

**BMP METROPOLITAN  
DISTRICT NO. 3  
Denver County, Colorado**

**FINANCIAL STATEMENTS  
DECEMBER 31, 2016**



**RECEIVED**

*By the Office of the State Auditor at 11:26 am, Aug 15, 2017*

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## SCHILLING & COMPANY, INC.

*Certified Public Accountants*

P.O. Box 631579  
HIGHLANDS RANCH, CO 80163

PHONE: 720.348.1086  
FAX: 720.348.2920

### **Independent Auditor's Report**

Board of Directors  
BMP Metropolitan District No. 3  
Denver County, Colorado

We have audited the accompanying financial statements of the governmental activities and each major fund of BMP Metropolitan District No. 3 (District) as of and for the year ended December 31, 2016, and the related notes to the financial statements, which collectively comprise the District's basic financial statements as listed in the table of contents.

#### **Management's Responsibility for the Financial Statements**

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

#### **Auditor's Responsibility**

Our responsibility is to express 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.

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 BMP Metropolitan District No. 3, as of December 31, 2016, and the respective changes in financial position and the budgetary comparison for the General Fund for the year then ended in accordance with accounting principles generally accepted in the United States of America.

## Other Matters

### *Required Supplementary Information*

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

### *Other Information*

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the District's financial statements as a whole. The supplemental information listed in the table of contents is presented for purposes of additional analysis and is not a required part of the financial statements.

The supplemental information is the responsibility of management and was derived from and relate directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

The other information 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 it.

*SCHILLING & COMPANY, INC.*

Highlands Ranch, Colorado  
July 27, 2017

## **BASIC FINANCIAL STATEMENTS**

**BMP METROPOLITAN DISTRICT NO. 3**  
**STATEMENT OF NET POSITION**  
**GOVERNMENTAL ACTIVITIES**  
**December 31, 2016**

**ASSETS**

Cash deposits - restricted	\$	61,840
Cash with treasurer - operations		39
Cash with treasurer - regional		77
Due from BMP Metropolitan District No. 1 - regional		890
Property taxes receivable		18,336
Total assets		81,182

**LIABILITIES**

Due to BMP Metropolitan District No. 1 - operations		39
Due to BMP Metropolitan District No. 1		1,115
Due to BMP Metropolitan District No. 2 - refunds and abatements		5,056
Accrued interest payable		8,687
Noncurrent liabilities:		
Due within one year		85,000
Due in more than one year		3,952,036
Total liabilities		4,051,933

**DEFERRED INFLOWS OF RESOURCES**

Deferred property tax revenue		18,336
Total deferred inflows of resources		18,336

**NET POSITION**

Restricted for debt service		46,982
Unrestricted		(4,036,069)
Total net position		\$ (3,989,087)

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

**BMP METROPOLITAN DISTRICT NO. 3  
STATEMENT OF ACTIVITIES  
GOVERNMENTAL ACTIVITIES  
Year Ended December 31, 2016**

<b>Functions/Programs</b>	<b>Expenses</b>	<b>Program Revenues</b>			<b>Net (Expense) Revenue and Changes in Net Position</b>
		<b>Charges for Services</b>	<b>Operating Grants and Contributions</b>	<b>Capital Grants and Contributions</b>	
General government	\$ 16,652	\$ -	\$ -	\$ -	\$ (16,652)
Interest and fiscal charges	106,547	-	-	-	(106,547)
	<u>\$ 123,199</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>(123,199)</u>
General revenues:					
					24,132
					1,451
					187,346
					66
					<u>212,995</u>
					89,796
					(4,078,883)
					<u>\$ (3,989,087)</u>

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

**BMP METROPOLITAN DISTRICT NO. 3  
BALANCE SHEET  
GOVERNMENTAL FUNDS  
December 31, 2016**

	<b>General</b>	<b>Debt Service</b>	<b>Total Governmental Funds</b>
<b>ASSETS</b>			
Cash deposits - restricted	\$ -	\$ 61,840	\$ 61,840
Cash with treasurer - operations	39	-	39
Cash with treasurer - regional	77	-	77
Due from BMP Metropolitan District No. 1 - regional	890	-	890
Property taxes	18,336	-	18,336
<b>TOTAL ASSETS</b>	<b>\$ 19,342</b>	<b>\$ 61,840</b>	<b>\$ 81,182</b>
<b>LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES</b>			
<b>LIABILITIES</b>			
Due to BMP Metropolitan District No. 1 - operations	\$ 39	\$ -	\$ 39
Due to BMP Metropolitan District No. 1	-	1,115	1,115
Due to BMP Metropolitan District No. 2 - refunds and abatements	-	5,056	5,056
Total liabilities	39	6,171	6,210
<b>DEFERRED INFLOWS OF RESOURCES</b>			
Deferred property tax	18,336	-	18,336
Total deferred inflows of resources	18,336	-	18,336
<b>FUND BALANCES</b>			
Restricted for debt service	967	55,669	56,636
Total fund balances	967	55,669	56,636
<b>TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES</b>	<b>\$ 19,342</b>	<b>\$ 61,840</b>	

Amounts reported for governmental activities in the Statement of Net Position are different because:

Some liabilities, including loans payable and accrued interest payable are not due and payable in the current period and, therefore, are not reported in the Balance Sheet - Governmental Funds.

Loan payable	(3,645,000)
Developer advance	(392,036)
Accrued interest payable	(8,687)
Net position of governmental activities	<b>\$ (3,989,087)</b>

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

**BMP METROPOLITAN DISTRICT NO. 3**  
**STATEMENT OF REVENUES, EXPENDITURES AND CHANGES**  
**IN FUND BALANCES - GOVERNMENTAL FUNDS**  
**Year Ended December 31, 2016**

	<u>General</u>	<u>Debt Service</u>	<u>Total Governmental Funds</u>
<b>REVENUES</b>			
Property taxes - operations	\$ 4,910	\$ -	\$ 4,910
Property taxes - operations tax increment	11,178	-	11,178
Property taxes - regional	2,455	-	2,455
Property taxes - regional tax increment	5,589	-	5,589
Specific ownership taxes - operations	484	-	484
Specific ownership taxes - regional	967	-	967
Intergovernmental revenue from BMP Metropolitan District No. 2	-	187,346	187,346
Interest income	-	66	66
Total revenues	<u>25,583</u>	<u>187,412</u>	<u>212,995</u>
<b>EXPENDITURES</b>			
Treasurer's fees	242	-	242
Intergovernmental expense BMP Metropolitan District No. 1 -- operations	16,410	-	16,410
Debt service			
Repayment of developer advances	7,964	-	7,964
Loan principal	-	80,000	80,000
Loan interest	-	106,535	106,535
Bank fees	-	12	12
Total expenditures	<u>24,616</u>	<u>186,547</u>	<u>211,163</u>
<b>NET CHANGE IN FUND BALANCES</b>	967	865	1,832
<b>FUND BALANCES - BEGINNING OF YEAR</b>	<u>-</u>	<u>54,804</u>	<u>54,804</u>
<b>FUND BALANCES - END OF YEAR</b>	<u>\$ 967</u>	<u>\$ 55,669</u>	<u>\$ 56,636</u>

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

**BMP METROPOLITAN DISTRICT NO. 3  
RECONCILIATION OF THE STATEMENT OF REVENUES,  
EXPENDITURES AND CHANGES IN FUND BALANCES OF  
GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES  
Year Ended December 31, 2016**

A reconciliation reflecting the differences between the governmental funds net change in fund balances and change in net position reported for governmental activities in the Statement of Activities as follows:

Net change in fund balances - Total governmental fund	\$	1,832
<p>Some expenses reported in the Statement of Activities do not require the use of current financial resources and, therefore, are not reported as expenditures in governmental funds.</p>		
Principal paid on loan		80,000
Principal paid on developer advance		7,964
		87,964
Change in net position - Governmental activities	\$	89,796

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

**BMP METROPOLITAN DISTRICT NO. 3**  
**STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN**  
**FUND BALANCE - BUDGET AND ACTUAL**  
**GENERAL FUND**  
**Year Ended December 31, 2016**

	<b>Original Budgeted Amounts</b>	<b>Final Budgeted Amounts</b>	<b>Actual</b>	<b>Variance with Final Budget - Positive (Negative)</b>
<b>REVENUES</b>				
Property taxes	\$ 7,365	\$ 24,132	\$ 24,132	\$ -
Specific ownership taxes	-	1,451	1,451	-
Total revenues	<u>7,365</u>	<u>25,583</u>	<u>25,583</u>	<u>-</u>
<b>EXPENDITURES</b>				
Treasurer's fees	110	242	242	-
Intergovernmental expense BMP				
Metropolitan District No. 1	7,034	17,377	16,410	967
Repayment of developer advances	-	7,964	7,964	-
Contingency and reserves	221	-	-	-
Total expenditures	<u>7,365</u>	<u>25,583</u>	<u>24,616</u>	<u>967</u>
<b>NET CHANGE IN FUND BALANCE</b>	-	-	967	967
<b>FUND BALANCE - BEGINNING OF YEAR</b>	-	-	-	-
<b>FUND BALANCE - END OF YEAR</b>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 967</u>	<u>\$ 967</u>

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

**BMP METROPOLITAN DISTRICT NO. 3**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2016**

**NOTE 1 – DEFINITION OF REPORTING ENTITY**

BMP Metropolitan District No. 3 (District) was organized on December 8, 2010 in Denver County as a quasi-municipal corporation and political subdivision of the State of Colorado and is governed pursuant to the provisions of the Colorado Special District Act together with BMP Metropolitan District No. 1 (BMP No. 1) and BMP Metropolitan District No. 2 (BMP No. 2). BMP Metropolitan District No. 1, BMP Metropolitan District No. 2 and BMP Metropolitan District No. 3 are collectively referred to as the BMP Districts. The BMP Districts have entered into a Memorandum of Understanding (MOU) dated December 10, 2010 which outlines the functions of each District in order to provide all construction, administration, and operation and maintenance services for the BMP Districts in the most efficient manner. Under the MOU, BMP No. 1 is acting as the Management District which is responsible for managing, implementing and coordinating the financing, acquisition, construction, completion, operation and maintenance of all public infrastructure and services, including without limitation all streets, safety projection, water, sewer and storm drainage, transportation, mosquito control, and park and recreation facilities. BMP No. 1 has entered into agreements with the developer of the BMP Districts to provide for the financing for operations. The District and BMP No. 2 are the Financing Districts which will remit taxes, bond proceeds and/or other revenue to the Management District to be used for construction costs, operation and maintenance costs and the Regional Mill Levy to the City. On December 5, 2013, the BMP Districts approved the First Amendment to the Memorandum of Understanding which provides for the District to issue debt to pay for the shortfall in funding for the Dakota Outfall Project (see Note 7 – Agreements). In addition, BMP No. 2 will impose a mill levy to fund the debt service of the debt issued by the District and the District will impose an operations and maintenance mill levy to fund the services of the BMP Districts provided by BMP No.1. On November 10, 2015, the BMP Districts entered into the Second Amendment to the Memorandum of Understanding to acknowledge that the District will utilize excess proceeds from the 2013 Loan for repayment to CFPM, LLC (CFPM) of all or a portion of certain organization and capital-related expenses paid by CFPM.

BMP No. 1 coordinates with the City and County of Denver (City) regarding all regional improvements and services contributed by the BMP Districts through the Regional Mill Levy. Upon completion of construction, BMP No. 1 will transfer certain improvements to the City, or other organizations. BMP No.1 may operate and maintain all other improvements not conveyed to other entities.

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

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.

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

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

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

**Government-wide and Fund Financial Statements**

The government-wide financial statements include the statement of net position and the statement of activities. These financial statements include all of the activities of the District. For the most part, the effect of interfund activity has been removed from these statements. Both statements distinguish between governmental activities, which normally are supported by taxes and intergovernmental revenues, and business-type activities, which rely to significant extent on fees and charges for support.

The statement of net position reports all financial and capital resources of the District. The difference between the assets and 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 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. Grants and similar 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 loans 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 when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the government considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. Property and specific

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**NOTES TO FINANCIAL STATEMENTS**  
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ownership taxes are the sources of revenue susceptible to accrual. All revenue items are considered to be measurable and available only when cash is received by the District. 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:

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

### **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.

For the year ended December 31, 2016, the District's Board of Directors approved supplementary appropriations in the General Fund.

### **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 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, are recorded initially as deferred inflows of resources in the year they are levied and measurable. The deferred property tax revenues are recorded as revenue in the year they are available or collected.

### **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 bank account. Cash in excess of immediate operating requirements is pooled for deposit and investment flexibility. Investment earnings are allocated

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**NOTES TO FINANCIAL STATEMENTS**  
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periodically to the participating funds based upon each funds' average equity balance in total cash.

**Fund Balances – Governmental Funds**

The District's governmental fund balances may consist of five classifications based on the relative strength of the spending constraints:

Nonspendable fund balance—the amount of fund balance that is not in spendable form (such as inventory or prepaids) or is legally or contractually required to be maintained intact.

Restricted fund balance—the amounts constrained to specific purposes by their providers (such as grantors, bondholders, and higher levels of government), through constitutional provisions, or by enabling legislation.

Committed fund balance—amounts constrained to specific purposes by the District itself, using its highest level of decision-making authority (i.e., Board of Directors). To be reported as committed, amounts cannot be used for any other purpose unless the District takes the same highest level action to remove or change the constraint.

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

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

When an expenditure is incurred for purposes for which both restricted and unrestricted fund balance is available, the District considers restricted funds to have been spent first. When an expenditure is incurred for which committed, assigned, or unassigned fund balances are available, the District considers amounts to have been spent first out of committed funds, then assigned funds, and finally unassigned funds, as needed, unless the District Board of Directors has provided otherwise in its commitment or assignment actions.

**NOTE 3 - CASH DEPOSITS**

**Cash Deposits**

The Colorado Public Deposit Protection Act (PDPA) requires that all units of local government deposit cash in eligible public depositories. Eligibility is determined by state regulators.

Amounts on deposit in excess of federal insurance levels must be collateralized. The eligible collateral is determined by the PDPA. PDPA allows the institution to create a single collateral pool for all public funds. The pool for all the uninsured public deposits as a group is to be maintained by another institution or held in trust. The market value of the collateral must be at least equal to 102% of the aggregate uninsured deposits.

**BMP METROPOLITAN DISTRICT NO. 3**  
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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.

At December 31, 2016, the District's cash deposits had a bank balance and carrying balance of \$61,840.

**Restricted Cash**

At December 31, 2016, cash in the amount of \$61,840 is restricted for debt service in accordance with the Loan Agreement (as defined herein) related to the Series 2013 Taxable Loan (Note 4).

**Investments**

The District follows Colorado State Statutes which specify investment instruments meeting defined rating and risk criteria in which local governments may invest which include:

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

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 requirement.

**Investment Valuation**

Investments which are measured at fair value on a recurring basis are categorized within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure an asset's fair value: 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.

At December 31, 2016, the District had no investments.

**BMP METROPOLITAN DISTRICT NO. 3  
NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2016**

**NOTE 4 – 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>Balance at December 31, 2015</u>	<u>New Issues</u>	<u>Retirements</u>	<u>Balance at December 31, 2016</u>	<u>Due Within One Year</u>
2013 Taxable (Convertible to Non-Taxable) Loan	\$3,725,000	\$ -	\$ (80,000)	\$ 3,645,000	\$ 85,000
Developer Advance	400,000	-	(7,964)	392,036	-
	<u>\$4,125,000</u>	<u>\$ -</u>	<u>\$ (87,964)</u>	<u>\$ 4,037,036</u>	<u>\$ 85,000</u>

**Taxable (Convertible to Non-Taxable) Loan**

On December 12, 2013, the District entered into a Loan Agreement for the issuance of a Taxable (Convertible to Tax-Exempt) 2013 Revenue Loan (Loan Agreement) with BOKF, NA dba Colorado State Bank and Trust in the principal amount of \$3,795,000 (Loan). The purpose of the Loan is to fund the shortfall for the Dakota Outfall Project as obligated by BMP No. 1 under the Amended and Restated Project Funding Agreement (see Note 7). The Loan is a 7 year term loan with a taxable interest rate of 4.03% and a tax exempt interest rate of 2.86%. Interest is payable semi-annually on June 1 and December 1 commencing June 1, 2015. Principal payments are due each December 1 commencing on December 1, 2015. BMP No. 2’s and the District’s tax increment and property tax revenues are pledged to the repayment of the Loan.

The District has the option, but not the obligation, to cause the conversion for federal tax purposes upon the satisfaction of: 1) delivery to Colorado State bank and Trust, evidence of inclusion into the boundaries of the District of such portion of certain property; 2) a duly adopted fully-executed resolution of the Board; 3) a written opinion of bond counsel; 4) a fully-executed and completed IRS Form 8038-G; and 5) a written opinion of general counsel. This conversion was completed as of May 15, 2015.

**Capital Pledge Agreement**

On December 12, 2013, the District and with BMP No. 2, entered into the Capital Pledge Agreement with BOKF, NA dba Colorado State Bank and Trust. BMP No. 2 agrees to levy the Required Mill Levy on all taxable property within BMP No. 2 to pay debt scheduled payments. The required mill levy is limited to 30.000 mills, until the ratio of the District’s debt to assessed valuation value is 50% or less and at that time becomes unlimited to a maximum of 99.000 mills.

**Dakota Outfall Funding Reimbursement Agreement**

On November 10, 2015, the District entered into the Dakota Outfall Funding Reimbursement Agreement (Outfall Agreement) with Denver Properties I, LLC (DPI). The Outfall Agreement acknowledges that DPI contributed the sum of \$400,000 toward the cost of the Dakota Outfall

**BMP METROPOLITAN DISTRICT NO. 3  
NOTES TO FINANCIAL STATEMENTS  
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Project. Without the contribution from DPI, BMP No. 1 would have been unable to complete the Dakota Outfall Project. The District agrees to impose the Regional Mill Levy as set forth in the Regional Mill Levy IGA and the First Amendment to the Regional Mill Levy Intergovernmental Agreement. The District agrees, on an annual basis, to remit to DPI, the revenues it received from the imposition of the Regional Mill Levy IGA up to the amount of \$400,000, less any reasonable administrative expenses incurred by the District. The DPI contribution shall not accrue interest. The DPI contribution has been recorded as a developer advance in the District. As the Regional Mill Levy is collected by the District, such revenue will be used for repayment to DPI. (See Note 7 - Regional Mill Levy Intergovernmental Agreement). As of December 31, 2016, the District repaid \$7,964 in principal due under the Agreement. The principal balance outstanding as of December 31, 2016 is \$392,037.

The District's long-term taxable loan will mature as follows:

<u>Year Ending December 31,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2017	\$ 85,000	\$ 104,247	\$ 189,247
2018	90,000	101,816	191,816
2019	95,000	99,242	194,242
2020	3,375,000	96,525	3,471,525
	<u>\$ 3,645,000</u>	<u>\$ 401,830</u>	<u>\$ 4,046,830</u>

**Debt Authorization**

At December 31, 2016, the District had authorized but unissued indebtedness in the following amount allocated for the following purposes:

	<u>Total Authorized</u>	<u>Autorization Used</u>	<u>Remaining at December 31, 2016</u>
Street improvements	\$ 300,000,000	\$ 127,132	\$ 299,872,868
Park and recreation facilities	300,000,000	67,641	299,932,359
Traffic and safety improvements	300,000,000	63,566	299,936,434
Water supply improvements	300,000,000	95,349	299,904,651
Sanitary sewer system	300,000,000	3,250,939	296,749,061
Transportation system	300,000,000	190,373	299,809,627
Mosquito control	300,000,000	-	300,000,000
Fire protection	300,000,000	-	300,000,000
TV Relay	300,000,000	-	300,000,000
Operations & maintenance	300,000,000	-	300,000,000
Refunding	300,000,000	-	300,000,000
IGA's	300,000,000	-	300,000,000
	<u>\$ 3,600,000,000</u>	<u>\$ 3,795,000</u>	<u>\$ 3,596,205,000</u>

Pursuant to the BMP Districts' Service Plan, collectively, the Districts are permitted to issue bond indebtedness of up to \$300,000,000.

In the future, the District may issue a portion or all of the remaining authorized but unissued general obligation debt for purposes of providing public improvements to support development

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as it occurs within the District's service area. As of the date of this report (as noted on the Independent Auditor's Report on page I), the amount and timing of any debt issuance is not determinable.

**NOTE 5 – FUND EQUITY**

At December 31, 2016, the District reported the following classifications of fund equity:

**Restricted Fund Balance**

The restricted fund balance in the General Fund of \$967 is required to be paid to DPI in accordance with the Dakota Outfall Funding Reimbursement Agreement and Debt Service Fund in the amount of \$55,669 is to be used for debt service requirements (see Note 4).

**NOTE 6 - NET POSITION**

The District's net position consists of two components: restricted and unrestricted.

Restricted net position includes amounts that are restricted for use either externally imposed by creditors, grantors, contributors, or laws and regulations of other governments or imposed by law through constitutional provisions or enabling legislation. The District's restricted net position for debt service was \$46,982 as of December 31, 2016.

The District's unrestricted net position at December 31, 2016 totaled \$(3,989,087). The deficit balance is a result of the District being responsible for repayment of a loan issued for public improvements completed by BMP No. 1.

**NOTE 7– AGREEMENTS**

**Project Funding Agreement for W. Dakota Avenue Storm Water Outfall and Street Improvements**

On March 13, 2012, BMP No. 1 entered into the Project Funding Agreement between BMP No. 1, the City and Denver Urban Renewal Authority (DURA). On June 28, 2013 BMP No. 1, the City and DURA approved an Amended and Restated Project Funding Agreement which replaces the original Project Funding Agreement in its entirety. The City and DURA have approved the South Broadway/Montgomery Ward Urban Redevelopment Area Cooperative Agreement to finance additional storm water and street improvements. The boundaries of the BMP Districts encompass the boundaries of this Urban Redevelopment Area and BMP No. 1 is authorized by its Service Plan to construct various public improvements. Under the Amended Project Funding Agreement, BMP No. 1 has agreed to undertake the project with the overall costs expected to be \$19,757,600, the initial \$16,800,000 to be borne by the City and the remaining \$2,957,600 to be borne by BMP No. 1.

The City has an existing appropriation of \$13,000,000 in its capital projects fund. Upon approval of the Amended Project Funding Agreement, the City appropriated an additional \$2,500,000 from its Waste Water Enterprise Fund and \$1,300,000 from its Capital Improvements Fund. Any and all costs in excess of this cap associated with the completion and

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delivery of the project shall be the responsibility of BMP No. 1. The \$16,800,000 provided by the City is to be repaid by DURA from property tax increment revenues derived from the Urban Renewal Area for payments made by the City to BMP No. 1 with certain exclusions (see Cooperation Agreement).

BMP No. 1 has no obligation to repay the City or DURA for any portion of the funding provided. BMP No. 1's obligation is only to provide financing for the project costs in excess of the \$16,800,000. See Cooperation Agreement and Loan Agreement – BMP No. 1 below. The project was completed during 2015 with final payment made in 2016.

**Cooperation Agreement**

On January 24, 2012, the District, together with BMP No.1, BMP No. 2 and DURA, entered into a Cooperation Agreement which sets forth the parties intent to cooperate in providing certain public improvements and to assure that taxes levied by the District and BMP No. 2 are made available to BMP No. 1 for purposes of implementing their respective Service Plans. DURA agrees that the portion of revenues which it receives as a result of tax increment revenues (TIF) attributable to the District's and BMP No. 2's future levy of ad valorem taxes on real property within the area encompassed by the Urban Renewal Plan, upon receipt by DURA, shall be remitted to BMP No. 1 directly. DURA covenants that so long as the Cooperation Agreement is in effect, it will not pledge or encumber the revenues resulting from the ad valorem mill taxes levied by the District and BMP No. 2. On December 5, 2013, the BMP Districts approved an Assignment of TIF Revenues under the Cooperation Agreement. As of the date of the assignment, BMP No. 1 assigns to the District, all of its rights, title and interest in BMP No. 2's debt revenue for the purpose of paying principal of and interest on the Loan (see Note 4) and refundings and any other costs of the debt financing thereof. In addition, the Assignment of TIF Revenues acknowledges that BMP No. 3 has assigned all of its right, title and interest in the BMP No. 2 debt revenue to the lender in accordance with the Loan Agreement.

**Regional Mill Levy Intergovernmental Agreement**

On December 10, 2010, the District together with BMP No. 1 and BMP No. 2, entered into the Regional Mill Levy Intergovernmental Agreement (IGA) with the City. The BMP Districts have agreed to impose a Regional Mill Levy and pledge all revenues from such Regional Mill Levy to the City to be used for regional projects selected by the City. The BMP Districts will impose a Regional Mill Levy of 5.000 mills on all property within their respective boundaries at the same time as each District first imposes either an operating or debt service mill levy. For residential property only, the 5.000 mill levy rate may be adjusted by the Board of Directors to take into account legislative or constitutionally imposed adjustments in assessed values or the method of their calculation occurring after January 1, 2010. The BMP Districts covenant to impose the Regional Mill Levy as long as the IGA and Service Plans for the BMP Districts are in place.

On January 9, 2014, the First Amendment to the Regional Mill levy Intergovernmental Agreement was approved by all parties. The amendment allows the District to utilize up to a maximum of \$400,000 of the revenues derived from the imposition of the Regional Mill Levy on certain property as described in the amendment, for the purposes of funding the Dakota Outfall Project. Once the District has received \$400,000 of Regional mill levy revenues from the certain

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property, all other amounts collected are to be remitted to the City in accordance with the original IGA (Note 4 - Dakota Outfall Funding Reimbursement Agreement).

**Estoppel Certificate Regarding Property Taxes**

On December 12, 2013, the property owners within BMP No. 2 executed and delivered that certain Estoppel Certificate Regarding Property Taxes (Estoppel). Pursuant to the Estoppel, the property owners within BMP No. 2 acknowledged that a mill levy will be imposed upon their property to repay the Loan obtained by the District. The property owners acknowledged the benefit received from the Dakota Outfall Project, a portion of which was paid by the Loan proceeds, and the property owners are not to dispute the imposition by BMP No. 2 of a mill levy to repay the Loan.

**NOTE 8 – RELATED PARTY**

The members of the Board of Directors of the District are owners, principals or employees of D4 and/or Kayne Anderson Capital Advisors, L.P., both of which have an ownership interest in DPI, the owner and developer of property within the boundaries of the District, and/or CFPM (Formerly CF Property Management, Inc.) which acts as management for the property ownership. D4, DPI and CFPM have outstanding funding agreements with the District and BMP No. 1 as of December 31, 2016. DPI ownership changed in 2017. D4 no longer has an interest in DPI and Board members associated with Kayne Anderson Capital Advisors, L.L. resigned from the Board.

**NOTE 9 - RISK MANAGEMENT**

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

The District is a member of the Colorado Special Districts Property and Liability Pool (Pool) as of December 31, 2016. The Pool is an organization created by intergovernmental agreement to provide property, liability, public officials' liability, boiler and machinery and workers compensation coverage to its members. Settled claims have not exceeded this coverage in any of the past three fiscal 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 10 - 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 that 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

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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 electors approved the following ballot issues during its November 2, 2010 election:

*Ballot Issue 5A:* Shall BMP Metropolitan District No. 3 taxes be increased \$300,000,000 annually or such lesser amount as necessary to pay the District's administration and operations and maintenance expenses, by the imposition of ad valorem property taxes levied in any year, without limitation as to rate or amount or any other condition to pay such expenses and shall the proceeds of such taxes and any investment income thereon be collected, retained and spent by the District in fiscal year 2011 and in each fiscal year thereafter as a voter-approved revenue change without regard to any spending, revenue-raising, or other limitation contained within Article X, Section 20 of the Colorado Constitution, the limits imposed on increases in property taxation by Section 29-1-301, C.R.S. in any year, or any other law which purports to limit the District's revenues or expenditures as it currently exists or as it may be amended in the future, all without limiting in any year the amount of other revenues that may be collected, retained and spent by the District?

*Ballot Issue 5B:* Shall BMP Metropolitan District No. 3 taxes be increased \$300,000,000 annually (first full fiscal year increase) and by additional amounts that are raised annually thereafter by the imposition of an ad valorem property tax mill levy each year on all taxable property of the District of 5 mills, provided that such mill levy rate, may be adjusted by the Board of Directors to take into account legislative or constitutionally imposed adjustments in assessed values or the method of their calculation occurring after January 1, 2010 so that, to the extent possible, the actual revenues generated by such mill levy are neither diminished nor enhanced as a result of such changes, for the purpose of paying costs associated with regional infrastructure improvements and services as required by the City and County of Denver for the District's taxpayers, residents and inhabitants and shall the revenue from such taxes and any investment income thereon be collected, retained and spent by the District in fiscal year 2011 and in each fiscal year thereafter as a voter-approved revenue change without regard to any spending, revenue-raising, or other limitation contained within Article X, Section 20 of the Colorado Constitution, the limits imposed on increases in property taxation by Section 29-1-301, C.R.S. in any year, or any other law which purports to limit the District's revenues or expenditures as it currently exists or as it may be amended in the future, all without limiting in any year the amount of other revenues that may be collected, retained and spent by the District?

*Ballot Issue 5C:* Shall BMP Metropolitan District No. 3 taxes be increased \$300,000,000 annually or such lesser amount as necessary to pay the District's administration and operations and maintenance expenses, by the imposition of a fee or fees imposed, without limitation as to rate or amount or any other condition to pay such expenses and shall the proceeds of such fees and any investment income thereon be collected, retained and spent by the District in fiscal year

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2011 and in each fiscal year thereafter as a voter-approved revenue change without regard to any spending, revenue-raising, or other limitation contained within Article X, Section 20 of the Colorado Constitution, the limits imposed on increases in property taxation by Section 29-1-301, C.R.S. in any year, or any other law which purports to limit the District's revenues or expenditures as it currently exists or as it may be amended in the future, all without limiting in any year the amount of other revenues that may be collected, retained and spent by the District?

*Ballot Issue 5D:* Shall BMP Metropolitan District No. 3 taxes be increased \$300,000,000 annually or such lesser amount as necessary for the payment of such amounts due pursuant to one or more intergovernmental agreements or other contracts, by the imposition of ad valorem property taxes levied in any year, without limitation as to rate or amount or any other condition to pay such expenses and shall the proceeds of such taxes and any investment income thereon be collected, retained and spent by the District in fiscal year 2011 and in each fiscal year thereafter as a voter-approved revenue change without regard to any spending, revenue-raising, or other limitation contained within Article X, Section 20 of the Colorado Constitution, the limits imposed on increases in property taxation by Section 29-1-301, C.R.S. in any year, or any other law which purports to limit the District's revenues or expenditures as it currently exists or as it may be amended in the future, all without limiting in any year the amount of other revenues that may be collected, retained and spent by the District?

*Ballot Issue 5E:* Shall BMP Metropolitan District No. 3 be authorized to collect, retain, and spend the full amount of all taxes, tax increment revenues, tap fees, park fees, facility fees, services charges, inspection charges, administrative charges, grants or any other fee, rate, toll, penalty, or charge authorized by law or contract to be imposed, collected or received by the District during 2011 and each fiscal year thereafter, such amounts to constitute a voter-approved revenue change and be collected, retained and spent by the District without regard to any spending, revenue-raising, or other limitation contained within Article X, Section 20 of the Colorado Constitution, the limits imposed on increases in property taxation by Section 29-1-301, C.R.S. in any year, or any other law which purports to limit the District's revenues or expenditures as it currently exists or as it may be amended in the future, and without limiting in any year the amount of other revenues that may be collected, retained and spent by the District?

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.

**NOTE 11 – RESTATEMENT**

For the year ended December 31, 2016, it was determined that the \$400,000 developer advance issued under Dakota Outfall Funding Reimbursement Agreement should have been recorded as an outstanding obligation of the District (Note 4). The effect of including the developer advance as an outstanding obligation of the District as of December 31, 2015 by restating beginning net position (deficit) is noted below.

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Net position - December 31, 2015, as originally stated	\$ (3,678,883)
Developer advance transferred from BMP Metropolitan District No. 1	<u>(400,000)</u>
Net position - December 31, 2015, as restated	<u><u>\$ (4,078,883)</u></u>

This information is an integral part of the accompanying financial statements

## **SUPPLEMENTAL INFORMATION**

**BMP METROPOLITAN DISTRICT NO. 3**  
**SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN**  
**FUND BALANCE - BUDGET AND ACTUAL**  
**DEBT SERVICE FUND**  
**Year Ended December 31, 2016**

	<b>Original and Final Budgeted Amounts</b>	<b>Actual</b>	<b>Variance with Final Budget - Positive (Negative)</b>
<b>REVENUES</b>			
Intergovernmental revenue from BMP Metropolitan District No. 2	\$ 197,049	\$ 187,346	\$ (9,703)
Interest income	-	66	66
Total revenues	<u>197,049</u>	<u>187,412</u>	<u>(9,637)</u>
<b>EXPENDITURES</b>			
Debt service:			-
Loan principal	80,000	80,000	-
Loan interest	106,535	106,535	-
Bank fees and other	5,100	12	5,088
Total expenditures	<u>191,635</u>	<u>186,547</u>	<u>5,088</u>
<b>EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES</b>	<u>5,414</u>	<u>865</u>	<u>(4,549)</u>
<b>NET CHANGE IN FUND BALANCE</b>	5,414	865	(4,549)
<b>FUND BALANCE - BEGINNING OF YEAR</b>	24,882	54,804	29,922
<b>FUND BALANCE - END OF YEAR</b>	<u>\$ 30,296</u>	<u>\$ 55,669</u>	<u>\$ 25,373</u>

## **OTHER INFORMATION**

**BMP METROPOLITAN DISTRICT NO. 3  
SUMMARY OF ASSESSED VALUATION , MILL LEVY  
AND PROPERTY TAXES COLLECTED  
Year Ended December 31, 2016**

<u>Year Ended December 31,</u>	<u>Prior Year Assessed Valuation for Current Year Property Tax Levy</u>	<u>Mills Levied</u>		<u>Property Taxes</u>		<u>Percentage Collected to Levied</u>
		<u>Regional</u>	<u>Operations</u>	<u>Levied</u>	<u>Collected</u>	
2016	\$ 490,977	5.000	10.000	\$ 7,365	7,365	100%
Estimated for year ending December 31, 2017	\$ 1,222,405	5.000	10.000	\$ 18,336		

**NOTE:** Property taxes collected in any one year may include collection of delinquent property taxes levied in prior years. Information received from the County Treasurer does not permit identification of specific year of levy.