

CONIFER METROPOLITAN DISTRICT

Financial Statements

Year Ended December 31, 2016

with

Independent Auditors' Report



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Board of Directors
Conifer Metropolitan District
Jefferson County, Colorado

Independent Auditors' Report

We have audited the accompanying financial statements of the governmental activities, the business-type activities and each major fund of the Conifer 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, the business-type activities, and each major fund of the Conifer Metropolitan District as of December 31, 2016, and the respective changes in financial position, and where applicable, cash flows 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.

Other-Matters

Required Supplementary Information

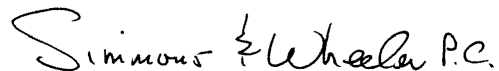
Management has omitted the management's discussion and analysis that accounting principles generally accepted in the United States of America require to be presented to supplement the basic financial statements. Such missing information, although not a part of the basic financial statements, is required 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 Conifer 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.

The continuing disclosure annual financial information, as listed in the table of contents, has not been subjected to the auditing procedures applied in the audit of the basic financial statements and, accordingly, we do not express an opinion or provide any assurance on them.

 Simmons & Wheeler P.C.

Englewood, CO
September 20, 2017

CONIFER METROPOLITAN DISTRICT

STATEMENT OF NET POSITION

December 31, 2016

	<u>Governmental</u> <u>Activities</u>	<u>Business-Type</u> <u>Activities</u>	<u>Total</u>
ASSETS			
CURRENT ASSETS			
Cash and investments	\$ 45,899	\$ -	\$ 45,899
Cash and investments - restricted	3,532	-	3,532
Property taxes receivable - current	1,708	-	1,708
Property taxes receivable - advance	264,338	-	264,338
Accounts receivable - conservation trust fund	-	49,764	49,764
Due from (to) other funds	<u>302,292</u>	<u>(302,292)</u>	<u>-</u>
Total Current Assets	<u>617,769</u>	<u>(252,528)</u>	<u>365,241</u>
CAPITAL ASSETS			
Nondepreciable	255,765	-	255,765
Depreciable, net of accumulated depreciation	<u>2,334,297</u>	<u>15,567,128</u>	<u>17,901,425</u>
Total Capital Assets	<u>2,590,062</u>	<u>15,567,128</u>	<u>18,157,190</u>
Total Assets	<u>3,207,831</u>	<u>15,314,600</u>	<u>18,522,431</u>
LIABILITIES			
CURRENT LIABILITIES			
Accounts payable	3,559	217,445	221,004
Deposits	-	5,000	5,000
Accrued bond interest payable	<u>6,215,238</u>	<u>-</u>	<u>6,215,238</u>
Total Current Liabilities	<u>6,218,797</u>	<u>222,445</u>	<u>6,441,242</u>
LONG-TERM LIABILITIES			
Bonds payable, less current portion	<u>23,895,668</u>	<u>-</u>	<u>23,895,668</u>
Total Liabilities	<u>30,114,465</u>	<u>222,445</u>	<u>30,336,910</u>
DEFERRED INFLOWS OF RESOURCES			
Deferred property taxes	<u>264,338</u>	<u>-</u>	<u>264,338</u>
Total deferred inflows of resources	<u>264,338</u>	<u>-</u>	<u>264,338</u>
NET POSITION			
Net investment in capital assets	(21,569,944)	15,567,128	(6,002,816)
Restricted for:			
Debt service	265,457	-	265,457
Unrestricted	<u>(6,011,011)</u>	<u>(474,973)</u>	<u>(6,485,984)</u>
Total Net Position	<u>\$ (27,170,972)</u>	<u>\$ 15,092,155</u>	<u>\$ (12,078,817)</u>

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

CONIFER METROPOLITAN DISTRICT

STATEMENT OF ACTIVITIES
For the Year Ended December 31, 2016

Functions/Programs	Expenses	Program Revenues			Net (Expense) Revenue and Changes in Net Position		
		Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Governmental Activities	Business-type Activities	Total
Primary Government:							
Governmental Activities:							
General government	\$ 3,886	\$ -	\$ -	\$ -	\$ (3,886)	\$ -	\$ (3,886)
Interest and related costs on long-term debt	1,618,855	-	-	-	(1,618,855)	-	(1,618,855)
Depreciation	95,295	-	-	-	(95,295)	-	(95,295)
Total Governmental Activities	<u>1,718,036</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(1,718,036)</u>	<u>-</u>	<u>(1,718,036)</u>
Business-type Activities:							
Water and Wastewater services	601,540	295,476	-	-	-	(306,064)	(306,064)
Park programs - depreciation	318,908	-	-	-	-	(318,908)	(318,908)
Total Business-type Activities	<u>920,448</u>	<u>295,476</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(624,972)</u>	<u>(624,972)</u>
Total	<u>\$ 2,638,484</u>	<u>\$ 295,476</u>	<u>\$ -</u>	<u>\$ -</u>	<u>(1,718,036)</u>	<u>(624,972)</u>	<u>(2,343,008)</u>
General Revenues:							
Property taxes					259,056	-	259,056
Specific ownership taxes					20,778	-	20,778
Transfers					(207,713)	207,713	-
Total General Revenues					<u>72,121</u>	<u>207,713</u>	<u>279,834</u>
Change in Net Position					(1,645,915)	(417,259)	(2,063,174)
Net Position - Beginning					<u>(25,525,057)</u>	<u>15,509,414</u>	<u>(10,015,643)</u>
Net Position - Ending					<u>\$ (27,170,972)</u>	<u>\$ 15,092,155</u>	<u>\$ (12,078,817)</u>

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

CONIFER METROPOLITAN DISTRICT

BALANCE SHEET GOVERNMENTAL FUNDS December 31, 2016

	<u>General</u>	<u>Debt Service</u>	<u>Capital Projects</u>	<u>Total Governmental Funds</u>
ASSETS				
Cash and investments	\$ 45,899	\$ -	\$ -	\$ 45,899
Cash and investments - restricted	-	3,532	-	3,532
Accounts receivable:				
Taxes - current	-	1,708	-	1,708
Taxes - deferred	-	264,338	-	264,338
Due from other funds	-	260,217	144,526	404,743
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Total Assets	<u>\$ 45,899</u>	<u>\$ 529,795</u>	<u>\$ 144,526</u>	<u>\$ 720,220</u>
 LIABILITIES				
Accounts payable	\$ 3,559	\$ -	\$ -	\$ 3,559
Due to other funds	102,451	-	-	102,451
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Total Liabilities	<u>106,010</u>	<u>-</u>	<u>-</u>	<u>106,010</u>
 DEFERRED INFLOWS OF RESOURCES				
Deferred property taxes	-	264,338	-	264,338
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Total Deferred Inflows of Resources	<u>-</u>	<u>264,338</u>	<u>-</u>	<u>264,338</u>
 FUND BALANCES:				
Restricted:				
Debt service	-	265,457	-	265,457
Capital projects	-	-	144,526	144,526
Unreserved	(60,111)	-	-	(60,111)
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Total Fund Balance	<u>(60,111)</u>	<u>265,457</u>	<u>144,526</u>	<u>349,872</u>
Total Liabilities, Deferred Inflows of Resources and Fund Balance	<u>\$ 45,899</u>	<u>\$ 529,795</u>	<u>\$ 144,526</u>	

Amounts reported for governmental activities in the statement of net position are different because:

Capital assets used in governmental activities are not financial resources and, therefore, are not reported in the funds:

Capital assets	3,463,515
Accumulated depreciation	(873,453)

Long-term liabilities are not due and payable in the current period and, therefore, are not reported as liabilities in the funds:

Bonds payable, net of bond premium	(18,099,944)
Advances from developers	(5,795,724)
Accrued interest payable	(6,215,238)

Net Position of Governmental Activities	<u>\$ (27,170,972)</u>
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The notes to the financial statements are an integral part of these statements.

CONIFER METROPOLITAN DISTRICT

STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES GOVERNMENTAL FUNDS

For the Year Ended December 31, 2016

	<u>General</u>	<u>Debt Service</u>	<u>Capital Projects</u>	<u>Total</u>
REVENUES				
Property taxes	\$ -	\$ 259,056	\$ -	\$ 259,056
Ownership taxes	-	20,778	-	20,778
	<hr/>	<hr/>	<hr/>	<hr/>
Total Revenues	-	279,834	-	279,834
	<hr/>	<hr/>	<hr/>	<hr/>
EXPENDITURES				
General expenditures:				
Treasurer's fees	-	3,886	-	3,886
Debt service:				
Bond interest	-	52,731	-	52,731
Paying agent fee	-	7,035	-	7,035
	<hr/>	<hr/>	<hr/>	<hr/>
Total Expenditures	-	63,652	-	63,652
	<hr/>	<hr/>	<hr/>	<hr/>
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES				
	-	216,182	-	216,182
OTHER FINANCING SOURCES (USES)				
Transfers out	-	(207,713)	-	(207,713)
	<hr/>	<hr/>	<hr/>	<hr/>
Total Other Financing Sources (Uses)	-	(207,713)	-	(207,713)
	<hr/>	<hr/>	<hr/>	<hr/>
NET CHANGE IN FUND BALANCES				
	-	8,469	-	8,469
FUND BALANCES:				
BEGINNING OF YEAR	<u>(60,111)</u>	<u>256,988</u>	<u>144,526</u>	<u>341,403</u>
END OF YEAR	<u>\$ (60,111)</u>	<u>\$ 265,457</u>	<u>\$ 144,526</u>	<u>\$ 349,872</u>

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

CONIFER METROPOLITAN DISTRICT

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

Amounts reported for governmental activities in the Statement of Activities are different because:

Net change in fund balances - Total governmental funds	\$	8,469
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Governmental funds report capital outlays as expenditures. In the statement of activities, capital outlay is not reported as an expenditure. However, the statement of activities will report as depreciation expense the allocation of the cost of any depreciable asset over the estimated useful lives of the asset. Therefore, this is the amount of capital outlay, net of depreciation, in the current period.

Depreciation expense	(95,295)
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Some expenses in the statement of activities do not require the use of current financial resources and, therefore are not reported as expenditures in governmental funds.

Change in Accrued interest on bonds payable	(1,332,411)
Accretion of Supplemental Coupon Interest	<u>(226,678)</u>

Change in Net Position of Governmental Activities	<u>\$</u>	<u>(1,645,915)</u>
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The notes to the financial statements are an integral part of these statements.

CONIFER 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 <u>(Unfavorable)</u>
REVENUES				
Interest income	\$ 15	\$ -	\$ -	\$ -
Total Revenues	<u>15</u>	<u>-</u>	<u>-</u>	<u>-</u>
EXPENDITURES				
Insurance	1,500	-	-	-
Accounting and auditing	12,000	-	-	-
Legal	2,000	-	-	-
U Admin supplies/dues and subscriptions	5,000	-	-	-
Miscellaneous	75	-	-	-
Total Expenditures	<u>20,575</u>	<u>-</u>	<u>-</u>	<u>-</u>
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	(20,560)	-	-	-
OTHER FINANCING SOURCES (USES)				
Transfers out	-	60,112	-	(60,112)
Total Other Financial Sources (Uses)	<u>-</u>	<u>60,112</u>	<u>-</u>	<u>(60,112)</u>
NET CHANGE IN FUND BALANCE	(20,560)	60,112	-	(60,112)
FUND BALANCE:				
BEGINNING OF YEAR	<u>(60,112)</u>	<u>(60,112)</u>	<u>(60,111)</u>	<u>1</u>
END OF YEAR	<u>\$ (80,672)</u>	<u>\$ -</u>	<u>\$ (60,111)</u>	<u>\$ (60,111)</u>

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

CONIFER METROPOLITAN DISTRICT

STATEMENT OF NET POSITION

PROPRIETARY FUND

December 31, 2016

ASSETS:

CURRENT ASSETS

Accounts receivable \$ 49,764

Total Current Assets 49,764

CAPITAL ASSETS

Land and Improvements 6,512,846

Water Rights 1,264,958

Buildings and Improvements 6,543,285

Utility Lines 2,541,367

Wells 356,516

Machinery and Equipment 1,337,694

18,556,666

Less accumulated depreciation 2,989,538

Total capital assets, net of accumulated depreciation 15,567,128

Total Assets 15,616,892

LIABILITIES:

CURRENT LIABILITIES

Accounts payable 217,445

Amount due to other funds 302,292

Deposits 5,000

Total Current Liabilities 524,737

Total Liabilities 524,737

NET POSITION:

Net investment in capital assets 15,567,128

Unrestricted (474,973)

Total Net Position \$ 15,092,155

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

CONIFER METROPOLITAN DISTRICT

STATEMENT OF REVENUES, EXPENSES AND CHANGES IN NET POSITION PROPRIETARY FUND

For the Year Ended December 31, 2016

OPERATING REVENUES	
Program revenue	\$ 295,476
Total Operating Revenues	<u>295,476</u>
EXPENSES	
<u>Operations, Repair and Maintenance</u>	
Water/well monitoring	28,710
Legal fees	86,565
Insurance	35,212
Supplies	1,164
Chemical fees	13,107
Maintenance and repair parts	86,888
Sludge Haul	12,877
Snow removal	150
Lab test	9,416
Consulting services	16,325
Water right expense	1,639
Durable equipment purchases	25,490
Utilities	75,740
Telephone	7,057
Fire monitoring	864
Fees/permits	1,285
Reimbursed expenses	13,654
Bank fees/miscellaneous	672
Bad Debts	3,466
Depreciation Expense	318,908
<u>Administrative</u>	
Legal fees	21,226
Accounting and audit	11,620
Consulting services	900
Bank fees/miscellaneous	118
Admin supplies/dues and subscriptions	4,153
Management fees (including Receiver)	<u>143,242</u>
Total Operating Expenses	<u>920,448</u>
INCOME (LOSS) FROM OPERATIONS	<u>(624,972)</u>
NONOPERATING REVENUES (EXPENSES)	
Transfers from Debt Service Fund	<u>207,713</u>
Total Nonoperating Revenues (Expenses)	<u>207,713</u>
NET INCOME - CHANGE IN NET POSITION	(417,259)
NET POSITION - BEGINNING OF YEAR	<u>15,509,414</u>
NET POSITION - END OF YEAR	<u>\$ 15,092,155</u>

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

CONIFER METROPOLITAN DISTRICT

STATEMENT OF CASH FLOWS PROPRIETARY FUND For the Year Ended December 31, 2016

CASH FLOWS FROM OPERATING ACTIVITIES:	
Receipts from customers	\$ 295,476
Payments to suppliers	<u>(471,243)</u>
Net Cash Provided (Required) by Operating Activities	<u>(175,767)</u>
CASH FLOWS FROM NONCAPITAL FINANCIAL ACTIVITIES	
Transfer from Debt Service Fund	<u>207,713</u>
Net Cash Provided (Required) by Noncapital Financing Activities	<u>207,713</u>
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES:	
Capital asset additions	<u>(31,946)</u>
Net Cash Provided (Required) by Capital and Related Financing Activities	<u>(31,946)</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	-
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	<u>-</u>
CASH AND CASH EQUIVALENTS, END OF YEAR	<u><u>\$ -</u></u>
RECONCILIATION OF OPERATING INCOME (LOSS) TO NET CASH PROVIDED (REQUIRED) BY OPERATING ACTIVITIES	
Net income (loss) from operations	\$ (624,972)
ADJUSTMENTS TO RECONCILE OPERATING INCOME (LOSS) TO NET CASH PROVIDED (REQUIRED) BY OPERATING ACTIVITIES	
Depreciation	318,908
Changes in Assets and Liabilities:	
Increase in accounts receivable	7,468
Increase in accounts payable	51,268
Decrease in due to other funds	<u>71,561</u>
Net Adjustments	<u>449,205</u>
NET CASH PROVIDED (REQUIRED) BY OPERATING ACTIVITIES	<u><u>\$ (175,767)</u></u>

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

CONIFER METROPOLITAN DISTRICT

Notes to Financial Statements
December 31, 2016

Note 1: Summary of Significant Accounting Policies

The accounting policies of the Conifer Metropolitan District (the “District”) located in Jefferson 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 8, 2004, and is governed pursuant to provisions of the Colorado Special District Act. The District’s service plan was approved by Jefferson County and encompasses approximately 39 acres of property along US Highway 285 in the rural mountain community of Conifer. The District was formed for the purpose of providing public infrastructure necessary to permit development within the District and to provide water and wastewater services to property within the District and extraterritorial customers. The primary revenues of the District are property taxes and water and wastewater fees charged to the property owners of the District.

The District was structured to be governed by an elected Board of Directors, however, on January 5, 2016, the District Court of Jefferson County, Colorado, issued an Order appointing Edward B. Cordes as Receiver for the District. The Receiver was ordered to take physical possession of, manage, operate, and protect the District and its assets until terminated or modified further by Order of the Court. Concurrently with the appointment of the Receiver, the members of the District Board of Directors resigned and the former District manager turned over the files and records of the District. (See Note 6)

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.

CONIFER METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2016

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.

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.

CONIFER METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2016

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.

In 2016 the District was solely involved in the water and wastewater enterprise and all administrative expenses of the District were attributable to that endeavor. The District has therefore consolidated its administrative expense that in prior years were accounted for in the General Fund to the Water and Wastewater Enterprise Fund. As a result, for 2016 and thereafter no administrative expenses are being incurred in the General Fund or Capital Project Fund of the District.

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.

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.

The District reports the following major proprietary funds:

Water and Wastewater Enterprise Fund - The Water and Wastewater Enterprise Fund accounts for operations that are financed and operated in a manner similar to private business enterprises, where the intent is that the costs of providing goods or services to the general public on a continuing basis be financed or recovered primarily through user charges.

CONIFER METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2016

Proprietary funds distinguish operating revenues and expenses from nonoperating items. Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with the proprietary fund's ongoing operations. Operating revenues consist of charges to customers for services provided. Operating expenses for proprietary funds include the cost of services, administrative expenses, and depreciation of assets. All revenues and expenses not meeting this definition are reported as nonoperating revenues and expenses or capital contributions. The District's proprietary fund consists of the Sanitation Enterprise Fund.

Private-sector standards of accounting and financial reporting issued prior to December 1, 1989, generally are followed in both the government-wide and proprietary fund financial statements to the extent that those standards do not conflict with or contradict guidance of GASB. Governments also have the option of following subsequent private-sector guidance for their business-type activities and enterprise funds, subject to the same limitation. The District has elected not to follow subsequent private-sector guidance.

Budgetary Accounting

Budgets are adopted on a non-GAAP basis for the governmental funds. 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. Effective with appointment of the Receiver, the duties and obligations regarding the budgetary process now reside with the Receiver.

In December 2016, the District amended its total appropriations in the General Fund from \$(20,560) to \$60,112 primarily due to the reclassification of the administrative expenses to the Water and Wastewater Fund. In December 2016, the District amended its total appropriations in the Debt Service Fund from \$9,350 to \$270,500 primarily due to expected debt service payments. and in the Water and Wastewater Fund from \$371,995 to \$700,000 primarily due to the administrative expenses formerly recorded in the General Fund.

Assets, Liabilities, Deferred Inflows/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.

CONIFER METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2016

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.

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 one item that qualifies 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.

Capital Assets

Capital assets, which include property, plant, equipment and infrastructure assets (e.g. roads, bridges, sidewalks, and similar items), 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 one year. 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.

CONIFER METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2016

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 are capitalized and depreciated over the remaining useful lives of the related fixed assets, as applicable using the straight-line method. Depreciation on property that will remain assets of the District is reported on the Statement of Activities as a current charge. Improvements that will be conveyed to other governmental entities are classified as construction in progress and are not depreciated. Land and certain landscaping improvements are not depreciated

Property, plant and equipment are depreciated using the straight-line method over the following estimated useful lives:

Buildings and Facilities	20-40 years
Infrastructure	25-50 years
Machinery & Equipment	7-15 years

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.

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.

Fund Equity

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:

CONIFER METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2016

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.

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 \$0 of the General Fund balance has been restricted in compliance with this requirement since the District did not budget any General Fund expenditures for 2017.

The restricted fund balance in the Debt Service Fund in the amount of \$265,457 is restricted for the payment of the debt service costs associated with the Series 2005 and Series 2006 General Obligation Bonds (see Note 4).

The restricted fund balance in the Capital Projects Fund in the amount of \$144,526 is restricted for the payment of the costs for capital improvements within the District.

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.

Deficits

The General Fund reported a deficit fund balance in the fund financial statements of \$60,111. The District is studying various ways of eliminating the deficit in the future.

CONIFER METROPOLITAN DISTRICT

Notes to Financial Statements
December 31, 2016

Net Position

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

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 or 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	\$ 45,899
Cash and investments - Restricted	<u>3,532</u>
Total	\$ <u>49,431</u>

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

Deposits with financial institutions	\$ 49,430
Investments – Federated Treasury Obligation Fund	<u>1</u>
	\$ <u>49,431</u>

CONIFER METROPOLITAN DISTRICT

Notes to Financial Statements
December 31, 2016

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 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 does not have a formal policy for deposits. None of the District’s deposits were exposed to custodial credit risk.

Investments

Credit Risk

The District has not adopted a formal investment policy; however the District follows state statutes regarding 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.

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.

CONIFER METROPOLITAN DISTRICT

Notes to Financial Statements
December 31, 2016

As of December 31, 2016, the District had the following investments:

Federated Treasury Obligation Fund

Federated Treasury Obligation Fund is a money market fund which is rated AAAM with Standard and Poor's and invests exclusively in U.S. Treasury securities including repurchase agreements collateralized by U.S. Treasury securities. The average maturity of the underlying securities is 38 days or less. As of December 31, 2016, the District had \$1 invested in the fund through UMB Bank, the trustee.

Note 3: Capital Assets

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

	Balance 01/01/16	Additions	Deletions	Balance 12/31/16
<u>Governmental Type Activities:</u>				
<u>Capital assets not being depreciated:</u>				
Land and improvement	\$ 255,765	\$ -	\$ -	\$ 255,765
Total capital assets not being depreciated:	<u>255,765</u>	<u>-</u>	<u>-</u>	<u>255,765</u>
<u>Capital assets being depreciated:</u>				
Infrastructure	3,207,750	-	-	3,207,750
Total capital assets:	3,207,750	-	-	3,207,750
Depreciation	(778,158)	(95,295)	-	(873,453)
Net capital assets being depreciated:	<u>2,429,592</u>	<u>(95,295)</u>	<u>-</u>	<u>2,334,297</u>
Government type assets, net	<u>\$ 2,685,357</u>	<u>\$ (95,295)</u>	<u>\$ -</u>	<u>\$ 2,590,062</u>
<u>Business Type Activities:</u>				
<u>Capital assets not being depreciated:</u>				
Land and improvement	\$ 6,512,846	\$ -	\$ -	\$ 6,512,846
Water rights	1,264,958	-	-	1,264,958
depreciated:	<u>7,777,804</u>	<u>-</u>	<u>-</u>	<u>7,777,804</u>
<u>Capital assets being depreciated:</u>				
Buildings and improvements	6,543,285	-	-	6,543,285
Utility lines	2,541,367	-	-	2,541,367
Wells	356,516	-	-	356,516
Machinery and equipment	1,305,748	31,946	-	1,337,694
	10,746,916	31,946	-	10,778,862
Depreciation	(2,670,630)	(318,908)	-	(2,989,538)
Net capital assets being depreciated:	<u>8,076,286</u>	<u>(286,962)</u>	<u>-</u>	<u>7,789,324</u>
Business type assets, net	<u>\$ 15,854,090</u>	<u>\$ (286,962)</u>	<u>\$ -</u>	<u>\$ 15,567,128</u>

CONIFER METROPOLITAN DISTRICT

Notes to Financial Statements
December 31, 2016

Depreciation expense was charged to functions/programs of the District as follows:

Governmental Activities:		
General Government	\$	95,295
Business-type Activities:		
Water and Wastewater Utility Operations		<u>318,908</u>
Total Depreciation Expense	\$	<u>414,203</u>

Note 4: Long Term Debt

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

General Obligation Bonds (Limited Tax Convertible to Unlimited Tax), Series 2005

On November 18, 2005, the District issued \$10,000,000 of General Obligation Bonds (limited Tax Convertible to Unlimited Tax), Series 2005 (“Series 2005 Bonds”) dated November 18, 2005 for the purpose of providing public infrastructure necessary to permit development within the District. The bonds bear interest at the rate of 7%, payable semiannually on each June 1 and December 1, commencing on June 1, 2006, and mature on December 1, 2030. The Series 2005 Bonds constitute limited tax obligations of the District, but will be converted to unlimited tax general obligations at such time as the ratio derived by dividing the then-outstanding principal amount of all general obligation debt of the District by the assessed valuation of the taxable property in the District first becomes 50% or less. Prior to conversion the required mill levy is limited to a maximum rate of 50.000 mills. Following conversion, the required mill levy necessary to meet principal and interest on the Series 2005 Bonds is not limited as to rate.

General Obligation Bonds (Limited Tax Convertible to Unlimited Tax), Series 2006

On June 30, 2006, the District issued \$3,000,000 of General Obligation Bonds (limited Tax Convertible to Unlimited Tax), Series 2006 (“Series 2006 Bonds”) dated June 30, 2006, for the purpose of providing public infrastructure necessary to permit development within the District. The bonds bear interest at the rate of 7%, payable semiannually on each June 1 and December 1, commencing on December 1, 2006, and mature on December 1, 2033. The Series 2006 Bonds constitute limited tax obligations of the District, but will be converted to unlimited tax general obligations at such time as the ratio derived by dividing the then-outstanding principal amount of all general obligation debt of the District by the assessed valuation of the taxable property in the District first becomes 50% or less. Prior to conversion the required mill levy is limited to a maximum rate of 50.000 mills. Following conversion, the required mill levy necessary to meet principal and interest on the Series 2006 Bonds is not limited as to rate.

CONIFER METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2016

Series 2006 Bonds Supplemental Interest Coupons

On October 12, 2006, the District issued Series 2006 Bonds Supplemental Interest Coupons evidencing the right to receive payment of the Series 2006 Bonds Supplemental Interest to accrue on the December 1, 2032, maturity of the District's Series 2006 General Obligation Bonds issued on June 30, 2006. The Supplemental Interest Coupon was issued at a discount of \$4,735,035 from its face value of \$7,470,000, for a net of \$2,734,965. The accreted value at December 31, 2016, was \$5,099,944.

Application of Partial Payments

Beginning in 2010, deposits into the Debt Service Fund have not been sufficient for the payment of the principal and interest on the bonds.

Pursuant to Section 2.03(c) of the 2005 Indenture, to the extent principal of any Series 2005 Bond is not paid when due, such principal shall remain outstanding and shall continue to accrue interest until paid at the interest rate borne by the Series 2005 Bonds. To the extent interest on any Series 2005 Bond is not paid when due, such interest shall compound semiannually on each interest payment date at the rate borne by such Series 2005 Bond until paid.

Pursuant to Section 2.03(c) of the 2006 Indenture, to the extent principal of any Series 2005 Bond is not paid when due, such principal shall remain outstanding and shall continue to accrue interest until paid at the interest rate borne by the Series 2006 Bonds. To the extent interest on any Series 2006 Bond is not paid when due, such interest shall compound semiannually on each interest payment date at the rate borne by such Series 2006 Bond until paid.

Pursuant to Section 3.05 of both the 2005 and 2006 Indentures, in the event that on any payment date moneys available in the Debt Service Fund are insufficient for the payment of the principal, premium, if any, and interest on the Bonds including any accrued but unpaid amounts and any interest due as a result of compounding that have accrued or are payable on that date, the amounts that are available shall be allocated by the Trustee proportionately amount such Bonds on such date, as partial payment of the amount due in the following order or priority:

- First: accrued but unpaid interest and any interest due as a result of compounding;
- Second: current interest;
- Third: principal that has not been paid on the nominal due date thereof;
- Fourth: current principal;
- Fifth: prior redemption premium, if any.

CONIFER METROPOLITAN DISTRICT

Notes to Financial Statements
December 31, 2016

After applying the above allocations, the remaining insufficiencies as of December 31, 2016, on the Series 2005 and Series 2006 Bonds are as follows:

	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2005 GO Bonds	\$ 1,875,000	\$ 4,649,673	\$ 6,524,673
2006 GO Bonds	-	1,454,126	1,454,126
Supplemental Interest Coupon	<u>2,320,000</u>	<u>-</u>	<u>2,320,000</u>
	<u>\$ 4,195,000</u>	<u>\$ 6,103,799</u>	<u>\$ 10,298,799</u>

According to the Trustee, the insufficiency of funds from the District to pay the Bonds is in and of itself not an Event of Default under Section 6.01 of the Amended and Restated Indenture of Trust dated as of June 30, 2006.

Due to the uncertainty in the timing of payments of principal and interest, a schedule of the timing of these payments is not presented.

Supplemental District Contract Funding and Reimbursement Agreements.

The District and the original developer of the project, Conifer Town Center, LLC (“CTC”), entered into a series of Supplemental District Contract Funding and Reimbursement Agreements that set forth certain covenants between the parties concerning the funding of certain public improvements. The agreements provided that CTC agreed to timely remit payments as may be required by the referenced agreements. The District agreed to repay any amounts advanced to the extent it had funds available from bond proceeds and the imposition of system development fees, but only after the payment of its annual debt service obligations and annual operations and maintenance expenses. On September 1, 2014, CTC transferred and assigned all payments due from the District pursuant to the Reimbursement Agreement to Mountain Rising Development LLC. The balance due Mountain Rising Development LLC at December 31, 2016, was \$5,795,724 which is not accruing interest since satisfaction of this amount is not expected.

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

	<u>Balance</u> 01-01-16	<u>Additions</u>	<u>Deletions</u>	<u>Balance</u> 12-31-16	<u>Current</u> <u>Portion</u>
General Obligation					
Bonds - Series 2005	\$ 10,000,000	\$ -	\$ -	\$ 10,000,000	\$ -
Series 2006	3,000,000			3,000,000	
2006 Supplemental					
Interest Coupons	<u>4,873,266</u>	<u>226,678</u>	<u>-</u>	<u>5,099,944</u>	<u>-</u>
Subtotal	17,873,266	226,678	-	18,099,944	-
Developer Advances	<u>5,795,724</u>	<u>-</u>	<u>-</u>	<u>5,795,724</u>	<u>-</u>
	<u>\$ 23,668,990</u>	<u>\$ 226,678</u>	<u>\$ -</u>	<u>\$ 23,895,668</u>	<u>\$ -</u>

CONIFER METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2016

Debt Authorization

As of December 31, 2016, the District had no remaining voted debt authorization. The District does not intend to issue any debt in the future.

Note 5: Commitment and Contingencies

Litigation: The District has been involved in a breach of contract case with Tarco, Inc. regarding the construction of improvements within the District. Tarco claimed a total of \$1,505,549 in damages as a result of a breach of contract. The District asserted counterclaims totaling at least \$1,998,630.

The District obtained summary judgement on all claims asserted against it by Tarco. Tarco appealed that judgement while the District's counterclaims remained stayed in the trial court. The Colorado Court of Appeals reversed the District Court's grant of summary judgment in favor of the District against Tarco. A Petition for a Writ Certiorari in the Colorado Supreme Court filed by the District was denied and the matter was set for a bench trial to commence on December 9, 2014.

Following trial, on February 4, 2015, the Court entered judgement in favor of the District, offsetting \$1.1 million owed to Tarco and awarding a principal amount of \$488,357 plus attorney fees, costs and interest, increasing the principal amount to \$858,070. However, by the time that the judgement had been ordered, Tarco had already been dissolved by its parent company and any asset liquidation proceeds were distributed to its parent company and shareholders. On September 14, 2015, the District filed a Traverse seeking to pierce the corporate veil to recover any cash assets distributed to shareholders. This matter went to trial in September 2016. On January 13, 2017, the Court issued an Order Regarding Traverse which denied the District's claim to shareholder distribution. Since that date, there have been inconsequential legal filings and the District's collections efforts against Tarco have been terminated.

Note 6: Other Agreements

Order Granting Unopposed Verified Motion for Ex Parte Appointment of Receiver - On January 5, 2016, the District Court of Jefferson County, Colorado, issued an Order appointing Edward B. Cordes as Receiver for the District. The Receiver was ordered to take physical possession of, manage, operate, and protect the District and its assets until terminated or modified further by Order of the Court. This Order was Amended on June 7, 2016, and these two documents set forth the authority, responsibilities and obligations of the Receiver on behalf of the District.

CONIFER METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2016

Specified in these orders is the authority of the Receiver to apply fees, revenues, income and profits collected in connection with the management, operation and protection of the Receivership estate as follows: first, to the Receiver's compensation; second, to other costs and expenses of the receivership; third, to the costs of operating, maintaining and repairing the Receivership Estate as limited by the Second Amended and Restated Indenture of Trust; fourth, to payment of expenses of the Receivership Estate; fifth, to repay all sums borrowed by the Receiver as evidenced by Receiver's certificates; sixth, whenever sufficient funds are available for such purpose, the Receiver shall make payments toward any obligations to the Plaintiff or other claimants pursuant to the Second Amended and Restated Indenture of Trust; and seventh, to a fund to be held by the Receiver in an interest-bearing account, pending further order of the Court.

Note 7: Related Party

The main developer of the property within the District was Conifer Town Center LLC, along with other affiliated limited liability companies. Prior to January 6, 2016, members of the Board of Directors of the District were employees, owners or associated with the Developer and might have had conflicts of interest in dealing with the District.

Note 8: 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. 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% 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.

CONIFER METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2016

On November 8, 2004, a majority of the District's electors authorized the District to collect and spend or retain in a reserve all currently levied taxes and fees of the District without regard to any limitations under Article X, Section 20 of the Colorado Constitution.

Noncompliance with Laws and Regulations. According to the Indenture of Trust for the Series 2005 and Series 2006 General Obligation Bonds, the District shall deposit all Pledged revenues (required mill levy, capital fees, specific ownerships taxes, and any other legally available moneys) with the Trustee as soon as may be practicable upon receipt thereof.

For the year ended December 31, 2016, the District collected property and specific ownership taxes of \$275,880 and deposited \$52,733 with the Trustee for purposes of payment of interest and paying agent fees. The District is required to deposit Pledged Revenues with the Trustee, however, under the Receivership, the order of distribution is such that other payments take priority and only funds remaining are used for debt service purposes. In 2016, the Bondholder consented to the transfer of up to \$289,618 for emergency repairs for the water and/or sewer system, but the District only transferred \$207,713 from the Debt Service Fund to the Proprietary Fund. (See note # 6)

Note 9: 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, 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 10: Interfund and Operating Transfers

The transfer of \$207,713 from the Debt Service Fund to the Water and Wastewater Fund was transferred for the purpose of funding the operating expense deficit of that fund.

CONIFER METROPOLITAN DISTRICT

Notes to Financial Statements
December 31, 2016

Note 11: Reconciliation of Government-Wide Financial Statements and Fund Financial Statements

The Governmental Funds Balance Sheet/Statement of Net Position 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 payable and accrued bond interest payable are not due and payable in the current period and, therefore, are not in the funds.

The Governmental Funds Statement of Revenues, Expenditures, and Changes in Fund Balances/Statement of Activities 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 or depreciated over their useful lives;
- 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 developer advances and/or bond 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

CONIFER 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 <u>(Unfavorable)</u>
REVENUES				
Property taxes	\$ 226,078	\$ 255,170	\$ 259,056	\$ 3,886
Ownership taxes	20,000	15,539	20,778	5,239
Interest income	<u>505</u>	<u>-</u>	<u>-</u>	<u>-</u>
 Total Revenues	 <u>246,583</u>	 <u>270,709</u>	 <u>279,834</u>	 <u>9,125</u>
 EXPENDITURES				
Treasurers fees	5,700	4,500	3,886	614
Bond interest	-	52,731	52,731	-
Paying agent fee	3,650	4,865	7,035	(2,170)
Contingency	<u>-</u>	<u>691</u>	<u>-</u>	<u>691</u>
 Total Expenditures	 <u>9,350</u>	 <u>62,787</u>	 <u>63,652</u>	 <u>(865)</u>
 EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	 237,233	 207,922	 216,182	 8,260
 OTHER FINANCING SOURCES (USES)				
Transfers out	<u>-</u>	<u>(207,713)</u>	<u>(207,713)</u>	<u>-</u>
 Total Other Financing Sources (Uses)	 <u>-</u>	 <u>(207,713)</u>	 <u>(207,713)</u>	 <u>-</u>
 NET CHANGE IN FUND BALANCE	 237,233	 209	 8,469	 8,260
 FUND BALANCE:				
BEGINNING OF YEAR	<u>448,355</u>	<u>256,988</u>	<u>256,988</u>	<u>-</u>
END OF YEAR	<u>\$ 685,588</u>	<u>\$ 257,197</u>	<u>\$ 265,457</u>	<u>\$ 8,260</u>

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

CONIFER METROPOLITAN DISTRICT

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

For the Year Ended December 31, 2016

	<u>Original and Final Budget</u>	<u>Actual</u>	Variance Favorable <u>(Unfavorable)</u>
REVENUES			
Conservation trust grant	\$ -	\$ -	\$ -
Total Revenues	-	-	-
EXPENDITURES			
Capital improvements	-	-	-
Total Expenditures	-	-	-
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES			
	-	-	-
OTHER FINANCING SOURCES (USES)			
Transfers out	-	-	-
Total Other Financing Sources (Uses)	-	-	-
NET CHANGE IN FUND BALANCE			
	-	-	-
FUND BALANCE:			
BEGINNING OF YEAR	-	144,526	144,526
END OF YEAR	\$ -	\$ 144,526	\$ 144,526

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

CONIFER METROPOLITAN DISTRICT

SCHEDULE OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCE - BUDGET AND ACTUAL (BUDGETARY BASIS) -
PROPRIETARY FUND

For the Year Ended December 31, 2016

<i>Preliminary Only</i>	Original	Final		Variance
	Budget	Budget	Actual	Favorable (Unfavorable)
REVENUES				
Program revenue	\$ 323,508	\$ 315,338	\$ 295,476	\$ (19,862)
Total Revenues	<u>323,508</u>	<u>315,338</u>	<u>295,476</u>	<u>(19,862)</u>
EXPENDITURES				
<u>Operations, Repair and Maintenance</u>				
Water/well monitoring	33,000	28,800	28,710	90
Legal fees	38,000	22,345	86,565	(64,220)
Insurance	30,000	33,612	35,212	(1,600)
Supplies	4,500	1,274	1,164	110
Chemical fees	11,000	12,084	13,107	(1,023)
Operations Contract/K Services	80,000	77,246	-	77,246
Engineering fees	2,000	-	-	-
Maintenance and repair parts	52,500	2,241	86,888	(84,647)
Sludge Haul	12,500	12,853	12,877	(24)
Snow removal	-	-	150	(150)
Lab test	9,000	9,533	9,416	117
Consulting services	9,000	18,953	16,325	2,628
Water right expense	1,000	1,460	1,639	(179)
Durable equipment purchases	-	-	25,490	(25,490)
Utilities	77,000	77,568	75,740	1,828
Telephone	8,000	6,963	7,057	(94)
Fire monitoring	995	778	864	(86)
Fees/permits	3,500	3,480	1,285	2,195
Reimbursed expenses	-	12,543	13,654	(1,111)
Capital improvements	-	68,289	-	68,289
Accounting and audit	-	6,000	-	6,000
Bank fees/miscellaneous	-	-	672	(672)
Bad Debts	-	14,315	3,466	10,849
<u>Administrative</u>				
Legal fees	-	83,217	21,226	61,991
Accounting and audit	-	8,645	11,620	(2,975)
Consulting services	-	1,100	900	200
Bank fees/miscellaneous	-	118	118	-
Admin supplies/dues and subscriptions	-	4,824	4,153	671
Insurance	-	1,800	-	1,800
Management fees (including Receiver)	-	128,847	143,242	(14,395)
Total Expenditures	<u>371,995</u>	<u>638,888</u>	<u>601,540</u>	<u>37,348</u>
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	(48,487)	(323,550)	(306,064)	17,486
OTHER FINANCING SOURCES (USES)				
Transfers in from other funds	-	207,713	207,713	-
Transfers (to) from other funds	-	(61,112)	-	61,112
Total Other Financing Sources (Uses)	<u>-</u>	<u>146,601</u>	<u>207,713</u>	<u>61,112</u>
EXCESS (DEFICIENCY) OF REVENUES AND OTHER SOURCES OVER EXPENDITURES AND OTHER USES	(48,487)	(176,949)	(98,351)	78,598
FUNDS AVAILABLE:				
BEGINNING OF YEAR	(358,659)	(344,677)	15,509,414	15,854,091
END OF YEAR	<u>\$ (407,146)</u>	<u>\$ (521,626)</u>	<u>\$ 15,411,063</u>	<u>\$ 15,932,689</u>
Funds available computed as follows:				
Current assets			\$ 49,764	
Current liabilities			<u>(524,737)</u>	
			<u>\$ (474,973)</u>	

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

CONIFER METROPOLITAN DISTRICT

**RECONCILIATION OF REVENUES AND EXPENDITURES
BUDGETARY BASIS (ACTUAL) TO STATEMENT OF REVENUES,
EXPENSES AND CHANGES IN NET POSITION
PROPRIETARY FUND**

For the Year Ended December 31, 2016

Excess of revenues over expenditures	\$ (98,351)
Deduct depreciation which is not an expense	<u>(318,908)</u>
Changes in Net Assets per Statement Revenues, Expenses and Changes in Net Position	<u>\$ (417,259)</u>

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