting and audit	\$ 31,700	\$ -	\$ 7,007	\$ 38,707	\$ (7,007)	\$ 31,700
Construction management	-	-	102,564	102,564	(102,564)	-
Election expense	2,487	-	-	2,487	-	2,487
Insurance/dues	4,064	-	-	4,064	-	4,064
Legal	27,297	-	15,571	42,868	(15,571)	27,297
Management fees	37,118	-	12,580	49,698	(12,580)	37,118
Miscellaneous expenses	2,760	92	76	2,928	(76)	2,852
Treasurer's fees	1,534	11,602	-	13,136	-	13,136
Bond/Loan principal	-	357,400	-	357,400	(357,400)	-
Bond/Loan interest expense	-	792,388	-	792,388	(51,797)	740,591
Paying agent fees	-	500	-	500	-	500
Letter of credit fees	-	-	9,659	9,659	9,503	19,162
Loan issuance costs	-	-	154,322	154,322	-	154,322
Capital improvements	-	-	905,132	905,132	(905,132)	-
Total Expenditures	<u>106,960</u>	<u>1,161,982</u>	<u>1,206,911</u>	<u>2,475,853</u>	<u>(1,442,624)</u>	<u>1,033,229</u>
PROGRAM REVENUES						
System development fees	-	153,760	-	153,760	-	153,760
Conservation trust funds	-	-	13,614	13,614	-	13,614
Permit fee rebate	79,964	-	-	79,964	-	79,964
Road impact fees	127,363	-	-	127,363	-	127,363
Drainage fees	56,185	-	-	56,185	-	56,185
City sales/use tax rebate	<u>188,928</u>	<u>-</u>	<u>-</u>	<u>188,928</u>	<u>-</u>	<u>188,928</u>
Total Program Revenues	<u>452,440</u>	<u>153,760</u>	<u>13,614</u>	<u>619,814</u>	<u>-</u>	<u>619,814</u>
Net Program Income (Expenses)	345,480	(1,008,222)	(1,193,297)	(1,856,039)	1,442,624	(413,415)
GENERAL REVENUES						
Property taxes	102,174	772,987	-	875,161	-	875,161
Specific ownership taxes	8,421	63,712	-	72,133	-	72,133
Interest income	<u>3,345</u>	<u>712</u>	<u>4,765</u>	<u>8,822</u>	<u>-</u>	<u>8,822</u>
Total General Revenues	<u>113,940</u>	<u>837,411</u>	<u>4,765</u>	<u>956,116</u>	<u>-</u>	<u>956,116</u>
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES						
	459,420	(170,811)	(1,188,532)	(899,923)	1,442,624	542,701
OTHER FINANCING SOURCES (USES)						
Loan proceeds	-	-	5,300,000	5,300,000	(5,300,000)	-
Transfers in (out)	-	88,460	(88,460)	-	-	-
Transfers in (out)	<u>(459,422)</u>	<u>174,422</u>	<u>285,000</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total Other Financing Sources (Uses)	<u>(459,422)</u>	<u>262,882</u>	<u>5,496,540</u>	<u>5,300,000</u>	<u>(5,300,000)</u>	<u>-</u>
NET CHANGES IN FUND BALANCES	(2)	92,071	4,308,008	4,400,077	(4,400,077)	
CHANGE IN NET POSITION					542,701	542,701
FUND BALANCES/NET POSITION:						
BEGINNING OF YEAR	<u>200,002</u>	<u>712,891</u>	<u>1,696,844</u>	<u>2,609,737</u>	<u>(16,309,061)</u>	<u>(13,699,324)</u>
END OF YEAR	<u>\$ 200,000</u>	<u>\$ 804,962</u>	<u>\$ 6,004,852</u>	<u>\$ 7,009,814</u>	<u>\$ (20,166,437)</u>	<u>\$ (13,156,623)</u>

The notes to the financial statements are an integral part of these statements.

BUFFALO RIDGE METROPOLITAN DISTRICT

STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE - BUDGET AND ACTUAL - GENERAL FUND

For the Year Ended December 31, 2016

	Original <u>Budget</u>	Final <u>Budget</u>	<u>Actual</u>	Variance Favorable (Unfavorable)
REVENUES				
Property taxes	\$ 102,181	\$ 102,181	\$ 102,174	\$ (7)
Specific ownership taxes	8,174	8,274	8,421	147
Interest income	300	3,800	3,345	(455)
Permit fee rebate	35,000	84,000	79,964	(4,036)
Road impact fees	70,000	130,000	127,363	(2,637)
Drainage fees	30,000	60,000	56,185	(3,815)
City sales/use tax rebate	<u>70,000</u>	<u>195,000</u>	<u>188,928</u>	<u>(6,072)</u>
Total Revenues	<u>315,655</u>	<u>583,255</u>	<u>566,380</u>	<u>(16,875)</u>
EXPENDITURES				
Accounting and audit	31,700	31,700	31,700	-
Election expense	2,000	2,000	2,487	(487)
Engineering	2,000	2,000	-	2,000
Insurance/dues	4,000	4,500	4,064	436
Legal	25,000	25,000	27,297	(2,297)
Management fees	40,000	40,000	37,118	2,882
Miscellaneous expenses	2,500	2,500	2,760	(260)
Treasurer's fees	1,533	1,533	1,534	(1)
Contingency	<u>50,000</u>	<u>5,000</u>	<u>-</u>	<u>5,000</u>
Total Expenditures	<u>158,733</u>	<u>114,233</u>	<u>106,960</u>	<u>7,273</u>
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES				
	156,922	469,022	459,420	(9,602)
OTHER FINANCING SOURCES (USES)				
Transfers in (out)	<u>(156,922)</u>	<u>(469,024)</u>	<u>(459,422)</u>	<u>9,602</u>
Total Other Financing Sources (Uses)	<u>(156,922)</u>	<u>(469,024)</u>	<u>(459,422)</u>	<u>9,602</u>
NET CHANGE IN FUND BALANCE				
	-	(2)	(2)	-
FUND BALANCE:				
BEGINNING OF YEAR	<u>200,000</u>	<u>200,002</u>	<u>200,002</u>	<u>-</u>
END OF YEAR	<u>\$ 200,000</u>	<u>\$ 200,000</u>	<u>\$ 200,000</u>	<u>\$ -</u>

The notes to the financial statements are an integral part of these statements.

BUFFALO RIDGE METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2016

Note 1: Summary of Significant Accounting Policies

The accounting policies of the Buffalo Ridge Metropolitan District, located in Adams County, Colorado, conform to the accounting principles generally accepted in the United States of America ("GAAP") as applicable to governmental units. The Governmental Accounting Standards Board ("GASB") is the accepted standard setting body for establishing governmental accounting and financial reporting principles. The following is a summary of the more significant policies consistently applied in the preparation of financial statements.

Definition of Reporting Entity

The District was organized on November 19, 1996, as a quasi-municipal corporation established under the State of Colorado Special District Act. The District's service area is located in City of Commerce City, Adams County, Colorado. The District was established to finance and construct water, sanitation, street, fire and safety protection, park and recreation improvements and transportation services. The District's primary revenues are property taxes. The District is governed by an elected Board of Directors.

As required by GAAP, these financial statements present the activities of the District, which is legally separate and financially independent of other state and local governments. The District follows the GASB, Statement No. 61, *The Financial Reporting Entity: Omnibus, which amended* GASB Statement No. 14, *The Financial Reporting Entity* and GASB Statement No. 39, *Determining Whether Certain Organizations are Component Units*, which provides guidance for determining which governmental activities, organizations and functions should be included within the financial reporting entity. GASB sets 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 pronouncements also require including a possible component unit if it would be misleading to exclude it.

The District is not financially accountable for any other organization. The District has no component units as defined by the GASB.

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

Basis of Presentation

The accompanying financial statements are presented per GASB Statement No. 34 - Special Purpose Governments.

BUFFALO RIDGE METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2016

The government-wide financial statements (i.e. the governmental funds balance sheet/statement of net position and the governmental funds statement of revenues, expenditures, and changes in fund balances/statement of activities) report information on all of the governmental activities of the District. The statement of net position reports all financial and capital resources of the District. The difference between the (a) assets and deferred outflows of resources and the (b) liabilities and deferred inflows of resources of the District is reported as net position. The statement of activities demonstrates the degree to which expenditures/expenses of the governmental funds are supported by general revenues. For the most part, the effect of interfund activity has been removed from these statements.

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*.

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 the related cash flows. Property taxes are recognized as revenues in the year for which they are collected.

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 of the end of the current fiscal period. The material sources of revenue subject to accrual are property taxes and interest. Expenditures, other than interest on long-term obligations, are recorded when the liability is incurred or the long-term obligation is paid.

The District reports the following major governmental funds:

General Fund - The General Fund is the general operating fund of the District. It is used to account for all financial resources not accounted for and reported in another fund.

BUFFALO RIDGE METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2016

Debt Service Fund – The Debt Service Fund is used to account for all financial resources that are restricted, committed or assigned to expenditures for principal, interest and other debt related costs.

Capital Projects Fund – The Capital Projects Fund is used to account for all financial resources that are restricted, committed or assigned to expenditures for capital outlays, including the acquisition or construction of capital facilities and other assets.

Budgetary Accounting

In accordance with the State Budget Law of Colorado, the District's Board of Directors holds public hearings in the fall of each year to approve the budget and appropriate the funds for the ensuing year. 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. The appropriation is at the total fund expenditures level and lapses at year end.

On May 1, 2017, the District amended its total appropriations in the General Fund from \$315,655 to \$463,257 primarily due to the transfer of funds to the Capital Projects Fund for the purchase of ERU water connections, water credits and ERU option fee credits, in the Debt Service Fund from \$1,152,574 to \$1,207,574 primarily due to the increase in debt service payments due to the issuance of the Series 2016 Loan, and in the Capital Projects Fund from \$1,421,500 to \$1,506,500 primarily due to the issuance of the Series 2016 Loan. On August 8, 2017, the District amended its total appropriations in the General Fund from \$463,257 to \$583,257 primarily due to the transfer of funds to the Debt Service Fund due to the \$200,000 maximum fund balance imposed on the General Fund per the Series 2010A Bond Resolution (see Note 12).

Assets, Liabilities, Deferred Outflows/Inflows of Resources and Net Position

Fair Value of Financial Instruments

The District's financial instruments include cash and cash equivalents, accounts receivable and accounts payable. The District estimates that the fair value of all financial instruments at December 31, 2016, does not differ materially from the aggregate carrying values of its financial instruments recorded in the accompanying balance sheet. The carrying amount of these financial instruments approximates fair value because of the short maturity of these instruments.

Deposits and Investments

The District's cash and cash equivalents are considered to be cash on hand and short-term investments with maturities of three months or less from the date of acquisition. Investments for the government are reported at fair value.

BUFFALO RIDGE METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2016

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 minimum number of bank accounts. 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.

Interfund Balances

Activities between funds that are representative of lending/borrowing arrangements outstanding at the end of the fiscal year are referred to as "due to/from other funds". These amounts are eliminated in the Statement of Net Position.

Estimates

The preparation of these financial statements in conformity with GAAP requires the District management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Deferred Outflows/Inflows of Resources

In addition to assets, the statement of financial position will sometimes report a separate section for deferred outflows of resources. This separate financial statement element, *deferred outflows of resources*, represents a consumption of net position that applies to a future period(s) and so will not be recognized as an outflow of resources (expense/expenditure) until then. The District does not have any items that qualify for reporting in this category.

In addition to liabilities, the statement of financial position will sometimes report a separate section for deferred inflows of resources. This separate financial statement element, *deferred inflows of resources*, represents an acquisition of net position that applies to a future period(s) and so will not be recognized as an inflow of resources (revenue) until that time. The District has two types of items that qualify for reporting in this category. Deferred property taxes are deferred and recognized as an inflow of resources in the period that the amounts become available and a deferred gain on refunding that is reported in the government-wide statement of net position. A deferred gain on refunding results from the difference in the carrying value of refunded debt and its reacquisition price. This amount is deferred and amortized over the shorter of the life of the refunded or refunding debt.

Long-Term Obligations

In the government-wide financial statements, long-term debt and other long-term obligations are reported as liabilities in the applicable governmental activities.

BUFFALO RIDGE METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2016

Capital Assets

Capital assets, which include construction in progress and ERU and option fee credits, are reported in the applicable governmental activities columns in the government-wide financial statements. Capital assets are defined by the District as assets with an initial, individual cost of more than \$5,000 and an estimated useful life in excess of two years. Such assets are recorded at historical or estimated historical cost if purchased or constructed. Donated capital assets are recorded at estimated fair value at the date of donation.

The costs of normal maintenance and repairs that do not add to the value of the assets or materially extend the life of the asset are not capitalized. Improvements that will be conveyed to other governmental entities are classified as construction in progress and are not depreciated. ERU and option fee credits are not depreciated. No depreciation expense was recognized during 2016.

Property Taxes

Property taxes are levied by the District's Board of Directors. The levy is based on assessed valuations determined by the County Assessor generally as of January 1 of each year. The levy is normally set by December 15 by certification to the County Commissioners to put the tax lien on the individual properties as of January 1 of the following year. The County Treasurer collects the determined taxes during the ensuing calendar year. The taxes are payable by April or if in equal installments, at the taxpayers' election, in February and June. Delinquent taxpayers are notified in July or August and the sales of the resultant tax liens on delinquent properties are generally held in November or December. The County Treasurer remits the taxes collected monthly to the District.

Property taxes, net of estimated uncollectible taxes, are recorded initially as deferred inflows in the year they are levied and measurable since they are not normally available nor are they budgeted as a resource until the subsequent year. The deferred property taxes are recorded as revenue in the subsequent year when they are available or collected.

Fund Balance

Fund balance of governmental funds is reported in various categories based on the nature of any limitations requiring the use of resources for specific purposes. Because circumstances differ among governments, not every government or every governmental fund will present all of these components. The following classifications make the nature and extent of the constraints placed on a government's fund balance more transparent:

Nonspendable Fund Balance

Nonspendable fund balance includes amounts that cannot be spent because they are either not spendable in form (such as inventory or prepaids) or are legally or contractually required to be maintained intact.

The nonspendable fund balance in the General Fund in the amount of \$3,541 represents prepaid expenditures.

BUFFALO RIDGE METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2016

Restricted Fund Balance

The restricted fund balance includes amounts restricted for a specific purpose by external parties such as grantors, bondholders, constitutional provisions or enabling legislation.

The restricted fund balance in the General Fund represents Emergency Reserves that have been provided as required by Article X, Section 20 of the Constitution of the State of Colorado. A total of \$13,900 of the General Fund balance has been restricted in compliance with this requirement.

The restricted fund balance in the Debt Service Fund in the amount of \$804,962 is restricted for the payment of costs associated with the long-term debt obligations (see Note 4).

The restricted fund balance in the Capital Projects Fund in the amount of \$5,888,252 is restricted for the payment of the costs for capital improvements within the District.

The restricted fund balance in the Capital Projects Fund titled "Conservation Trust Funds" in the amount of \$116,600 is restricted for the payment of certain costs of capital improvements within the District, as defined by the State's Conservation Trust Fund regulations.

Committed Fund Balance

The portion of fund balance that can only be used for specific purposes pursuant to constraints imposed by a 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

Assigned fund balance includes amounts the District intends to use for a specific purpose. Intent can be expressed by the District's Board of Directors or by an official or body to which the Board of Directors delegates the authority.

Unassigned Fund Balance

Unassigned fund balance includes amounts that are available for any purpose. Positive amounts are reported only in the General Fund, all other funds can report negative amounts.

For the classification of Governmental Fund balances, the District considers an expenditure to be made from the most restrictive first when more than one classification is available.

Net Position

Net Position represents the difference between assets and deferred outflows of resources less liabilities and deferred inflows of resources. The District may report three categories of net position, as follows:

BUFFALO RIDGE METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2016

Net investment in capital assets – consists of net capital assets, reduced by outstanding balances of any related debt obligations and deferred inflows of resources attributable to the acquisition, construction, or improvement of those assets and increased by balances of deferred outflows of resources related to those assets.

Restricted net position – net position is considered restricted if their use is constrained to a particular purpose. Restrictions are imposed by external organizations such as federal or state laws. Restricted net position is reduced by liabilities and deferred inflows of resources related to the restricted assets.

Unrestricted net position – consists of all other net position that does not meet the definition of the above two components and is available for general use by the District.

When an expense is incurred for purposes for which both restricted and unrestricted net position are available, the District will use the most restrictive net position first.

Note 2: Cash and Investments

As of December 31, 2016, cash and investments are classified in the accompanying financial statements as follows:

Statement of Net Position:	
Cash and investments	\$ 88,512
Cash and investments – Restricted	<u>6,823,423</u>
Total	<u>\$ 6,911,935</u>

Cash and investments as of December 31, 2016 consist of the following:

Deposits with financial institutions	\$ 6,535,565
Investments – COLOTRUST	<u>376,370</u>
	<u>\$ 6,911,935</u>

Deposits

Custodial Credit Risk

The Colorado Public Deposit Protection Act, (“PDPA”) requires that all units of local government deposit cash in eligible public depositories. State regulators determine eligibility. 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 is to be maintained by another institution, or held in trust for all the uninsured public deposits as a group. The market value of the collateral must be at least equal to

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Notes to Financial Statements December 31, 2016

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.

The District follows state statutes for deposits. None of the District's deposits were exposed to custodial credit risk.

Investments

Investment Valuation

The District categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure the fair value of the asset. Level 1 inputs are quoted prices in active markets for identical assets; Level 2 inputs are significant other observable inputs; Level 3 inputs are significant unobservable inputs. Investments not measured at fair value and not categorized include governmental money market funds (PFM Funds Governmental Select series); money market funds (generally held by Bank Trust Departments in their role as paying agent or trustee); and CSAFE which record their investments at amortized cost.

The District has the following recurring fair value measurements as of December 31, 2016:

An external investment pool that records its investments at fair value. The investment in COLOTRUST is categorized as a Level 2 Investment.

Credit Risk

The District investment policy requires that the District follow state statutes for investments. Colorado statutes specify the types of investments meeting defined rating and risk criteria in which local governments may invest. These investments include obligations of the United States and certain U.S. Government agency entities, certain money market funds, guaranteed investment contracts, and local government investment pools.

Custodial and Concentration of Credit Risk

None of the District's investments are subject to custodial or concentration of credit risk.

Interest Rate Risk

Colorado revised statutes limit investment maturities to five years or less unless formally approved by the Board of Directors.

COLOTRUST

The local government investment pool, Colorado Local Government Liquid Asset Trust ("COLOTRUST") is rated AAAM by Standard & Poor's and the maturity is weighted average under 60 days, a Level 2 investment under the fair value hierarchy. COLOTRUST is an

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Notes to Financial Statements December 31, 2016

investment trust/joint ventures established for local government entities in Colorado to pool surplus funds. The State Securities Commissioner administers and enforces all State statutes governing the Trust. The trusts operate similarly to a money market fund with each share maintaining a value of \$1.00. The Trust offers shares in two portfolios, COLOTRUST PRIME and COLOTRUST PLUS+. Both investments consist of U.S. Treasury bills and notes, certain obligations of agencies of the U.S. government and written purchase agreements collateralized by U.S. Treasury securities or certain obligations of U.S. government agencies. COLOTRUST PLUS+ may also invest in highest rated commercial paper and any security allowed under CRS 24-75-601. Designated custodian banks provide safekeeping and depository services to the trusts. Substantially all securities owned by the trusts are held by the Federal Reserve Bank in the accounts maintained for the custodian banks. The custodians' internal records identify the investments owned by COLOTRUST.

Note 3: Capital Assets

An analysis of the changes in capital assets for the year ended December 31, 2016 follows:

<u>Governmental Type Activities:</u>	<u>Balance 01-01-16</u>	<u>Additions</u>	<u>Deletions</u>	<u>Balance 12-31-16</u>
<u>Capital assets not being depreciated:</u>				
Construction in progress	\$2,272,726	\$ 815,468	\$ -	\$3,088,194
ERU and option fee credits	1,616,185	227,462	-	1,843,647
Total capital assets not being depreciated	3,888,911	1,042,930	-	4,931,841
Government type assets, net	<u>\$3,888,911</u>	<u>\$1,042,930</u>	<u>\$ -</u>	<u>\$4,931,841</u>

It is the policy of the City to accept the maintenance responsibility for the improvements within the city only after a probationary period following completion of construction.

Note 4: Long Term Debt

A description of the long-term obligations as of December 31, 2016, is as follows:

General Obligation Refunding Loan Series 2013

On September 3, 2013, the District issued a \$15,500,000 General Obligation Refund Loan Series 2013 ("Series 2013 Loan") dated September 3, 2013 for the purpose of refunding the Series 2009 Bonds, terminating the Interest Rate Exchange Agreement, providing for the payment of a portion of the principal and interest on the Series 2010A Subordinate Bonds and to fund additional project costs. The Series 2013 Loan bears interest at the rate of 3.30%, calculated on the basis of a 360

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Notes to Financial Statements December 31, 2016

day year and actual number of days elapsed, payable semiannually on each June 1 and December 1, commencing on December 1, 2013. The Loan is subject to principal payments commencing on December 1, 2013 and matures on December 1, 2021. The Loan is subject to prepayment, at the option of the District, in whole or in part on any interest payment date at a prepayment price equal to the sum of the principal so prepaid, accrued interest to the date of such prepayment, and payment of the Yield Maintenance Fee, as described in the Loan Agreement.

General Obligation Loan Series 2016

On July 11, 2016, the District issued a \$5,300,000 General Obligation Loan Series 2016 ("Series 2016 Loan") dated July 12, 2016 for the purpose of funding additional Public Improvements. The Series 2016 Loan bears interest at the rate of 2.44%, calculated on the basis of a 360 day year and actual number of days elapsed, payable semiannually on each June 1 and December 1, commencing on December 1, 2016. The Loan is subject to principal payments commencing on December 1, 2018 and matures on December 1, 2021. The Loan is subject to prepayment, at the option of the District, in whole or in part on any interest payment date at a prepayment price equal to the sum of the principal so prepaid, accrued interest to the date of such prepayment, and payment of the Yield Maintenance Fee, as described in the Loan Agreement.

The Series 2013 and 2016 Loans are secured by Pledged Revenues including, net of any costs of collection, Property Taxes, Specific Ownership Taxes and System Development Fees. A Reserve Requirement in the amount of \$329,590 was established for the purpose of paying principal and interest on the Series 2013 and 2016 Loans to the extent that money in the loan payment fund is insufficient for such purpose. As of December 31, 2016, the balance in the Reserve Fund is \$329,925. The Series 2013 and 2016 Loans are also secured by the Mill Levy Stabilization Fund, which was funded on the closing date of the Series 2013 Loan with legally available funds of the District in the amount of \$235,712. The District has no obligation to replenish the Mill Levy Stabilization Fund following any transfers from the Mill Levy Stabilization Fund to the Loan Payment Fund or to otherwise further fund the Mill Levy Stabilization Fund, however, the District may, in its sole discretion deposit additional moneys with the Lender for credit to the Mill Levy Stabilization Fund at any time. As of December 31, 2016, the balance in the Mill Levy Stabilization Fund is \$236,025.

The following is a summary of the annual long-term debt principal and interest requirements for the Series 2013 and Series 2016 Loans.

	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2017	\$ 250,000	\$ 631,820	\$ 881,820
2018	370,000	623,455	993,455
2019	465,000	611,294	1,076,294
2020	575,000	597,849	1,172,849
2021	18,605,000	577,544	19,182,544
	<u>\$ 20,265,000</u>	<u>\$ 3,041,962</u>	<u>\$ 23,306,962</u>

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Notes to Financial Statements December 31, 2016

Subordinate Taxable Revenue Refunding Bonds - Series 2009A

On May 21, 2009, the District issued \$557,400 of Subordinate Taxable Revenue Refunding Bonds Series 2009A ("Subordinate 2009A Bonds") dated May 21, 2009 and amended August 30, 2013. The bonds are due December 15, 2033, with interest payable annually on December 15 each year, commencing December 15, 2013 at 8% per annum. Unpaid interest does not compound. The District fully repaid the Subordinate 2009A Bonds on December 15, 2016. The Subordinate 2009A Bonds were payable from Pledged Revenue derived from Pledged System Development Fees, Net IGA Revenues (as defined in the Revenue Bond Resolution) and any other legally available moneys credited to the Bond Fund. The bonds were issued to refund the Limited Tax Subordinate Taxable Refunding Bonds, Series 2003. The bonds are considered cash flow bonds and are payable solely from Pledged Revenue.

Subordinate Taxable Revenue Bonds - Series 2010A

On November 1, 2010, the District authorized the issuance of up to a maximum of \$3,559,612 of Subordinate Taxable Revenue Bonds Series 2010A ("Series 2010A Bonds") dated November 1, 2010 and amended August 30, 2013. The initial draw from the Series 2010A Bonds on November 1, 2010 was \$2,793,913. The Series 2010A Bonds are due December 15, 2033, with interest payable to the extent of Pledged Revenue available annually on December 15 each year, commencing December 15, 2013 at 8% per annum, calculated on the basis of the 360-day year of twelve 30-day months.

In 2011, the District issued the remaining \$765,699 in additional Series 2010A Bonds to Northwood Village Associates, LTD for additional public improvements conveyed to the District. The Series 2010A Bonds also are subject to mandatory redemption, in part, by lot, on December 15, 2013, and on each interest payment date thereafter prior to the maturity date of such Bonds, upon payment of par and accrued interest, without redemption premium, to the extent of moneys credited to the Bond Account. The Series 2010A Bonds will be payable from revenues derived from Pledged System Development Fees, Net IGA Revenues (as defined in the Revenue Bond Resolution) and any other legally available moneys credited to the Bond Fund. The bonds were issued to repay infrastructure costs previously paid by the Northwood Village Associates, LTD. The bonds are considered cash flow bonds and are payable solely from Pledged Revenue. Therefore, no debt schedule is available.

The Series 2010A Bonds are special revenue obligations of the District payable solely from the Pledged Revenue, on a basis subordinate to the Series 2013 and 2016 Loans, Subordinate 2009A Bonds and any other Senior Revenue Bonds. Unpaid interest does not compound. Unpaid interest at December 31, 2016 was \$992,237.

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Notes to Financial Statements December 31, 2016

The following is an analysis of changes in long-term debt for the period ending December 31, 2016:

	<u>Balance</u> <u>01-01-16</u>	<u>Additions</u>	<u>Deletions</u>	<u>Balance</u> <u>12-31-16</u>	<u>Current</u> <u>Portion</u>
GO Refunding Loan Series					
2013	\$ 15,165,000	\$ -	\$ 200,000	\$ 14,965,000	\$ 250,000
General Obligation Loan					
Series 2016	-	5,300,000	-	5,300,000	-
Subordinate Taxable					
Revenue Refunding Bonds -					
Series 2009A (2003A):					
Principal	157,400	-	157,400	-	-
Interest	915	-	915	-	-
Subordinate Taxable					
Revenue Bonds - Series					
2010A					
Principal	3,292,087	-	-	3,292,087	-
Interest	948,138	264,099	220,000	992,237	-
	<u>\$ 19,563,540</u>	<u>\$ 5,564,099</u>	<u>\$ 578,315</u>	<u>\$ 24,549,324</u>	<u>\$ 250,000</u>

Debt Authorization

As of December 31, 2016, the District had remaining voted debt authorization of approximately \$58,927,600. As of December 31, 2016, the District has not budgeted to issue any additional debt during 2017.

Note 5: Agreements with Landowners

Water Resource Agreement

On July 26, 2007, Northwood Village Associates, LTD ("Northwood"), 120th and Buckley Associates, LTD ("Buckley"), and 120th & Chambers, LLC ("Chambers"), (the "Buffalo Run Landowners"), entered into a Revised Plan B Project Participant Water Resource Agreement ("Water Resource Agreement") with South Adams County Water and Sanitation District ("SACWSD"), wherein Northwood, Buckley and Chambers were given the right to purchase certain ERU water connections, ERU water credits and option fee credits to be used in connection with certain lands within SACWSD, including the property included within the District's boundaries. The Water Resource Agreement was amended by a First Amendment dated July 1, 2008 and a Second Amendment dated March 9, 2010. The Water Resources Agreement, as amended, allocates to the Buffalo Run Landowners the right to purchase a total of 828 ERU water connections and obligates the Buffalo Run Landowners to make certain FRICO installment

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Notes to Financial Statements December 31, 2016

payments, option payments and other payments as described in the Water Resources Agreement in order to obtain the corresponding ERU water credits and option fee credits. On May 21, 2009, the District, Northwood, Buckley, and Chambers entered into an Assignment and Bill of Sale for ERU Water Connections and Water Credits.

On May 21, 2009, the Buffalo Run Landowners transferred and assigned 166 ERU water connections, together with the corresponding 166 ERU water credits and 166 option fee credits to the District, without the obligations under the Water Resources Agreement previously acquired from SACWSD. On May 28, 2009, the District paid \$606,564 to the Buffalo Run Landowners for these 166 ERU water connections and corresponding ERU water credits and option fee credits. On November 26, 2009, the District advanced from the Construction Fund account of the Series 2009 Bonds the amount of \$109,620 as payment for the purchase of 16.25 additional ERU water connections, together with the corresponding 16.25 ERU water credits and 27.46 option fee credits, the assignment of which was completed in 2010. On December 7, 2010, the Buffalo Run Landowners transferred and assigned an additional 45.12 ERU water connections, together with the corresponding 45.12 ERU water credits and 33.91 option fee credits to the District, without the obligations under the Water Resources Agreement previously acquired from SACWSD. On December 7, 2010, the District paid \$214,830 to the Buffalo Run Landowners for these 45.12 ERU water connections and corresponding ERU water credits and 33.91 option fee credits, which included \$3,000 in transfer fees. On September 2, 2011, the Buffalo Run Landowners transferred and assigned an additional 1.69 ERU water connections, together with a corresponding 1.69 ERU water credits and 1.29 option fee credits to the District, without the obligations under the Water Resources Agreement previously acquired from SACWSD. On December 8, 2011, the District paid \$8,157 to the Buffalo Run Landowners for these 1.69 ERU water credits and 1.29 option fee credits. On November 28, 2012, the District paid \$8,254 to SACWSD for the purchase of 1.69 ERU water connections, together with a corresponding 1.69 ERU water credits, and 1.34 option fee credits. On November 26, 2013, the District paid \$219,243 to SACWSD for the purchase of 45.12 ERU water connections, together with a corresponding 45.12 ERU water credits and 37.58 option fee credits. On December 1, 2014, the District paid \$223,389 to SACWSD for the purchase of 45.12 ERU water credits and connections and 38.89 option fee credits. On November 20, 2015, the District paid \$226,128 to SACWSD for the purchase of 45.12 ERU water credits and connections and 40.26 option fee credits. On November 21, 2016, the District paid \$227,462 to SACWSD for the purchase of 45.12 ERU water credits and connections and 41.67 option fee credits.

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Notes to Financial Statements December 31, 2016

Following is a schedule summarizing the above purchases made under the Water Resource Agreement:

Purchase date	ERU water connections	ERU water credits	ERU option fee credits	Amount
5/28/2009	166.00	166.00	166.00	\$ 606,564
11/26/2009	16.25	16.25	27.46	109,620
12/7/2010	45.12	45.12	33.91	214,830
9/2/2011	1.69	1.69	1.29	8,157
11/28/2012	1.69	1.69	1.34	8,254
11/26/2013	45.12	45.12	37.58	219,243
12/1/2014	45.12	45.12	38.89	223,389
11/20/2015	45.12	45.12	40.26	226,128
11/21/2016	45.12	45.12	41.67	227,462
	<u>411.23</u>	<u>411.23</u>	<u>388.40</u>	<u>\$ 1,843,647</u>

On August 21, 2015, the District entered into an ERU Water Credit Escrow Agreement (“ERU Escrow Agreement”) with Northwood, Lokal BR5, LLC (“Lokal”) and Land Title Guarantee Company (“Escrow Agent”). Lokal has acquired 46 residential lots within the District from Northwood and Northwood has agreed to convey 46 FRICO ERU water credits and water option rights to Lokal. Since Northwood currently does not own any ERUs, the District has agreed to sell to Lokal the 46 separate transfer agreements relating to the ERUs, which have been deposited by the District with the Escrow Agent. The District agrees to retain available ERU water connections under the Water Resource Agreement at least sufficient to cover the number of ERUs to be transferred pursuant to the ERU Escrow Agreement. The Escrow Agent shall immediately release an Assignment for an ERU to Lokal upon receipt of \$7,500. Upon receipt of funds for release of an Assignment for an ERU, the Escrow Agent shall immediately remit such payment to the District. In 2016, no funds were received by the District under the ERU Escrow Agreement.

On August 18, 2016, the District entered into an ERU Water Credit Escrow Agreement – VBRE Filing 6 (“ERU Escrow Agreement Filing 6”) with Buckley, Northwood, Lokal BR6, LLC (“Lokal BR6”) and Land Title Guarantee Company (“Escrow Agent”). Lokal BR6 has acquired 138 residential lots within the District from Northwood and Buckley and Northwood and Buckley have agreed to convey 138 FRICO ERU water credits and water option rights to Lokal BR6. Since Northwood and Buckley currently do not own any ERUs, the District has agreed to sell to Lokal BR6 the 138 separate transfer agreements relating to the ERUs, which have been deposited by the District with the Escrow Agent. The District agrees to retain available ERU water connections under the Water Resource Agreement at least sufficient to cover the number of ERUs to be transferred pursuant to the ERU Escrow Agreement Filing 6. The Escrow Agent shall

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Notes to Financial Statements December 31, 2016

immediately release an Assignment for an ERU to Lokal upon receipt of \$7,500. Upon receipt of funds for release of an Assignment for an ERU, the Escrow Agent shall immediately remit such payment to the District. In 2016, no funds were received by the District under the ERU Escrow Agreement Filing 6.

On December 15, 2016, the District entered into an ERU Water Credit Escrow Agreement – VBRE Filing 7 (“ERU Escrow Agreement Filing 7”) with Northwood, Lokal BR7, LLC (“Lokal BR7”) and Land Title Guarantee Company (“Escrow Agent”). Lokal BR7 has acquired 48 residential lots within the District from Northwood and Northwood has agreed to convey 48 FRICO ERU water credits and water option rights to Lokal BR7. Since Northwood currently does not own any ERUs, the District has agreed to sell to Lokal BR7 the 48 separate transfer agreements relating to the ERUs, which have been deposited by the District with the Escrow Agent. The District agrees to retain available ERU water connections under the Water Resource Agreement at least sufficient to cover the number of ERUs to be transferred pursuant to the ERU Escrow Agreement Filing 7. The Escrow Agent shall immediately release an Assignment for an ERU to Lokal upon receipt of \$7,500. Upon receipt of funds for release of an Assignment for an ERU, the Escrow Agent shall immediately remit such payment to the District. In 2016, no funds were received by the District under the ERU Escrow Agreement Filing 7.

Financing and Reimbursement Agreements

The District entered into a Financing and Reimbursement Agreement with the Landowners on February 12, 2002, which states that the District intends to reimburse any non-capital advances plus interest from the District’s revenues other than bond proceeds. These agreements cover advances from 2000, 2001 and 2002. The interest rate per the agreement is to be the highest rate of interest payable by the District on its Revenue Bonds Series 2000A. The District signed renewal agreements dated January 1, 2003. These agreements automatically renew each year unless either party provides notice of its intent not to renew. During 2015, the District received no advances under these agreements.

Note 6: Intergovernmental Agreement - City of Commerce City

Intergovernmental Agreement – 120th and Chambers Partnership

The Intergovernmental Agreement, dated March 20, 2002, provides that the City will allow the District an amount not to exceed 33% of the Building Permit Fees and 33% of the 3% City Sales and Use Tax collected within the Chambers Parcel subject to certain conditions. The City’s obligation will continue until all debt instruments to fund the public improvements have been retired, but not later than 15 years from the date construction is first initiated in the Chambers Parcel.

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Notes to Financial Statements December 31, 2016

In addition, the City has agreed to pay the District up to 100% of the Road Impact Fees and any Additional Impact Fees collected by the City from properties within the District, not to exceed the costs of eligible improvements made by the District. On October 20, 2003, the City imposed a Regional Drainage Improvement Fee which comprises an Additional Impact Fee.

Intergovernmental Agreement – Northwood-McFall

The Intergovernmental Agreement, dated March 20, 2002, provides that the City will allow the District an amount not to exceed 33% of the Building Permit Fees and 33% of the 3% City Sales and Use Tax collected within the Buckley and Northwood Parcels. The City's obligation will continue until all debt instruments to fund the public improvements have been retired, but not later than 20 years from the date construction is first initiated in the Buckley and Northwood Parcels.

In addition, the City has agreed to pay the District up to 100% of the Road Impact Fees and any Additional Impact Fees collected by the City from properties within the District, not to exceed the costs of eligible improvements made by the District. On October 20, 2003, the City imposed a Regional Drainage Improvement Fee which comprises an Additional Impact Fee.

Prior to 2015, the City had reimbursed the District \$2,061,488 for both agreements. During 2016, the City reimbursed the District an additional \$452,440 for both agreements.

Reimbursement Agreement – E 112th Avenue Offsite Segment

The Reimbursement Agreement, effective September 15, 2016, the City will reimburse the District the actual costs of design and construction of the District Improvements Filing 7 PIA. Reimbursement under this agreement is limited to road impact funds actually collected from with the Property as defined in the Filing 7 PIA. No interest shall accrue on any reimbursement during any period during which Funds are inadequate to provide any reimbursement.

Reimbursement Agreement – High Plains Parkway Offsite Segment

The Reimbursement Agreement, effective September 15, 2016, the City will reimburse the District the actual costs of design and construction of the High Plains Parkway Offsite Segment. Reimbursement under this agreement is limited to road impact funds actually collected from with the Property as defined in the Filing 6 PIA. No interest shall accrue on any reimbursement during any period during which Funds are inadequate to provide any reimbursement.

BUFFALO RIDGE METROPOLITAN DISTRICT

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Note 7: Other Agreements

Public Improvements Agreement

On March 7, 2014, the District and Northwood entered into an Assignment and Assumption Agreement. Per the Assignment and Assumption Agreement, the District agreed to assume the development obligations under the Public Improvement Agreement (“PIA”), that was entered into between Commerce City and Northwood on March 28, 2014, relating to the Phase I Improvements as described in the PIA. Per the PIA, an escrow, irrevocable letter of credit or performance surety bond payable to the City equal to 115% of the estimated costs of the Infrastructure Improvements, which is \$412,433, is to be provided prior to commencing construction. Per the PIA, an escrow, irrevocable letter of credit or performance surety bond payable to the City equal to 125% of the estimated costs of the Landscape Improvements, which is \$176,561, is to be provided prior to commencing construction. On May 19, 2014, the District opened Irrevocable Letters of Credit with Compass Bank in the amounts of \$412,433 and \$176,561, as security for the PIA Phase I improvements. Per the Letters of Credit with Compass Bank, the Letters of Credit shall be secured by amounts on deposit in one or more Credit Facility Security Accounts at least equal to the stated amounts of the Letters of Credit. As of December 31, 2016, the District had \$0 on deposit in the Credit Facility Security Account with Compass Bank.

Also, in regards to the Phase I Landscape Improvements referred to in the PIA, the District, Northwood, Lokal BR5, LLC (“Lokal”) and Land Title Guarantee Company entered into an Escrow and Disbursement Agreement. Per the Escrow and Disbursement Agreement, the District shall deposit in an escrow \$141,249 representing the engineering estimate of the cost of the landscape improvements. The Project Manager, Concord Partners, LLC, will request withdrawals of funds from the Escrow Account for payment of invoices and payment requests in connection with the landscape improvements. Interest earned on the Escrow Account will accrue for the benefit of the District, but shall remain in the Escrow Account subject to final disbursement. If the funds in the Escrow Account are insufficient to complete the landscape improvements, the District shall deposit such additional funds in the Escrow Account. If there are any funds remaining in the Escrow Account after the initial acceptance of the landscape improvements, the funds will be delivered to the District. As of December 31, 2016, the District had \$141,249 on deposit in the Escrow Account with Land Title.

On August 26, 2014, the District and Northwood entered into a separate Assignment and Assumption Agreement relating to an Agreement for Public Improvements (Villages at Buffalo Run East, Filing No. 2) (“Filing 2 PIA”), that was entered into between Northwood and Commerce City on August 15, 2014. Under this Assignment and Assumption Agreement, the District assumed the obligations under the Filing 2 PIA as to the Phase I Infrastructure Improvements. Per the Filing 2 PIA, an escrow, irrevocable letter of credit or performance security bond payable to the City in the amount of 115% of the estimated Infrastructure Improvements for Phase I, which is

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\$393,940, is to be provided prior to commencing construction. On August 28, 2014, the District opened an Irrevocable Letter of Credit with Compass Bank in the amount of \$393,940 as security for the Filing 2 PIA. Per the Letter of Credit with Compass Bank, the Letter of Credit shall be secured by amounts on deposit in one or more Credit Facility Security Accounts at least equal to the stated amounts of the Letters of Credit. As of December 31, 2016, the District had \$0 on deposit in the Credit Facility Security Account with Compass Bank securing this Letter of Credit for the Filing 2 PIA.

On August 18, 2016, the District and Buckley entered into a separate Partial Assignment and Assumption Agreement relating to an Agreement for Public Improvements (Villages at Buffalo Run East, Filing No. 6) ("Filing 6 PIA"), that was entered into between Buckley and Commerce City on March 23, 2016. Under this Partial Assignment and Assumption Agreement, the District assumed the obligations under the Filing 6 PIA as it pertains to the Off-Site District Development Work. Per the Filing 6 PIA, an escrow, irrevocable letter of credit or performance security bond payable to the City in the amount of 115% of the estimated Infrastructure Improvements for the Off-Site District Development Work, which is \$243,370, is to be provided prior to commencing construction. On October 14, 2016, the District opened an Irrevocable Letter of Credit with Citywide Bank in the amount of \$243,670 as security for the Filing 6 PIA. Per the Letter of Credit with Citywide Bank, the Letter of Credit will accrue interest at 18% and mature on April 14, 2018. The Letter of Credit shall be secured by amounts on deposit at Citywide Bank in the Filing 6 PIA escrow account and an additional security account in the amount of \$25,000. As of December 31, 2016, the District had \$25,000 on deposit in the Credit Facility Security Account with Citywide Bank securing this Letter of Credit for the Filing 6 PIA. Also, in regards to the Filing 6 PIA, the District, Commerce City and Citywide Banks entered into an Improvement Escrow Agreement ("Escrow Agreement Filing 6 PIA") on September 15, 2016. Per the Escrow Agreement Filing 6 PIA, the District shall deposit in an escrow \$243,670 representing 115% of the estimated Infrastructure Improvements for the Off-Site District Development Work under the Filing 6 PIA. The District will request withdrawals of funds from the Escrow Account for payment of invoices and payment requests in connection with the Filing 6 PIA improvements. If the funds in the Escrow Account does not equal 115% of the cost to complete the Filing 6 PIA Improvements, the District shall deposit such additional funds in the Escrow Account. If there are any funds remaining in the Escrow Account after the initial acceptance of the Filing 6 PIA Improvements, the funds will be delivered to the District and the corresponding letter of credit will be terminated. As of December 31, 2016, the District had \$243,670 on deposit in the Escrow Account with Citywide Bank.

On December 15, 2016, the District and Northwood entered into a separate Partial Assignment and Assumption Agreement relating to an Agreement for Public Improvements (Villages at Buffalo Run East, Filing No. 7) ("Filing 7 PIA"), that was entered into between Northwood and Commerce City on July 12, 2016. Under this Partial Assignment and Assumption Agreement, the District

BUFFALO RIDGE METROPOLITAN DISTRICT

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assumed the obligations under the Filing 7 PIA as it pertains to the District On-Site Improvements and District Off-Site Improvements (“District Improvements Filing 7 PIA”). Per the Filing 7 PIA, an escrow, irrevocable letter of credit or performance security bond payable to the City in the amount of 115% of the estimated Infrastructure Improvements for the District Improvements Filing 7A, which is \$807,341, is to be provided prior to commencing construction. On March 23, 2017, the District opened an Irrevocable Letter of Credit with Citywide Bank in the amount of \$807,341 as security for the Filing 7 PIA. Per the Letter of Credit with Citywide Bank, the Letter of Credit will accrue interest at 18% and mature on September 23, 2018. The Letter of Credit shall be secured by amounts on deposit at Citywide Bank in the Filing 7 PIA escrow account and an additional security account in the amount of \$25,000. Also, in regards to the Filing 7 PIA, the District, Commerce City and Citywide Banks entered into an Improvement Escrow Agreement (“Escrow Agreement Filing 7 PIA”) in March 2017. Per the Escrow Agreement Filing 7 PIA, the District shall deposit in an escrow \$807,341 representing 115% of the estimated Infrastructure Improvements for the District Improvements Filing 7 PIA. The District will request withdrawals of funds from the Escrow Account for payment of invoices and payment requests in connection with the District Improvements Filing 7 PIA. If the funds in the Escrow Account does not equal 115% of the cost to complete the District Improvements Filing 7 PIA, the District shall deposit such additional funds in the Escrow Account. If there are any funds remaining in the Escrow Account after the initial acceptance of the District Improvements Filing 7 PIA, the funds will be delivered to the District and the corresponding letter of credit will be terminated.

Note 8: Mill Levy Cap and Fee Limitation Agreement

On July 28, 2000, the District entered into an agreement with Richmond American Homes of Colorado, Inc., 120th & Chambers LLC, 120th & Buckley Associates Ltd., and Northwood Village Associates Ltd., which provided for a cap on the debt service mill levy and a limitation on the fees imposed by the District. The mill levy cap was set at 35 mills, subject to legislative or constitutionally imposed adjustments, for a minimum of five years beginning with the tax collection year of 2001. The removal of the cap after that time is subject to certain conditions being met. As of December 31, 2016, there was no cap on the District’s debt service mill levy pledged to pay the Series 2013 and 2016 Loans, since at the time of the issuance of the Series 2013 and 2016 Loans, the agreement in the opinion of the general counsel was no longer in force.

As required by this agreement, the District adopted a System Development Fee Resolution which authorized the District to impose a fee upon the application for a certificate of occupancy within the District. The original fees ranged between \$1,000 and \$2,000 for single family detached residential units, \$500 to \$750 depending on densities for single family attached or multi family units and \$10,000 per acre for all other structures. During 2016, the District collected \$153,760 in fees. In November 2016, the Board voted to increase the System Development Fee. Effective January 1, 2017, the fees ranged between \$1,680 and \$3,360 for single family detached residential units, \$840 to \$1,260 depending on densities for single family attached or multi family units and \$16,800 per acre for all other structures.

BUFFALO RIDGE METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2016

Note 9: Related Party

All of the Board of Directors are associated with the primary Landowners with the District. Management believes that all potential conflicts, if any, have been disclosed to the Board and to the Secretary of State. Also, the primary Landowners are the owners and/or trustees of the Series 2010A Bonds (see Note 4).

Note 10: Tax, Spending and Debt Limitations

Article X, Section 20 of the Colorado Constitution, commonly known as the Taxpayer 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, including debt service. Revenue in excess of the Fiscal Year Spending limit must be refunded unless the voters approve retention of such revenue or the revenue is pledged to pay voter authorized debt.

TABOR requires local governments to establish Emergency Reserves. These reserves must be at least 3% 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 may require judicial interpretation.

On November 5, 1996, a majority of the District's electors authorized the District to collect and spend up to \$250,000 annually all proceeds from levied taxes and investment income of the District without regard to any limitations under TABOR.

On November 7, 2000, a majority of the District's electors authorized the District to collect and spend up to \$100,000 annually all proceeds from levied taxes and investment income of the District without regard to any limitations under TABOR.

BUFFALO RIDGE METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2016

Note 11: Risk Management

Except as provided in the Colorado Governmental Immunity Act, 24-10-101, et seq., CRS, the District may be exposed to various risks of loss related to torts, theft of, damage to, or destruction of assets; errors or omissions; injuries to agents; and natural disasters. The District has elected to participate in the Colorado Special Districts Property and Liability Pool (“Pool”) which is an organization created by intergovernmental agreement to provide common liability and casualty insurance coverage to its members at a cost that is considered economically appropriate. Settled claims have not exceeded this commercial coverage in any of the past three fiscal years.

The District pays annual premiums to the Pool for auto, public officials’ liability, worker’s compensation and property and general liability coverage. In the event aggregated losses incurred by the Pool exceed its amounts recoverable from reinsurance contracts and its accumulated reserves, the District may be called upon to make additional contributions to the Pool on the basis proportionate to other 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 12: Transfers

The District transferred \$285,000 from the General Fund to the Capital Projects Fund to fund the purchase of the ERU water connections, credits and option fee credits and the District transferred \$88,460 from the Capital Projects Fund to the Debt Service Fund to transfer the proceeds from the Series 2016 Loan to fund the Reserve Fund. The District transferred \$174,422 from the General Fund to the Debt Service Fund per the 2013 bond agreements.

Note 13: Reconciliation of Government-Wide Financial Statements and Fund Financial Statements

The Balance Sheet/Statement of Net Position – Governmental Funds includes an adjustments column. The adjustments have the following elements:

- 1) Capital improvements used in government activities are not financial resources and, therefore are not reported in the funds; and
- 2) long-term liabilities such as bonds and loans payable and accrued loan interest payable are not due and payable in the current period and, therefore, are not in the funds.

BUFFALO RIDGE METROPOLITAN DISTRICT

Notes to Financial Statements
December 31, 2016

The Statement of Revenues, Expenditures, and Changes in Fund Balances/Statement of Activities – Governmental Funds includes an adjustments column. The adjustments have the following elements:

- 1) Governmental funds report capital outlays as expenditures, however, in the statement of activities, the costs of those assets are held as construction in process pending transfer to other governmental entities;
- 2) governmental funds report interest expense on the modified accrual basis; however, interest expense is reported on the full accrual method on the Statement of Activities;
- 3) governmental funds report loan proceeds as revenue; and
- 4) governmental funds report long-term debt payments as expenditures, however, in the statement of activities, the payment of long-term debt is recorded as a decrease of long-term liabilities.

SUPPLEMENTAL INFORMATION

BUFFALO RIDGE METROPOLITAN DISTRICT

SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE - BUDGET AND ACTUAL - DEBT SERVICE FUND

For the Year Ended December 31, 2016

	Original <u>Budget</u>	Final <u>Budget</u>	<u>Actual</u>	Variance Favorable (Unfavorable)
REVENUES				
System development fees	\$ 39,200	\$ 100,000	\$ 153,760	\$ 53,760
Property taxes	773,042	773,042	772,987	(55)
Specific ownership taxes	61,843	61,843	63,712	1,869
Interest income	<u>700</u>	<u>700</u>	<u>712</u>	<u>12</u>
Total Revenues	<u>874,785</u>	<u>935,585</u>	<u>991,171</u>	<u>55,586</u>
EXPENDITURES				
Bond/Loan interest expense	771,378	826,378	792,388	33,990
Bond/Loan principal	357,400	357,400	357,400	-
Miscellaneous expenses	200	200	92	108
Paying agent fees	2,000	2,000	500	1,500
Treasurer's fees	11,596	11,596	11,602	(6)
Contingency	<u>10,000</u>	<u>10,000</u>	<u>-</u>	<u>10,000</u>
Total Expenditures	<u>1,152,574</u>	<u>1,207,574</u>	<u>1,161,982</u>	<u>45,592</u>
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES				
	(277,789)	(271,989)	(170,811)	101,178
OTHER FINANCING SOURCES (USES)				
Transfers in (out)	<u>156,922</u>	<u>269,024</u>	<u>262,882</u>	<u>(6,142)</u>
Total Other Financing Sources (Uses)	<u>156,922</u>	<u>269,024</u>	<u>262,882</u>	<u>(6,142)</u>
NET CHANGE IN FUND BALANCE				
	(120,867)	(2,965)	92,071	95,036
FUND BALANCE:				
BEGINNING OF YEAR	<u>711,212</u>	<u>712,891</u>	<u>712,891</u>	<u>-</u>
END OF YEAR	<u>\$ 590,345</u>	<u>\$ 709,926</u>	<u>\$ 804,962</u>	<u>\$ 95,036</u>

The notes to the financial statements are an integral part of these statements.

BUFFALO RIDGE METROPOLITAN DISTRICT

SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE - BUDGET AND ACTUAL - CAPITAL PROJECTS FUND

For the Year Ended December 31, 2016

	Original <u>Budget</u>	Final <u>Budget</u>	<u>Actual</u>	Variance Favorable (Unfavorable)
REVENUES				
Interest income	\$ 1,200	\$ 1,200	\$ 4,765	\$ 3,565
Conservation trust funds	<u>12,000</u>	<u>12,000</u>	<u>13,614</u>	<u>1,614</u>
Total Revenues	<u>13,200</u>	<u>13,200</u>	<u>18,379</u>	<u>5,179</u>
EXPENDITURES				
Capital improvements	1,022,000	874,000	905,132	(31,132)
Accounting	5,000	5,000	7,007	(2,007)
Construction management	100,000	100,000	102,564	(2,564)
Engineering	250,000	250,000	-	250,000
Management fees	20,000	20,000	12,580	7,420
Legal	20,000	20,000	15,571	4,429
Miscellaneous	4,500	4,500	76	4,424
Letter of credit fees	-	-	9,659	(9,659)
Loan issuance costs	<u>-</u>	<u>148,000</u>	<u>154,322</u>	<u>(6,322)</u>
Total Expenditures	<u>1,421,500</u>	<u>1,421,500</u>	<u>1,206,911</u>	<u>214,589</u>
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	(1,408,300)	(1,408,300)	(1,188,532)	219,768
OTHER FINANCING SOURCES (USES)				
Loan proceeds	-	5,300,000	5,300,000	-
Transfers in (out)	-	(85,000)	(88,460)	(3,460)
Transfers in (out)	<u>-</u>	<u>165,000</u>	<u>285,000</u>	<u>120,000</u>
Total Other Financing Sources (Uses)	<u>-</u>	<u>5,380,000</u>	<u>5,496,540</u>	<u>116,540</u>
NET CHANGE IN FUND BALANCE	(1,408,300)	3,971,700	4,308,008	336,308
FUND BALANCE:				
BEGINNING OF YEAR	<u>1,523,286</u>	<u>1,696,844</u>	<u>1,696,844</u>	<u>-</u>
END OF YEAR	<u>\$ 114,986</u>	<u>\$ 5,668,544</u>	<u>\$ 6,004,852</u>	<u>\$ 336,308</u>

The notes to the financial statements are an integral part of these statements.