

**BERTHOUD HERITAGE METROPOLITAN
DISTRICT NO. 1**

BASIC FINANCIAL STATEMENTS

December 31, 2017

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July 31, 2018

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FINANCIAL SECTION



JOHN CUTLER & ASSOCIATES

Board of Directors
Berthoud Heritage Metropolitan District No. 1
Berthoud, Colorado

INDEPENDENT AUDITORS' REPORT

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities and each major fund of Berthoud Heritage Metropolitan District No. 1, as of and for the year ended 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.

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 Berthoud Heritage Metropolitan District No. 1, as of December 31, 2017, and the respective changes in financial position, thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the required budgetary information on page 17 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Management has not presented 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 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 basic financial statements. The individual fund schedule listed in the table of contents is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates 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 individual fund schedule is fairly stated in all material respects in relation to the financial statements as a whole.

John Luthr & Associates, LLC

July 31, 2018

BASIC FINANCIAL STATEMENTS

BERTHOUD HERITAGE METROPOLITAN DISTRICT NO. 1

STATEMENT OF NET POSITION

As of December 31, 2017

	Governmental Activities	
	2017	2016
ASSETS		
Cash and Investments	\$ 31,666	\$ 14,420
Prepaid Expenses	3,084	9,297
Accounts Receivable	131,849	799,424
Capital Assets, not depreciated	3,925,388	3,615,036
TOTAL ASSETS	4,091,987	4,438,177
LIABILITIES		
Accounts Payable	145,117	444,562
Due To Other Districts	4,000	365,000
Accrued Interest	427,656	103,131
Noncurrent Liabilities		
Due within One Year	6,604,210	-
Due in more than One Year	-	3,877,123
TOTAL LIABILITIES	7,180,983	4,789,816
NET POSITION		
Net Investment in Capital Assets	(2,678,822)	(262,087)
Restricted	118	174
Unrestricted	(410,292)	(89,726)
TOTAL NET POSITION	\$ (3,088,996)	\$ (351,639)

The accompanying notes are an integral part of the financial statements.

BERTHOUD HERITAGE METROPOLITAN DISTRICT NO. 1

BALANCE SHEET
GOVERNMENTAL FUNDS
As of December 31, 2017

	GENERAL FUND	CAPITAL PROJECTS FUND	TOTALS	
			2017	2016
ASSETS				
Cash and Investments	\$ 25,691	\$ 5,975	\$ 31,666	\$ 14,420
Accounts Receivable	10,329	121,520	131,849	\$ 799,424
Prepaid Expenses	3,084	-	3,084	9,297
TOTAL ASSETS	\$ 39,104	\$ 127,495	\$ 166,599	\$ 823,141
LIABILITIES AND FUND EQUITY				
LIABILITIES				
Accounts Payable	\$ 17,622	\$ 127,495	\$ 145,117	\$ 444,562
Due to Other Districts	4,000	-	4,000	365,000
TOTAL LIABILITIES	21,622	127,495	149,117	809,562
FUND EQUITY				
Fund Balance				
Nonspendable	3,084	-	3,084	9,297
Restricted for Emergencies	118	-	118	174
Unassigned	14,280	-	14,280	4,108
TOTAL FUND EQUITY	17,482	-	17,482	13,579
TOTAL LIABILITIES AND FUND EQUITY	\$ 39,104	\$ 127,495		

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 in the funds.	3,925,388	3,615,036
Long-term liabilities are not due and payable in the current period and are not reported in the funds. These include developer advances (\$6,604,210), and accrued interest (\$427,656).	(7,031,866)	(3,980,254)
Net position of governmental activities	<u>\$ (3,088,996)</u>	<u>\$ (351,639)</u>

The accompanying notes are an integral part of the financial statements.

BERTHOUD HERITAGE METROPOLITAN DISTRICT NO. 1

STATEMENT OF REVENUES, EXPENDITURES
AND CHANGES IN FUND BALANCES - GOVERNMENTAL FUNDS
Year Ended December 31, 2017

	GENERAL FUND	CAPITAL PROJECTS FUND	TOTALS	
			2017	2016
REVENUES				
Charges for Services	\$ 3,153	\$ -	\$ 3,153	\$ 5,797
Development and O&M Fees	750	-	750	2
TOTAL REVENUES	3,903	-	3,903	5,799
EXPENDITURES				
Current				
General Government	190,139	29,788	219,927	137,697
Capital Outlay	-	2,500,352	2,500,352	3,615,036
Debt Service				
Principal	-	-	-	91,016
Interest	-	-	-	7,217
TOTAL EXPENDITURES	190,139	2,530,140	2,720,279	3,850,966
EXCESS OF REVENUES OVER (UNDER) EXPENSES	(186,236)	(2,530,140)	(2,716,376)	(3,845,167)
OTHER FINANCING SOURCES (USES)				
Transfer to Other Districts	(6,808)	-	(6,808)	(3,185)
Proceeds from Developer Advances	196,947	2,530,140	2,727,087	3,859,247
TOTAL OTHER FINANCING SOURCES (USES)	190,139	2,530,140	2,720,279	3,856,062
NET CHANGE IN FUND BALANCES	3,903	-	3,903	10,895
FUND BALANCES, Beginning	13,579	-	13,579	2,684
FUND BALANCES, Ending	\$ 17,482	\$ -	\$ 17,482	\$ 13,579

The accompanying notes are an integral part of the financial statements.

BERTHOUD HERITAGE METROPOLITAN DISTRICT NO. 1

RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES
AND CHANGES IN FUND BALANCES - 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 Changes in Fund Balances - Total Governmental Funds	\$ 3,903
Governmental funds report capital outlays as expenditures. However, in the statement of activities, the cost of those assets is allocated over their estimated useful lives and reported as depreciation expense. This is the amount of capital outlay for the year.	310,352
Debt proceeds are reported as financing sources in the governmental funds and increase fund balance. In the government-wide financial statements, however, issuing debt increases long-term liabilities in the statement of net position and does not effect the statement of activities.	(2,727,087)
Repayment of long-term debt principal is an expenditure in the governmental funds, but the repayment reduces long-term liabilities in the statement of net position. This amount is the change in accrued interest for the year.	<u>(324,525)</u>
Change in Net Position of Governmental Activities	<u>\$ (2,737,357)</u>

The accompanying notes are an integral part of the financial statements.

BERTHOUD HERITAGE METROPOLITAN DISTRICT NO. 1

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2017

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Berthoud Heritage Metropolitan District No. 1 (“District”) was formed to provide public services and improvements for the District and surrounding area within its boundaries. The District is governed by a five-member Board of Directors (the “Board”) elected by the constituents. The District was formed in conjunction with Berthoud Heritage Metropolitan District Nos 2-9, collectively, “Districts” and was established as the Service District. Berthoud Heritage Metropolitan District Nos. 2-9 were established as Financing Districts.

The accounting policies of the District conform to generally accepted accounting principles (“GAAP”) as applicable to governments. The following is a summary of the more significant policies.

Reporting Entity

In accordance with governmental accounting standards, the District has considered the possibility of inclusion of additional entities in its financial statements.

The definition of the reporting entity is based primarily on financial accountability. The District is financially accountable for organizations that make up its legal entity. It is also financially accountable for legally separate organizations if District officials appoint a voting majority of the organization’s governing body and either it is able to impose its will on that organization or there is a potential for the organization to provide specific financial benefits to, or to impose specific financial burdens on, the District. The District may also be financially accountable for organizations that are fiscally dependent upon it.

Based on the application of these criteria, the District does not include additional organizations in its reporting entity.

Government-Wide and Fund Financial Statements

The Government-Wide financial statements (i.e., the Statement of Net Position and the Statement of Activities) report information on all of the nonfiduciary activities of the District. For the most part, the effect of interfund activity has been removed from these statements. *Governmental activities*, which normally are supported by taxes and intergovernmental revenues, are reported separately from *business-type activities*, which rely to a significant extent on fees and charges for support.

The statement of activities demonstrates the degree to which the direct expenses of the 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

BERTHOUD HERITAGE METROPOLITAN DISTRICT NO. 1

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2017

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Measurement Focus, Basis of Accounting, and Financial Statement Presentation

reported instead as *general revenues*. Major individual governmental funds are reported as separate columns in the fund financial statements.

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 the liability is incurred, regardless of the timing of related cash flows. Property taxes are recognized as revenues in the year for which they are levied. Grants and similar items are recognized as revenue as soon as all eligibility requirements imposed by the provider have been met.

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 collected within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the District considers revenues to be available if they are collected within 60 days of the end of the current fiscal period.

Service fees, grants, and interest associated with the current fiscal period are all considered to be susceptible to accrual and so have been recognized as revenues of the current fiscal period. All other revenue items are considered to be measurable and available only when cash is received by the District.

Expenditures generally are recorded when a liability is incurred, as under accrual accounting. However, debt service expenditures are recorded only when payment is due.

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.

In the fund financial statements, 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 District, except those required to be accounted for in another fund.

The *Capital Projects Fund* accounts for the acquisition and construction of capital assets.

BERTHOUD HERITAGE METROPOLITAN DISTRICT NO. 1

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2017

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Capital Assets

Capital assets, which include property and equipment, are reported in the 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 and an estimated useful life in excess of one year. Such assets are recorded at historical cost or estimated historical cost if purchased or constructed. Donated capital assets are recorded at estimated 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 assets' lives are not capitalized.

Property and equipment of the District is depreciated using the straight-line method over the estimated useful lives between fifteen and thirty years.

Long-Term Obligations

In the government-wide financial statements long-term debt and other long-term obligations are reported as liabilities in the governmental activities fund type statement of net position.

The face amount of debt issued is reported as other financing sources. Premiums received on debt issuances are reported as other financing sources while discounts on debt issuances are reported as other financing uses. Issuance costs, whether or not withheld from the actual debt proceeds received, are reported as debt service expenditures.

Property Taxes

Property taxes are levied on December 15 and attach as an enforceable lien on property on January 1. Taxes are payable in full on April 30 or in two installments on February 28 and June 15. The County Treasurer's office collects property taxes and remits to the District on a monthly basis.

Assessed Property Taxes are first submitted to the Berthoud Heritage Metropolitan Districts Nos 2 through 9 and subsequently are forwarded to the District as a payment for administrative and other services.

BERTHOUD HERITAGE METROPOLITAN DISTRICT NO. 1

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2017

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Net Position

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

Net Investment in Capital Assets includes the District's capital assets (net of accumulated depreciation) reduced by the outstanding balances of bonds that are attributable to the acquisition, construction, or improvement of those assets.

Restricted Net Position includes assets that have third-party (statutory, bond covenant, or granting agency) limitations on their use. The District typically uses restricted assets first, as appropriate opportunities arise, but reserves the right to selectively defer the use until a future project.

Unrestricted Net Position typically includes unrestricted liquid assets. The Board has the authority to revisit or alter this designation.

Fund Balance Classification

The governmental fund financial statements present fund balances based on classifications that comprise a hierarchy that is based primarily on the extent to which the District is bound to honor constraints on the specific purposes for which amounts in the respective governmental funds can be spent. The classifications used in the governmental fund financial statements are as follows:

- Nonspendable – This classification includes amounts that cannot be spent because they are either not in a spendable form (such as inventories and prepaid amounts) or are legally or contractually required to be maintained intact. The District reports prepaid expenses as nonspendable for the year ended December 31, 2017.
- Restricted – This classification includes amounts for which constraints have been placed on the use of the resources either (a) externally imposed by creditors (such as through a debt covenant), grantors, contributors, or laws or regulations of other governments, or (b) imposed by law through constitutional provisions or enabling legislation. The District has classified Emergency Reserves as being restricted because their use is restricted by State Statute for declared emergencies.

BERTHOUD HERITAGE METROPOLITAN DISTRICT NO. 1

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2017

NOTE 1: **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (Continued)

Fund Balance Classification (Continued)

- Committed – This classification includes amounts that can be used only for specific purposes pursuant to constraints imposed by formal action of the Board of Directors. These amounts cannot be used for any other purpose unless the Board of Directors removes or changes the specified use by taking the same type of action (ordinance or resolution) that was employed when the funds were initially committed. This classification also includes contractual obligations to the extent that existing resources have been specifically committed for use in satisfying those contractual requirements. The District did not have any committed resources as of December 31, 2017.
- Unassigned – This classification includes the residual fund balance for the General Fund. The Unassigned classification also includes negative residual fund balance of any other governmental fund that cannot be eliminated by offsetting of Assigned fund balance amounts.

The District would typically use restricted fund balances first, followed by committed resources, and then assigned resources, as appropriate opportunities arise, but reserves the right to selectively spend unassigned resources.

Comparative Data

Comparative total data for the prior year has been presented in the accompanying financial statements in order to provide an understanding of changes in the District's financial position and operations. However, complete comparative data in accordance with generally accepted accounting principles has not been presented since its inclusion would make the financial statements unduly complex and difficult to read.

Data in these columns do not present financial position or results of operations in conformity with generally accepted accounting principles. Neither is such data comparable to a consolidation. Interfund eliminations have not been made in the aggregation of this data.

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2017

NOTE 2: STEWARDSHIP, COMPLIANCE AND ACCOUNTABILITY

Budgets and Budgetary Accounting

The District follows these procedures in establishing the budgetary data reflected in the financial statements:

- On or before October 15th, District Management submits to the Board a proposed operating budget for the fiscal year commencing the following January 1. The operating budget includes proposed expenditures and the means of financing them.
- Public hearings are conducted to obtain taxpayer comments.
- Prior to December 31, the budget is legally enacted through passage of a resolution.
- District Management is authorized to transfer budgeted amounts between departments within any fund. However, any revisions that alter the total expenditures of any fund must be approved by the Board.
- Budgets are legally adopted for all funds of the District on a basis consistent with GAAP.
- Budgeted amounts in the financial statements are as originally adopted or as amended by the Board. All appropriations lapse at year end.

NOTE 3: CASH AND INVESTMENTS

Deposits

Custodial Credit Risk – Deposits

Custodial credit risk is the risk that in the event of a bank failure, the government's deposits may not be returned to it. 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 regulations.

At December 31, 2017, State regulatory commissioners have indicated that all financial institutions holding deposits for the District are eligible public depositories.

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

BERTHOUD HERITAGE METROPOLITAN DISTRICT NO. 1

NOTES TO THE FINANCIAL STATEMENTS
December 31, 2017

NOTE 3: CASH AND INVESTMENTS (Continued)

Deposits (Continued)

The District has no policy regarding custodial credit risk for deposits.

At December 31, 2017, the District had deposits with financial institutions with a carrying amount of \$31,666. The bank balances with the financial institutions were \$43,062, all of which was covered by federal depository insurance.

NOTE 4: CAPITAL ASSETS

Capital assets activity for the year ended December 31, 2017, is summarized below:

	<u>Balances</u> 12/31/16	<u>Additions</u>	<u>Deletions</u>	<u>Balances</u> 12/31/17
Governmental Activities				
Capital Assets, not depreciated				
Infrastructure in progress	\$ <u>3,615,036</u>	\$ <u>310,352</u>	\$ _____ -	\$ <u>3,925,388</u>
Governmental Activities, Capital Assets, Net	<u>\$ 3,615,036</u>	<u>\$ 310,352</u>	<u>\$ _____ -</u>	<u>\$ 3,925,388</u>

During the year ended December 31, 2017, the District acquired water shares in the amount of \$2,190,000. These water shares were dedicated to the Town of Berthoud and are not reported as capital assets on the District's records. The transaction is reported as a special item in the District's government-wide statement of activities.

NOTE 5: LONG-TERM DEBT

Following is a summary of long-term debt transactions for the governmental activities for the year ended December 31, 2017.

	<u>Balance</u> 12/31/16	<u>Additions</u>	<u>Payments</u>	<u>Balance</u> 12/31/17	<u>Due In</u> <u>One Year</u>
Developer Advance, Capital	\$ 3,615,036	\$ 335,352	\$ -	\$ 3,950,388	\$ 3,950,388
Developer Advance Operating	262,087	201,735	-	463,822	463,822
Promissory Note	-	2,190,000	-	2,190,000	2,190,000
Accrued Interest	<u>103,131</u>	<u>324,525</u>	<u>-</u>	<u>427,656</u>	<u>427,656</u>
Total	<u>\$ 3,980,254</u>	<u>\$ 3,051,612</u>	<u>\$ _____ -</u>	<u>\$ 7,031,866</u>	<u>\$ 7,031,866</u>

BERTHOUD HERITAGE METROPOLITAN DISTRICT NO. 1

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2017

NOTE 5: LONG-TERM DEBT (Continued)

Developer Advance, Capital

On May 6, 2008, the District entered into a promissory note and loan agreement with the original developing entity in order to finance improvements within the District boundaries and has been renewed annually and subsequently amended from time to time to include additional funding members, collectively, "Developer". Wherein the Developer agreed to loan the District up to \$90,000,000 initially for capital costs related to public infrastructure. The Note calls for interest at 2% plus the Federal Reserve Bank Prime Rate. The loans were renewed and will mature on December 13, 2018.

Developer Advance, Operating

On May 6, 2008, the District entered into a promissory note and loan agreement with the original developing entity in order to finance improvements within the District boundaries and has been renewed annually and subsequently amended from time to time to include additional funding members, collectively, "Developer. Wherein the Developer agreed to loan the District up to \$500,000 initially for operational and maintenance costs. The Note calls for interest at 2% plus the Federal Reserve Bank Prime Rate. The loans were renewed and will mature on December 13, 2018.

Promissory Note

On May 24, 2017, the District entered into a promissory note and loan agreement with Heron Lakes Investments, LLC ("Developer"), in order to finance the acquisition of water rights. The Developer agreed to loan the District up to \$3,000,000. The note calls for interest at 2 percent plus the Federal Reserve Bank Prime Rate. The loan matures on May 24, 2018. In the event that the note is not paid when due, interest at a rate of 18 percent per annum will accrue on all outstanding amounts.

NOTE 6: DEVELOPER AGREEMENT

The promissory notes referenced in note 5 were issued in accordance with the Amended and Restated Funding and Reimbursement Agreement ("Funding and Reimbursement Agreement"), and that certain District Facilities Construction and Service Agreement ("Construction Agreement") effective December 31, 2016, under which the Developer agreed to loan the District up to \$90,000,000 for capital costs related to public infrastructure.

BERTHOUD HERITAGE METROPOLITAN DISTRICT NO. 1

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2017

NOTE 6: DEVELOPER AGREEMENT (Continued)

The Funding and Reimbursement Agreement also specifies that the District will reimburse the Developer from legally available resources of the District, including fees, rates, and taxes.

The Construction Agreement provides for funds to be loaned to the Districts in one or a series of installments and shall be available to the District through December 31, 2036 as may be amended pursuant to an annual review and annual appropriations of the District. The Funding and Reimbursement Agreement provides for funds to be loaned to the District in one or a series of installments and shall be available to the District through December 31, 2036.

The Developer also provided preliminary financing for these improvements with the understanding that the District would eventually repay the Developer and acquire the improvements with the proceeds of General Obligations Bonds, revenue bonds, promissory notes or other indebtedness of the Districts which will be issued by the District.

The Amended and Restated Infrastructure Acquisition Agreement provides for Heron Lakes Investments, LLC to design and construct certain improvements on behalf of the District with the understanding that the District would acquire such improvements pursuant to an annual review and annual appropriations of the District. This agreement sets forth the procedures by which the improvements will be conveyed to the District, or with the understanding that the District would eventually repay Heron Lakes Investments, LLC and acquire the improvements with proceeds of general obligation bonds, revenue bonds, promissory notes, or other indebtedness of the District, which will be issued by the District.

NOTE 7: RELATED PARTIES

The Developers of the property which constitutes the District are Heron Lakes Investments, LLC. All of the members of the Board are employees, owners or are otherwise associated with the Developers, and have disclosed any potential conflicts of interest in taking action on matters brought before the Board. The District currently is indebted to the Developer for public improvements costs certified as constructed and acquired by the District as of December 31, 2017 in the amount of \$6,604,210 and accrued interest on the outstanding debt in the amount of \$427,656.

BERTHOUD HERITAGE METROPOLITAN DISTRICT NO. 1

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2017

NOTE 7: RELATED PARTIES (Continued)

Assignment of Royalties

On September 15, 2015, two District board members entered into an agreement with the District to assign rents, production payments, streams of revenue related to royalty interest owned by the board members to the District. The assignment will terminate once the value of the assignment reaches \$5,000,000, or September 15, 2020. The assignment may also terminate upon recordation of a reassignment of royalty interest provided in the advance and reimbursement agreement. The funds received under the terms of the assignment are recorded as developer advances in the District's financial statements and are used for public infrastructure funding.

For the year ended December 31, 2017, the District received \$3,165,725 under the terms of the assignment. Of this amount \$537,087 was used by the District to fund capital and operating expenditures and the excess amount of \$2,628,638 was returned to the District board members.

In December 2017, the District has agreed to cancel a portion of the assignment as funding needs of the District have significantly decreased.

NOTE 8: RISK MANAGEMENT

The District is exposed to various risks of loss related to torts, thefts of, damage to, and destruction of assets, injuries to employees, and natural disasters. The District participates in the Colorado Special Districts Property and Liability Pool ("Pool"). The Pool insures property and liability exposures through contributions made by member districts. The District does not maintain an equity interest in the self-insurance pool.

The District funds pool contributions, outside insurance purchases, deductible, and uninsured losses through the General Fund. Settled claims have not exceeded this coverage in any of the past three fiscal years.

NOTE 9: DEBT AUTHORIZATION

On May 6, 2008, a majority of the qualified electors of the District authorized the issuance of general indebtedness as follows:

- An amount not to exceed \$90,000,000 at an interest rate not to exceed 12% per annum, for providing public improvements; and
- An amount not to exceed \$90,000,000 at an interest rate not to exceed 12% per annum, for Service Plan purposes.

BERTHOUD HERITAGE METROPOLITAN DISTRICT NO. 1

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2017

NOTE 9: DEBT AUTHORIZATION (Continued)

As of December 31, 2017, the amount of debt authorized but unissued was \$90,000,000 by Berthoud Heritage Metropolitan District No.1. The total debt issuance limit for all Districts combined is \$90,000,000. The District intends to issue over time a part or all 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.

NOTE 10: COMMITMENTS AND CONTINGENCIES

TABOR Amendment ("Amendment") - Colorado voters passed an amendment to the State Constitution, Article X, Section 20, which has several limitations, including revenue raising, spending abilities, and other specific requirements of state and local government. The Amendment is complex and subject to judicial interpretation. The District believes it is in compliance with the requirements of the Amendment.

The District has established an emergency reserve, representing 3% of qualifying expenditures, as required by the Amendment. At December 31, 2017, an emergency reserve of \$118 was recorded as a restriction of fund balance in the General Fund.

NOTE 11: DEFICIT NET POSITION

As of December 31, 2017, the District had a government-wide net position deficit of \$3,088,996. This deficit was created as the District used funding from the Developer to construct capital assets. The District expect to eliminate the deficit net position as the District pays down its debt.

NOTE 12: SUBSEQUENT EVENTS

On March 1, 2018, the District approved the amendment of the agreement related to the assignment of rents, production payments, streams of revenue related to royalty interest owned by the board members to the District. The amendment acknowledges the request to cancel 50% of the royalty revenue originally assigned effective March 1, 2018.

REQUIRED SUPPLEMENTAL INFORMATION

BERTHOUD HERITAGE METROPOLITAN DISTRICT NO. 1

GENERAL FUND
BUDGETARY COMPARISON SCHEDULE
Year Ended December 31, 2017

	2017			VARIANCE	2016 ACTUAL
	ORIGINAL BUDGET	FINAL BUDGET	ACTUAL	Positive (Negative)	
REVENUES					
Service Fees	\$ 3,478	\$ 3,207	\$ 3,153	\$ (54)	\$ 5,797
Development and O&M Fees	210,750	-	750	750	2
TOTAL REVENUES	214,228	3,207	3,903	696	5,799
EXPENDITURES					
Current					
General Government					
Accounting and Administration	49,068	59,175	53,600	5,575	24,593
District Management	60,235	59,700	60,625	(925)	48,109
District Engineer	2,000	1,200	3,032	(1,832)	-
Reservoir Lease	-	25,000	-	25,000	-
Elections	-	-	-	-	1,083
Insurance	6,636	9,777	4,746	5,031	2,794
Legal Expenses	55,000	74,532	66,812	7,720	59,253
Office, Dues and Other	2,000	2,000	1,324	676	1,865
Debt Service					
Principal	-	-	-	-	91,016
Interest	-	-	-	-	-
Contingency	2,500	25,000	-	25,000	7,217
TOTAL EXPENDITURES	177,439	256,384	190,139	66,245	235,930
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	36,789	(253,177)	(186,236)	66,941	(230,131)
OTHER FINANCING SOURCES (USES)					
Transfer to Other Districts	-	(233)	(6,808)	(6,575)	(3,185)
Developer Advances	203,211	256,617	196,947	(59,670)	244,211
TOTAL OTHER FINANCING SOURCES (USES)	203,211	256,384	190,139	(66,245)	241,026
NET CHANGE IN FUND BALANCE	240,000	3,207	3,903	696	10,895
FUND BALANCE, Beginning, Restated	2,684	13,578	13,579	1	2,684
FUND BALANCE, Ending	\$ 242,684	\$ 16,785	\$ 17,482	\$ 697	\$ 13,579

See the accompanying independent auditors' report.

INDIVIDUAL FUND SCHEDULES

BERTHOUD HERITAGE METROPOLITAN DISTRICT NO. 1

CAPITAL PROJECTS FUND
 BUDGETARY COMPARISON SCHEDULE
 Year Ended December 31, 2017

	2017		VARIANCE Positive (Negative)	2016 ACTUAL
	ORIGINAL AND FINAL BUDGET	ACTUAL		
REVENUES				
Other	\$ -	\$ -	\$ -	\$ -
TOTAL REVENUES	-	-	-	-
EXPENDITURES				
Current				
General Government	-	29,788	(29,788)	-
Capital Outlay	12,182,886	2,500,352	9,682,534	-
Contingency	1,000,000	-	1,000,000	3,615,036
TOTAL EXPENDITURES	13,182,886	2,530,140	10,652,746	3,615,036
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	(13,182,886)	(2,530,140)	10,652,746	(3,615,036)
OTHER FINANCING SOURCES				
Proceeds from Developer Advances	13,182,886	2,530,140	(10,652,746)	3,615,036
TOTAL OTHER FINANCING SOURCES	13,182,886	2,530,140	(10,652,746)	3,615,036
NET CHANGE IN FUND BALANCE	-	-	-	-
FUND BALANCE, Beginning	-	-	-	-
FUND BALANCE, Ending	\$ -	\$ -	\$ -	\$ -

See the accompanying independent auditors' report.