

NORTHERN COMMERCE METROPOLITAN DISTRICT
Adams County, Colorado

INDEPENDENT AUDITOR'S REPORT AND FINANCIAL STATEMENTS
December 31, 2016



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**Haynie &
Company**

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Independent Auditor's Report

Members of the Board of Directors
Northern Commerce Metropolitan District

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express 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 opinions.

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and the major funds of Northern Commerce Metropolitan District, as of December 31, 2016 and the respective changes in financial position and the budgetary comparison for the General Fund for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other-Matters

Required Supplementary Information

Management has omitted the management's discussion and analysis that accounting principles generally accepted in the United States of America require to be presented to supplement the basic financial statements. Such missing information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. Our opinion on the basic financial statements is not affected by this missing information.

Other Information

Our audit was conducted for the purpose of forming an opinion on the financial statements that collectively comprise Northern Commerce Metropolitan District's financial statements as a whole. The supplementary information section is presented for purposes of additional analysis and is not a required part of the financial statements.

The supplementary information as listed in the table of contents is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the 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.



Littleton, Colorado
July 18, 2017

BASIC FINANCIAL STATEMENTS

**NORTHERN COMMERCE METROPOLITAN DISTRICT
BALANCE SHEET
GOVERNMENTAL FUNDS
December 31, 2016**

	<u>General</u>	<u>Debt Service</u>	<u>Capital Projects</u>	<u>Total Governmental Funds</u>
ASSETS				
Cash	\$ 48,438	\$ 82,343	\$ -	\$ 130,781
Investments - restricted	-	80,017	-	80,017
Receivable - County	326	1,320	-	1,646
Due from Debt Service Fund	-	-	-	-
Prepaid expenses	2,251	-	-	2,251
Property taxes receivable	47,013	223,310	-	270,323
TOTAL ASSETS	<u>\$ 98,028</u>	<u>\$ 386,990</u>	<u>\$ -</u>	<u>\$ 485,018</u>
LIABILITIES AND FUND BALANCES				
LIABILITIES				
Accounts payable	2,142	-	-	2,142
Due to General Fund	-	-	-	-
Total liabilities	<u>2,142</u>	<u>-</u>	<u>-</u>	<u>2,142</u>
DEFERRED INFLOW OF RESOURCES				
Property tax revenue	47,013	223,310	-	270,323
Total liabilities & deferred inflows	<u>49,155</u>	<u>223,310</u>	<u>-</u>	<u>272,465</u>
FUND BALANCES				
Nonexpendable:				
Prepaid expenses	2,251	-	-	2,251
Restricted for:				
Emergency reserves (TABOR)	1,364	-	-	1,364
Debt service	-	163,680	-	163,680
Assigned to:				
Unassigned	45,258	-	-	45,258
Total fund balances	<u>48,873</u>	<u>163,680</u>	<u>-</u>	<u>212,553</u>
TOTAL LIABILITIES AND FUND BALANCES	<u>\$ 98,028</u>	<u>\$ 386,990</u>	<u>\$ -</u>	

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

Long-term liabilities, including bonds payable, are not due and payable in the current period and, therefore, are not reported in the funds.

Developer advance payable, including accrued interest	(649,390)
Note payable	(2,360,000)
Accrued note interest payable	(6,498)
Net position (deficit) of governmental activities	<u>\$ (2,803,335)</u>

These financial statements should be read only in connection with
the accompanying notes to financial statements.

**NORTHERN COMMERCE METROPOLITAN DISTRICT
STATEMENT OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCES
GOVERNMENTAL FUNDS
Year Ended December 31, 2016**

	<u>General</u>	<u>Debt Service</u>	<u>Capital Projects</u>	<u>Total Governmental Funds</u>
REVENUES				
Property taxes	\$ 67,135	\$ 212,594	\$ -	\$ 279,729
Specific ownership taxes	4,567	18,462	-	23,029
Facility fees	-	43,663	-	43,663
Net investment income	347	642	-	989
Total revenues	<u>72,049</u>	<u>275,361</u>	<u>-</u>	<u>347,410</u>
EXPENDITURES				
Current				
Accounting	11,397	4,188	-	15,585
Auditing	-	6,100	-	6,100
Legal	13,401	-	-	13,401
Directors' fees	500	-	-	500
Dues and memberships	395	-	-	395
County Treasurer's fees	-	3,047	-	3,047
Insurance and bonds	2,113	-	-	2,113
Miscellaneous	3,856	-	-	3,856
Engineering	480	-	-	480
Debt service				
Bond principal	-	90,000	-	90,000
Bond interest	-	81,948	-	81,948
Paying agent fees	-	1,300	-	1,300
Capital Outlay	-	-	-	-
Total expenditures	<u>32,142</u>	<u>186,583</u>	<u>-</u>	<u>218,725</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	<u>39,907</u>	<u>88,778</u>	<u>-</u>	<u>128,685</u>
OTHER FINANCING SOURCES (USES)				
Transfer in	-	-	-	-
Transfer (out)	-	-	-	-
Total other financing sources (uses)	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
NET CHANGE IN FUND BALANCES	39,907	88,778	-	128,685
FUND BALANCES - BEGINNING OF YEAR	<u>8,966</u>	<u>74,902</u>	<u>-</u>	<u>83,868</u>
FUND BALANCES - END OF YEAR	<u>\$ 48,873</u>	<u>\$ 163,680</u>	<u>\$ -</u>	<u>\$ 212,553</u>

These financial statements should be read only in connection with
the accompanying notes to financial statements.

**NORTHERN COMMERCE METROPOLITAN DISTRICT
RECONCILIATION OF THE STATEMENT OF REVENUES,
EXPENDITURES AND CHANGES IN FUND BALANCES OF
GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES
Year Ended December 31, 2016**

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

Net changes in fund balances - Total governmental funds	\$	128,685
<p>Some expenses reported in the statement of activities do not require the use of current financial resources and, therefore, are not reported as expenditures in governmental funds.</p>		
Bond principal paid in the current year		90,000
Decrease in accrued interest on bonds payable		713
		713
Change in net position of governmental activities	\$	219,398

These financial statements should be read only in connection with the accompanying notes to financial statements.

**NORTHERN COMMERCE METROPOLITAN DISTRICT
GENERAL FUND
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN
FUND BALANCE - BUDGET AND ACTUAL
Year Ended December 31, 2016**

	Original and Final Budget	Actual Amounts	Variance with Final Budget Positive (Negative)
REVENUES			
Property taxes	\$ 67,060	\$ 67,135	\$ 75
Specific ownership taxes	3,470	4,567	1,097
Net investment income	600	347	(253)
Total revenues	71,130	72,049	919
EXPENDITURES			
Current			
Accounting	20,000	11,397	8,603
County Treasurer's fees	1,140	-	1,140
Directors' fees	1,600	500	1,100
Dues and memberships	360	395	(35)
Election costs	2,000	-	2,000
Insurance and bonds	2,400	2,113	287
Construction management			-
Legal services	20,000	13,401	6,599
Miscellaneous	300	3,856	(3,556)
Contingency	3,400	-	3,400
Engineering	-	480	(480)
Total expenditures	51,200	32,142	19,538
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	19,930	39,907	19,977
OTHER FINANCING SOURCES (USES)			
Transfer in (out)	(20,000)	-	20,000
Total other financing sources (uses)	(20,000)	-	20,000
NET CHANGE IN FUND BALANCE	(70)	39,907	\$ 39,977
FUND BALANCE - BEGINNING OF YEAR	11,397	8,966	
FUND BALANCE - END OF YEAR	\$ 11,327	\$ 48,873	

These financial statements should be read only in connection with
the accompanying notes to financial statements.

NORTHERN COMMERCE METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2016

NOTE 1 - DEFINITION OF REPORTING ENTITY

Northern Commerce Metropolitan District (District), a quasi-municipal corporation, was organized on November 10, 2004, and is governed pursuant to provisions of the Colorado Special District Act (Title 32). The District operates under a service plan approved by Commerce City (City) on September 20, 2004. The District's service area is located in Adams County, Colorado entirely within the boundaries of the City. The District was established to provide financing for the design, acquisition, construction and installation of streets, traffic and safety controls, park and recreation, transportation, television relay and translator, mosquito control, water facilities, sanitary sewer, and storm drainage.

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

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

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

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

Government-wide and Fund Financial Statements

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

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

NORTHERN COMMERCE METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2016

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

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

Measurement Focus, Basis of Accounting, and Financial Statement Presentation

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

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 major sources of revenue susceptible to accrual are property taxes. All other revenue items are considered to be measurable and available only when cash is received by the District. The District determined that Developer advances are not considered as revenue susceptible to accrual. Expenditures, other than interest on long-term obligations are recorded when the liability is incurred or the long-term obligation paid.

The District reports the following major governmental funds:

The General Fund is the District's primary operating fund. It accounts for all financial resources of the general government, except those required to be accounted for in another fund. Revenues are derived primarily from property taxes, other taxes and interest income.

The Debt Service Fund accounts for the resources that are restricted, committed or assigned for principal and interest on long-term general obligation debt of the govern-

**NORTHERN COMMERCE METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2016**

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

mental funds, as well as financial resources being accumulated for future debt service.

The Capital Projects Fund is used to account for financial resources that are restricted, committed or assigned to the acquisition and construction of capital equipment and facilities.

Budgets

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

The District adopted a budget for the Capital Projects Fund which is presented as supplemental information.

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

Cash and Investments

The District's cash and investments include 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.

Property Taxes

Property taxes are levied by the District 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 taxpayer's election, in February and June. Delinquent taxpayers are notified in August and generally sales of the tax liens on delinquent properties are held in November or December. The County Treasurer remits the taxes collected monthly to the District.

NORTHERN COMMERCE METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2016

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property taxes, net of estimated uncollectible taxes, are recorded initially as deferred inflows of resources in the year they are levied and measurable. Property tax revenues are recorded as revenue in the year they are available or collected.

Deferred Outflows of Resources and Deferred Inflows of Resources

A deferred inflow of resources is an acquisition of net position by a government that is applicable to a future reporting period and a deferred outflow of resources is a consumption of net position by a government that is applicable to a future reporting period. Both deferred inflows and outflows are reported in the statement of net position but are not recognized in the financial statement as revenues and expenses until the period(s) to which they relate. Deferred inflows of resources in the governmental fund financial statements of the District for the year ended December 31, 2016 are comprised of property taxes due from Adams County that will not be collected within 60 days of the end of the current fiscal year. Deferred inflows of resources in the government-wide financial statements represents property taxes for which an enforceable legal claim to assets exists, but for which the levy pertains to the subsequent year.

Capital Assets

Capital assets, which include infrastructure assets (e.g. road, bridges, sidewalks, and similar items), are reported in the applicable governmental activity column 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. Such assets are recorded at historical cost or estimated historical cost if purchased or constructed. Donated capital assets are recorded at estimated fair value at the date of donation.

Capital assets which are anticipated to be conveyed to other governmental entities are recorded as construction in progress, and are not included in the calculation of net investment in capital assets.

Long-term Liabilities

In the government-wide financial statements, long-term debt and other long-term obligations are reported as liabilities in the statement of net position. Long-term debt is reported gross.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**NORTHERN COMMERCE METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2016**

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fund Balance – Governmental Funds

The fund balances for the District’s governmental funds are displayed in up to five components:

Nonspendable – amounts that are not in a spendable form or are required to be maintained intact.

Restricted – amounts that can be spent only for the specific purposes stipulated by external resource providers, constitutionally or through enabling legislation. Restrictions may be changed or lifted only with the consent of resource providers. Restricted fund balance consists of the following:

- Emergency Reserves of \$1,364 have been provided for as required by Article X, Section 20 of the Constitution of the State of Colorado (see Note 8).
- The restricted fund balance in the Debt Service Fund in the amount of \$163,680 is to be used exclusively for the payment of future general obligation note principal, interest and related costs.

Committed – amounts that can be used only for the specific purposes determined by resolution of the Board. Commitments may be changed or lifted only by issuance of a resolution by the District’s Board. There is no committed fund balance for the year ended December 31, 2016.

Assigned – Amounts intended to be used by the District for specific purposes as determined by management. In governmental funds other than the General Fund, assigned fund balance represents the amount that is not restricted or committed. This indicates that resources in other governmental funds are, at a minimum, intended to be used for the purpose of that fund. Assigned fund balance in the capital projects fund consists of amounts encumbered for subsequent years expenditures.

Unassigned – the residual classification for the General Fund and includes all amounts not contained in the other classifications.

The District considers restricted amounts to have been spent when an expenditure is incurred for purposes for which both restricted and unrestricted fund balance is available. The District applies committed amounts first, followed by assigned amounts, and then unassigned amounts when an expenditure is incurred for purposes for which amounts in any of those unrestricted fund balance classifications could be used.

NORTHERN COMMERCE METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2016

NOTE 3 - CASH AND INVESTMENTS

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

Statement of net position:

Deposit with financial institution	<u>\$ 130,781</u>
Total investments	<u>\$ 130,781</u>

Deposits with Financial Institutions

The Colorado Public Deposit Protection Act (PDPA) requires that all units of local government deposit cash in eligible public depositories. Eligibility is determined by state regulators. Amounts on deposit in excess of federal insurance levels must be collateralized. The eligible collateral is determined by the PDPA. PDPA allows the institution to create a single collateral pool for all public funds. The pool for all the uninsured public deposits as a group is to be maintained by another institution or held in trust. The market value of the collateral must be at least 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.

Investments

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

The District generally limits its concentration of investments to those noted with an asterisk (*) below, which are believed to have minimal credit risk, minimal interest rate risk, and no foreign currency risk. Additionally, the District is not subject to concentration risk disclosure requirements or subject to investment custodial risk for investments that are in the possession of another party.

Colorado revised statutes limit investment maturities to five years or less unless formally approved by the Board of Directors. Such actions are generally associated with a debt service reserve or sinking fund requirements.

**NORTHERN COMMERCE METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2016**

NOTE 3 - CASH AND INVESTMENTS (CONTINUED)

Colorado statutes specify investment instruments meeting defined rating and risk criteria in which local governments may invest which include:

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

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

Investment	Maturity	Fair Value
Federated Treasury Money Market Fund	Less than 1 year	<u>\$ 80,017</u>

NOTE 4 - LONG-TERM OBLIGATIONS

The following is an analysis of the changes in long-term obligations for the year ended December 31, 2016:

	<u>Balance at December 31, 2015</u>	<u>Additions</u>	<u>Retirements</u>	<u>Balance at December 31, 2016</u>	<u>Due Within One Year</u>
2014 G.O. Note	\$ 2,450,000	\$ -	\$ 90,000	\$ 2,360,000	\$ 95,000
Developer advances payable	639,041	-	-	639,041	-
Interest on Developer advances	10,349	-	-	10,349	-
	<u>\$ 3,099,390</u>	<u>\$ -</u>	<u>\$ 90,000</u>	<u>\$ 3,009,390</u>	<u>\$ 95,000</u>

On June 25, 2014, the District issued a \$2,600,000 Limited Tax General Obligation Note (Limited Tax Convertible to Unlimited Tax) dated June 25, 2014, for infrastructure improvements and to pay in full the 2010 General Obligation Bonds and the GID Note Payable, including accrued interest (less concession of \$39,330 in penalties for paying the debt off before maturity). The proceeds of the Note were used to pay off existing debt which contained a higher interest rate so that the District will incur less interest expense in the future. The Note is due December 1, 2024, with an interest of 3.29%, paid semiannually on June 1 and December 1. The Note is payable from pledged revenue, including the District's covenant to levy the required mill levy on all taxable property within the District to pay for debt scheduled payments as well as a

**NORTHERN COMMERCE METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2016**

NOTE 4 - LONG-TERM OBLIGATIONS (CONTINUED)

portion of specific ownership taxes collected by the District as a result of the imposition of the required mill levy.

The Note is secured by the Pledged Revenues and all moneys and earnings thereon held in the Funds or accounts created under the terms of the Indenture of Trust dated June 25, 2014, between the District and UMB, as trustee. Pledged Revenues consists of revenues derived from the imposition of the Required Mill Levy remitted to the District. During 2016, the District collected pledged revenues net of costs of \$275,361, of which, \$171,948 was applied to the bond interest and principal payment.

Prior to the time when the debt to assessed ratio is less than 50%, the District is required to impose a mill levy sufficient to pay principal and interest on the bonds as they come due, but not less than 41.500 mills or more than 50.000 mills, as adjusted by the Gallagher amendment, on the assessed valuation of the District.

The maximum adjusted mill levy the District can impose for debt service is 50.000 mills. During 2016, the District collected taxes based on a mill levy of 50.000 mills, 12.000 for operations and 38.000 for debt service. At December 31, 2016, the District levied 46.000 mills for collections in 2017; 8.000 mills for operations and 38.000 mills for debt service.

Outstanding bond principal and interest mature as follows:

	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2017	\$ 95,000	\$ 80,770	\$ 175,770
2018	100,000	77,973	177,973
2019	105,000	75,012	180,012
2020	50,000	71,887	121,887
2021	50,000	68,596	118,596
2022-2024	1,960,000	163,828	2,123,828
	<u>\$ 2,360,000</u>	<u>\$ 538,066</u>	<u>\$ 2,898,066</u>

Developer Advances Payable

On December 10, 2004, the District entered into an Advance and Reimbursement Agreement with the Developer to repay the Developer for organizational and operational costs. The District shall repay operational advances plus 7%, subject to the annual appropriation of funds by the District upon a determination by the Board that funds are available for this repayment. The District shall repay organization costs without interest, subject to the annual appropriation of funds by the District upon a determination by the Board that funds are available for the repayment. At December 31, 2016, the District owed the Developer \$74,320 plus \$10,349

**NORTHERN COMMERCE METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2016**

NOTE 4 - LONG-TERM OBLIGATIONS (CONTINUED)

accrued interest for operational advances and \$-0- for organizational advances under the terms of this agreement.

On September 26, 2006, the District entered into an Infrastructure Acquisition Agreement, and subsequently entered into a First Amendment to Infrastructure Acquisition Agreement dated July 13, 2010, with SW North Range, LLC, to purchase and acquire public infrastructure improvements from the Developer, without interest, for capital improvement costs. The District's payment obligation pursuant to this agreement is subject to annual appropriation. At December 31, 2016, the District owed the Developer \$564,721 under this Agreement, as additional public improvements in the amount of \$564,721 were accepted by the District in 2015 and subsequently conveyed to another local government.

Debt Authorization

On November 4, 2004, a majority of the qualified electors of the District authorized the issuance of indebtedness in an amount not to exceed \$46,422,040 at an interest rate not to exceed 18% per annum.

	<u>Authorized November 11, 2004 Election</u>	<u>Amount Used by Commerce City Agreement</u>	<u>Authorization Used, Series 2010</u>	<u>Remaining at December 31, 2016</u>
Street improvements	\$ 10,461,400	\$ 242,524	\$ 766,241	\$ 9,452,635
Safety protection	932,600	9,952	9,047	913,601
Water	3,367,100	72,243	305,312	2,989,545
Sanitation	2,794,700	18,629	564,400	2,211,671
Parks and recreation	2,273,200	-	-	2,273,200
Public transportation	2,092,280	-	-	2,092,280
TV relay	793,160	-	-	793,160
Mosquito control	396,580	-	-	396,580
Operations	200,000	-	-	200,000
Bond refunding	23,111,020	-	-	23,111,020
	<u>\$ 46,422,040</u>	<u>\$ 343,348</u>	<u>\$ 1,645,000</u>	<u>\$ 44,433,692</u>

The service plan limits the District's debt service mill levy to a maximum mill levy of 50.000 mills provided, however, that in the event the method of calculating the assessed valuation is changed after the date of the approved service plan, the mill levy limitation applicable to such debt may be increased or decreased to reflect such changes.

NORTHERN COMMERCE METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2016

NOTE 5- RELATED PARTIES

Under the Service Plan, the organizer of the District was Southwestern Investment Group, LLC (SWIG), a Colorado limited liability company. The Developers of the land within the District are SW North Range, LLC, SW 104th, LLC, SW Buckley, LLC and SW Chambers, LLC, Colorado limited liability companies, affiliates of SWIG. For purposes of this audit, references to the Developers shall include all four LLCs. The current members of the Board of Directors of the District are owners or associated with the Developers or its management and may have conflicts of interest in dealing with the District.

An affiliate of the Developers, Southwestern Property Corp. (SWPC) provided accounting services to the District in 2016 for total fees of \$15,585.

NOTE 6 - NET POSITION

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

Restricted assets include net position that are restricted for use either externally imposed by creditors, grantors, contributors, or laws and regulations of other governments or imposed by law through constitutional provisions or enabling legislation. The District had restricted net position of \$165,044 as of December 31, 2016, as follows:

Restricted Net Assets:	
Emergency reserves	\$ 1,364
Debt service	163,680
	<u>\$ 165,044</u>

The District's unrestricted net position as of December 31, 2016 totaled \$(2,968,379). This deficit amount was a result of the District being responsible for the repayment of debt and developer advances for public improvements conveyed to other governmental entities.

NOTE 7 - RISK MANAGEMENT

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

The District is a member of the Colorado Special Districts Property and Liability Pool (Pool) as of December 31, 2016. The Pool is an organization created by intergovernmental agreement to provide property, liability, public officials' liability, boiler and machinery and workers compensation coverage to its members. Settled claims have not exceeded this coverage in any of the past two fiscal years.

The District pays annual premiums to the Pool for liability, property and public officials' liability coverage. In the event aggregated losses incurred by the Pool exceed amounts recoverable from

NORTHERN COMMERCE METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2016

NOTE 7 - RISK MANAGEMENT (CONTINUED)

reinsurance contracts and funds accumulated by the Pool, the Pool may require additional contributions from the Pool members. Any excess funds which the Pool determines are not needed for purposes of the Pool may be returned to the members pursuant to a distribution formula.

NOTE 8 - TAX, SPENDING AND DEBT LIMITATIONS

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

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

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

On November 7, 2006, District voters authorized the District to increase property taxes \$750,000 annually, without limitation to rate, to pay the District's operations, maintenance and other expenses. Additionally, the District voters approved a revenue change to allow the District to retain and spend all revenue, other than ad valorem taxes, in excess of TABOR spending, revenue raising or other limitations.

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

SUPPLEMENTAL INFORMATION

**NORTHERN COMMERCE METROPOLITAN DISTRICT
DEBT SERVICE FUND
SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN
FUND BALANCE - BUDGET AND ACTUAL
Year Ended December 31, 2016**

	<u>Original and Final Budget</u>	<u>Actual Amounts</u>	<u>Variance with Final Budget Positive (Negative)</u>
REVENUES			
Property taxes	\$ 212,358	\$ 212,594	\$ 236
Specific ownership taxes	14,000	18,462	4,462
Facilities fees	30,000	43,663	13,663
Interest income	600	642	42
Total revenues	<u>256,958</u>	<u>275,361</u>	<u>18,403</u>
EXPENDITURES			
County Treasurer's fee	3,000	3,047	(47)
Accounting	6,000	4,188	1,812
Audit	7,500	6,100	1,400
Principal paid	120,000	90,000	30,000
Interest expense	110,000	81,948	28,052
Paying agent/trustee fees	3,000	1,300	1,700
Contingency	10,500	-	10,500
Total expenditures	<u>260,000</u>	<u>186,583</u>	<u>73,417</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	<u>(3,042)</u>	<u>88,778</u>	<u>91,820</u>
OTHER FINANCING SOURCES (USES)			
Transfer in	20,000	-	(20,000)
Total other financing sources (uses)	<u>20,000</u>	<u>-</u>	<u>(20,000)</u>
NET CHANGE IN FUND BALANCE	16,958	88,778	<u>\$ 71,820</u>
FUND BALANCE - BEGINNING OF YEAR	<u>116,364</u>	<u>74,902</u>	
FUND BALANCE - END OF YEAR	<u>\$ 133,322</u>	<u>\$ 163,680</u>	

**NORTHERN COMMERCE METROPOLITAN DISTRICT
CAPITAL PROJECTS FUND
SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN
FUND BALANCE - BUDGET AND ACTUAL
Year Ended December 31, 2016**

	<u>Original and Final Budget</u>	<u>Actual Amounts</u>	<u>Variance with Final Budget Positive (Negative)</u>
REVENUES			
Developer advance - capital outlay	\$ 700,000	\$ -	\$ 700,000
Proceeds from issuance of note	750,000	-	750,000
Net investment income	-	-	-
Total revenues	<u>1,450,000</u>	<u>-</u>	<u>1,450,000</u>
EXPENDITURES			
Debt issuance costs	50,000	-	50,000
Repay Developer advance- capital outlay	700,000	-	700,000
Capital Outlay	700,000	-	700,000
Total expenditures	<u>1,450,000</u>	<u>-</u>	<u>1,450,000</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	<u>-</u>	<u>-</u>	<u>-</u>
OTHER FINANCING SOURCES (USES)			
Transfer to Debt Service Fund	<u>-</u>	<u>-</u>	<u>-</u>
Total other financing sources (uses)	<u>-</u>	<u>-</u>	<u>-</u>
NET CHANGE IN FUND BALANCE	-	-	<u><u>\$ -</u></u>
FUND BALANCE - BEGINNING OF YEAR	<u>-</u>	<u>-</u>	
FUND BALANCE - END OF YEAR	<u><u>\$ -</u></u>	<u><u>\$ -</u></u>	

**NORTHERN COMMERCE METROPOLITAN DISTRICT
SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY
December 31, 2016**

**\$2,600,000
Limited Tax General Obligation Note
Series 2014
Dated June 25, 2014
Principal Due December 1
Interest Rate 3.29% Payable
June 1 and December 1**

<u>Year Ended December 31,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2017	\$ 95,000	\$ 78,722	\$ 173,722
2018	100,000	75,553	175,553
2019	105,000	72,218	177,218
2020	50,000	68,904	118,904
2021	50,000	67,047	117,047
2022	55,000	65,380	120,380
2023	60,000	63,545	123,545
2024	1,845,000	34,903	1,879,903
	<u>\$ 2,360,000</u>	<u>\$ 526,272</u>	<u>\$ 2,886,272</u>

**NORTHERN COMMERCE METROPOLITAN DISTRICT
SUMMARY OF ASSESSED VALUATION,
MILL LEVY AND PROPERTY TAXES COLLECTED
December 31, 2016**

Year Ended December 31,	Prior Year Assessed Valuation for Current Year Tax Levy	Mills Levied		Total Property Taxes		Percent Collected to Levied
		Operations	Debt Service	Levied	Collected	
2011	\$ 3,408,690	12.000	38.000	\$ 170,435	\$ 169,046	99.19%
2012	\$ 3,463,350	12.000	38.000	\$ 173,168	\$ 172,801	99.79%
2013	\$ 3,794,410	12.000	38.000	\$ 189,721	\$ 188,744	99.49%
2014	\$ 3,916,640	12.000	38.000	\$ 195,847	\$ 192,969	98.53%
2015	\$ 3,855,850	12.000	38.000	\$ 192,793	\$ 191,622	99.39%
2016	\$ 5,588,350	12.000	38.000	\$ 279,418	\$ 279,729	100.11%
Estimated for the year ending December 31, 2017	\$ 5,876,570	8.000	38.000	\$ 270,323		