

MARVELLA METROPOLITAN DISTRICT

Financial Statements

Year Ended December 31, 2016

with

Independent Auditors' Report



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C O N T E N T S

	<u>Page</u>
<u>Independent Auditors' Report</u>	I
 <u>Basic Financial Statements</u>	
Balance Sheet/Statement of Net Position - Governmental Funds	1
Statement of Revenues, Expenditures and Changes in Fund Balances/Statement of Activities - Governmental Funds	2
Statement of Revenues, Expenditures and Changes in Fund Balance - Budget and Actual - General Fund	3
Notes to Financial Statements	4
 <u>Supplemental Information</u>	
Schedule of Revenues, Expenditures and Changes in Fund Balance Budget and Actual – Debt Service Fund	19
Schedule of Revenues, Expenditures and Changes in Fund Balance Budget and Actual - Capital Projects Fund	20
Summary of Assessed Valuation, Mill Levy and Property Taxes Collected	21
 <u>Continuing Disclosure Annual Financial Information – Unaudited</u>	
Ten Largest Owners of Taxable Property within the District	22
Assessed and Actual Valuation of Classes of Property in the District	23



Hiratsuka & Associates, L.L.P.
Certified Public Accountants & Business Advisors

INDEPENDENT AUDITOR'S REPORT

Board of Directors
Marvella Metropolitan District
Arapahoe County, Colorado

We have audited the accompanying financial statements of the governmental activities and each major fund of the Marvella Metropolitan District (the District), Arapahoe County, Colorado, 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 (U.S. GAAP); this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the governmental activities and each major fund of Marvella Metropolitan District, Arapahoe County, Colorado, as of December 31, 2016, and the respective changes in financial position and, where applicable, the respective budgetary comparison for the General Fund for the year then ended in conformity with U.S. GAAP.

Required Supplemental Information

Management has not presented Management's Discussion and Analysis that U.S. GAAP requires 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 (GASB), 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.

U.S. GAAP require that the Schedule of Revenues, Expenditures and Changes in Fund Balance – Budget and Actual – Debt Service Fund on page 19 and Schedule of Revenues, Expenditures and Changes in Fund Balance – Budget and Actual – Capital Projects Fund on page 20 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by GASB, who consider is to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. The Schedule of Revenues, Expenditures and Changes in Fund Balance – Budget and Actual – Debt Service Fund and Schedule of Revenues, Expenditures and Changes in Fund Balance – Budget and Actual – Capital Projects Fund are the responsibility of management and was derived from and relate directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Other Matters

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

The Continuing Disclosure Annual Financial Information – Unaudited as listed in the table of contents has not been subjected to the auditing procedures applied in the audit of the basic financial statements and, accordingly, we do not express an opinion or provide any assurance on them.

Hiratsuka & Associates, LLP

September 22, 2017
Wheat Ridge, Colorado

MARVELLA METROPOLITAN DISTRICT

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

	<u>General</u>	<u>Debt Service</u>	<u>Capital Projects</u>	<u>Total</u>	<u>Adjustments</u>	<u>Statement of Net Position</u>
ASSETS						
Cash and investments	\$ 20,495	\$ -	\$ -	\$ 20,495	\$ -	\$ 20,495
Cash and investments - restricted	-	654,137	26,444	680,581	-	680,581
Property taxes receivable	43,683	52,003	-	95,686	-	95,686
Developer receivable	7,780	-	-	7,780	(7,780)	-
Prepaid expenses	2,499	-	-	2,499	-	2,499
Capital assets not being depreciated	-	-	-	-	5,339,682	5,339,682
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Total Assets	<u>\$ 74,457</u>	<u>\$ 706,140</u>	<u>\$ 26,444</u>	<u>\$ 807,041</u>	<u>5,331,902</u>	<u>6,138,943</u>
LIABILITIES						
Accounts payable	\$ 13,909	\$ -	\$ 26,412	\$ 40,321	-	40,321
Payable to County Treasurer	845	-	-	845	-	845
Accrued interest	-	-	-	-	55,040	55,040
Long-term liabilities:						
Due in more than one year	-	-	-	-	7,085,122	7,085,122
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Total Liabilities	<u>14,754</u>	<u>-</u>	<u>26,412</u>	<u>41,166</u>	<u>7,140,162</u>	<u>7,181,328</u>
DEFERRED INFLOWS OF RESOURCES						
Deferred property taxes	<u>43,683</u>	<u>52,003</u>	<u>-</u>	<u>95,686</u>	<u>-</u>	<u>95,686</u>
Total Deferred Inflows of Resources	<u>43,683</u>	<u>52,003</u>	<u>-</u>	<u>95,686</u>	<u>-</u>	<u>95,686</u>
FUND BALANCES/NET POSITION						
Fund Balances:						
Nonspendable:						
Prepays	2,499	-	-	2,499	(2,499)	-
Restricted:						
Emergencies	4,008	-	-	4,008	(4,008)	-
Debt service	-	654,137	-	654,137	(654,137)	-
Capital projects	-	-	32	32	(32)	-
Unassigned	9,513	-	-	9,513	(9,513)	-
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Total Fund Balances	<u>16,020</u>	<u>654,137</u>	<u>32</u>	<u>670,189</u>	<u>(670,189)</u>	<u>-</u>
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Total Liabilities, Deferred Inflows of Resources and Fund Balances	<u>\$ 74,457</u>	<u>\$ 706,140</u>	<u>\$ 26,444</u>	<u>\$ 807,041</u>		
Net Position:						
Net investment in capital assets					(1,745,440)	(1,745,440)
Restricted for:						
Emergencies					4,008	4,008
Debt service					599,097	599,097
Capital projects					32	32
Unrestricted					<u>4,232</u>	<u>4,232</u>
Total Net Position					<u>\$ (1,138,071)</u>	<u>\$ (1,138,071)</u>

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

MARVELLA METROPOLITAN DISTRICT

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

GOVERNMENTAL FUNDS

For the Year Ended December 31, 2016

	<u>General</u>	<u>Debt Service</u>	<u>Capital Projects</u>	<u>Total</u>	<u>Adjustments</u>	<u>Statement of Activities</u>
EXPENDITURES						
Accounting and audit	\$ 3,842	\$ -	\$ -	\$ 3,842	\$ -	\$ 3,842
Insurance	3,288	-	-	3,288	-	3,288
Legal	19,356	-	-	19,356	-	19,356
Management fees	9,497	-	-	9,497	-	9,497
Miscellaneous expenses	367	-	-	367	-	367
Maintenance	34,241	-	-	34,241	-	34,241
Utilities	7,966	-	-	7,966	-	7,966
Treasurer's fees	16	-	-	16	-	16
Bond interest expense	-	17,443	-	17,443	26,207	43,650
Bond issuance costs	-	-	290,070	290,070	-	290,070
Capital improvements	-	-	5,339,682	5,339,682	(5,339,682)	-
Repay developer advances - principal	-	-	3,234,046	3,234,046	(3,234,046)	-
Interest on developer advances	-	-	703,277	703,277	28,833	732,110
Total Expenditures	<u>78,573</u>	<u>17,443</u>	<u>9,567,075</u>	<u>9,663,091</u>	<u>(8,518,688)</u>	<u>1,144,403</u>
GENERAL REVENUES						
Property taxes	1,044	-	-	1,044	-	1,044
Specific ownership taxes	80	-	-	80	-	80
Miscellaneous income	4,433	5	-	4,438	-	4,438
Total General Revenues	<u>5,557</u>	<u>5</u>	<u>-</u>	<u>5,562</u>	<u>-</u>	<u>5,562</u>
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	(73,016)	(17,438)	(9,567,075)	(9,657,529)	8,518,688	(1,138,841)
OTHER FINANCING SOURCES (USES)						
Bond proceeds	-	-	4,899,000	4,899,000	(4,899,000)	-
Developer advances	88,266	-	5,339,682	5,427,948	(5,427,948)	-
Transfers (to)/from other funds	-	671,575	(671,575)	-	-	-
Total Other Financing Sources (Uses)	<u>88,266</u>	<u>671,575</u>	<u>9,567,107</u>	<u>10,326,948</u>	<u>(10,326,948)</u>	<u>-</u>
NET CHANGES IN FUND BALANCES	15,250	654,137	32	669,419	(669,419)	
CHANGE IN NET POSITION					(1,138,841)	(1,138,841)
FUND BALANCES/NET POSITION:						
BEGINNING OF YEAR- RESTATED	770	-	-	770	-	770
END OF YEAR	<u>\$ 16,020</u>	<u>\$ 654,137</u>	<u>32</u>	<u>\$ 670,189</u>	<u>\$ (1,808,260)</u>	<u>\$ (1,138,071)</u>

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

MARVELLA METROPOLITAN DISTRICT

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

For the Year Ended December 31, 2016

	<u>Original</u> <u>Budget</u>	<u>Final</u> <u>Budget</u>	<u>Actual</u>	Variance Favorable <u>(Unfavorable)</u>
REVENUES				
Property taxes	\$ 1,044	\$ 1,044	\$ 1,044	\$ -
Specific ownership taxes	84	80	80	-
Miscellaneous income	<u>-</u>	<u>5,000</u>	<u>4,433</u>	<u>(567)</u>
Total Revenues	<u>1,128</u>	<u>6,124</u>	<u>5,557</u>	<u>(567)</u>
EXPENDITURES				
Accounting and audit	3,000	5,500	3,842	1,658
Insurance	2,500	3,500	3,288	212
Legal	12,000	25,000	19,356	5,644
Management fees	10,000	11,000	9,497	1,503
Miscellaneous expenses	-	1,000	367	633
Maintnance	12,000	35,000	34,241	759
Utilities	-	8,000	7,966	34
Treasurer's fees	16	-	16	(16)
Contingency	9,299	11,000	-	11,000
Emergency reserve	<u>1,185</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total Expenditures	<u>50,000</u>	<u>100,000</u>	<u>78,573</u>	<u>21,427</u>
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	(48,872)	(93,876)	(73,016)	20,860
OTHER FINANCING SOURCES (USES)				
Developer advances	<u>48,755</u>	<u>93,876</u>	<u>88,266</u>	<u>(5,610)</u>
Total Other Financing Sources (Uses)	<u>48,755</u>	<u>93,876</u>	<u>88,266</u>	<u>(5,610)</u>
NET CHANGE IN FUND BALANCE	(117)	-	15,250	15,250
FUND BALANCE:				
BEGINNING OF YEAR	<u>117</u>	<u>-</u>	<u>770</u>	<u>770</u>
END OF YEAR	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 16,020</u>	<u>\$ 16,020</u>

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

MARVELLA METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2016

Note 1: Summary of Significant Accounting Policies

The accounting policies of the Marvella Metropolitan District (“District”), located in Arapahoe County, Colorado, conform to the accounting principles generally accepted in the United States of America (“GAAP”) as applicable to governmental units. The Governmental Accounting Standards Board (“GASB”) is the accepted standard setting body for establishing governmental accounting and financial reporting principles. The following is a summary of the more significant policies consistently applied in the preparation of financial statements.

Definition of Reporting Entity

The District was organized on January 5, 2007, as Verona Estates Metropolitan District No. 1 (“District No. 1”), as a quasi-municipal organization established under the State of Colorado Special District Act. The District and Verona Estates Metropolitan District No. 2 (“District No. 2”) and with District No. 1 the “Districts”) operates pursuant to a service plan approved by the City of Centennial (the “City”) on September 6, 2006 (the “Original Service Plan”). The Districts were established to provide for the construction and completion of a part or all of the public improvements for the use and benefit of the residents and property owners within the service area.

District No. 1 was established to be the Operating District with the authority to coordinate the financing, construction, operations and maintenance of all Public Improvements. District No. 2 was established to be the Taxing District, and encompass residential development. On October 5, 2015, the City approved the First Amendment to the Service Plan (the “First Amendment to Service Plan” and with the Original Service Plan, the “Service Plan”) reflecting, among other things, an increase in the total debt limit from \$4,000,000 to \$6,000,000 (see Note 4), dissolution of District No. 2, inclusion of 17.06 acres of property previously located within District No. 2 into District No. 1, and the name change from Verona Estates Metropolitan District No. 1 to Marvella Metropolitan District. The District is governed by an elected Board of Directors.

As required by GAAP, these financial statements present the activities of the District, which is legally separate and financially independent of other state and local governments. The District follows the GASB pronouncements, which provide guidance for determining which governmental activities, organizations and functions should be included within the financial reporting entity. GASB sets forth the financial accountability of a governmental organization’s elected governing body as the basic criterion for including a possible component governmental organization in a primary government’s legal entity. Financial accountability includes, but is not limited to, appointment of a voting majority of the organization’s governing body, ability to impose its will on the organization, a potential for the organization to provide specific financial benefits or burdens and fiscal dependency. The pronouncements also require including a possible component unit if it would be misleading to exclude it.

MARVELLA METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2016

The District is not financially accountable for any other organization. The District has no component units as defined by the GASB.

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

Basis of Presentation

The accompanying financial statements are presented per GASB Statement No. 34 - Special Purpose Governments.

The government-wide financial statements (i.e. the governmental funds balance sheet/statement of net position and the governmental funds statement of revenues, expenditures, and changes in fund balances/statement of activities) report information on all of the governmental activities of the District. The statement of net position reports all financial and capital resources of the District. The difference between the (a) assets and deferred outflows of resources and the (b) liabilities and deferred inflows of resources of the District is reported as net position. The statement of activities demonstrates the degree to which expenditures/expenses of the governmental funds are supported by general revenues. For the most part, the effect of interfund activity has been removed from these statements.

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

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

Measurement Focus, Basis of Accounting and Financial Statement Presentation

The government-wide financial statements are reported using the *economic resources measurement focus* and the *accrual basis of accounting*. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of the related cash flows. Property taxes are recognized as revenues in the year for which they are collected.

MARVELLA METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2016

Governmental fund financial statements are reported using the *current financial resources measurement focus* and the *modified accrual basis of accounting*. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be *available* when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the District considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. The material sources of revenue subject to accrual are property taxes and interest. Expenditures, other than interest on long-term obligations, are recorded when the liability is incurred or the long-term obligation is paid. The District reports the following major governmental funds:

General Fund - The General Fund is the general operating fund of the District. It is used to account for all financial all financial resources not accounted for and reported in another fund.

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

Capital Projects Fund – The Capital Projects Fund is used to account for all financial resources that are restricted, committed or assigned to expenditures for capital outlays, including the acquisition or construction of capital facilities and other assets.

Budgetary Accounting

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

The District amended its total appropriations in the General Fund from \$50,000 to \$100,000 primarily due to an increase in legal costs and the costs to operate and maintain the District's improvements. The District also amended its total appropriations in the Capital Fund from \$4,000,000 to \$10,264,000 primarily due to an increase in the amount of capital improvement acquired and in the Debt Service Fund from \$0 to \$34,996 due to the issuance of the Series 2016A Bonds and Series 2016 B Bonds.

MARVELLA METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2016

Assets, Liabilities and Net Position

Fair Value of Financial Instruments

The District's financial instruments include cash and cash equivalents, accounts receivable and accounts payable. The District estimates that the fair value of all financial instruments at December 31, 2016, does not differ materially from the aggregate carrying values of its financial instruments recorded in the accompanying balance sheet. The carrying amount of these financial instruments approximates fair value because of the short maturity of these instruments.

Deposits and Investments

The District's cash and cash equivalents are considered to be cash on hand and short-term investments with maturities of three months or less from the date of acquisition. Investments for the government are reported at fair value.

The District follows the practice of pooling cash and investments of all funds to maximize investment earnings. Except when required by trust or other agreements, all cash is deposited to and disbursed from a minimum number of bank accounts. Cash in excess of immediate operating requirements is pooled for deposit and investment flexibility. Investment earnings are allocated periodically to the participating funds based upon each fund's average equity balance in the total cash.

Estimates

The preparation of these financial statements in conformity with GAAP requires the District management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Deferred Outflows/Inflows of Resources

In addition to assets, the statement of financial position will sometimes report a separate section for deferred outflows of resources. This separate financial statement element, *deferred outflows of resources*, represents a consumption of net position that applies to a future period(s) and so will not be recognized as an outflow of resources (expense/expenditure) until then. The District has no items that qualify for reporting in this category.

In addition to liabilities, the statement of financial position will sometimes report a separate section for deferred inflows of resources. This separate financial statement element, *deferred inflows of resources*, represents an acquisition of net position that applies to a future period(s) and so will not be recognized as an inflow of resources (revenue) until that time. The District has one item that qualifies for reporting in this category. Deferred property taxes are deferred and recognized as an inflow of resources in the period that the amounts become available.

MARVELLA METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2016

Capital Assets

Capital assets, which include property, plant, equipment and infrastructure assets (e.g. roads, bridges, sidewalks, and similar items), are reported in the applicable governmental activities columns in the government-wide financial statements. Capital assets are defined by the District as assets with an initial, individual cost of more than \$5,000 and an estimated useful life in excess of two years. Such assets are recorded at historical or estimated historical cost if purchased or constructed. Donated capital assets are recorded at estimated fair value at the date of donation. The costs of normal maintenance and repairs that do not add to the value of the assets or materially extend the life of the asset are not capitalized. Improvements are capitalized and depreciated over the remaining useful lives of the related fixed assets, as applicable using the straight-line method. Depreciation on property that will remain assets of the District is reported on the Statement of Activities as a current charge. Improvements that will be conveyed to other governmental entities are classified as construction in progress and are not depreciated. Land and certain landscaping improvements are not depreciated.

Property 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 30 or if in equal installments, at the taxpayers' election, in February and June. Delinquent taxpayers are notified in July or August and the sales of the resultant tax liens on delinquent properties are generally held in November or December. The County Treasurer remits the taxes collected monthly to the District.

Property taxes, net of estimated uncollectible taxes, are recorded initially as deferred inflows in the year they are levied and measurable since they are not normally available nor are they budgeted as a resource until the subsequent year. The deferred property taxes are recorded as revenue in the subsequent year when they are available or collected.

Long-Term Obligations

In the government-wide financial statements, long-term debt and other long-term obligations are reported as liabilities in the applicable governmental activities.

Fund Equity

Fund balance of governmental funds is reported in various categories based on the nature of any limitations requiring the use of resources for specific purposes. Because circumstances differ among governments, not every government or every governmental fund will present all of these components. The following classifications make the nature and extent of the constraints placed on a government's fund balance more transparent:

MARVELLA METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2016

Nonspendable Fund Balance

Nonspendable fund balance includes amounts that cannot be spent because they are either not spendable in form such as inventory or prepaids) or are legally or contractually required to be maintained intact.

Restricted Fund Balance

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

The restricted fund balance in the General Fund represents Emergency Reserves that have been provided as required by Article X, Section 20 of the Constitution of the State of Colorado. A total of \$4,008 of the General Fund balance has been reserved in compliance with this requirement.

The restricted fund balance in the Debt Service Fund in the amount of \$654,137 is restricted for the payment of the debt service costs associated with the Series 2016A Bonds (see Note 4).

The restricted fund balance in the Capital Projects Fund in the amount of \$32 is restricted for the payment of the costs for capital improvements within the District.

Committed Fund Balance

The portion of fund balance that can only be used for specific purposes pursuant to constraints imposed by a formal action of the government's highest level of decision-making authority, the Board of Directors. The constraint may be removed or changed only through formal action of the Board of Directors.

Assigned Fund Balance

Assigned fund balance includes amounts the District intends to use for a specific purpose. Intent can be expressed by the District's Board of Directors or by an official or body to which the Board of Directors delegates the authority.

Unassigned Fund Balance

Unassigned fund balance includes amounts that are available for any purpose. Positive amounts are reported only in the General Fund.

Net Position

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

MARVELLA METROPOLITAN DISTRICT

Notes to Financial Statements
December 31, 2016

Net investment in capital assets – consists of net capital assets, reduced by outstanding balances of any related debt obligations and deferred inflows of resources attributable to the acquisition, construction, or improvement of those assets and increased by balances of deferred outflows or resources related to those assets.

Restricted net position – net position is considered restricted if their use is constrained to a particular purpose. Restrictions are imposed by external organizations such as federal or state laws. Restricted net position is reduced by liabilities and deferred inflows of resources related to the restricted assets.

Unrestricted net position – consists of all other net position that does not meet the definition of the above two components and is available for general use by the District.

When an expense is incurred for purposes for which both restricted and unrestricted net position are available, the District will use the most restrictive net position first.

Note 2: Cash

As of December 31, 2016, cash is classified in the accompanying financial statements as follows:

Statement of Net Position:	
Cash and investments	\$ 20,495
Cash and investments - restricted	<u>680,581</u>
Total	\$ <u>701,076</u>

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

Deposits with financial institutions	\$ 4,507
Fidelity Treasury Fund	<u>696,569</u>
Total	\$ <u>701,076</u>

Deposits

Custodial Credit Risk

The Colorado Public Deposit Protection Act, (“PDPA”) requires that all units of local government deposit cash in eligible public depositories. State regulators determine eligibility. Amounts on deposit in excess of federal insurance levels must be collateralized. The eligible collateral is determined by the PDPA. PDPA allows the institution to create a single collateral pool for all public funds. The pool is to be maintained by another institution, or held in trust for all the uninsured public deposits as a group. The market value of the collateral must be at least equal to 102% of the aggregate uninsured deposits. The State Commissioners for banks and financial services are required by statute to monitor the naming of eligible depositories and reporting of the uninsured deposits and assets maintained in the collateral pools.

MARVELLA METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2016

The District follows state statutes for deposits. None of the District's deposits were exposed to custodial credit risk.

Investments

Investment Valuation

The District categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure the fair value of the asset. Level 1 inputs are quoted prices in active markets for identical assets; Level 2 inputs are significant other observable inputs; Level 3 inputs are significant unobservable inputs. Investments not measured at fair value and not categorized include governmental money market funds (PFM Funds Governmental Select series); money market funds (generally held by Bank Trust Departments in their role as paying agent or trustee); and CSAFE which record their investments at amortized cost.

Credit Risk

The District has not adopted a formal investment policy; however the District follows state statutes regarding investments. Colorado statutes specify the types of investments meeting defined rating and risk criteria in which local governments may invest. These investments include obligations of the United States and certain U.S. Government agency entities, certain money market funds, guaranteed investment contracts, and local government investment pools.

Custodial and Concentration of Credit Risk

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

Interest Rate Risk

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

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

Fidelity Investments Money Market Treasury Portfolio – Class III Fund

During 2016, the District's funds that were included in the trust accounts at the UMB Bank were invested in the Fidelity Investments Money Market Treasury Portfolio – Class III Fund. This fund is a money market fund and each share is equal in value to \$1.00. The fund is AAAM rated and invests exclusively in U.S. Treasury securities and repurchase agreements collateralized by U.S. Treasury securities. The maturity of the underlying securities is 397 days or less and is and is a Level 2 investment under the fair value hierarchy. As of December 31, 2016, the District has \$696,569 invested in the fund, all of which was restricted for the repayment of bond principal and interest.

MARVELLA METROPOLITAN DISTRICT

Notes to Financial Statements
December 31, 2016

Note 3: Capital Assets

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

<u>Governmental Type Activities:</u>	<u>Balance 1/1/2016</u>	<u>Additions</u>	<u>Deletions</u>	<u>Balance 12/31/2016</u>
<u>Capital assets not being depreciated:</u>				
Construction in progress	\$ -	\$4,175,519	\$ -	\$4,175,519
Landscape improvements	-	<u>1,164,163</u>	-	<u>1,164,163</u>
Total capital assets not being depreciated	-	<u>5,339,682</u>	-	<u>5,339,682</u>
Government type assets, net	<u>\$ -</u>	<u>\$5,339,682</u>	<u>\$ -</u>	<u>\$5,339,682</u>

The District is authorized to operate and maintain District Improvements that are not conveyed to other local governments including, but not limited to, public rights of way, parking decks and landscaping or other amenities of the Project.

Note 4: Long Term Debt

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

\$4,225,000 General Obligation Limited Tax Bonds, Series 2016A and \$674,000 Subordinate General Obligation Limited Tax Bonds, Series 2016B

On November 2, 2016, the District issued \$4,225,000 of General Obligation Limited Tax Bonds, Series 2016A (“Series 2016A Bonds”), and \$674,000 of Subordinate General Obligation Limited Tax Bonds, Series 2016B (“Series 2016B Bonds”), for the purpose of funding and reimbursing a portion of the costs of certain Public Improvements and paying the cost of issuance of the Bonds, and, with respect to the Series 2016A Bonds only, funding the Senior Reserve Fund and funding a portion of interest to accrue on the Series 2016A Bonds. The Series 2016A Bonds bear interest at the rate of 5.125%, payable semiannually on each June 1 and December 1, commencing on December 1, 2016. The Series 2016B Bonds bear interest at the rate of 7.5%, payable annually on December 15, commencing on December 15, 2016, to the extent that Pledged Revenue is available. The Series 2016A Bonds are subject to a mandatory sinking fund redemption commencing on December 1, 2020 and are subject to redemption prior to maturity, at the option of the District, as a whole or in integral multiples of \$1,000, in any order of maturity and in whole or partial maturities, commencing on December 1, 2021, upon payment of par, accrued interest, and a redemption premium that ranges between 0% and 3%.

MARVELLA METROPOLITAN DISTRICT

Notes to Financial Statements
December 31, 2016

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

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

	Balance 1/1/2016	Additions	Deletions	Balance 12/31/2016	Current Portion
General Obligation Limited Tax Bonds Series 2016A	\$ -	\$ 4,225,000	\$ -	\$ 4,225,000	\$ -
Subordinate General Obligation Limited Tax Bonds Series 2016B	-	674,000	-	674,000	-
Developer advance Operations	-	80,486	-	80,486	-
Developer advance Capital	-	5,339,682	3,234,046	2,105,636	-
Total	<u>\$ -</u>	<u>\$ 10,319,168</u>	<u>\$ 3,234,046</u>	<u>\$ 7,085,122</u>	<u>\$ -</u>

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

	Principal	Interest	Total
2017	\$ -	\$ 216,531	\$ 216,531
2018	-	216,531	216,531
2019	-	216,531	216,531
2020	45,000	216,531	261,531
2021	45,000	214,225	259,225
2022-2026	315,000	1,029,869	1,344,869
2027-2031	480,000	933,519	1,413,519
2032-2036	690,000	790,275	1,480,275
2037-2041	980,000	585,019	1,565,019
2042-2043	1,670,000	299,300	1,969,300
	<u>\$ 4,225,000</u>	<u>\$ 4,718,331</u>	<u>\$ 8,943,331</u>

Because of the uncertainty of the timing of the principal and interest payment on the Series 2016B Bonds, no schedule of principal and interest payments is presented.

MARVELLA METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2016

Debt Authorization

On November 7, 2006, a majority of the qualified electors of the District authorized the issuance of indebtedness in the amount not to exceed \$52,000,000. On November 3, 2015, a majority of the qualified electors of the District authorized the issuance of indebtedness in the amount not to exceed \$72,000,000. Pursuant to the Service Plan, the District is permitted to issue bond indebtedness of up to \$6,000,000. As of December 31, 2016, the District had \$1,101,000 remaining authority under the Service Plan.

Note 5: Other Agreements

2016 Operation Funding Agreement

The District and Century at Marvella, LLC (the “Developer”) entered into that certain 2016 Operation Funding Agreement on October 2, 2015, as amended by that certain First Amendment to 2016 Operation Funding Agreement dated November 8, 2016 (the “2016 OFA”). Pursuant to the 2016 OFA, the Developer agrees to advance funds to the District for certain operation and maintenance expenses on a periodic basis, as needed, for years 2016 through 2017. The District further agrees to reimburse the Developer in the amount of \$22,000, plus interest, advanced by the previous developer to both the District and District No. 2 under previous funding agreements. The District agrees to repay these advances, pursuant to the priority set therein, together with accrued interest at the rate of eight percent (8%) per annum.

Facilities Acquisition Agreement

The District and the Developer entered into that certain Facilities Acquisition Agreement dated October 2, 2015, as amended by that certain First Amendment to Facilities Acquisition Agreement dated October 4, 2016 (collectively, the “FAA”). Pursuant to the FAA, the Developer agrees to make advances, not to exceed \$8,000,000 to the District for the purpose of funding organization expenses and the acquisition of those public improvements constructed by the Developer. The District agrees to repay these advances, together with accrued interest at a rate of eighty percent (8%) per annum. The FAA does not constitute debt, but is an annual appropriate agreement intended to be repaid through a future bond issuance.

Intergovernmental Agreement with Southgate Water District

The District and Southgate Water District (“Southgate Water”) entered into an intergovernmental agreement dated May 7, 2007, as amended by that certain First Amendment to Intergovernmental Agreement dated October 2, 2015 (collectively, the “Water IGA”) whereby Southgate Water agreed to provide water service to residents within the District. The District agrees to construct those certain water improvements contemplated in its Service Plan and transfer the same to Southgate Water for ownership, operation and maintenance.

MARVELLA METROPOLITAN DISTRICT

Notes to Financial Statements
December 31, 2016

Intergovernmental Agreement with Southgate Sanitation District

The District and Southgate Sanitation District (“Southgate Sanitation”) entered into an intergovernmental agreement dated May 7, 2007 (the “Sanitation IGA”), whereby Southgate Sanitation agreed to provide sanitary sewer services to the residents of the District. The District agrees to construct those certain sanitary sewer improvements contemplated in its Service Plan and transfer the same to Southgate Sanitation for ownership, operation and maintenance.

Note 6: Economic Dependency

The District has not yet established a revenue base sufficient to pay the District’s ongoing operational and capital improvements requirements. Until an independent revenue base is established, the continuation of operations and capital improvements in the District will be dependent on funding by the Developer.

Note 7: Tax, Spending and Debt Limitations

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

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

TABOR requires local governments to establish Emergency Reserves. These reserves must be at least 3% of Fiscal Year Spending (excluding bonded debt service). Local governments are not allowed to use the emergency reserves to compensate for economic conditions, revenue shortfalls, or salary or benefit increases.

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

On November 7, 2006, a majority of the District’s electors authorized the District to collect and spend or retain in a reserve all currently levied taxes and fees of the District without regard to any limitations under Article X, Section 20 of the Colorado Constitution.

MARVELLA METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2016

Note 8: Risk Management

Except as provided in the Colorado Governmental Immunity Act, 24-10-101, et seq., CRS, the District may be exposed to various risks of loss related to torts, theft of, damage to, or destruction of assets; errors or omissions; injuries to agents; and natural disasters. The District has elected to participate in the Colorado Special Districts Property and Liability Pool (“Pool”) which is an organization created by intergovernmental agreement to provide common liability and casualty insurance coverage to its members at a cost that is considered economically appropriate. Settled claims have not exceeded this commercial coverage in any of the past three fiscal years.

The District pays annual premiums to the Pool for auto, public officials’ liability, and property and general liability coverage. In the event aggregated losses incurred by the Pool exceed its amounts recoverable from reinsurance contracts and its accumulated reserves, the District may be called upon to make additional contributions to the Pool on the basis proportionate to other members. Any excess funds which the Pool determines are not needed for purposes of the Pool may be returned to the members pursuant to a distribution formula.

Note 9: Related Party

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

Note 10: Reconciliation of Government-Wide Financial Statements and Fund Financial Statements

The Government Funds Balance Sheet/Statement of Net Position includes an adjustments column. The adjustments have the following elements:

- 1) Capital improvements used in government activities are not financial resources and, therefore are not reported in the funds; and,
- 2) long-term liabilities such as developer advances payable and accrued interest on developer advances are not due and payable in the current period and, therefore, are not in the funds.

MARVELLA METROPOLITAN DISTRICT

Notes to Financial Statements
December 31, 2016

The Governmental Funds Statement of Revenues, Expenditures, and Changes in Fund Balances/Statement of Activities includes an adjustments column. The adjustments have the following elements:

- 1) Governmental funds report capital outlays as expenditures; however, in the statement of activities, the costs of those assets are held as construction in progress pending transfer to other governmental entities or depreciated over their useful lives;
- 2) governmental funds report interest expense on the modified accrual basis; however, interest expense is reported on the full accrual method in the statement of activities; and,
- 3) governmental funds report developer advances as revenue and report interest as expenditures; however, these are reported as changes to long-term liabilities on the government-wide financial statements.

SUPPLEMENTAL INFORMATION

MARVELLA METROPOLITAN DISTRICT

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

For the Year Ended December 31, 2016

	<u>Original Budget</u>	<u>Final Budget</u>	<u>Actual</u>	<u>Variance Favorable (Unfavorable)</u>
REVENUES				
Interest income	\$ -	\$ -	\$ -	\$ -
Total Revenues	<u>-</u>	<u>-</u>	<u>5</u>	<u>5</u>
EXPENDITURES				
Bond interest expense	-	24,996	17,443	7,553
Paying agent fees	<u>-</u>	<u>10,000</u>	<u>-</u>	<u>10,000</u>
Total Expenditures	<u>-</u>	<u>34,996</u>	<u>17,443</u>	<u>17,553</u>
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES				
	-	(34,996)	(17,438)	17,558
OTHER FINANCING SOURCES (USES)				
Transfers (to)/from other funds	<u>-</u>	<u>729,059</u>	<u>671,575</u>	<u>(57,484)</u>
Total Other Financing Sources (Uses)	<u>-</u>	<u>729,059</u>	<u>671,575</u>	<u>(57,484)</u>
NET CHANGE IN FUND BALANCE				
	-	694,063	654,137	(39,926)
FUND BALANCE:				
BEGINNING OF YEAR	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
END OF YEAR	<u>\$ -</u>	<u>\$ 694,063</u>	<u>\$ 654,137</u>	<u>\$ (39,926)</u>

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

MARVELLA METROPOLITAN DISTRICT

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

For the Year Ended December 31, 2016

	<u>Original</u> <u>Budget</u>	<u>Final</u> <u>Budget</u>	<u>Actual</u>	Variance Favorable <u>(Unfavorable)</u>
REVENUES				
Interest income	\$ -	\$ -	\$ -	\$ -
Total Revenues	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
EXPENDITURES				
Bond issuance costs	120,000	300,000	290,070	9,930
Capital improvements	3,880,000	5,350,000	5,339,682	10,318
Repay developer advances - principal	-	3,235,000	3,234,046	954
Interest on developer advances	<u>-</u>	<u>704,000</u>	<u>703,277</u>	<u>723</u>
Total Expenditures	<u>4,000,000</u>	<u>9,589,000</u>	<u>9,567,075</u>	<u>21,925</u>
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES				
	(4,000,000)	(9,589,000)	(9,567,075)	21,925
OTHER FINANCING SOURCES (USES)				
Bond proceeds	4,000,000	4,900,000	4,899,000	(1,000)
Developer advances	-	5,365,000	5,339,682	(25,318)
Transfers (to)/from other funds	<u>-</u>	<u>(675,000)</u>	<u>(671,575)</u>	<u>3,425</u>
Total Other Financing Sources (Uses)	<u>4,000,000</u>	<u>9,590,000</u>	<u>9,567,107</u>	<u>(22,893)</u>
NET CHANGE IN FUND BALANCE	-	1,000	32	(968)
FUND BALANCE:				
BEGINNING OF YEAR	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
END OF YEAR	<u>\$ -</u>	<u>\$ 1,000</u>	<u>\$ 32</u>	<u>\$ (968)</u>

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

MARVELLA METROPOLITAN DISTRICT

SUMMARY OF ASSESSED VALUATION, MILL LEVY
AND PROPERTY TAXES COLLECTED

December 31, 2016

<u>Assessed Valuation</u> <u>Year Ended</u> <u>December 31,</u>	<u>Percent</u> <u>Change</u>	<u>Prior</u> <u>Year Assessed</u> <u>Valuation</u> <u>for Current</u> <u>Year Property</u> <u>Tax Levy</u>	<u>Mills Levied</u>		<u>Total Property Tax</u>		<u>Percent</u> <u>Collected</u> <u>to Levied</u>
			<u>Fund</u>	<u>Debt Service</u>	<u>Levied</u>	<u>Collected</u>	
2016		\$ 17,400	60.000	0.000	\$ 1,044	\$ 1,044	100.00%
Estimated for year ending December 31, 2017	5877%	\$ 1,040,069	42.000	50.000	\$ 95,686		

NOTE

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

CONTINUING DISCLOSURE ANNUAL FINANCIAL INFORMATION - UNAUDITED

MARVELLA METROPOLITAN DISTRICT

TEN LARGEST OWNERS OF TAXABLE PROPERTY WITHIN THE DISTRICT

December 31, 2016

UNAUDITED

<u>Taxpayer Name</u>	<u>2016 Assessed Valuation</u>	<u>Percentage of Total Assessed Valuation</u>
Century at Marvella , LLC	\$ 69,252	6.66%
Century at Marvella , LLC	66,864	6.43%
Private homeowner	66,864	6.43%
Private homeowner	64,874	6.24%
Private homeowner	62,884	6.05%
Private homeowner	30,248	2.91%
Private homeowner	27,669	2.66%
Private homeowner	26,945	2.59%
Private homeowner	26,467	2.54%
Century at Marvella , LLC	26,268	2.53%
Total	<u>\$ 468,335</u>	<u>45.04%</u>

NOTE

Assessed Valuations were obtained from the Arapahoe County website.

MARVELLA METROPOLITAN DISTRICT

2016 ASSESSED AND ACTUAL VALUATION OF CLASSES OF PROPERTY IN THE DISTRICT UNAUDITED

<u>Class</u>	<u>Assessed Valuation</u>	<u>Percent of Assessed Valuation</u>	<u>Actual Valuation</u>	<u>Percent of Actual Valuation</u>
Residential	\$ 507,339	48.78%	\$ 1,837,000	22.37%
Vacant	532,730	51.22%	6,373,600	77.63%
Commercial	-	0.00%	-	0.00%
Natural Resources	-	0.00%	-	0.00%
Total	<u>\$ 1,040,069</u>	<u>100.00%</u>	<u>\$ 8,210,600</u>	<u>100.00%</u>