

THOMPSON CROSSING METROPOLITAN DISTRICT NO. 3
Larimer County, Colorado

FINANCIAL STATEMENTS
December 31, 2017

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April 17, 2018

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Dazzio & Associates, PC

Certified Public Accountants

INDEPENDENT AUDITOR'S REPORT

Board of Directors
Thompson Crossing Metropolitan District No. 3
Larimer County, Colorado

We have audited the accompanying financial statements of the governmental activities and the major fund of the Thompson Crossing Metropolitan District No. 3 as of and for the year December 31, 2017, 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.

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Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and the major fund of the Thompson Crossing Metropolitan District No. 3, as of December 31, 2017, and the respective changes in financial position and the budgetary comparison for the General Fund for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

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

D'Agostino & Associates, P.C.

April 3, 2018

BASIC FINANCIAL STATEMENTS

THOMPSON CROSSING METROPOLITAN DISTRICT NO. 3
STATEMENT OF NET POSITION
December 31, 2017

	Governmental Activities
ASSETS	
Cash and investments	\$ 17,059
Cash and investments - Restricted	13,500
Receivable - County Treasurer	1
Property taxes receivable	126
Accounts receivable	40,755
Due from Thompson Crossing No. 4	2,731
Due from Thompson Crossing No. 5	86
Due from Thompson Crossing No. 6	547
Prepaid expenses	21,186
Capital assets, net	4,322,103
Total assets	4,418,094
LIABILITIES	
Accounts payable	59,710
Landscape escrow	15,750
Transfer fees payable to Foundation	10,686
Transfer fees payable to Developer	30,566
Noncurrent liabilities	
Due in more than one year	6,403,988
Total liabilities	6,520,700
DEFERRED INFLOWS OF RESOURCES	
Property tax revenue	126
Total deferred inflows of resources	126
NET POSITION	
Net investment in capital assets	935,964
Restricted for:	
Emergency reserves	13,500
Unrestricted	(3,052,196)
Total net position	\$ (2,102,732)

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

THOMPSON CROSSING METROPOLITAN DISTRICT NO. 3
STATEMENT OF ACTIVITIES
Year Ended December 31, 2017

<u>Functions/Programs</u>	<u>Program Revenues</u>			<u>Net (Expense) Revenue and Changes in Net Position</u>	
	<u>Expenses</u>	<u>Charges for Services</u>	<u>Operating Grants and Contributions</u>		<u>Capital Grants and Contributions</u>
Primary government:					
Government activities:					
General government	\$ 882,110	\$ 174,182	\$ 554,072	\$ 106,386	\$ (47,470)
Interest and related costs on long-term debt	153,018	-	-	-	(153,018)
	<u>\$ 1,035,128</u>	<u>\$ 174,182</u>	<u>\$ 554,072</u>	<u>\$ 106,386</u>	<u>(200,488)</u>
General revenues:					
Property taxes					111
Specific ownership taxes					10
Other income					746
Net investment income					1,869
Total general revenues					<u>2,736</u>
Change in net position					(197,752)
Net position - Beginning					(1,904,980)
Net position - Ending					<u>\$ (2,102,732)</u>

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

**THOMPSON CROSSING METROPOLITAN DISTRICT NO. 3
BALANCE SHEET
GOVERNMENTAL FUNDS
December 31, 2017**

	General Fund
ASSETS	
Cash and investments	\$ 17,059
Cash and investments - Restricted	13,500
Receivable - County Treasurer	1
Accounts receivable	40,755
Due from Thompson Crossing No. 4	2,731
Due from Thompson Crossing No. 5	86
Due from Thompson Crossing No. 6	547
Property taxes receivable	126
Prepaid expenses	21,186
TOTAL ASSETS	\$ 95,991
 LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES (DEFICITS)	
LIABILITIES	
Accounts payable	\$ 59,710
Landscape escrow	15,750
Transfer fees payable to Foundation	10,686
Transfer fees payable to Developer	30,566
Total liabilities	116,712
 DEFERRED INFLOWS OF RESOURCES	
Property tax revenue	126
Total deferred inflows of resources	126
 FUND BALANCES (DEFICITS)	
Nonspendable	21,186
Restricted for emergencies	13,500
Unassigned	(55,533)
Total fund balances (deficits)	(20,847)
 TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES (DEFICITS)	

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

Capital assets used in governmental activities are not financial resources and, therefore, are not reported as assets in the funds.	
Capital assets, net	4,322,103
Long-term liabilities, including bonds payable, are not due and payable in the current period and, therefore, are not reported in the funds.	
Developer advance payable	(5,105,138)
Accrued interest on Developer advance	(1,298,850)
Net position of governmental activities	\$ (2,102,732)

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

THOMPSON CROSSING METROPOLITAN DISTRICT NO. 3
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES (DEFICITS)
GOVERNMENTAL FUNDS
Year Ended December 31, 2017

	General Fund
REVENUES	
Property taxes	\$ 111
Specific ownership tax	10
Transfer from Thompson Crossing No. 4	356,566
Transfer from Thompson Crossing No. 5	13,130
Transfer from Thompson Crossing No. 6	75,296
Transfer fees revenue	174,182
Developer contribution	109,080
Other income	746
Net investment income	1,869
Total revenues	730,990
EXPENDITURES	
Accounting	109,572
Audit	15,400
County Treasurer's fee	2
District management	66,924
Dues and membership	2,811
Insurance and bonds	18,945
Legal	17,872
Management specialist	38,516
Miscellaneous	34
Transfer fee expense	174,182
Landscape maintenance	159,165
Pool and rec center maintenance	31,752
Repairs and maintenance	19,147
Transfer to Thompson Crossing No.1	12,806
Utilities	29,369
Capital outlay	136,912
Total expenditures	833,409
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	(102,419)
OTHER FINANCING SOURCES (USES)	
Developer advance	62,000
Total other financing sources (uses)	62,000
NET CHANGE IN FUND BALANCES	(40,419)
FUND BALANCES - BEGINNING OF YEAR	19,572
FUND BALANCES (DEFICITS) - END OF YEAR	\$ (20,847)

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

**THOMPSON CROSSING METROPOLITAN DISTRICT NO. 3
RECONCILIATION OF THE STATEMENT OF REVENUES,
EXPENDITURES AND CHANGES IN FUND BALANCES (DEFICITS) OF
GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES
Year Ended December 31, 2017**

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

Net change in fund balances - Total governmental funds	\$	(40,419)
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Governmental funds report capital outlays as expenditures. In the statement of activities, capital outlay is not reported as an expenditure. However, the statement of activities will report, as depreciation expense, the allocation of the cost of any depreciable asset over the estimated useful life of the asset.

Capital outlay		213,265
Depreciation		(261,966)

Some revenues in the Statement of Activities do not provide current financial resources and are not reported as revenues in the governmental fund statements. These revenues result from the contribution of capital assets.

Capital contributions		106,386
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The issuance of long-term debt (e.g., bonds, leases) provides current financial resources to governmental funds, while the repayment of principal of long-term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net assets. Also, governmental funds report the effect of premiums, discounts, and similar items when debt is first issued, whereas these amounts are deferred and amortized in the statement of activities. The net effect of these differences in the treatment of long-term debt and

Developer advances		(62,000)
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Some expenses in the statement of activities do not require the use of current financial resources and, therefore, are not reported as expenditures in governmental funds.

Interest payable - Developer advances - Change in liability		(153,018)
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Changes in net position of governmental activities	\$	<u>(197,752)</u>
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These financial statements should be read only in connection with
the accompanying notes to financial statements.

**THOMPSON CROSSING METROPOLITAN DISTRICT NO. 3
GENERAL FUND
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN
FUND BALANCES (DEFICITS) - BUDGET AND ACTUAL
Year Ended December 31, 2017**

	<u>Budget Amounts</u>		<u>Actual Amounts</u>	<u>Variance with Final Budget Positive (Negative)</u>
	<u>Original</u>	<u>Final</u>		
REVENUES				
Property taxes	\$ 111	\$ 111	\$ 111	\$ -
Specific ownership tax	8	11	10	(1)
Transfer from Thompson Crossing No. 4	348,794	354,811	356,566	1,755
Transfer from Thompson Crossing No. 5	12,949	13,087	13,130	43
Transfer from Thompson Crossing No. 6	73,900	75,078	75,296	218
Transfer fees revenue	5,000	175,000	174,182	(818)
Developer contribution	3,750	180,000	109,080	(70,920)
Other income	1,000	400	746	346
Net investment income	500	1,900	1,869	(31)
Total revenues	<u>446,012</u>	<u>800,398</u>	<u>730,990</u>	<u>(69,408)</u>
EXPENDITURES				
Accounting	50,000	115,000	109,572	5,428
Audit	9,700	15,400	15,400	-
Contingency	5,398	16,553	-	16,553
County Treasurer's fee	2	2	2	-
District management	60,000	67,000	66,924	76
Dues and membership	1,800	3,000	2,811	189
Insurance and bonds	14,850	18,945	18,945	-
Legal	20,000	18,000	17,872	128
Management specialist	35,000	39,000	38,516	484
Miscellaneous	5,000	100	34	66
Transfer fee expense	5,000	175,000	174,182	818
Landscape maintenance	155,250	160,000	159,165	835
Pool and rec center maintenance	50,000	32,000	31,752	248
Repairs and maintenance	35,000	20,000	19,147	853
Transfer to Thompson Crossing No.1	20,000	15,000	12,806	2,194
Utilities	35,000	30,000	29,369	631
Capital outlay	-	210,000	136,912	73,088
Total expenditures	<u>502,000</u>	<u>935,000</u>	<u>833,409</u>	<u>101,591</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	<u>(55,988)</u>	<u>(134,602)</u>	<u>(102,419)</u>	<u>32,183</u>
OTHER FINANCING SOURCES (USES)				
Developer advance	55,000	135,000	62,000	(73,000)
Total other financing sources (uses)	<u>55,000</u>	<u>135,000</u>	<u>62,000</u>	<u>(73,000)</u>
NET CHANGE IN FUND BALANCES	(988)	398	(40,419)	(40,817)
FUND BALANCES - BEGINNING OF YEAR				
	<u>14,638</u>	<u>19,572</u>	<u>19,572</u>	<u>-</u>
FUND BALANCES (DEFICITS) - END OF YEAR				
	<u>\$ 13,650</u>	<u>\$ 19,970</u>	<u>\$ (20,847)</u>	<u>\$ (40,817)</u>

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

THOMPSON CROSSING METROPOLITAN DISTRICT NO. 3
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 1 - DEFINITION OF REPORTING ENTITY

Thompson Crossing Metropolitan District No. 3 (the District), a quasi-municipal corporation and political subdivision of the State of Colorado, was organized by order and decree of the District Court for Larimer County on December 17, 2001 and amended on April 24, 2002, and is governed pursuant to provisions of the Colorado Special District Act (Title 32, Article 1, Colorado Revised Statutes). The District was established to provide for the construction, installation, financing, and operation of public improvements, including streets, traffic safety controls, water, sanitary sewer, storm drainage, television relay and translator, transportation, park and recreation facilities, covenant enforcement, security services, and pest control.

Under a Consolidated Service Plan dated August 20, 2001, as modified on October 3, 2005, the District, as the Operating District, was organized in conjunction with five other related districts, Thompson Crossing Metropolitan District No. 1 (Control District), Thompson Crossing Metropolitan District No. 2 (Commercial District), Thompson Crossing Metropolitan District No. 4 (Financing District), Thompson Crossing Metropolitan District No. 5 (Financing District), and Thompson Crossing Metropolitan District No. 6 (Financing District) (collectively, the Districts). The Districts' service area is located entirely within the Town of Johnstown (Town), Larimer County, Colorado.

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

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

The District has no employees and contracts for all of its management and professional services.

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. The effect of interfund activity has been removed from these statements. Governmental activities are normally supported by taxes and intergovernmental revenues.

THOMPSON CROSSING METROPOLITAN DISTRICT NO. 3
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

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. The major sources of revenue susceptible to accrual are property taxes, specific ownership taxes, and Development Fees. All other 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 due.

The District reports the following major governmental funds:

The General Fund is the District's primary operating fund. It accounts for all financial resources of the general government, except those required to be accounted for in another fund.

THOMPSON CROSSING METROPOLITAN DISTRICT NO. 3
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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 and other financing uses level and lapses at year end. The District's Board of Directors can modify the budget by line item within the total appropriation without notification. The appropriation can only be modified upon completion of notification and publication requirements. The budget includes each fund on its basis of accounting unless otherwise indicated.

The District has amended its annual budget for the year ended December 31, 2017.

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 unearned property tax revenues are recorded as revenue in the year they are available or collected.

Capital Assets

Capital assets, which include property, plant, equipment, and infrastructure assets, are reported in the applicable governmental activities column in the government-wide financial statements. Capital assets are defined by the District as assets with an initial, individual cost of more than \$5,000. Such assets are recorded at historical cost or estimated historical cost if purchased or constructed. Donated capital assets are recorded at acquisition value at the date of donation.

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

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

Clubhouse and pool	30 years
Parks and recreation improvements	20 years

THOMPSON CROSSING METROPOLITAN DISTRICT NO. 3
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Contributed Public Improvements

Public improvements contributed to the District by developers are recorded as capital contributions and additions to the systems at estimated fair value when received.

Deferred Inflow of Resources

In addition to liabilities, the statement of net position reports 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 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. Accordingly, the item, *deferred property tax revenue*, is deferred and recognized as an inflow of resources in the period that the amount becomes available.

Equity

Net Position

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

Fund Balance

Fund balance for governmental funds should be reported in classifications that comprise a hierarchy based on the extent to which the government is bound to honor constraints on the specific purposes for which spending can occur. Governmental funds report up to five classifications of fund balance: nonspendable, restricted, committed, assigned, and unassigned. Because circumstances differ among governments, not every government or every governmental fund will present all of these components. The following classifications describe the relative strength of the spending constraints:

- *Nonspendable fund balance* – The portion of fund balance that cannot be spent because it is either not in spendable form (such as prepaid amounts or inventory) or legally or contractually required to be maintained intact.
- *Restricted fund balance* – The portion of fund balance that is constrained to being used for a specific purpose by external parties (such as bondholders), constitutional provisions, or enabling legislation.
- *Committed fund balance* – The portion of fund balance that can only be used for specific purposes pursuant to constraints imposed by formal action of the government's highest level of decision-making authority, the Board of Directors. The constraint may be removed or changed only through formal action of the Board of Directors.

THOMPSON CROSSING METROPOLITAN DISTRICT NO. 3
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

- *Assigned fund balance* – The portion of fund balance that is constrained by the government’s intent to be used for specific purposes, but is neither restricted nor committed. Intent is expressed by the Board of Directors to be used for a specific purpose. Constraints imposed on the use of assigned amounts are more easily removed or modified than those imposed on amounts that are classified as committed.
- *Unassigned fund balance* – The residual portion of fund balance that does not meet any of the criteria described above.

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

Deficits

The General Fund reported a deficit in the fund financial statements as of December 31, 2017. The deficit will be eliminated with the receipt of funds advanced by the Developer in 2018.

NOTE 3 - CASH AND INVESTMENTS

Cash and investments as of December 31, 2017, are classified in the accompanying financial statements as follows:

Statement of net position:

Cash and investments	\$ 17,059
Cash and investments - Restricted	<u>13,500</u>
Total cash and investments	<u><u>\$ 30,559</u></u>

Cash and investments as of December 31, 2017, consist of the following:

Deposits with financial institutions	\$ 30,460
Investments	<u>99</u>
Total cash and investments	<u><u>\$ 30,559</u></u>

Deposits with Financial Institutions

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

THOMPSON CROSSING METROPOLITAN DISTRICT NO. 3
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 3 - CASH AND INVESTMENTS (CONTINUED)

At December 31, 2017, the District's cash deposits had a bank balance of \$50,686 and a carrying balance of \$30,460.

Investments

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

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

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

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

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

As of December 31, 2017, the District had the following investments:

Investment	Maturity	Amount
Colorado Surplus Asset Fund Trust (CSAFE)	Weighted average under 60 days	<u>\$ 99</u>

THOMPSON CROSSING METROPOLITAN DISTRICT NO. 3
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 3 - CASH AND INVESTMENTS (CONTINUED)

CSAFE

The District invested in the Colorado Surplus Asset Fund Trust (CSAFE) (the Trust), which is an investment vehicle established by state statute for local government entities to pool surplus assets. The State Securities Commissioner administers and enforces all State statutes governing the Trust. The Trust is similar to a money market fund, with each share valued at \$1.00. CSAFE may invest in U.S. Treasury securities, repurchase agreements collateralized by U.S. Treasury securities, certain money market funds and highest rated commercial paper. A designated custodial bank serves as custodian for CSAFE's portfolio pursuant to a custodian agreement. The custodian acts as safekeeping agent for CSAFE's investment portfolio and provides services as the depository in connection with direct investments and withdrawals. The custodian's internal records segregate investments owned by CSAFE. CSAFE is rated AAAM by Standard & Poor's. CSAFE records its investments at amortized cost and the District records its investments in CSAFE using the amortized cost method. There are no unfunded commitments, the redemption frequency is daily and there is no redemption notice period.

NOTE 4 - CAPITAL ASSETS

An analysis of the changes in capital assets for the year ended December 31, 2017 follows:

	Balance at December 31, 2016	Increases	Decreases	Balance at December 31, 2017
Governmental activities				
Fixed assets, not being depreciated:				
Land and improvements	\$ 1,319,613	\$ -	\$ -	\$ 1,319,613
Capital assets, being depreciated:				
Parks and recreation	5,279,287	319,651	-	5,598,938
Less accumulated depreciation for:				
Parks and recreation	2,334,482	261,966	-	2,596,448
Total capital assets, being depreciated, net	2,944,805	57,685	-	3,002,490
Total capital assets	<u>\$ 4,264,418</u>	<u>\$ 57,685</u>	<u>\$ -</u>	<u>\$ 4,322,103</u>

Depreciation expense was charged to the general government of the District.

THOMPSON CROSSING METROPOLITAN DISTRICT NO. 3
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 5 - LONG-TERM OBLIGATIONS

The following is an analysis of the changes in the District's long-term obligations for the year ended December 31, 2017:

	<u>Balance at December 31, 2016</u>	<u>Additions</u>	<u>Reductions</u>	<u>Balance at December 31, 2017</u>	<u>Due Within One Year</u>
Government Activities:					
Developer advances payable					
Operations	\$ 1,656,999	\$ 62,000	\$ -	\$ 1,718,999	\$ -
Capital	3,386,139	-	-	3,386,139	-
Accrued interest on Developer advances					
Operations	253,231	51,434	-	304,665	-
Capital	892,601	101,584	-	994,185	-
	<u>\$ 6,188,970</u>	<u>\$ 215,018</u>	<u>\$ -</u>	<u>\$ 6,403,988</u>	<u>\$ -</u>

The details of the District's long-term obligations are described in Note 8.

Authorized Debt

On November 6, 2001, District voters approved debt authorization in the amount of \$85,000,000 for the construction of capital improvements, with an additional \$297,000,000 for refunding debt, intergovernmental contracts, and mortgages. The voters also authorized debt of \$17,000,000 for the cost of operating and maintaining the District's systems.

The Modified Consolidated Service Plan dated October 3, 2005, limits the total principal amount of obligations that the Districts may have outstanding in aggregate at any one time to \$65,000,000, provided that in the case where obligations of the Financing Districts are supporting revenue bonds of the Control District, the Control District revenue bonds shall not be counted. At December 31, 2017, the total outstanding principal obligations of the Districts were \$48,499,000, which includes \$20,620,000 of debt in Thompson Crossing Metropolitan District No. 2, \$24,195,000 in Thompson Crossing Metropolitan District No. 4, and \$3,684,000 in Thompson Crossing Metropolitan District No. 6.

THOMPSON CROSSING METROPOLITAN DISTRICT NO. 3
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 5 - LONG-TERM OBLIGATIONS (CONTINUED)

The District had authorized but unissued debt at December 31, 2017, for the following detailed purposes:

	Authorized November 6, 2001 Election	Authorization Used	Remaining at December 31, 2017
Water	\$ 16,000,000	\$ -	\$ 16,000,000
Sanitary/Storm sewer	21,000,000	-	21,000,000
Streets	31,000,000	-	31,000,000
Parks and recreation	13,000,000	-	13,000,000
Traffic and safety	2,000,000	-	2,000,000
Operations and maintenance	17,000,000	-	17,000,000
Debt refunding	85,000,000	-	85,000,000
Television relay and translation	1,000,000	-	1,000,000
Public transportation	1,000,000	-	1,000,000
Intergovernmental contracts	102,000,000	-	102,000,000
Mortgages	110,000,000	-	110,000,000
	<u>\$ 399,000,000</u>	<u>\$ -</u>	<u>\$ 399,000,000</u>

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 as it occurs within the District's service area, subject to the limitation described above.

NOTE 6 - NET POSITION

The District has net position consisting of three components – net investment in capital assets, restricted, and unrestricted.

Net investment in capital assets consists of capital assets, net of accumulated depreciation and reduced by the outstanding balances of bonds, mortgages, notes, or other borrowings that are attributable to the acquisition, construction, or improvement of those assets. As of December 31, 2017, the District had net investment in capital assets calculated as follows:

	Governmental Activities
Net Investment in Capital Assets:	
Capital assets, net	\$ 4,322,103
Principal portion of Developer advances for capital	(3,386,139)
Net Investment in Capital Assets	<u>\$ 935,964</u>

THOMPSON CROSSING METROPOLITAN DISTRICT NO. 3
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 6 - NET POSITION (CONTINUED)

Restricted net position includes assets that are restricted for use either externally imposed by creditors, grantors, contributors, or laws and regulations of other governments or imposed by law through constitutional provisions or enabling legislation. The District had restricted net position as of December 31, 2017 of \$18,900 for emergencies.

The District has a deficit in unrestricted net position. The deficit was a result of the District being responsible for the repayment of bonds issued for public improvements which were conveyed to other governmental entities and which costs were removed from the District's financial records.

NOTE 7 - RELATED PARTY

All of the members of the Board of Directors during 2017 were employees of, or consultants to, Clayton Properties Group II, Inc., a Colorado corporation doing business as Oakwood Homes and the major landowner, developer and home builder of the property within Thompson Crossing Metropolitan District Nos. 3, 4, 5 and 6.

NOTE 8 - DISTRICT AGREEMENTS

District Facilities Construction and Service Intergovernmental Agreement

On June 29, 2006, the District entered into an agreement with Thompson Crossing Metropolitan District No. 4 and Thompson Crossing Metropolitan District No. 5 (Financing Districts). The Agreement was amended and restated on May 21, 2008, to include Thompson Crossing Metropolitan District No. 6 as a Financing District. Under the Amended Agreement, the District will, on behalf of the Financing Districts, contract for and supervise the construction and acquisition of District facilities. The District shall own all the facilities and shall be responsible for the operation and maintenance of all facilities.

The District facilities are to be financed from the proceeds of general obligation indebtedness to be issued by the Financing Districts. The Financing Districts, shall provide for the payment of the capital and service costs or, at the option of any Financing District, may make annual payments to an escrow account for capital costs and to a service fund account for service costs. The amount of payment due under the annual payment option shall not be less than the amounts set forth in the final budget for the budget year, as prepared by the District and approved by the Financing Districts. Once payments have been made to the District, the District shall have sole authority to withdraw monies from the accounts but shall account to the Financing Districts for funds withdrawn and payments made.

THOMPSON CROSSING METROPOLITAN DISTRICT NO. 3
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 8 - DISTRICT AGREEMENTS (CONTINUED)

The financial obligations of the Financing Districts under this Amended Agreement are general obligations of the Financing Districts, and shall be payable from ad valorem taxes generated as a result of the certification by the Financing Districts of a mill levy, except as they may actually be paid from other revenues. The Boards of the Financing Districts shall annually determine, fix, and certify a rate of levy for ad valorem taxes which, when added to other funds of the Financing Districts, will be sufficient to promptly and fully pay the amounts to be paid under this agreement, as well as all other general obligation indebtedness of the Financing Districts, as the same become due.

During 2017, the Financing Districts transferred \$444,992 of net property tax revenues to the District under this agreement.

Advance and Reimbursement Agreement

The District and HC Development & Management Services, Inc. entered into an Advance and Reimbursement Agreement dated October 20, 2005, which was assigned to Oakwood Homes (the Developer) on February 28, 2013, and amended on July 7, 2015 (the AR Agreement). The AR Agreement was assigned to Clayton Properties Group, LLC (Clayton) pursuant to a Bill of Sale and Assignment and Assumption Agreement between *inter alia* Oakwood Homes and Clayton dated July 3, 2017. The District and Clayton entered into a Second Amendment to the AR Agreement on November 13, 2017, concerning and recognizing the advances made by Clayton, or its predecessors, the reimbursement of the advances by the District, and providing for a current accounting of the amounts owed as of October 31, 2017.

Pursuant to the AR Agreement, the Developer will advance funds to the District for improvements and services related to construction of certain public facilities and for administrative and operating costs associated with the organization and development of the District.

The District will reimburse the Developer for the advances, together with interest at the rate of 3% per annum. The District will make payment for the advances, subject to annual appropriation and budget approval, from funds available within any fiscal year and not otherwise required for operations, capital improvements and debt service costs and expenses of the District. Payments by the District are applied first to interest on, then to principal of the advances.

The current year activity and outstanding balances of the Developer advances and accrued interest at December 31, 2017, are displayed in Note 5.

THOMPSON CROSSING METROPOLITAN DISTRICT NO. 3
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 8 - DISTRICT AGREEMENTS (CONTINUED)

Facilities Acquisition Agreement

The District and HC Development & Management Services, Inc. entered into a Facilities Acquisition Agreement (the FA Agreement) dated June 29, 2006, The FA Agreement was assigned by HC Development & Management Services, Inc. to Oakwood Homes, LLC on February 28, 2013 and was assigned by Oakwood Homes, LLC to Clayton Properties Group, LLC (Developer) pursuant to a Bill of Sale and Assignment and Assumption Agreement dated July 3, 2017. The District acknowledged and consented to the foregoing assignments by a First Amendment to the Facilities Acquisition Agreement dated March 13, 2018. The FA Agreement provides for the acquisition by the District of certain public improvements and facilities (the Improvements) from the Developer. The District purchased the Improvements from the Developer for the actual construction costs or the fair market value of the Improvements, as confirmed by an independent engineer. Thompson Crossing Metropolitan District No. 4 issued general obligation bonds in June 2006. A portion of the proceeds of the bonds were used to reimburse the Developer for the cost of the Improvements incurred by the Developer at the time.

Intergovernmental Agreement regarding the Payment of Operational and Administrative Costs

An Intergovernmental Agreement regarding the Payment of Operational and Administrative Costs dated November 15, 2006, and as amended and restated on October 12, 2009, was entered into by and among the District, Thompson Crossing Metropolitan District No. 1 (District No. 1), and Thompson Crossing Metropolitan District No. 2 (District No. 2 and collectively with the District and District No. 1, the Districts) (the IGA). For purposes of the IGA, any reference to property located within the District includes all property located within Thompson Crossing Metropolitan District Nos. 3, 4, 5 and 6. District No. 1's sole source of revenue is from the collection of system development fees and sale of sewer certificates (Tap Fees).

Pursuant to the IGA, the District and District No. 2 each agreed to pay to District No. 1, 50% of the cost of continued operation and administration of District No. 1. During 2017, the District transferred \$12,806 to District No. 1. The District and District No. 2 may recover their respective allocated amounts paid to District No. 1 by requesting that a tap surcharge be added to the Tap Fees issued for use within each requesting district. As of December 31, 2017, the District had not requested such a tap surcharge.

The IGA automatically renews for one year periods unless terminated by any party effective December 31st of the year in which the written notice of termination is given. Upon any Districts' termination of its interest in this IGA, the property within said District shall immediately be subject to imposition of a system development fee in order to provide District No. 1 with adequate revenue to pay for District No. 1's administrative and operational costs.

THOMPSON CROSSING METROPOLITAN DISTRICT NO. 3
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

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). 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', crime and workers compensation liability 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, referred to as the Taxpayer's Bill of Rights (TABOR), contains tax, spending, revenue and debt limitations which apply to the State of Colorado and all local governments.

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

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

On November 6, 2001, the District voters passed an election question to increase property taxes \$850,000 annually, without limitation of rate, to pay the District's operations, maintenance and other expenses. Additionally, the District's electors authorized the District to collect, retain and spend all revenue up to \$102,000,000 annually, other than ad valorem taxes, without regard to any limitations under TABOR.

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.

This information is an integral part of the accompanying financial statements.