

WHEATLANDS METROPOLITAN DISTRICT

Financial Statements

December 31, 2016



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WHEATLANDS METROPOLITAN DISTRICT

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Dazzo & Associates, PC

Certified Public Accountants

INDEPENDENT AUDITOR'S REPORT

Board of Directors
Wheatlands Metropolitan District
Arapahoe County, Colorado

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each major fund of the Wheatlands Metropolitan District, as of December 31, 2016, and the respective changes in financial position and the budgetary comparisons for the General Fund, the Special Revenue – Aurora Regional Improvements (ARI) Fund, the Special Revenue – Operations Fund and the Special Revenue – Park Fund for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 4-8 be presented to supplement the basic financial statements. Such 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. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the Wheatlands Metropolitan District's basic financial statements. The Budget to Actual Schedule for the Debt Service Fund (the Supplementary Information) and the Schedule of Debt Service Requirements to Maturity and the History of the District's Assessed Valuation and Mill Levies (the Other Information) are presented for purposes of additional analysis and are not a required part of the basic financial statements.

The Supplementary Information is the responsibility of management and was derived from and relate directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including

comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the Supplementary Information is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

The Other Information has not been subjected to the auditing procedures applied in the audit of the basic financial statements and, accordingly, we do not express an opinion or provide any assurance on them.

Dazio & Associates, P.C.

March 24, 2017

MANAGEMENT'S DISCUSSION AND ANALYSIS

Wheatlands Metropolitan District Management's Discussion and Analysis December 31, 2016

As management of Wheatlands Metropolitan District ("District"), we offer readers of the District's financial statements this narrative overview and analysis of the financial activities of the District for the fiscal year ended December 31, 2016.

Overview of the Financial Statements

This discussion and analysis is intended to serve as an introduction to the District's basic financial statements. The District's basic financial statements are comprised of three components: 1) government-wide financial statements; 2) fund financial statements; and 3) notes to the financial statements.

Government-wide financial statements: The government-wide financial statements are designed to provide readers with a broad overview of the District's finances, in a manner similar to a private-sector business. Current year to prior year comparisons are presented below to help users evaluate the results of the District over the past two years.

The Statement of Net Position presents information on all of the District's assets, deferred outflows, liabilities, and deferred inflows, with the difference between them reported as net position. Over time, increases or decreases in net position may serve as a useful indicator of whether the financial position of the District is improving or deteriorating.

The Statement of Activities presents information showing how the government's net position changed during the most recent fiscal year. All changes in net position are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. Thus, revenues and expenses are reported in this statement for some items that will only result in cash flows in future fiscal periods.

The government-wide financial statements can be found on pages 9 and 10 of this report.

Fund financial statements: A fund is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. The District, like other state and local governments, uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. The District utilized 5 governmental funds for 2016; the General Fund, Debt Service Fund, Special Revenue – Aurora Regional Improvement ("ARI") Fund, Special Revenue – Operations and, Special Revenue – Park Fund.

Governmental funds: Governmental funds are used to account for essentially the same functions reported as governmental activities in the government-wide financial statements. However, unlike the government-wide financial statements, governmental fund financial statements focus on near-term inflows and outflows of spendable resources, as well as on balances of spendable resources available at the end of the fiscal year. Such information may be useful in evaluating a government's near-term financing requirements.

Because the focus of governmental funds is narrower than that of the government-wide financial statements, it is useful to compare the information presented for governmental funds with similar

information presented for governmental activities in the government-wide financial statements. By doing so, readers may better understand the long-term impact of the government's near-term financing decisions. The governmental funds provide a reconciliation to facilitate this comparison between governmental funds and governmental activities.

The District adopts an annual appropriated budget for each of its governmental funds. A budgetary comparison statement for all funds except the Debt Service Fund has been provided on pages 17 through 20 to demonstrate compliance with this budget. The budgetary comparison for the Debt Service Fund is provided as part of the Supplementary Information on page 38.

Notes to the Financial Statements: The notes provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements. The Notes to the Financial Statements can be found starting on page 21 of this report.

Government-wide Financial Analysis: The following table shows a condensed statement of net position as of December 31, 2016 and December 31, 2015 derived from the government-wide financial statements.

Wheatlands Metropolitan District		
Net Position		
	<u>Governmental Activities</u>	
	<u>2016</u>	<u>2015</u>
Assets:		
Current assets	\$ 4,135,537	\$ 3,555,537
Capital and other assets	<u>3,757,181</u>	<u>3,868,288</u>
Total Assets	<u>7,892,718</u>	<u>7,423,825</u>
Liabilities and Deferred Inflows:		
Current liabilities and deferred inflows	2,000,000	2,175,084
Long-term and other liabilities	<u>25,874,594</u>	<u>25,987,507</u>
Total Liabilities and Deferred Inflows	<u>27,874,594</u>	<u>28,162,591</u>
Net Position:		
Net Investment in capital assets	2,908,730	2,920,451
Restricted	514,388	654,089
Unrestricted	<u>(23,404,994)</u>	<u>(24,313,306)</u>
Total Net Position	<u>\$ (19,981,876)</u>	<u>\$ (20,738,766)</u>

At the end of the current fiscal year, the District has a negative unrestricted net position which results from the District conveying the majority of its infrastructure to the City of Aurora but having the liability for the debt issued to construct the infrastructure.

The changes in net position for the years ended December 31, 2016 and December 31, 2015 are summarized in the following table:

**Wheatlands Metropolitan District
Change in Net Position**

	<u>Governmental Activities</u>	
	<u>2016</u>	<u>2015</u>
Revenues:		
Charges for services	\$ 818,974	\$ 770,599
Capital Grants & Contributions	-	50,000
Property taxes	2,189,229	1,749,254
Interest and other income	16,415	18,762
Termination of Dev Adv Agreements	-	39,963,009
Total Revenues & Special Item	<u>3,024,618</u>	<u>42,551,624</u>
Expenses:		
General government	149,705	140,548
Operations	196,542	155,029
Park & Recreation	693,994	553,980
Aurora Capital Improvements	7,632	322
Interest & depreciation expense	1,219,855	3,683,185
Total Expenses	<u>2,267,728</u>	<u>4,533,064</u>
Change in Net Position	756,890	38,018,560
Net Position- Beginning	<u>(20,738,766)</u>	<u>(58,757,326)</u>
Net Position- Ending	<u>\$ (19,981,876)</u>	<u>\$ (20,738,766)</u>

The primary contributing factors for the increase in net position for 2016 is an increase in property tax revenue and a decrease in interest expense.

Financial Analysis of the District's Funds

As mentioned earlier, the District uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements.

Governmental funds: The focus of the District's governmental funds is to provide information on near-term inflows, outflows, and balances of spendable resources. Such information is useful in assessing the District's financing requirements. In particular, the unrestricted fund balance may serve as a useful measure of a government's net resources available for spending at the end of the fiscal year.

General Fund revenues were \$935,774 in 2016 and \$587,206 in 2015. This increase is primarily related to an increase in tax revenues resulting from an increase in assessed value and a general fund mill levy increase of 5 mills for 2016. General Fund expenditures were \$149,705 in 2016 and \$140,548 in 2015. The slight increase is primarily because of increased costs for district operations and increased tax collection fees which correlate with the increased tax revenue.

Aurora Regional Improvement (“ARI”) Fund revenues were \$28,661 in 2016 and \$21,430 in 2015. This increase is because of increase tax revenue due to a higher assessed value, i.e. there was no change in the mill levy. ARI Fund expenditures were \$32,127 in 2016 and \$14,497 in 2015. The increase is a result of an increased capital outlay for landscaping improvements and an increase in fees for legal services.

Operations Fund revenues were \$234,453 in 2016 and \$218,063 in 2015. This increase is primarily attributable to increased operations fee revenue from an increased number of residents. Operations Fund expenditures were \$196,542 in 2016 and \$155,029 in 2015. The increase is primarily attributable to higher trash removal expenses resulting from an increased number of residential units and increased covenant enforcement activity.

Park Fund revenue was \$588,638 in 2016 and \$604,202 in 2015. In 2015 revenue included \$50,000 in grant revenue that did not reoccur in 2016. A portion of this decrease in revenue was offset by increased revenue from collection activities related to delinquent accounts. Park Fund expenditures were \$835,486 in 2016 and \$769,348 in 2015. The increase results primarily from increased expenditures for landscape maintenance and water.

Debt Service Fund revenue was \$1,237,092 in 2016 and \$1,157,714 in 2015. This increase results from an increase in tax revenue. There was an increased in assessed value in 2016 but that was partially offset by a reduction in the debt service mill levy of 10 mills. Debt Service Fund expenditures were \$1,048,777 in 2016 and \$29,266,337 in 2015. In 2015, there were extraordinary expenditures related to the refunding of the Series 2005 and 2008 bonds and payoff of developer advances. Expenditures in 2016 were limited to interest only on the Series 2015 bonds.

As of the end of 2016, the District’s governmental funds reported an ending fund balance of \$2,015,272, an increase of \$761,981 from 2015. The increase is primarily attributable to increased general fund revenue and decreased debt service fund expenditures. These additional funds are being held for spending in future years, primarily for capital replacement and enhancement purposes.

Budget variances: The General Fund ending fund balance finished the year \$513,839 ahead of budget, because it was not necessary to incur the expenses budgeted for an election and the budgeted transfer to other funds (the Park Fund) was not necessary. In addition, the fund started the year significantly ahead of projections at the time the 2016 budget was adopted. A budget to actual statement for the General Fund can be found on page 17 of this report.

The ARI Fund ending fund balance finished the year \$6,382 ahead of budget as expenditures for legal services were less than amounts budgeted. A budget to actual statement for the ARI Fund can be found on page 18 of this report.

The Operations Fund ending fund balance finished the year \$11,719 ahead of the final budget as there were no expenditures for contingencies. A budget to actual statement for the Operations Fund can be found on page 19 of this report.

The Park Fund ending fund balance finished the year \$87,519 ahead of final budget due to greater than budgeted revenue from collection activities and less than budgeted expenditures for operations and maintenance and no expenditures for contingencies. A budget to actual statement for the Park Fund can be found on page 20 of this report.

The Debt Service Fund ending fund balance finished the year \$5,001 ahead of budget due to tax collections exceeding the budgeted amounts. A budget to actual statement for the Debt Fund can be found as part of the supplementary information on page 38 of this report.

Capital assets: The District's total net capital assets decreased by \$111,107, because of current year depreciation expense being greater than capital additions. Additional information as well as a detailed classification of the District's net capital assets can be found in the Notes to the Financial Statements on page 32 of this report.

Long-term debt: The overall debt of the District was reduced by \$99,386 in 2016. Further detail of long-term debt can be found on pages 32 – 35 of this report.

Request for Information: This financial report is designed to provide a general overview of the District's finances for all those with an interest in the government's finances. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to the Wheatlands Metropolitan District, c/o Marchetti & Weaver, LLC, 245 Century Circle, Suite 103, Louisville, CO 80027, (720) 210-9137.

BASIC FINANCIAL STATEMENTS

WHEATLANDS METROPOLITAN DISTRICT

STATEMENT OF NET POSITION

December 31, 2016

	Governmental Activities
	<hr/>
Assets	
Cash and Investments - Unrestricted	\$ 1,415,616
Investments - Restricted	606,936
Accounts Receivable	69,554
Due from County Treasurer	11,382
Prepaid Bond Insurance	208,967
Property Taxes Receivable	1,823,082
Capital Assets Not Being Depreciated	1,097,876
Capital Assets, Net of Accumulated Depreciation	2,659,305
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Total Assets	7,892,718
	<hr/>
Liabilities	
Accounts Payable	44,679
Prepaid Assessments	43,537
Accrued Interest Payable	88,702
Noncurrent Liabilities	
Due Within One Year	278,449
Due In More Than One Year	25,596,145
	<hr/>
Total Liabilities	26,051,512
	<hr/>
Deferred Inflows of Resources	
Unavailable Revenue - Property Taxes	1,823,082
	<hr/>
Net Position	
Net Investment in Capital Assets	2,908,730
Restricted	
Labor Emergencies	52,900
Debt Service	378,114
ARI Projects	17,176
Park Projects	66,198
Unrestricted	(23,404,994)
	<hr/>
Total Net Position	\$ (19,981,876)
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The notes to the financial statements are an integral part of this statement.

WHEATLANDS METROPOLITAN DISTRICT

**STATEMENT OF ACTIVITIES
For the Year Ended December 31, 2016**

<u>Function/Program Activities</u>	<u>Expenses</u>	<u>Program Revenues</u>			<u>Net (Expense) Revenue and Changes in Net Position</u>
		<u>Charges for Services</u>	<u>Operating Grants and Contributions</u>	<u>Capital Grants and Contributions</u>	
Governmental Activities					
General Government	\$ 149,705	\$ -	\$ -	\$ -	\$ (149,705)
Operations	196,542	234,435	-	-	37,893
Parks and Recreation	693,994	584,539	-	-	(109,455)
Aurora Regional Improvements	7,632	-	-	-	(7,632)
Unallocated Depreciation	140,285	-	-	-	(140,285)
Interest on Long-term Debt and Related Costs	1,079,570	-	-	-	(1,079,570)
Total	\$ 2,267,728	\$ 818,974	\$ -	\$ -	(1,448,754)
General Revenues					
					2,033,345
					155,884
					12,668
					3,747
					<u>2,205,644</u>
					Change in Net Position 756,890
					Net Position - Beginning (20,738,766)
					Net Position - Ending <u><u>\$(19,981,876)</u></u>

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

WHEATLANDS METROPOLITAN DISTRICT

**BALANCE SHEET
GOVERNMENTAL FUNDS
December 31, 2016**

	General Fund	Special Revenue ARI Fund	Special Revenue Operations Fund
Assets			
Cash and Investments - Unrestricted	\$ 1,228,551	\$ -	\$ 187,065
Cash and Investments - Restricted	-	17,176	-
Accounts Receivable	-	-	19,978
Due from County Treasurer	4,863	-	-
Property Taxes Receivable	747,165	29,887	-
Total Assets	\$ 1,980,579	\$ 47,063	\$ 207,043
Liabilities			
Accounts Payable	\$ 44,679	\$ -	\$ -
Prepaid Assessments	-	-	13,396
Total Liabilities	44,679	-	13,396
Deferred Inflows of Resources			
Unavailable Revenue - Property Taxes	747,165	29,887	-
Fund Balances			
Restricted			
TABOR Emergencies	28,100	-	7,100
ARI Projects	-	17,176	-
Park Funds	-	-	-
Debt Service	-	-	-
Assigned			
Capital Replacement Reserve	366,049	-	-
Subsequent Year's Expenditures	368,211	-	-
Operations	-	-	186,547
Unassigned	426,375	-	-
Total Fund Balances	1,188,735	17,176	193,647
Total Liabilities, Deferred Inflows of Resources and Fund Balances	\$ 1,980,579	\$ 47,063	\$ 207,043

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

Special Revenue Park Fund	Debt Service Fund	Total Governmental Funds
\$ -	\$ -	\$ 1,415,616
202,524	387,236	606,936
49,576	-	69,554
-	6,519	11,382
-	1,046,030	1,823,082
<u>\$ 252,100</u>	<u>\$ 1,439,785</u>	<u>\$ 3,926,570</u>
\$ -	\$ -	\$ 44,679
30,141	-	43,537
<u>30,141</u>	<u>-</u>	<u>88,216</u>
-	1,046,030	1,823,082
17,700	-	52,900
-	-	17,176
66,198	-	66,198
138,061	393,755	531,816
-	-	366,049
-	-	368,211
-	-	186,547
-	-	426,375
<u>221,959</u>	<u>393,755</u>	<u>2,015,272</u>
<u>\$ 252,100</u>	<u>\$ 1,439,785</u>	<u>\$ 3,926,570</u>

WHEATLANDS METROPOLITAN DISTRICT

**RECONCILIATION OF THE GOVERNMENTAL FUNDS
BALANCE SHEET TO THE STATEMENT OF NET POSITION
December 31, 2016**

Total Fund Balances - Governmental Funds		\$ 2,015,272
Total net position reported for governmental activities in the statement of net position is different because:		
Capital assets used in governmental activities are not financial resources and, therefore, are not reported in the funds.		
Those assets consist of:		
Capital Assets Not Being Depreciated	\$ 1,097,876	
Capital Assets, Net	2,659,305	3,757,181
Net prepaid bond insurance costs are not financial resources and, therefore, are not reported in the funds		
		208,967
Long-term liabilities applicable to the District's governmental activities are not due and payable in the current period and accordingly are not reported as fund liabilities. Interest on long-term debt is not accrued in governmental funds, but rather is recognized as an expenditure when due. All liabilities - both current and long-term - are reported in the statement of net position.		
Balances at year end are:		
Bonds Payable	(24,635,000)	
Bond Premium	(391,143)	
Loan Payable	(848,451)	
Accrued Interest Payable	(88,702)	(25,963,296)
Net Position - Governmental Activities		\$(19,981,876)

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

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WHEATLANDS METROPOLITAN DISTRICT

STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES

GOVERNMENTAL FUNDS

For the Year Ended December 31, 2016

	General Fund	Special Revenue ARI Fund	Special Revenue Operations Fund
Revenues			
Property Taxes	\$ 859,167	\$ 28,639	\$ -
Specific Ownership Taxes	66,598	-	-
Operations and Park Fees	-	-	206,366
Late Charges and Collection Fees	-	-	3,903
Warning Letter Fees	-	-	1,575
Working Capital Fees	-	-	8,000
Clubhouse Rental Fees	-	-	-
Legal - Collections	-	-	11,909
Design Review	-	-	3,055
Violations / Fines	-	-	(373)
Net Investment Income	10,009	22	-
Other	-	-	18
Total Revenues	935,774	28,661	234,453
Expenditures			
General Government			
Accounting and Audit	64,051	-	3,709
Legal	56,494	7,202	33,766
Insurance and Bonds	2,677	-	-
Bank Fees	-	-	2,450
County Treasurer's Fees	12,898	430	-
Directors' Fees	6,569	-	-
Election	570	-	-
Website	4,081	-	-
Operations and Maintenance	-	-	41,412
Utilities	-	-	115,205
Miscellaneous	2,365	-	-
Debt Service			
Principal	-	-	-
Interest	-	-	-
Paying Agent / Trustee Fees	-	-	-
Capital Outlay	-	24,495	-
Total Expenditures	149,705	32,127	196,542
Net Change in Fund Balances	786,069	(3,466)	37,911
Fund Balances - Beginning	402,666	20,642	155,736
Fund Balances - Ending	\$ 1,188,735	\$ 17,176	\$ 193,647

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

Special Revenue Park Fund	Debt Service Fund	Total Governmental Funds
\$ -	\$ 1,145,539	\$ 2,033,345
-	89,286	155,884
512,747	-	719,113
8,173	-	12,076
-	-	1,575
16,000	-	24,000
19,773	-	19,773
27,846	-	39,755
-	-	3,055
-	-	(373)
370	2,267	12,668
3,729	-	3,747
588,638	1,237,092	3,024,618
11,128	-	78,888
52,903	-	150,365
24,743	-	27,420
5,483	-	7,933
-	17,196	30,524
-	-	6,569
-	-	570
-	-	4,081
396,976	-	438,388
207,444	-	322,649
-	-	2,365
99,386	-	99,386
35,423	1,030,581	1,066,004
2,000	1,000	3,000
-	-	24,495
835,486	1,048,777	2,262,637
(246,848)	188,315	761,981
468,807	205,440	1,253,291
\$ 221,959	\$ 393,755	\$ 2,015,272

WHEATLANDS METROPOLITAN DISTRICT

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

Net Change in Fund Balances - Governmental Funds \$ 761,981

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

Governmental funds report capital outlays as expenditures. However, in the statement of activities the cost of those assets is allocated over their estimated useful lives and reported as depreciation expense.

Capital Outlay	\$ 29,178	
Depreciation expense	<u>(140,285)</u>	(111,107)

The issuance of long-term debt (e.g., bonds, leases) provides current financial resources to governmental funds, while the repayment of the principal of long-term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net position. Also, governmental funds report the effect of premiums, discounts, and similar items when debt is first issued, whereas these amounts are deferred and amortized in the statement of activities.

Principal Paid on Long Term Debt		99,386
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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:

Change in accrued interest on bonds and loan payable	330	
Amortization of bond premium	13,527	
Amortization of bond insurance costs	<u>(7,227)</u>	<u>6,630</u>

Change in Net Position - Governmental Activities		<u><u>\$ 756,890</u></u>
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The notes to the financial statements are an integral part of this statement.

WHEATLANDS METROPOLITAN DISTRICT

GENERAL FUND

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

For the Year Ended December 31, 2016

(With Comparative Actual Totals for the Year Ended December 31, 2015)

	Original and Final Budget	Actual Amounts	Variance with Final Budget - Positive (Negative)	2015 Actual
Revenues				
Property Taxes	\$ 859,198	\$ 859,167	\$ (31)	\$ 535,044
Specific Ownership Taxes	45,107	66,598	21,491	40,908
Net Investment Income	1,000	10,009	9,009	2,070
Other	-	-	-	9,184
Total Revenues	905,305	935,774	30,469	587,206
Expenditures				
General Government				
Accounting	60,720	59,351	1,369	51,484
Audit	4,700	4,700	-	4,700
Legal	67,100	56,494	10,606	57,354
Insurance and bonds	3,800	2,677	1,123	3,543
County Treasurer's Fees	12,888	12,898	(10)	8,036
Directors' fees	7,000	6,569	431	8,635
Website	5,500	4,081	1,419	2,100
Election	40,000	570	39,430	-
Miscellaneous	11,000	2,365	8,635	4,696
Contingency	7,200	-	7,200	-
Total Expenditures	219,908	149,705	70,203	140,548
Excess Revenues Over (Under) Expenditures	685,397	786,069	100,672	446,658
Other Financing (Uses)				
Transfers Out	(385,000)	-	385,000	(195,000)
Net Change in Fund Balance	300,397	786,069	485,672	251,658
Fund Balance - Beginning	374,499	402,666	28,167	151,008
Fund Balance - Ending	\$ 674,896	\$ 1,188,735	\$ 513,839	\$ 402,666

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

WHEATLANDS METROPOLITAN DISTRICT

**SPECIAL REVENUE - AURORA REGIONAL IMPROVEMENTS (ARI) FUND
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE -
BUDGET AND ACTUAL**

For the Year Ended December 31, 2016

(With Comparative Actual Totals for the Year Ended December 31, 2015)

	<u>Original Budget</u>	<u>Final Budget</u>	<u>Actual Amounts</u>	<u>Variance with Final Budget - Positive (Negative)</u>	<u>2015 Actual</u>
Revenues					
Property Taxes	\$ 28,640	\$ 28,635	\$ 28,639	\$ 4	\$ 21,402
Net Investment Income	-	-	22	22	28
Total Revenues	<u>28,640</u>	<u>28,635</u>	<u>28,661</u>	<u>26</u>	<u>21,430</u>
Expenditures					
General Government					
County Treasurer's Fees	430	430	430	-	322
Legal	-	12,800	7,202	5,598	-
Capital Outlay	10,000	25,253	24,495	758	14,175
Total Expenditures	<u>10,430</u>	<u>38,483</u>	<u>32,127</u>	<u>6,356</u>	<u>14,497</u>
Net Change in Fund Balance	18,210	(9,848)	(3,466)	6,382	6,933
Fund Balance - Beginning	<u>373</u>	<u>20,642</u>	<u>20,642</u>	<u>-</u>	<u>13,709</u>
Fund Balance - Ending	<u>\$ 18,583</u>	<u>\$ 10,794</u>	<u>\$ 17,176</u>	<u>\$ 6,382</u>	<u>\$ 20,642</u>

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

WHEATLANDS METROPOLITAN DISTRICT

SPECIAL REVENUE - OPERATIONS FUND

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

For the Year Ended December 31, 2016

(With Comparative Actual Totals for the Year Ended December 31, 2015)

	Original Budget	Final Budget	Actual Amounts	Variance with Final Budget - Positive (Negative)	2015 Actual
Revenues					
Operations Fees	\$ 205,560	\$ 205,560	\$ 206,366	\$ 806	\$ 189,980
Late Charges/Collection Fees	1,600	1,200	3,903	2,703	1,224
Warning Letter Fees	1,000	15,300	1,575	(13,725)	4,655
Working Capital Fees	7,350	7,350	8,000	650	5,850
Legal - Collections	900	900	11,909	11,009	997
Design Review	4,000	3,000	3,055	55	3,965
Violations / Fines	4,000	2,400	(373)	(2,773)	11,312
Other	-	-	18	18	80
Total Revenues	224,410	235,710	234,453	(1,257)	218,063
Expenditures					
General Government					
Accounting	3,795	3,795	3,709	86	3,120
Legal	18,260	33,040	33,766	(726)	16,192
Billing	-	5,845	4,644	1,201	-
Facilities Management	25,560	23,236	21,382	1,854	22,826
Design Review	4,000	6,000	5,115	885	3,450
Covenant Enforcement	-	9,300	10,260	(960)	-
Trash Removal	115,980	115,980	115,205	775	105,841
Bank Charges	3,330	3,330	2,450	880	3,441
Miscellaneous	-	-	11	(11)	159
Contingency	-	10,000	-	10,000	-
Total Expenditures	170,925	210,526	196,542	13,984	155,029
Net Change in Fund Balance	53,485	25,184	37,911	12,727	63,034
Fund Balance - Beginning	149,356	156,744	155,736	(1,008)	92,702
Fund Balance - Ending	\$ 202,841	\$ 181,928	\$ 193,647	\$ 11,719	\$ 155,736

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

WHEATLANDS METROPOLITAN DISTRICT

SPECIAL REVENUE - PARK FUND

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

For the Year Ended December 31, 2016

(With Comparative Actual Totals for the Year Ended December 31, 2015)

	<u>Original Budget</u>	<u>Final Budget</u>	<u>Actual Amounts</u>	<u>Variance with Final Budget - Positive (Negative)</u>	<u>2015 Actual</u>
Revenues					
Park and Recreation Fees	\$ 519,480	\$ 519,480	512,747	\$ (6,733)	\$ 519,210
Late Charges/Collection Fees	3,000	3,000	8,173	5,173	2,211
Working Capital Fees	14,700	14,700	16,000	1,300	11,700
Clubhouse Rental Fees	15,000	15,000	19,773	4,773	15,508
Legal - Collections	3,600	3,600	27,846	24,246	3,988
Grant Income	-	-	-	-	50,000
Net Investment Income	-	240	370	130	130
Other	1,000	1,689	3,729	2,040	1,455
Total Revenues	<u>556,780</u>	<u>557,709</u>	<u>588,638</u>	<u>30,929</u>	<u>604,202</u>
Expenditures					
General Government					
Accounting	11,385	11,385	11,128	257	9,358
Legal	22,820	47,550	52,903	(5,353)	22,226
Insurance and Bonds	25,910	24,743	24,743	-	18,460
Bank Charges	7,480	6,000	5,483	517	7,792
Operations and Maintenance	118,640	71,741	44,929	26,812	111,910
Landscape Maintenance	168,000	218,765	208,852	9,913	147,235
Clubhouse Maintenance	83,700	59,400	47,054	12,346	71,231
Pool Maintenance	114,500	94,675	96,141	(1,466)	80,687
Utilities	186,000	210,000	207,444	2,556	163,640
Contingency	-	15,000	-	15,000	-
Debt Service					
Loan Principal	99,386	99,386	99,386	-	95,677
Loan Interest	35,423	35,423	35,423	-	39,132
Paying Agent / Trustee Fees	2,000	2,000	2,000	-	2,000
Total Expenditures	<u>875,244</u>	<u>896,068</u>	<u>835,486</u>	<u>60,582</u>	<u>769,348</u>
Excess Revenues Over (Under)					
Expenditures	(318,464)	(338,359)	(246,848)	91,511	(165,146)
Other Financing Sources					
Transfers In	385,000	5,000	-	(5,000)	195,000
Net Change in Fund Balance	66,536	(333,359)	(246,848)	86,511	29,854
Fund Balance - Beginning	421,108	467,799	468,807	1,008	438,953
Fund Balance - Ending	<u>\$ 487,644</u>	<u>\$ 134,440</u>	<u>\$ 221,959</u>	<u>\$ 87,519</u>	<u>\$ 468,807</u>

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

WHEATLANDS METROPOLITAN DISTRICT

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2016

NOTE 1 –REPORTING ENTITY

Wheatlands Metropolitan District, formerly Wheatlands Metropolitan District No. 2 (“the District”), a quasi-municipal corporation and political subdivision of the State of Colorado was organized by order and decree of the District Court in and for Arapahoe County on December 4, 2001, and is governed pursuant to provisions of the Colorado Special District Act (Title 32, Article 2, Colorado Revised Statutes). The District changed its name from Wheatlands Metropolitan District No. 2 to Wheatlands Metropolitan District pursuant to a court order dated September 6, 2012. The District operates under a Service Plan approved by the City of Aurora (“the City”) as amended and restated on August 6, 2004, as further amended by a First Amendment approved by the City on August 24, 2015 (“Service Plan”). The District's service area boundaries are located entirely in the City, in Arapahoe County, Colorado (“County”). The District is one of two related districts: Wheatlands Metropolitan District No. 1 (“District No. 1”) and Wheatlands Metropolitan District (“the Districts”). Pursuant to the Service Plan, the District is referred to as the Taxing District and District No. 1 is the Operating District. The Operating District is responsible for management of the construction of all facilities and improvements and for operation and maintenance of all improvements not conveyed to the City. The Taxing District provides the funding for infrastructure improvements and the tax base needed to support ongoing operations. During 2011, District No. 1 turned over operations and maintenance functions to the District and went inactive; consequently the District now acts as both the “operating” and “financing” District.

The District was established principally for the financing of public improvements, including streets and roadways, safety protection systems, water improvements, sanitary sewer and storm drainage, and park and recreation improvements and facilities.

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

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

WHEATLANDS METROPOLITAN DISTRICT

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2016

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 taxes and intergovernmental revenues.

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

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.

Separate financial statements are provided for the 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. Property taxes are recognized as revenues in the year for which they are levied. Other items are recognized as revenues as soon as all eligibility requirements imposed by the provider have been met. Depreciation is computed and recorded as an operating expense. Expenditures for capital assets are shown as increases in assets and redemption of bonds and notes are 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

WHEATLANDS METROPOLITAN DISTRICT

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2016

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 after year-end. 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. Expenditures are recorded when the related fund liability is incurred, as under accrual accounting. However, debt service expenditures are recorded only when payment is due.

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.

The Special Revenue - Aurora Regional Improvements (ARI) Fund is used to account for revenues received from the 1.000 ARI mill levy which is required to be used for payment of the planning, designing, permitting, construction, acquisition and financing of the regional improvements described in the ARI Master Plan.

The Special Revenue - Operations Fund is used to account for operations fee revenues and the costs associated with design review, covenant enforcement and trash services.

The Special Revenue - Park Fund is used to account for park fee revenues and the costs associated with the general operations and maintenance of the District's park and recreation facilities, along with payments made for principal and interest on the Tax-Exempt Revenue Note, Series 2013, issued for the purpose of acquiring land related to the park and recreation facilities.

The Debt Service Fund accounts for the resources accumulated and payments made for principal and interest on long-term general obligation debt of the governmental funds.

As a general rule, the effect of interfund activity has been eliminated from the government-wide financial statements.

Amounts reported as program revenues include 1) charges to customers or applicants for goods, services, or privileges provided, 2) operating grants and contributions, and 3) capital grants and contributions, including special assessments. Internally dedicated resources are reported as general revenues rather than as program revenues. Likewise, general revenues include all taxes.

WHEATLANDS METROPOLITAN DISTRICT

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2016

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 has amended its annual budget for the year ended December 31, 2016.

Pooled Cash and Investments

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 single account. 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 and investments. Investments are carried at fair value.

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 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.

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

WHEATLANDS METROPOLITAN DISTRICT

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2016

Operations and Working Capital Fees

The District charges a monthly operating fee of \$20 to all homeowners for architectural review, covenant enforcement and trash service. The District also charges a monthly park and recreation fee of \$45 to all single family residential and vacant lot owners for the operation and maintenance of the park and recreation functions of the District. In 2016, the District created a reduced park and recreation fee of \$20 per month for apartments (“Apartment Park and Rec Fee”). The District also entered into an agreement with Wheatlands Peak, LLC in which the District agreed to assess the Apartment Park and Rec Fee for apartments owned by Wheatlands Peak, LLC in exchange for qualified access to the District’s swimming and clubhouse facilities and other landscaping and sign maintenance considerations.

In addition to the monthly operations fees, the District imposes a working capital fee on all transfers of residential units by an end user. The amount of the working capital fee is \$150 when the consideration exceeds \$500. Of the \$150 fee, \$50 is allocated to the Operations Fund and \$100 is allocated to the Park Fund. For consideration of less than \$500, no working capital fee shall be payable.

Capital Assets

Capital assets, which include the park and recreation facilities, are reported 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 the net investment in capital assets component of the District’s net position.

The costs of normal maintenance and repairs that do not add to the value of the asset or materially extend the life of the asset are not capitalized. Improvements are capitalized and depreciated over the remaining useful lives of the related capital assets, as applicable.

Depreciation expense has been computed using the straight-line method over the following estimated economic useful lives:

Parks and recreation facilities	10 - 30 years
Landscaping Improvements	25 years

WHEATLANDS METROPOLITAN DISTRICT

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2016

Deferred Outflows/Inflows of Resources

In addition to assets, the statement of financial position/balance sheet 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 or fund balance that applies to a future period(s) and thus, will not be recognized as an outflow of resources (expense/expenditure) until then.

In addition to liabilities, the statement of financial position/balance sheet 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 or fund balance that applies to a future period(s) and so will not be recognized as an inflow of resources (revenue) until that time.

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 statement of net position. Bonds payable are reported net of the applicable bond premium. Bond premiums are deferred and amortized over the life of the bonds using the straight-line method and charged to interest expense. Debt issuance costs, except any portion related to prepaid bond insurance costs, are expensed when incurred. Bond insurance costs are prepaid and amortized over the term of the bonds.

In the fund financial statements, governmental fund types recognize debt premiums and discounts, as well as debt issuance costs, during the current period. The face amount of debt issued is reported as other financing sources. Premiums received on debt issuances are reported as other financing sources while discounts on debt issuances are reported as other financing uses. Issuance costs, whether or not withheld from the actual debt proceeds received, are reported as debt service expenditures.

Net Position and Fund Equity

Net Position

The government-wide financial statements utilize a net position presentation. Net position is categorized as net investment in capital assets, restricted and unrestricted.

Net investment in capital assets consists of capital assets, net of accumulated depreciation and reduced by the outstanding balances of bonds, mortgages, notes or other borrowings that are attributable to the acquisition, construction or improvement of those assets.

WHEATLANDS METROPOLITAN DISTRICT

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2016

Restricted net position is subject to restrictions by creditors, grantors, contributors, or laws or regulations of other governments or imposed by law through constitutional provision or enabling legislation.

The District reports the following restricted net position balances:

Restricted for TABOR Emergencies

Emergency reserves have been provided for as required by Article X, Section 20 of the Constitution of the State of Colorado (see Note 8).

Restricted for Debt Service

Net position is restricted for debt service because their use is limited by applicable bond and loan covenants.

Restricted for ARI Projects

Net position is restricted for projects associated with the ARI Master Plan.

Restricted for Park Projects

Net position is restricted for the District's park and recreation facilities.

Unrestricted net position represents assets that do not have any third-party limitations on their use.

The District's unrestricted net position as of December 31, 2016 totaled \$(23,404,994). This deficit amount was a result of the District being responsible for the repayment of bonds issued for public improvements which were constructed and primarily conveyed to other governmental entities, and which costs were removed from the District's financial records.

For government-wide presentation purposes, when both restricted and unrestricted resources are available for use, it is the District's practice to use restricted resources first, then unrestricted resources as they are needed.

WHEATLANDS METROPOLITAN DISTRICT

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2016

Fund Balances

Fund balance for governmental funds should be reported in classifications that comprise a hierarchy based on the extent to which the government is bound to honor constraints on the specific purposes for which spending can occur. Governmental funds report up to five classifications of fund balance: nonspendable, restricted, committed, assigned, and unassigned.

Because circumstances differ among governments, not every government or every governmental fund will present all of these components. The following classifications describe the relative strength of the spending constraints:

Nonspendable fund balance – The portion of fund balance that cannot be spent because it is either not in spendable form (such as prepaid amounts or inventory) or legally or contractually required to be maintained intact.

Restricted fund balance – The portion of fund balance that is constrained to being used for a specific purpose by external parties (such as bondholders), constitutional provisions, or enabling legislation.

Committed fund balance – The portion of fund balance that can only be used for specific purposes pursuant to constraints imposed by 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 – The portion of fund balance that is constrained by the government's intent to be used for specific purposes, but is neither restricted nor committed. Intent is expressed by the Board of Directors to be used for a specific purpose. Constraints imposed on the use of assigned amounts are more easily removed or modified than those imposed on amounts that are classified as committed.

The following fund balances are assigned:

Capital Replacement Reserve – The District has provided for a replacement reserve in the General Fund for use in subsequent year capital improvement projects.

Subsequent Year's Expenditures – Represents the gap between estimated revenue and appropriations in the subsequent year's appropriated budget

Operations – assigned for purposes of the Special Revenue – Operations Fund.

Unassigned fund balance – The residual portion of fund balance that does not meet any of the criteria described above.

WHEATLANDS METROPOLITAN DISTRICT

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2016

If more than one classification of fund balance is available for use when an expenditure is incurred, it is the District's policy to use the most restrictive classification first.

Use of Estimates

The preparation of financial statements, in conformity with generally accepted accounting principles, requires management to make estimates and assumptions that affect the reported amounts of 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. An example of such an estimate that has been made by management is depreciation expense.

NOTE 3 – CASH AND INVESTMENTS

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

	<u>Unrestricted</u>	<u>Restricted</u>	<u>Total</u>
Cash	\$ 26,956	\$ 49,988	\$ 76,944
Investments	1,388,660	556,948	1,945,608
Total	<u>\$ 1,415,616</u>	<u>\$ 606,936</u>	<u>\$ 2,022,552</u>

Deposits with Financial Institutions

Custodial credit risk

Custodial risk for deposits is the risk that, in the event of a failure of a depository financial institution, the District will not be able to recover its deposits or will not be able to recover collateral securities that are in possession of an outside party. The Colorado Public Deposit Protection Act (PDPA) governs the investment of public funds. 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 (\$250,000) 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 institution's internal records identify the collateral by depositor and as such, these deposits are considered to be uninsured but collateralized. The State Commissioners for banks and financial services are required by statute to monitor the naming of eligible depositories and

WHEATLANDS METROPOLITAN DISTRICT

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2016

reporting of the uninsured deposits and assets maintained in the collateral pools. At December 31, 2016, the District's deposits amounting to \$76,944 were insured by federal depository insurance and were not exposed to custodial credit risk.

Investments

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

<u>Investment</u>	<u>Maturity</u>	<u>Fair Value</u>
	Weighted Average	
Colorado Surplus Asset Fund Trust (CSAFE)	under 60 days	<u>\$ 1,945,608</u>

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 obligations of the United States, certain U.S. government agency securities and Local Government Investment Pools, 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 credit 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.

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
- Certain certificates of participation
- Certain securities lending agreements
- 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

WHEATLANDS METROPOLITAN DISTRICT

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2016

Fair Value of Investments

The District measures and records its investments using fair value measurement guidelines established by generally accepted accounting principles. These guidelines recognize a three-tiered fair value hierarchy, as follows:

- Level 1: Quoted prices for identical investments in active markets;
- Level 2: Observable inputs other than quoted market prices; and,
- Level 3: Unobservable inputs.

Investments not measured at fair value and not categorized include CSAFE which record its investments at amortized cost.

The District invested in the Colorado Surplus Asset Fund Trust (CSAFE), 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 a custodian agreement. 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 custodian's internal records segregate investments owned by CSAFE. CSAFE is rated AAAM by Standard & Poor's.

Restricted Cash and Investments

At December 31, 2016, cash and investments in the amount of \$606,936 are restricted. This includes cash and investments held by the ARI Fund, the Park Fund and the Debt Service Fund, pursuant to applicable contractual and debt requirements (see Note 5).

WHEATLANDS METROPOLITAN DISTRICT

**NOTES TO THE FINANCIAL STATEMENTS
December 31, 2016**

NOTE 4 – CAPITAL ASSETS

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

	<u>Beginning Balance</u>	<u>Additions</u>	<u>Deletions</u>	<u>Ending Balance</u>
Capital Assets Not Being Depreciated				
Land	\$ 1,021,086	\$ -	\$ -	\$ 1,021,086
Construction in Process	73,620	3,170	-	76,790
Subtotal	<u>1,094,706</u>	<u>3,170</u>	<u>-</u>	<u>1,097,876</u>
Capital Assets Being Depreciated				
Parks and Recreation Facilities	3,322,960	8,180	-	3,331,140
Landscape Improvements	91,823	17,828	-	109,651
Subtotal	<u>3,414,783</u>	<u>26,008</u>	<u>-</u>	<u>3,440,791</u>
Less Accumulated Depreciation for				
Parks and Recreation Facilities	(633,393)	(135,878)	-	(769,271)
Landscape Improvements	(7,808)	(4,407)	-	(12,215)
Subtotal	<u>(641,201)</u>	<u>(140,285)</u>	<u>-</u>	<u>(781,486)</u>
Total Capital Assets Being Depreciated, Net	<u>2,773,582</u>	<u>(114,277)</u>	<u>-</u>	<u>2,659,305</u>
Total Capital Assets, Net	<u>\$ 3,868,288</u>	<u>\$ (111,107)</u>	<u>\$ -</u>	<u>\$ 3,757,181</u>

NOTE 5 – LONG-TERM OBLIGATIONS

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

	<u>Beginning Balance</u>	<u>Additions</u>	<u>Deletions</u>	<u>Ending Balance</u>	<u>Due Within One Year</u>
G.O. Refunding Bonds, Series 2015	\$24,635,000	\$ -	\$ -	\$24,635,000	\$ 175,000
G.O. Limited Tax Convertible to					
Tax-Exempt Revenue Note, Series 2013	947,837	-	99,386	848,451	103,449
Total	25,582,837	<u>\$ -</u>	<u>\$ 99,386</u>	25,483,451	<u>\$ 278,449</u>
Less Current Portion	(99,386)			(278,449)	
Plus Unamortized Original Issue Premium	404,670	<u>\$ -</u>	<u>\$ 13,527</u>	391,143	
Total Long-term Liabilities	<u>\$25,888,121</u>			<u>\$25,596,145</u>	

WHEATLANDS METROPOLITAN DISTRICT

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2016

\$24,635,000 General Obligation Refunding Bonds, Series 2015

On September 10, 2015, the District issued \$24,635,000 General Obligation Refunding Bonds, Series 2015. The bonds were issued to refund on a current basis all of the District's outstanding General Obligation Bonds (Limited Tax Convertible to Unlimited Tax), Series 2005, the Subordinate General Obligation (Limited Tax Convertible to Unlimited Tax), Series 2008, and pay and cancel the District's Repayment Obligation incurred under a Debt Service Guaranty Agreement amounting to \$2,755,000. Principal payments are due annually on December 1, through 2045. Interest payments are due semi-annually on June 1 and December 1, with interest accruing at rates ranging from 4.00% to 5.00%. Repayment of both principal and interest on the bonds are insured by Build America Mutual Assurance Company. Bonds maturing on or after January 1, 2030 are callable at par in any order of maturity on December 1, 2025. The bonds are rated AA by Standard and Poor's.

\$1,150,000 Tax-Exempt Revenue Note, Series 2013, dated September 27, 2013

On September 27, 2013, the District entered into a Loan Agreement with US Bank for \$1,150,000 in the form of a Tax-exempt Revenue Note, Series 2013, maturing September 1, 2023, at an interest rate of 3.86%, with interest and principal paid monthly, on the 1st of each month, commencing on November 1, 2013. The loan was issued for the purpose of acquiring land related to park and recreation facilities. The loan is payable from pledged revenue consisting of 1) all revenue derived by the District from the imposition of the Park and Recreation Fee, 2) any amounts held in the funds and accounts established under the Custodial Agreement and pledged to secure the Note; 3) and any other legally available moneys which the District determines, in its sole discretion, to credit as Pledged Revenue under the Authorizing Resolution. The loan is further secured by the Reserve Fund which was funded from loan proceeds amounting to \$65,000.

WHEATLANDS METROPOLITAN DISTRICT

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2016

The District's long-term obligations relating to the General Obligation Refunding Bonds and the Tax-Exempt Revenue Note will mature as follows:

	Principal	Interest	Total
2017	\$ 278,449	\$ 1,061,941	\$ 1,340,390
2018	382,571	1,050,818	1,433,389
2019	436,857	1,035,532	1,472,389
2020	491,259	1,018,131	1,509,390
2021	510,947	998,443	1,509,390
2022-2026	2,748,368	4,673,652	7,422,020
2027-2031	3,475,000	4,001,405	7,476,405
2032-2036	4,735,000	3,137,605	7,872,605
2037-2041	6,180,000	2,075,706	8,255,706
2042-2045	6,245,000	660,000	6,905,000
	<u>\$ 25,483,451</u>	<u>\$ 19,713,233</u>	<u>\$ 45,196,684</u>

Authorized Debt

On November 6, 2001 and November 2, 2004, a majority of the qualified electors of the District authorized the issuance of indebtedness in an amount not to exceed \$132,500,000 and \$732,750,000, respectively, at an interest rate not to exceed 18% per annum. At December 31, 2016, the District had authorized but unissued indebtedness in the following amounts allocated for the following purposes:

	Amount Authorized on November 6, 2001	Amount Authorized on November 2, 2004	Authorization Used Series 2005 Bonds	Authorization Used Series 2008 Bonds	Authorization Used Series 2013 Note	Authorized but Unissued
Streets	\$ 23,000,000	\$ 55,000,000	\$ 19,877,670	\$ 6,980,190	\$ -	\$ 51,142,140
Traffic and safety	500,000	55,000,000	-	-	-	55,500,000
Water	5,000,000	55,000,000	-	2,572,847	-	57,427,153
Sanitation	8,000,000	55,000,000	-	454,641	-	62,545,359
Park and recreation	7,000,000	55,000,000	1,772,330	2,237,322	1,150,000	56,840,348
Fire protection	-	55,000,000	-	-	-	55,000,000
Transportation	-	55,000,000	-	-	-	55,000,000
Mosquito control	-	55,000,000	-	-	-	55,000,000
TV Relay	-	55,000,000	-	-	-	55,000,000
Operations and maintenance	1,000,000	2,000,000	-	-	-	3,000,000
Refundings	43,500,000	110,000,000	-	-	-	153,500,000
Various agreements	44,500,000	125,750,000	-	-	-	170,250,000
	<u>\$132,500,000</u>	<u>\$732,750,000</u>	<u>\$ 21,650,000</u>	<u>\$ 12,245,000</u>	<u>\$ 1,150,000</u>	<u>\$830,205,000</u>

WHEATLANDS METROPOLITAN DISTRICT

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2016

Pursuant to the Amended Service Plan, the District is permitted to issue bonded indebtedness of up to \$85,000,000. The maximum mill levy is 50 mills for aggregate debt which exceeds 50% of the District's assessed valuation. For the portion of any aggregate Debt which is equal to or less than 50% of the District's assessed valuation, the mill levy may be such amount as is necessary to pay the Debt service on such Debt, without limitation of rate.

In 2015, the 50 mill maximum for the maximum mill levy was eliminated for the purpose of refunding or refinancing existing outstanding debt (see Note 6).

The 2015 General Obligation Refunding Bonds do not consume any authorized amount because they were issued at a lower interest rate than the Bonds they refunded.

NOTE 6 – AGREEMENTS

City of Aurora Intergovernmental Agreement

On February 2, 2015, the District entered into an intergovernmental agreement with the City of Aurora, ("Aurora IGA"). The Aurora IGA memorializes covenants and agreements related to the provision of services within the District defined in the District's Service Plan. Included in the Aurora IGA is a debt issuance limitation of \$55,000,000 (subsequently changed to \$85,000,000 in the First Amendment to the Service Plan dated August 24, 2015), an agreement to impose the mill levy for Aurora Regional Improvements, and the establishment of the Maximum Debt Mill Levy of 50 mills while the District's aggregate debt exceeds 50% and no Maximum Debt Mill Levy once aggregated District debt is 50% or less of the District's assessed valuation. The Aurora IGA also sets the Maximum Debt Mill Levy Term of 40 years unless a majority of the board being residents have voted in favor of extending the term as a result of refunding that results in a net present value savings to the District.

On August 24, 2015, the District executed the First Amendment to the Aurora IGA. Pursuant to this amendment, the District is authorized to issue one or more series of unlimited mill levy Bonds or other Debt or obligations which are not subject to the Maximum Debt Mill Levy, for the purpose of refunding or refinancing outstanding debt existing on that date. Further, the District may pledge to the payment of such Refunding Bonds such revenues as it may determine, including the revenues from a mill levy to be imposed on all taxable property within the District without limitation as to rate and in such amounts as are sufficient to pay the Refunding Bonds as they come due.

WHEATLANDS METROPOLITAN DISTRICT

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2016

Aurora Regional Improvement Authority No. 5 Establishment Agreement

On September 13, 2012, the District entered into the Aurora Regional Improvement Authority No. 5 Establishment Agreement (“ARI IGA”) between the District and other unrelated metropolitan districts, to form the Aurora Regional Improvement Authority No. 5. Pursuant to the Service Plan, the District is required to impose the Aurora Regional Improvement (ARI) Mill Levy on property within the District’s boundaries. This mill levy is 1.000 mill for the first twenty years of the District, which for this purpose begins the first year that the District certifies a debt service mill levy. The levy increases to 5.000 mills for year twenty-one through forty or the date of repayment of the debt incurred for public improvement other than regional improvements, whichever occurs first.

For the ten years subsequent to the period where the 5.000 mills is imposed, the ARI mill levy is the average of the debt service mill levy for the previous 10 years. As of December 31, 2016, the District has collected \$141,859 under the ARI mill levy. The funds and interest earned are held in a CSAFE account until the Authority requests the funds. During 2016, the District, in accordance with the ARI IGA, utilized \$31,697 of the ARI funds for improvements benefiting the region.

On March 24, 2017, the District served notice to withdraw from the ARI IGA. The ARI IGA provides that the withdrawal will be effective sixty days after written notice is provided to the other members.

Ground Lease Agreement

On September 27, 2013, the District entered into a Ground Lease Agreement with the YMCA of Metropolitan Denver, (“YMCA”). The initial term of this lease is for a period of fifty years, which begins on January 31, 2014 and continues through January 31, 2064. The YMCA pays the District nominal rent of \$1.00 per year. In addition, the YMCA reimburses the District 50%, not to exceed \$25,000, of the soft costs incurred by the District in undertaking the due diligence necessary to purchase the property. The District has granted permission to the YMCA to occupy the leased property for the purposes of constructing and operating a fitness and recreational center that may also include other uses, facilities and purposes customary for a YMCA facility or recreation and community center. All District residents and property owners are entitled to a reduced rate membership to the facility, to be negotiated between the District and the YMCA, but in no event to exceed \$30 per month per residential unit or vacant lot. The membership fee may be increased on January 1 of each year by an amount equal to any percentage increase in the general membership rate charged by the YMCA applicable to the facility.

WHEATLANDS METROPOLITAN DISTRICT

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2016

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 natural disasters.

The District is a member of the Colorado Special Districts Property and Liability Pool (“the 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 three years.

The District pays annual premiums to the Pool for liability, property, public officials liability and workers compensation coverage. In the event aggregated losses incurred by the Pool exceed amounts recoverable from 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, commonly known 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 2, 2004, the voters approved the District to increase taxes \$2,000,000 annually for the purpose of paying the District’s operations, maintenance and other expenses without regard to any spending, revenue raising or other limitation contained within Article X, Section 20 of the Colorado Constitution or any other property tax limitation or law. Additionally, the voters authorized the District to collect, retain and expend each year all revenues it receives

WHEATLANDS METROPOLITAN DISTRICT

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2016

from all sources as voter-approved revenue changes and without regard to any spending, revenue raising or other limitation.

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.

SUPPLEMENTARY INFORMATION

WHEATLANDS METROPOLITAN DISTRICT

DEBT SERVICE FUND

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

For the Year Ended December 31, 2016

(With Comparative Actual Totals for the Year Ended December 31, 2015)

	Original Budget	Final Budget	Actual Amounts	Variance with Final Budget - Positive (Negative)	2015 Actual
Revenues					
Property Taxes	\$ 1,145,597	\$ 1,145,447	\$ 1,145,539	\$ 92	\$ 1,070,083
Specific Ownership Taxes	60,143	85,920	89,286	3,366	81,816
Net Investment Income	7,500	1,712	2,267	555	5,815
Total Revenues	1,213,240	1,233,079	1,237,092	4,013	1,157,714
Expenditures					
General Government					
County Treasurer's Fees	17,184	18,184	17,196	988	16,071
Debt Service					
Principal - Series 2005	-	-	-	-	11,818,000
Principal - Series 2008	-	-	-	-	12,245,000
Principal - Developer Advance	-	-	-	-	2,755,000
Interest - Series 2005	-	-	-	-	719,013
Interest - Series 2008	-	-	-	-	1,010,213
Interest - Series 2015	1,030,581	1,030,581	1,030,581	-	197,528
Paying Agent / Trustee Fees	1,000	1,000	1,000	-	3,000
Bond Issuance Costs	-	-	-	-	502,512
Total Expenditures	1,048,765	1,049,765	1,048,777	988	29,266,337
Excess Revenues Over (Under)					
Expenditures	164,475	183,314	188,315	5,001	(28,108,623)
Other Financing Sources (Uses)					
Bond Proceeds	-	-	-	-	24,635,000
Bond Premium	-	-	-	-	405,797
Total Other Financing Sources	-	-	-	-	25,040,797
Net Change in Fund Balance	164,475	183,314	188,315	5,001	(3,067,826)
Fund Balance - Beginning	210,290	205,440	205,440	-	3,273,266
Fund Balance - Ending	\$ 374,765	\$ 388,754	\$ 393,755	\$ 5,001	\$ 205,440

See the Independent Auditor's Report

OTHER INFORMATION

WHEATLANDS METROPOLITAN DISTRICT

**Schedule of Debt Service Requirements to Maturity
December 31, 2016**

**\$24,635,000 General Obligation
Refunding Bonds, Series 2015**

Year	Rate	Principal	Interest	Total
2017	4.000	\$ 175,000	\$ 1,030,581	\$ 1,205,581
2018	4.000	275,000	1,023,581	1,298,581
2019	4.000	325,000	1,012,581	1,337,581
2020	4.000	375,000	999,581	1,374,581
2021	4.000	390,000	984,581	1,374,581
2022	4.000	435,000	968,981	1,403,981
2023	4.000	450,000	951,581	1,401,581
2024	4.000	495,000	933,581	1,428,581
2025	4.000	515,000	913,781	1,428,781
2026	5.000	565,000	893,181	1,458,181
2027	5.000	595,000	864,931	1,459,931
2028	5.000	655,000	835,181	1,490,181
2029	5.000	685,000	802,431	1,487,431
2030	5.000	750,000	768,181	1,518,181
2031	4.000	790,000	730,681	1,520,681
2032	4.000	850,000	699,081	1,549,081
2033	4.000	885,000	665,081	1,550,081
2034	4.000	950,000	629,681	1,579,681
2035	4.000	990,000	591,681	1,581,681
2036	4.000	1,060,000	552,081	1,612,081
2037	4.000	1,100,000	509,681	1,609,681
2038	4.000	1,180,000	465,681	1,645,681
2039	4.125	1,225,000	418,481	1,643,481
2040	4.125	1,310,000	367,950	1,677,950
2041	4.125	1,365,000	313,913	1,678,913
2042	4.125	1,450,000	257,606	1,707,606
2043	4.125	1,510,000	197,794	1,707,794
2044	4.125	1,610,000	135,506	1,745,506
2045	4.125	1,675,000	69,094	1,744,094
		<u>\$ 24,635,000</u>	<u>\$ 19,586,726</u>	<u>\$ 44,221,726</u>

WHEATLANDS METROPOLITAN DISTRICT

Schedule of Debt Service Requirements to Maturity

December 31, 2016

(Continued)

\$1,150,000 Tax-Exempt Revenue Note

Series 2013

Year	Rate	Principal	Interest	Total
2017	3.860	\$ 103,449	\$ 31,360	\$ 134,809
2018	3.860	107,571	27,237	134,808
2019	3.860	111,857	22,951	134,808
2020	3.860	116,259	18,550	134,809
2021	3.860	120,947	13,862	134,809
2022	3.860	125,766	9,043	134,809
2023	3.860	162,602	3,504	166,106
		<u>\$ 848,451</u>	<u>\$ 126,507</u>	<u>\$ 974,958</u>

WHEATLANDS METROPOLITAN DISTRICT

History of District's Assessed Valuation and Mill Levies

Levy Year	Collection Year	Assessed Valuation	Percent Increase	Mills Levied			Total Levy	Total Tax Levy	Current Collection (3)	Collection Rate
				General	Debt Service	Contractual Obligation (1)				
2011	2012	\$ 12,239,060	-	25.000	50.000	1.000	76.000	\$ 930,169	\$ 922,376	99.16%
2012	2013	14,418,500	17.8%	25.000	50.000	1.000	76.000	1,095,806	1,095,365	99.96%
2013	2014	17,184,890	19.2%	25.000	50.000	1.000	76.000	1,306,052	1,300,036	99.54%
2014	2015	21,402,836	24.5%	25.000	50.000	1.000	76.000	1,626,616	1,626,529	99.99%
2015	2016	\$ 28,639,921	33.8%	30.000	40.000	1.000	71.000	\$2,033,434	2,033,424	100.00%
2016	2017 (2)	\$ 29,886,585	4.4%	25.000	35.000	1.000	61.000	\$1,823,082		

Notes:

- (1) Represents a contractual obligation for Aurora Regional Improvements.
- (2) Final certified assessed valuation, mill levies for 2016 (2017 collection year) certified in December 2016.
- (3) Property taxes collected in any one year include collection of delinquent property taxes levied in prior years. Information received from the Arapahoe County Treasurer does not permit identification of specific year of levy.

Source: Arapahoe County Assessor and Treasurer.