

NORTH PINE VISTAS METROPOLITAN DISTRICT NO. 2

Financial Statements

Year Ended December 31, 2016

with

Independent Auditors' Report



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Board of Directors
North Pine Vistas Metropolitan District No.2
Douglas County, Colorado

Independent Auditors' Report

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities and each major fund of North Pine Vistas Metropolitan District No.2 (the "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 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 from 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 respective financial position of the governmental activities and each major fund of North Pine Vistas Metropolitan District No.2 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

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.

Our audit was conducted for the purpose of forming an opinion on the financial statements that collectively comprise the District's financial statements as a whole. The supplemental information and continuing disclosure annual financial information as listed in the table of contents is presented for purposes of legal compliance and additional analysis and is not a required part of the financial statements. The supplemental information and continuing disclosure annual financial information is the responsibility of management and was derived from and relates 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 to 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.

Stratagem PC
Certified Public Accountants

Lakewood, Colorado

September 25, 2017

NORTH PINE VISTAS METROPOLITAN DISTRICT NO. 2

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

	<u>General</u>	<u>Debt Service</u>	<u>Capital Projects</u>	<u>Total</u>	<u>Adjustments</u>	<u>Statement of Net Position</u>
ASSETS						
Investments - restricted	\$ -	\$ 1,972,190	\$ 4,976,150	\$ 6,948,340	\$ -	\$ 6,948,340
Receivable - County Treasurer	107	536	-	643	-	643
Property taxes receivable	24	81	-	105	-	105
Receivable from District 1	<u>43</u>	<u>129,617</u>	<u>(2,551)</u>	<u>127,109</u>	<u>-</u>	<u>127,109</u>
Total Assets	<u>\$ 174</u>	<u>\$ 2,102,424</u>	<u>\$ 4,973,599</u>	<u>\$ 7,076,197</u>	<u>-</u>	<u>7,076,197</u>
LIABILITIES						
Accrued interest on bonds	\$ -	\$ -	\$ -	\$ -	30,022	30,022
Long-term liabilities:						
Due in more than one year	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>10,545,000</u>	<u>10,545,000</u>
Total Liabilities	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>10,575,022</u>	<u>10,575,022</u>
DEFERRED INFLOWS OF RESOURCES						
Deferred property taxes	<u>24</u>	<u>81</u>	<u>-</u>	<u>105</u>	<u>-</u>	<u>105</u>
Total Deferred Inflows of Resources	<u>24</u>	<u>81</u>	<u>-</u>	<u>105</u>	<u>-</u>	<u>105</u>
FUND BALANCES/NET POSITION						
Fund Balances:						
Restricted:						
Emergencies	300	-	-	300	(300)	-
Debt service	-	2,102,343	-	2,102,343	(2,102,343)	-
Capital projects	-	-	4,973,599	4,973,599	(4,973,599)	-
Unassigned	<u>(150)</u>	<u>-</u>	<u>-</u>	<u>(150)</u>	<u>150</u>	<u>-</u>
Total Fund Balances	<u>150</u>	<u>2,102,343</u>	<u>4,973,599</u>	<u>7,076,092</u>	<u>(7,076,092)</u>	<u>-</u>
Total Liabilities, Deferred Inflows of Resources and Fund Balances	<u>\$ 174</u>	<u>\$ 2,102,424</u>	<u>\$ 4,973,599</u>	<u>\$ 7,076,197</u>		
Net Position:						
Restricted for:						
Emergencies					300	300
Debt service					2,072,321	2,072,321
Capital projects					4,973,599	4,973,599
Unrestricted					<u>(10,545,150)</u>	<u>(10,545,150)</u>
Total Net Position					<u>\$(3,498,930)</u>	<u>\$(3,498,930)</u>

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

NORTH PINE VISTAS METROPOLITAN DISTRICT NO. 2

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

For the Year Ended December 31, 2016

	<u>General</u>	<u>Debt Service</u>	<u>Capital Projects</u>	<u>Total</u>	<u>Adjustments</u>	<u>Statement of Activities</u>
EXPENDITURES						
Treasurer's fees	\$ 207	\$ 1,034	\$ -	\$ 1,241	\$ -	\$ 1,241
Transfer to District 1	14,849	-	3,230,219	3,245,068	-	3,245,068
Bond interest expense	-	-	-	-	30,022	30,022
Bond issuance costs	-	-	371,366	371,366	-	371,366
	<u>15,056</u>	<u>1,034</u>	<u>3,601,585</u>	<u>3,617,675</u>	<u>30,022</u>	<u>3,647,697</u>
GENERAL REVENUES						
Property taxes	13,786	68,932	-	82,718	-	82,718
Specific ownership taxes	1,268	6,342	-	7,610	-	7,610
Interest income	1	676	1,702	2,379	-	2,379
	<u>15,055</u>	<u>75,950</u>	<u>1,702</u>	<u>92,707</u>	<u>-</u>	<u>92,707</u>
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	<u>(1)</u>	<u>74,916</u>	<u>(3,599,883)</u>	<u>(3,524,968)</u>	<u>(30,022)</u>	<u>(3,554,990)</u>
OTHER FINANCING SOURCES (USES)						
Bond proceeds	-	-	8,735,000	8,735,000	(8,735,000)	-
Bond proceeds subordinate	-	-	1,810,000	1,810,000	(1,810,000)	-
Transfers in/(out)	-	1,971,518	(1,971,518)	-	-	-
	<u>-</u>	<u>1,971,518</u>	<u>8,573,482</u>	<u>10,545,000</u>	<u>(10,545,000)</u>	<u>-</u>
NET CHANGES IN FUND BALANCES	(1)	2,046,434	4,973,599	7,020,032	(7,020,032)	
CHANGE IN NET POSITION					(3,554,990)	(3,554,990)
FUND BALANCES/NET POSITION:						
BEGINNING OF YEAR	151	55,909	-	56,060	-	56,060
END OF YEAR	<u>\$ 150</u>	<u>\$ 2,102,343</u>	<u>\$ 4,973,599</u>	<u>\$ 7,076,092</u>	<u>\$ (10,575,022)</u>	<u>\$ (3,498,930)</u>

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

NORTH PINE VISTAS METROPOLITAN DISTRICT NO. 2

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	\$ 13,787	\$ 13,786	\$ (1)
Specific ownership taxes	1,034	1,268	234
Interest income	-	1	1
Miscellaneous income	<u>1,000</u>	<u>-</u>	<u>(1,000)</u>
Total Revenues	<u>15,821</u>	<u>15,055</u>	<u>(766)</u>
EXPENDITURES			
Accounting and audit	500	-	500
Legal	1,000	-	1,000
Treasurer's fees	207	207	-
Contingency	137	-	137
Transfer to District 1	14,069	14,849	(780)
Emergency reserve	<u>45</u>	<u>-</u>	<u>45</u>
Total Expenditures	<u>15,958</u>	<u>15,056</u>	<u>902</u>
NET CHANGE IN FUND BALANCE	(137)	(1)	136
FUND BALANCE:			
BEGINNING OF YEAR	<u>137</u>	<u>151</u>	<u>14</u>
END OF YEAR	<u>\$ -</u>	<u>\$ 150</u>	<u>\$ 150</u>

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

NORTH PINE VISTAS METROPOLITAN DISTRICT NO. 2

Notes to Financial Statements December 31, 2016

Note 1: Summary of Significant Accounting Policies

The accounting policies of the North Pine Vistas Metropolitan District No. 2 (“the District”), located in Douglas 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 as a quasi-municipal organization established under the State of Colorado Special District Act and the creation of the District was approved by the eligible electors of the District voting at an election held on November 1, 2011. The District was established for the primary purpose of funding, constructing, owning and operating certain public infrastructure and assisting in the coordination of metropolitan district services and facilities to support the needs of a primarily residential development known as “Lagae Ranch” located in the City of Castle Pines (the “City”) and Douglas County (the “County”). The District was organized concurrently with North Pine Vistas Metropolitan District No. 1 (“District No. 1”) and North Pine Vistas Metropolitan District No. 3 (“District No. 3”). The Service Plan states that District No. 1 is responsible for constructing, owning and operating the majority of the public services and facilities for the Development, while the District and District No. 3 are responsible for funding and assisting in the coordination of metropolitan district services and facilities related to the development.

The District's primary revenues are bond proceeds and property taxes. The District is governed by an elected Board of Directors.

As required by GAAP, these financial statements present the activities of the District, which is legally separate and financially independent of other state and local governments. The District follows the GASB 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.

NORTH PINE VISTAS METROPOLITAN DISTRICT NO. 2

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.

NORTH PINE VISTAS METROPOLITAN DISTRICT NO. 2

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.

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.

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.

During 2016, the District amended its total appropriations in the Capital Fund from \$0 to \$10,545,000 due to the issuance of the Series 2016A Bonds and the Series 2016B Bonds.

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.

NORTH PINE VISTAS METROPOLITAN DISTRICT NO. 2

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.

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 has no 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 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.

NORTH PINE VISTAS METROPOLITAN DISTRICT NO. 2

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. The District is not anticipated to own any capital assets.

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.

NORTH PINE VISTAS METROPOLITAN DISTRICT NO. 2

Notes to Financial Statements December 31, 2016

Restricted Fund Balance

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

The restricted fund balance in the General Fund represents Emergency Reserves that have been provided as required by Article X, Section 20 of the Constitution of the State of Colorado. A total of \$300 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 \$2,102,343 is restricted for the payment of the debt service costs associated with the Series 2016A Bonds (see Note 3).

The restricted fund balance in the Capital Projects Fund in the amount of \$4,973,599 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.

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.

NORTH PINE VISTAS METROPOLITAN DISTRICT NO. 2

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:	
Investments - Restricted	\$6,948,340
Total	<u>\$6,948,340</u>

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

Investments - COLOTRUST	\$6,948,340
Total	<u>\$6,948,340</u>

Deposits

The District follows state statutes for deposits. The District had no deposits at December 31, 2016.

Investments

Investment Valuation

The District categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure the fair value of the asset. Level 1 inputs are quoted prices in active markets for identical assets; Level 2 inputs are significant other observable inputs; Level 3 inputs are significant unobservable inputs.

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

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

NORTH PINE VISTAS METROPOLITAN DISTRICT NO. 2

Notes to Financial Statements December 31, 2016

Credit Risk

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

Custodial and Concentration of Credit Risk

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

Interest Rate Risk

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

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

COLOTRUST

The local government investment pool, Colorado Local Government Liquid Asset Trust ("COLOTRUST") is rated AAAM by Standard & Poor's and the maturity is weighted average under 60 days a Level 2 investment under the fair value hierarchy. COLOTRUST is an investment trust/joint ventures established for local government entities in Colorado to pool surplus funds. The State Securities Commissioner administers and enforces all State statutes governing the Trust. The trust operates similarly to a money market fund with each share maintaining a value of \$1.00. The Trust offers shares in two portfolios, COLOTRUST PRIME and COLOTRUST PLUS+. Both investments consist of U.S. Treasury bills and notes and repurchase agreements collateralized by U.S. Treasury securities. COLOTRUST PLUS+ may also invest in certain obligations of U.S. government agencies, highest rated commercial paper and repurchase agreements collateralized by certain obligations of U.S. government agencies. Designated custodian banks provide safekeeping and depository services to the trusts. Substantially all securities owned by the trust is held by the Federal Reserve Bank in the accounts maintained for the custodian banks. The custodians' internal records identify the investments owned by COLOTRUST. At December 31, 2016, the District had \$6,948,340 invested in COLOTRUST PLUS +.

NORTH PINE VISTAS METROPOLITAN DISTRICT NO. 2

Notes to Financial Statements
December 31, 2016

Note 3: Long-Term Debt

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

\$8,735,000 Limited Tax General Obligation Bonds, Series 2016A and \$1,810,000 Subordinate Limited Tax General Obligation Bonds, Series 2016B

On December 15, 2016, the District issued \$8,735,000 of Limited Tax General Obligation Bonds, Series 2016A (“Series 2016A Bonds”) and \$1,810,000 of Subordinate Limited Tax General Obligation Bonds, Series 2016B (“Series 2016B Bonds”), dated December 15, 2016. The 2016A Bonds were issued for the purpose of financing public improvements related to a primarily residential development (the “Development”) in the City of Castle Pines, pay capitalized interest on the 2016A Bonds, fund the Senior Reserve Fund, and pay other costs in connection with the issuance of the 2016A Bonds. The 2016B Bonds were issued for the purpose of financing additional public improvements related to the Development and pay other costs in connection with the issuance of the 2016B Bonds. The proceeds applied to public improvements were paid as per the Facilities Funding and Acquisition Agreement (see Note 4).

The Series 2016A Bonds bear interest at the rate of 6.75%, payable semiannually on each June 1 and December 1, commencing on June 1, 2017, and mature on December 1, 2046. The Series 2016B Bonds bear interest at the rate of 8.5%, payable annually on December 15, commencing on December 15, 2017, to the extent that Pledged Revenue is available, and mature on December 15, 2046. The Series 2016A Bonds are subject to a mandatory sinking fund redemption commencing on December 1, 2021, and are subject to redemption prior to maturity, at the option of the District, as a whole or in integral multiples of \$1,000, in any order of maturity and in whole or partial maturities, commencing on December 1, 2021, upon payment of par, accrued interest, and a redemption premium that ranges between 0% and 3%. The Series 2016B Bonds are subject to a mandatory sinking fund redemption commencing on December 15, 2017, and are subject to redemption prior to maturity, at the option of the District, as a whole or in integral multiples of \$1,000, in any order of maturity and in whole or partial maturities, commencing on December 15, 2021, upon payment of par, accrued interest, and a redemption premium that ranges between 0% and 3%.

The Series 2016A Bonds are secured by the Senior Required Mill Levy, the Capital Fees, if any, the portion of the Specific Ownership Tax which is collected as a result of the Senior Required Mill Levy, and any other legally available moneys as determined by the District. The Series 2016A Bonds are also secured by the Senior Reserve Fund, the Capitalized Interest Fund, and the Senior Surplus Fund. The Series 2016B Bonds are secured by the Subordinate Required Mill Levy, the Subordinate Capital Fee Revenue, if any, the portion of the Specific Ownership Tax which is collected as a result of the Subordinate Required Mill Levy, and any other legally available moneys as determined by the District.

NORTH PINE VISTAS METROPOLITAN DISTRICT NO. 2

Notes to Financial Statements
December 31, 2016

The following is a summary of the annual long-term debt principal and interest requirements for the 2016A Bonds.

	Principal	Interest	Total
2017	\$ -	\$ 566,683	\$ 566,683
2018	-	589,613	589,613
2019	-	589,613	589,613
2020	-	589,613	589,613
2021	55,000	589,613	644,613
2022-2026	460,000	2,875,838	3,335,838
2027-2031	825,000	2,674,688	3,499,688
2032-2034	7,395,000	5,052,710	12,447,710
	\$ 8,735,000	\$ 13,528,371	\$ 22,263,371

Due to the uncertainty of the timing of the principal and interest on the Series 2016B Bonds, a schedule of the estimated timing of these payments is not available.

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

	Balance 12/31/2015	Additions	Deletions	Balance 12/31/2016	Current Portion
Series 2016A Bonds	\$ -	\$ 8,735,000	\$ -	\$ 8,735,000	\$ -
Series 2016B Bonds	-	1,810,000	-	1,810,000	-
Total	\$ -	\$ 10,545,000	\$ -	\$ 10,545,000	\$ -

Debt Authorization

As of December 31, 2016, the District had remaining voted debt authorization of approximately \$64,455,000. The District has not budgeted to issue any new debt during 2017. Per the District's Service Plan, the District can not issue debt in excess of \$35,000,000.

NORTH PINE VISTAS METROPOLITAN DISTRICT NO. 2

Notes to Financial Statements December 31, 2016

Note 4: Other Agreements

Intergovernmental Agreement Concerning District Operations and Outstanding Reimbursement

On June 2, 2016, the District and Districts Nos. 1 and 3 entered into an Intergovernmental Agreement Concerning District Operations and Outstanding Reimbursement. In this agreement, District No. 2 and District No. 3 engage District No. 1 to perform administrative functions and to be the operator of any of the public improvements which are owned by any of the Districts and have not been conveyed to other entities. Districts Nos. 2 and 3 are required to provide funds to District No. 1 sufficient to pay for these functions.

Intergovernmental Agreement

On November 1, 2012 (amended in 2014 and 2016), the District, Districts Nos. 1 and 3, and the City entered into an Intergovernmental Agreement that states that the public improvements to be financed by the Districts shall be dedicated to the City, or other governmental entity and prohibits the Districts from owning or operating water and sanitation improvements unless Castle Pines North Metropolitan District no longer provides such services. The agreement also requires City approval to any inclusions of property or consolidations, limits the amount of debt issued by all Districts to \$35,000,000, requires City approval prior to condemnations, imposes a mill levy limitation consistent with the Service Plan and imposes a maximum mill levy imposition term consistent with the Service Plan.

Intergovernmental Agreement Concerning Annual Contribution for Right-of-Way and Storm Sewer Maintenance

On October 11, 2016, the District, Districts Nos. 1 and 3, and the City entered into an Intergovernmental Agreement Concerning Annual Contribution for Right-of-Way and Storm Sewer Maintenance. The City required the Districts to enter into this agreement in order to ensure that the Districts assist the City with defraying the operation and maintenance costs associated with certain landscaping and certain storm sewer and drainage improvements. The agreement required the District to make annual contributions derived from a mill levy of 5 mills imposed on taxable property within the District, commencing on January 1 of the year following the year in which the City accepts the related Lagae Road for ownership and maintenance. The contribution obligation terminates on the earlier of 15 years from the commencement date or December 31, 2035, whichever first occurs. The 5 Mill Levy was first certified in 2016 for collection in 2017.

Note 5: Related Party

All of the Board of Directors are employees, owners or are otherwise associated with the Developer and may have conflicts of interest in dealing with the District. Management believes that all potential conflicts, if any, have been disclosed to the Board.

NORTH PINE VISTAS METROPOLITAN DISTRICT NO. 2

Notes to Financial Statements December 31, 2016

Note 6: 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.

On November 1, 2011, 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.

Note 7: 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.

NORTH PINE VISTAS METROPOLITAN DISTRICT NO. 2

Notes to Financial Statements
December 31, 2016

Note 8: Interfund and Operating Transfers

The transfer of \$1,971,518 from the Capital Projects Fund to the Debt Service Fund was to transfer a portion of the Series 2016A Bond proceeds to establish a reserve fund and fund the capitalized interest fund.

Note 9: 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) 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 interest expense on the modified accrual basis; however, interest expense is reported on the full accrual method on the Statement of Activities;
- 2) governmental funds report bond proceeds as revenue; and,
- 3) 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

NORTH PINE VISTAS METROPOLITAN DISTRICT NO. 2

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

For the Year Ended December 31, 2016

	Original & Final <u>Budget</u>	<u>Actual</u>	Variance Favorable <u>(Unfavorable)</u>
REVENUES			
Property taxes	\$ 68,932	\$ 68,932	\$ -
Specific ownership taxes	5,171	6,342	1,171
Interest income	<u>-</u>	<u>676</u>	<u>676</u>
Total Revenues	<u>74,103</u>	<u>75,950</u>	<u>1,847</u>
EXPENDITURES			
Treasurer's fees	<u>1,034</u>	<u>1,034</u>	<u>-</u>
Total Expenditures	<u>1,034</u>	<u>1,034</u>	<u>-</u>
EXCESS OF REVENUES OVER EXPENDITURES	<u>73,069</u>	<u>74,916</u>	<u>1,847</u>
OTHER FINANCING SOURCES			
Transfers in	<u>-</u>	<u>1,971,518</u>	<u>1,971,518</u>
Total Other Financing Sources	<u>-</u>	<u>1,971,518</u>	<u>1,971,518</u>
NET CHANGE IN FUND BALANCE	73,069	2,046,434	1,973,365
FUND BALANCE:			
BEGINNING OF YEAR	<u>55,838</u>	<u>55,909</u>	<u>71</u>
END OF YEAR	<u>\$ 128,907</u>	<u>\$ 2,102,343</u>	<u>\$ 1,973,436</u>

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

NORTH PINE VISTAS METROPOLITAN DISTRICT NO. 2

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

For the Year Ended December 31, 2016

	<u>Original Budget</u>	<u>Final Budget</u>	<u>Actual</u>	<u>Variance Favorable (Unfavorable)</u>
REVENUES				
Interest income	\$ -	\$ -	\$ 1,702	\$ 1,702
Total Revenues	<u>-</u>	<u>-</u>	<u>1,702</u>	<u>1,702</u>
EXPENDITURES				
Bond issuance costs	-	386,191	371,366	14,825
Transfer to District #1	-	8,187,291	3,230,219	4,957,072
Total Expenditures	<u>-</u>	<u>8,573,482</u>	<u>3,601,585</u>	<u>4,971,897</u>
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	<u>-</u>	<u>(8,573,482)</u>	<u>(3,599,883)</u>	<u>4,973,599</u>
OTHER FINANCING SOURCES (USES)				
Bond proceeds	-	10,545,000	8,735,000	(1,810,000)
Bond proceeds subordinate	-	-	1,810,000	1,810,000
Transfers out	-	(1,971,518)	(1,971,518)	-
Total Other Financing Sources	<u>-</u>	<u>8,573,482</u>	<u>8,573,482</u>	<u>-</u>
NET CHANGE IN FUND BALANCE	<u>-</u>	<u>-</u>	<u>4,973,599</u>	<u>4,973,599</u>
FUND BALANCE:				
BEGINNING OF YEAR	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
END OF YEAR	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 4,973,599</u>	<u>\$ 4,973,599</u>

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

NORTH PINE VISTAS METROPOLITAN DISTRICT NO. 2

SUMMARY OF ASSESSED VALUATION, MILL LEVY
AND PROPERTY TAXES COLLECTED

December 31, 2016

(Unaudited)

<u>Year Ended December 31,</u>	<u>Prior Year Assessed Valuation for Current Year Property Tax Levy</u>	<u>Mills Levied</u>			<u>Total Property Tax</u>		<u>Percent Collected to Levied</u>
		<u>General Fund</u>	<u>City</u>	<u>Debt Service</u>	<u>Levied</u>	<u>Collected</u>	
2016	\$ 1,378,650	10.000	0.000	50.000	\$ 82,719	\$ 82,718	100.00%
Estimated for year ending December 31, 2017	\$ 1,620	10.000	5.000	50.000	\$ 105		

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.

CONTINUING DISCLOSURE ANNUAL FINANCIAL INFORMATION - UNAUDITED

NORTH PINE VISTAS METROPOLITAN DISTRICT NO. 2

ALL OWNERS OF TAXABLE PROPERTY
WITHIN THE DISTRICT

December 31, 2016

UNAUDITED

<u>Taxpayer Name</u>	<u>2016 Assessed Valuation</u>	<u>Percentage of Total Assessed Valuation</u>
LS Partners LLC	\$ 950	58.64%
Taylor Morrison of Colorado Inc.	580	35.80%
RI Management of Tulsa Inc.	90	5.56%
Total	<u>\$ 1,620</u>	<u>100.00%</u>

NOTE

Assessed Valuations were obtained from the 2016A and 2016B Official Statement.

NORTH PINE VISTAS METROPOLITAN DISTRICT NO. 2

2016 ASSESSED VALUATION OF CLASSES OF PROPERTY IN THE DISTRICT UNAUDITED

<u>Class</u>	<u>Assessed Valuation</u>	<u>Percent of Assessed Valuation</u>
Agricultural	\$ 1,570	96.91%
Natural resources	50	3.09%
Total	<u>\$ 1,620</u>	<u>100.00%</u>

NORTH PINE VISTAS METROPOLITAN DISTRICT NO. 2

OVERLAPPING DEBT & SELECTED DEBT RATIOS OF THE DISTRICT

December 31, 2016

UNAUDITED

	<u>Total Debt</u>	<u>Senior Debt</u>
Amount of Debt	\$ 10,545,000	\$ 8,735,000
Total Direct debt	<u>\$ 10,545,000</u>	<u>\$ 8,735,000</u>
2016 Assessed Valuation	\$ 1,620	\$ 1,620
Ratio of Direct Debt to 2016 District Certified Assessed Valuation	650925.9%	539197.5%
2016 District Statutory Actual Value	\$ 5,595	\$ 5,595
Ratio of Direct Debt to 2016 District Statutory Actual Value	188471.8%	156121.5%