

HERITAGE TODD CREEK METROPOLITAN DISTRICT

Financial Statements

Year Ended December 31, 2016

with

Independent Auditors' Report



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INDEPENDENT AUDITOR'S REPORT

Board of Directors
Heritage Todd Creek Metropolitan District
Adams County, Colorado

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities and each major fund of the Heritage Todd Creek Metropolitan District (the "District"), Adams County, Colorado, as of and for the year ended December 31, 2016, 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 an opinion 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 entity'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 entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies 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 opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the governmental activities and each major fund of Heritage Todd Creek 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 conformity with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Management has not presented Management's Discussion and Analysis that governmental 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 the missing information

Other Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental information listed in the table of contents are presented for the purpose of additional analysis and are not a required part of the financial statements. The supplemental information is the responsibility of management and was derived from and relate directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Watson Coon & Associates P.C.

Watson Coon & Associates P.C.

September 29, 2017
Greenwood Village, Colorado

HERITAGE TODD CREEK METROPOLITAN DISTRICT

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

	<u>General</u>	<u>Debt Service</u>	<u>Total</u>	<u>Adjustments</u>	<u>Statement of Net Position</u>
ASSETS					
Cash and investments	\$ 825,105	\$ -	\$ 825,105	\$ -	\$ 825,105
Cash and investments - restricted	23,184	1,695,947	1,719,131	-	1,719,131
Receivable - County Treasurer	1,185	5,924	7,109	-	7,109
Property taxes receivable	236,471	1,182,353	1,418,824	-	1,418,824
Accounts receivable - fees	6,008	-	6,008	-	6,008
Accounts receivable - other	35,299	-	35,299	(10,424)	24,875
Inventory	3,360	-	3,360	-	3,360
Prepaid expenses	6,347	-	6,347	-	6,347
Capital assets, not being depreciated	-	-	-	10,359,303	10,359,303
Capital assets, net of depreciation	-	-	-	7,427,571	7,427,571
Total Assets	<u>\$ 1,136,959</u>	<u>\$ 2,884,224</u>	<u>\$ 4,021,183</u>	<u>17,776,450</u>	<u>21,797,633</u>
LIABILITIES					
Accounts payable	\$ 28,204	\$ 1,076	\$ 29,280	-	29,280
Accrued interest	-	-	-	761,631	761,631
Prepaid fees	38,552	-	38,552	-	38,552
Long-term liabilities					
Due within one year	-	-	-	190,000	190,000
Due in more than one year	-	-	-	51,186,356	51,186,356
Total Liabilities	<u>66,756</u>	<u>1,076</u>	<u>67,832</u>	<u>52,137,987</u>	<u>52,205,819</u>
DEFERRED INFLOWS OF RESOURCES					
Deferred property taxes	<u>236,471</u>	<u>1,182,353</u>	<u>1,418,824</u>	<u>-</u>	<u>1,418,824</u>
Total Deferred Inflows of Resources	<u>236,471</u>	<u>1,182,353</u>	<u>1,418,824</u>	<u>-</u>	<u>1,418,824</u>
FUND BALANCES					
Nonspendable:					
Prepays	6,347	-	6,347	(6,347)	-
Inventory	3,360	-	3,360	(3,360)	-
Restricted:					
Emergencies	23,184	-	23,184	(23,184)	-
Debt service	-	1,700,795	1,700,795	(1,700,795)	-
Unassigned	<u>800,841</u>	<u>-</u>	<u>800,841</u>	<u>(800,841)</u>	<u>-</u>
Total Fund Balances	<u>833,732</u>	<u>1,700,795</u>	<u>2,534,527</u>	<u>(2,534,527)</u>	<u>-</u>
Total Liabilities, Deferred Inflows of Resources and Fund Balances	<u>\$ 1,136,959</u>	<u>\$ 2,884,224</u>	<u>\$ 4,021,183</u>		
NET POSITION					
Net investment in capital assets				(33,589,482)	(33,589,482)
Restricted for:					
Emergencies				23,184	23,184
Debt service				1,700,795	1,700,795
Unrestricted				<u>38,493</u>	<u>38,493</u>
Total Net Position				<u>\$(31,827,010)</u>	<u>\$(31,827,010)</u>

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

HERITAGE TODD CREEK 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>	Debt <u>Service</u>	<u>Total</u>	<u>Adjustments</u>	Statement of <u>Activities</u>
EXPENDITURES					
Accounting and audit	\$ 32,145	\$ -	\$ 32,145	\$ -	32,145
Insurance	7,242	-	7,242	-	7,242
Legal	131,471	-	131,471	-	131,471
Miscellaneous expenses	7,592	-	7,592	-	7,592
Collection expenses	35,747	-	35,747	-	35,747
Landscape contract	304,023	-	304,023	-	304,023
Administrative business supplies	2,850	-	2,850	-	2,850
Professional services	58,485	-	58,485	-	58,485
Access control system/Security/Telephone	3,905	-	3,905	-	3,905
Water/sewer	126,069	-	126,069	-	126,069
Electricity/gas	10,390	-	10,390	-	10,390
Treasurers fees	3,010	15,049	18,059	-	18,059
Engineering	41,825	-	41,825	-	41,825
Street repairs	80,782	-	80,782	-	80,782
Bond interest expense	-	1,899,638	1,899,638	8,135	1,907,773
Bond principal	-	180,000	180,000	(180,000)	-
Interest on developer advances	-	-	-	1,034,407	1,034,407
Paying agent fees	-	4,650	4,650	-	4,650
Depreciation	-	-	-	296,444	296,444
Total Expenditures	<u>845,536</u>	<u>2,099,337</u>	<u>2,944,873</u>	<u>1,520,274</u>	<u>4,465,147</u>
PROGRAM REVENUES					
Fees	545,456	-	545,456	-	545,456
Reimbursements	115,670	-	115,670	-	115,670
Working or capital contributions	80,080	-	80,080	-	80,080
Total Program Revenues	<u>741,206</u>	<u>-</u>	<u>741,206</u>	<u>-</u>	<u>741,206</u>
Net Program Income (Expense)	(104,330)	(2,099,337)	(2,203,667)	(1,520,274)	(3,723,941)
GENERAL REVENUES					
Property taxes	200,338	1,001,691	1,202,029	-	1,202,029
Specific ownership taxes	16,574	82,869	99,443	-	99,443
Development fees	-	735,446	735,446	-	735,446
Interest income	14,290	12,764	27,054	-	27,054
Total General Revenues	<u>231,202</u>	<u>1,832,770</u>	<u>2,063,972</u>	<u>-</u>	<u>2,063,972</u>
CHANGE IN FUND BALANCE	126,872	(266,567)	(139,695)	139,695	
CHANGE IN NET POSITION				(1,659,969)	(1,659,969)
FUND BALANCES/NET POSITION:					
BEGINNING OF YEAR - RESTATED	<u>706,860</u>	<u>1,967,362</u>	<u>2,674,222</u>	<u>(32,841,263)</u>	<u>(30,167,041)</u>
END OF YEAR	<u>\$ 833,732</u>	<u>\$ 1,700,795</u>	<u>\$ 2,534,527</u>	<u>\$ (34,361,537)</u>	<u>(31,827,010)</u>

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

HERITAGE TODD CREEK METROPOLITAN DISTRICT

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

For the Year Ended December 31, 2016

	Original & Final <u>Budget</u>	<u>Actual</u>	Variance Favorable <u>(Unfavorable)</u>
REVENUES			
Property taxes	\$ 201,099	\$ 200,338	\$ (761)
Specific ownership taxes	15,082	16,574	1,492
Fees	390,000	545,456	155,456
Reimbursements	-	115,670	115,670
Working or capital contributions	67,200	80,080	12,880
Interest income	<u>600</u>	<u>14,290</u>	<u>13,690</u>
 Total Revenues	 <u>673,981</u>	 <u>972,408</u>	 <u>298,427</u>
 EXPENDITURES			
Accounting and audit	27,000	32,145	(5,145)
Insurance	10,000	7,242	2,758
Legal	50,000	131,471	(81,471)
Miscellaneous expenses	3,700	7,592	(3,892)
Collection expenses	15,000	35,747	(20,747)
Landscape contract	250,000	304,023	(54,023)
Administrative business supplies	6,000	2,850	3,150
Professional services	60,000	58,485	1,515
Access control system/Security/Telephone	17,500	3,905	13,595
Water/sewer	110,000	126,069	(16,069)
Electricity/gas	14,100	10,390	3,710
Treasurers fees	3,016	3,010	6
Engineering	100,000	41,825	58,175
Street repairs	115,206	80,782	34,424
Contingency	146,541	-	146,541
Reserve contribution	430,000	-	430,000
Emergency reserve	<u>23,446</u>	<u>-</u>	<u>23,446</u>
 Total Expenditures	 <u>1,381,509</u>	 <u>845,536</u>	 <u>535,973</u>
 CHANGE IN FUND BALANCE	 (707,528)	 126,872	 834,400
 FUND BALANCE - BEGINNING OF YEAR	 <u>707,528</u>	 <u>706,860</u>	 <u>(668)</u>
FUND BALANCE - END OF YEAR	<u>\$ -</u>	<u>\$ 833,732</u>	<u>\$ 833,732</u>

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

HERITAGE TODD CREEK METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2016

Note 1: Summary of Significant Accounting Policies

The accounting policies of the Heritage Todd Creek 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 in 2002, as a quasi-municipal corporation established under the State of Colorado Special District Act. The District was established to provide financing, acquisition, construction and maintenance of certain essential public facilities for the use and benefit of the citizens of the District. The District's primary revenues are property taxes, development fees and developer advances. 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 GASB pronouncements which provide 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.

HERITAGE TODD CREEK 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.

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.

Property taxes and interest associated with the current fiscal period are all considered to be susceptible to accrual and so have been recognized as revenues of the current fiscal period. All other revenue items are considered to be measurable and available only when cash is received.

HERITAGE TODD CREEK METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2016

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 except those required to be accounted for in another fund.

Debt Service Fund – The Debt Service Fund is used to account for the accumulation of resources for, and the payment of, general long-term debt principal, interest and related costs.

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.

Assets, Liabilities 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.

Receivables

District management believes that all accounts receivable are collectible in full and, therefore, makes no allowance for uncollectible accounts.

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.

HERITAGE TODD CREEK 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.

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.

Original Issue Discount

Original issue discount from the Series 2007 Bonds are being amortized over the terms of the bonds using the interest method. Accumulated amortization of original issue discount amounted to \$89,481 at December 31, 2016.

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 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.

HERITAGE TODD CREEK 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. Streets are depreciated using the straight-line method over an estimated useful life of 30 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:

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.

HERITAGE TODD CREEK METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2016

The nonspendable fund balance in the General Fund in the amount of \$6,347 and \$3,360 represents prepaid expenditures and inventory, respectively.

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 \$23,184 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 \$1,700,795 is restricted for the payment of the debt service costs associated with the Limited Tax (Convertible to Unlimited Tax) General Obligation Bonds Series 2007A and \$22,225,000 General Obligation (Limited Tax Convertible to Unlimited Tax) Bonds, Series 2015 (See Note 4).

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 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 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.

HERITAGE TODD CREEK METROPOLITAN DISTRICT

Notes to Financial Statements
December 31, 2016

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	\$ 825,105
Cash and investments – Restricted	<u>1,719,131</u>
Total	<u>\$ 2,544,236</u>

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

Deposits with financial institutions	\$ 747,652
Investments - CSAFE	<u>1,796,584</u>
	<u>\$ 2,544,236</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 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.

HERITAGE TODD CREEK METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2016

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.

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

CSAFE

The local government investment pool Colorado Surplus Asset Fund Trust (CSAFE), is rated AAAM by Standard and Poor's and has a weighted average maturity of less than 60 days.. CSAFE is an investment vehicle established by state statute for local government entities to pool surplus assets. The State Securities Commissioner administers and enforces all State statutes governing the Trust. The Trust is similar to a money market fund, with each share valued at \$1.00. CSAFE may invest in U.S. Treasury securities, repurchase agreements collateralized by U.S. Treasury securities, certain money market funds, and highest rated commercial paper. A designated custodial bank serves as custodian for CSAFE's portfolio pursuant to custodian agreements. The custodian acts as safekeeping agent for CSAFE's investment portfolio and provides services as the depository in connection with direct investments and withdrawals. The custodians' internal records identify the investments owned by CSAFE. At December 31, 2016 the District had \$1,796,584 invested in CSAFE.

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.

HERITAGE TODD CREEK METROPOLITAN DISTRICT

Notes to Financial Statements
December 31, 2016

Note 3: Capital Assets

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

	Balance 1/1/2016	Additions	Deletions	Balance 12/31/2016
Governmental Type Activities:				
Capital assets not being depreciated:				
Landscaping	\$ 10,359,303	\$ -	\$ -	\$ 10,359,303
Total capital assets not being depreciated:	10,359,303	-	-	10,359,303
Capital assets being depreciated:				
Street improvements	8,893,326	-	-	8,893,326
Total capital assets being depreciated:	8,893,326	-	-	8,893,326
Less accumulated depreciation for:				
Street improvements	1,169,311	296,444	-	1,465,755
Accumulated Depreciation	1,169,311	296,444	-	1,465,755
Net capital assets being depreciated:	7,724,015	(296,444)	-	7,427,571
Government type assets, net	\$ 18,083,318	\$ (296,444)	\$ -	\$ 17,786,874

Note 4: Long Term Debt

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

\$22,225,000 General Obligation (Limited Tax Convertible to Unlimited Tax) Bonds, Series 2015
On April 29, 2015, the District issued \$22,225,000 of General Obligation (Limited Tax Convertible to Unlimited Tax) Bonds Series 2015 (“Series 2015 Bonds”) to (i) refund a portion of the Series 2007B Bonds, (ii) fund capitalized interest on the Series 2015 Bonds, (iii) pay certain costs associated with the issuance of the Series 2015 Bonds (iv) fund a reserve fund and (v) repay a portion of the amount due under the 2013 Loan Agreement for Capital Costs. The bonds bear interest at the rates of 6.0 to 6.125%, payable semiannually on each June 1 and December 1, commencing on June 1, 2015. The bonds are subject to a mandatory sinking fund redemption commencing on December 1, 2023. The Bonds are subject to an early redemption at the option of the District commencing December 1, 2024, at a price equal to the principal amount plus accrued interest without redemption premium.

The Series 2015 Bonds are secured by Pledged Revenues including the Required Mill Levy, as defined in the Second Supplemental Trust Indenture (see below), capital fees, the portion of the specific ownership tax related to the required mill levy, development fees pursuant to a Development Agreement with the Developer, and any other moneys determined by the District.

HERITAGE TODD CREEK METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2016

\$10,420,000 Limited Tax (Convertible to Unlimited Tax) General Obligation Bonds, Series 2007A

On May 9, 2007, the District issued \$10,420,000 of Limited Tax (Convertible to Unlimited Tax) General Obligation Bonds Series 2007A (“Series 2007 A Bonds”) to (i) finance the costs of acquisition, construction, installation and equipping a portion of the Facilities, (ii) capitalize interest on the Series 2007A Bonds and (iii) pay certain costs associated with organization and formation of the Issuer and the issuance of the Series 2007A Bonds. The bonds bear interest at the rate of 5.5%, payable semiannually on each June 1 and December 1, commencing on December 1, 2007. The bonds are subject to a mandatory sinking fund redemption commencing on December 1, 2011. The Bonds are subject to an early redemption at the option of the District commencing December 1, 2017, at a price equal to the principal amount plus accrued interest of each Series 2007A bond or portion thereof.

The Series 2007A Bonds are secured by Pledged Revenues including the Required Mill Levy, as defined in the Second Supplemental Trust Indenture (see below), capital fees, the portion of the specific ownership tax related to the required mill levy, development fees pursuant to a Development Agreement with the Developer, and any other moneys determined by the District.

\$17,462,000 Limited Tax (Convertible to Unlimited Tax) General Obligation Subordinate Bonds, Series 2007B

On May 22, 2007, the District issued \$17,462,000 of Limited Tax (Convertible to Unlimited Tax) General Obligation Subordinate Bonds Series 2007B (“Series 2007 B Bonds”). The bonds bear interest at the rate of 7.5% and are cash flow bonds payable from Surplus Funds. Interest is payable or accrued annually on December 1. The bonds mature December 1, 2037. Payments on the Subordinate Bonds can be made as long as the Surplus Fund is at its maximum as described in the Second Supplemental Trust Indenture (see below).

On April 29, 2015, with the issuance with the \$22,225,000 General Obligation (Limited Tax Convertible to Unlimited Tax) Bonds, Series 2015, payment of \$10,427,843 in principal and \$7,396,916 in interest was made to the bondholder. In addition, UMB Bank, as paying agent on these bonds, reduced the principal balance on the Series 2007B bonds by \$2,171,560 as forgiveness of debt, leaving a principal balance of \$4,817,175.

HERITAGE TODD CREEK METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2016

Second Supplemental Trust Indenture

On April 29, 2015, the District entered into the Second Supplemental Trust Indenture with UMB Bank (“Indenture”). The Indenture modified terms relating to Series 2007A Bonds, Series 2007B Bonds and the Series 2015 Bonds. Among other modifications, the Required Mill Levy was further defined. Per the Indenture the Required Mill Levy prior to the time that the Senior Debt to Assessed Value Requirement is achieved shall not be in excess of 50 mills subject to any Gallagher Adjustments after September 23, 2002, and shall not be less than 50 mills subject to any Gallagher Adjustments after the issuance of the 2007 Bonds. Once the Senior Debt to Assessed Value Requirements is achieved and there are Subordinate Bonds outstanding the Required Mill Levy, shall be not in excess of 50 mills without any Gallagher Adjustment.

The Indenture also restated provisions relating to the Surplus Fund. The Maximum Surplus Fund was restated to be 10% of the sum of the aggregate original principal amount of all Senior Bonds subject to adjustments for Senior Bonds issued for refunding a portion of existing Senior Bonds. The Surplus Fund can be released when the aggregate principal amount of all Senior Bonds then outstanding is equal to or less than 50% of the Final Assessed Valuation.

Funding and Reimbursement Agreement

On August 3, 2005, the District entered into a Funding and Reimbursement Agreement with Lennar Colorado, LLC (the Developer), whereby the Developer agrees to loan to the District one or more sums of money, not to exceed the aggregate amount of \$500,000 (amended to \$1,100,000). The funds are to be used solely for certain operating and maintenance costs as defined in the agreement and shall be loaned to the District in one or a series of installments and shall be available to the District through December 31, 2013. Loan advances made under this agreement shall bear interest at a rate of 8.5% annum from the date such advance is made. The District intends to repay advances under this agreement from the proceeds of any revenues determined by the District to be available therefore.

Loan Agreement for Capital Costs

On October 19, 2005, the District entered into a Loan Agreement for Capital Costs with Lennar Colorado, LLC (the Developer). Under the terms of the agreement, the Developer agreed to loan to the District one or more sums of money, not to exceed the aggregate amount of \$25,000,000, to be used solely for capital costs of the District as defined in the agreement. The funds were available to the District through December 31, 2010. Loan advances made under this agreement bears simple interest at a rate of 8.5% per annum from the date such advance is made. The District intends to repay advances under this agreement from the proceeds of any bonds issued by the District or other revenue sources as determined by the District. The balance due under this agreement at December 31, 2016 was \$3,575,565.

HERITAGE TODD CREEK METROPOLITAN DISTRICT

Notes to Financial Statements
December 31, 2016

On September 18, 2013, the District entered into a Loan Agreement for Capital Costs with Lennar Colorado, LLC (the Developer). Under the terms of the agreement, the Developer agreed to loan to the District one or more sums of money, not to exceed the aggregate amount of \$6,500,000, to be used solely for capital costs of the District as defined in the agreement. The funds were available to the District through December 31, 2013. Loan advances made under this agreement bears simple interest at a rate of 7.0% to 8.5% per annum from the date such advance is made. The District intends to repay advances under this agreement from the proceeds of any bonds issued by the District or other revenue sources as determined by the District. During 2014 the District entered into an Extension Agreement extending the Loan Agreement to December 31, 2015. The balance due under this agreement at December 31, 2016 was \$6,713,116.

Infrastructure Acquisition and Reimbursement Agreement

On November 21, 2008, the District and the Developer entered into an Infrastructure Acquisition and Reimbursement Agreement. Pursuant to the agreement the District agreed to acquire public infrastructure from the Developer if the terms of the agreement are met, and agreed to reimburse the Developer for the costs associated with construction of the infrastructure plus interest at 8%. No improvements were acquired in 2016. The balance due under this agreement at December 31, 2016 was \$1,427,435.

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

	Balance			Balance	Current
	1/1/2016	Additions	Deletions	12/31/2016	Portion
Series 2007 A General					
Obligation Bonds	\$ 9,820,000	\$ -	\$ 180,000	\$ 9,640,000	\$ 190,000
Series 2007 B General					
Obligation Bonds	4,817,175	-	-	4,817,175	-
Series 2015 General					
Obligation Bonds	22,225,000	-	-	22,225,000	-
Developer Advances -					
Operating	2,853,798	243,185	-	3,096,983	-
Developer Advances -					
Capital	10,923,866	792,249	-	11,716,115	-
	50,639,839	1,035,434	180,000	51,495,273	190,000
Original Issue Discount	(127,877)	-	(8,960)	(118,917)	-
	<u>\$ 50,511,962</u>	<u>\$ 1,035,434</u>	<u>\$ 171,040</u>	<u>\$ 51,376,356</u>	<u>\$ 190,000</u>

HERITAGE TODD CREEK METROPOLITAN DISTRICT

Notes to Financial Statements
December 31, 2016

The following is a summary of the annual long-term debt principal and interest requirements for the Series 2007 A General Obligation Bonds and Series 2015 General Obligation Bonds.

	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2017	\$ 190,000	\$ 1,889,737	\$ 2,079,737
2018	215,000	1,879,287	2,094,287
2019	225,000	1,867,463	2,092,463
2020	255,000	1,855,088	2,110,088
2021	270,000	1,841,063	2,111,063
2022-2026	2,515,000	8,899,563	11,414,563
2027-2031	4,255,000	7,973,644	12,228,644
2032-2036	6,355,000	6,518,556	12,873,556
2037-2041	9,150,000	4,340,806	13,490,806
2042-2044	8,435,000	1,122,406	9,557,406
	<u>\$ 31,865,000</u>	<u>\$ 38,187,613</u>	<u>\$ 70,052,613</u>

Debt Authorization

As of December 31, 2016, the District had remaining voted debt authorization of approximately \$800,321,000. In the future, the District may issue a portion or all of the remaining authorized, but unissued general obligation debt for purposes of providing public improvements to support development as it occurs within the District's service area.

Note 5: 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.

HERITAGE TODD CREEK METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2016

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.

A majority of the District's electors authorized the District to collect and spend or retain in reserve all taxes collected without regard to any limitations imposed by TABOR, except for a \$500,000 limit imposed on the general operations and maintenance mill levy for the District.

Note 6: 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 Colorado Special Districts Property and Liability Pool (the Pool) 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 7: 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: (removed all bond issuance costs statements in both sections)

- 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 developer advances payable, bonds payable, accrued bond interest payable, are not due and payable in the current period and, therefore, are not in the funds.

HERITAGE TODD CREEK METROPOLITAN DISTRICT

Notes to Financial Statements
December 31, 2016

The Statement of Governmental Fund 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;
- 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 as revenue; and,
- 4) governmental funds report long-term debt payments as expenditures, however, in the statement of activities, the payment of the long-term debt is recorded as the decrease of long-term liabilities.

SUPPLEMENTAL INFORMATION

HERITAGE TODD CREEK 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 & Final		Variance
	<u>Budget</u>	<u>Actual</u>	Favorable <u>(Unfavorable)</u>
REVENUES			
Property taxes	\$ 1,005,496	\$ 1,001,691	\$ (3,805)
Specific ownership taxes	70,385	82,869	12,484
Development fees	735,446	735,446	-
Interest income	<u>3,000</u>	<u>12,764</u>	<u>9,764</u>
 Total Revenues	 <u>1,814,327</u>	 <u>1,832,770</u>	 <u>18,443</u>
 EXPENDITURES			
Bond interest expense	1,899,638	1,899,638	-
Bond principal	180,000	180,000	-
Treasurers fees	15,081	15,049	32
Paying agent fees	<u>5,000</u>	<u>4,650</u>	<u>350</u>
 Total Expenditures	 <u>2,099,719</u>	 <u>2,099,337</u>	 <u>382</u>
 CHANGE IN FUND BALANCE	 (285,392)	 (266,567)	 18,825
 FUND BALANCE - BEGINNING OF YEAR	 <u>1,941,558</u>	 <u>1,967,362</u>	 <u>25,804</u>
 FUND BALANCE - END OF YEAR	 <u>\$ 1,656,166</u>	 <u>\$ 1,700,795</u>	 <u>\$ 44,629</u>

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

HERITAGE TODD CREEK METROPOLITAN DISTRICT

SUMMARY OF ASSESSED VALUATION, MILL LEVY AND PROPERTY TAXES COLLECTED

December 31, 2016

<u>Year Ended December 31,</u>	Prior Year Assessed Valuation for Current Year Property Tax Levy	<u>Mills Levied</u>		<u>Total Property Tax</u>		<u>Percent Collected to Levied</u>
		<u>General Fund</u>	<u>Debt Service</u>	<u>Levied</u>	<u>Collected</u>	
2008	\$ 11,722,300	5.000	50.000	\$ 644,727	\$ 642,864	99.71%
2009	\$ 12,696,210	5.000	50.000	\$ 698,292	\$ 572,187	81.94%
2010	\$ 11,927,140	10.000	50.000	\$ 715,628	\$ 692,166	96.72%
2011	\$ 10,334,000	10.000	50.000	\$ 620,040	\$ 578,862	93.36%
2012	\$ 11,993,610	10.000	54.000	\$ 767,591	\$ 767,580	100.00%
2013	\$ 11,665,170	10.000	54.000	\$ 746,571	\$ 746,569	100.00%
2014	\$ 12,940,960	10.000	54.000	\$ 828,222	\$ 823,356	99.41%
2015	\$ 14,732,990	10.000	54.000	\$ 942,911	\$ 949,591	100.71%
2016	\$ 20,109,910	10.000	50.000	\$ 1,206,595	\$ 1,202,029	99.62%
Estimated for year ending December 31, 2017	\$ 23,647,070	10.000	50.000	\$ 1,418,824		

NOTE

Property taxes collected in any one year include collection of delinquent property taxes levied and/or abatements or valuations in prior years. Information received from the County Treasurer does not permit identification of specific year assessment.