

SOUTH BEEBE DRAW METROPOLITAN DISTRICT
Adams and Weld Counties Colorado

FINANCIAL STATEMENTS
December 31, 2018

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SCHILLING & COMPANY, INC.

Certified Public Accountants

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Independent Auditor's Report

Board of Directors
South Beebe Draw Metropolitan District
Weld County, Colorado

Report for the Financial Statements

We have audited the accompanying financial statements of the governmental activities and each major fund of South Beebe Draw Metropolitan District (District) as of and for the year ended December 31, 2018, 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 South Beebe Draw Metropolitan District, as of December 31, 2018, and the respective changes in financial position and the respective budgetary comparisons for the General Fund, Storm Drainage Special Revenue Fund, and Storm Drainage Easement 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 basic financial statements. 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 basic financial statements. Such 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 supplemental information is fairly stated, in all material respects, in relation to the basic 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 30, 2019

BASIC FINANCIAL STATEMENTS

SOUTH BEEBE DRAW METROPOLITAN DISTRICT
STATEMENT OF NET POSITION
December 31, 2018

	<u>Governmental Activities</u>
ASSETS	
Cash and investments - unrestricted	\$ 3,058,926
Cash and investments - restricted	3,344,192
Prepays	9,436
Accounts receivable	103,852
Receivable from county treasurer	7,955,804
Property taxes receivable	7,091,571
Retainer deposits	521,415
Due from other governments	236,278
Capital assets not being depreciated	5,283,669
Capital assets being depreciated (net of accumulated depreciation)	5,957,341
Total assets	<u>33,562,484</u>
LIABILITIES	
Accounts payable	201,914
Prepaid storm drainage maintenance fees	350,113
Due to other governments	10,937
Accrued interest on long-term obligations	154,688
Noncurrent liabilities:	
Due within one year	1,429,576
Due in more than one year	11,070,424
Total liabilities	<u>13,217,652</u>
DEFERRED INFLOWS OF RESOURCES	
Deferred property tax revenue	7,091,571
Total deferred inflows of resources	<u>7,091,571</u>
NET POSITION	
Net investment in capital assets	6,477,261
Restricted	1,485,113
Unrestricted	5,290,887
Total net position	<u><u>\$ 13,253,261</u></u>

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

**SOUTH BEEBE DRAW METROPOLITAN DISTRICT
STATEMENT OF ACTIVITIES
Year Ended December 31, 2018**

<u>Functions/Programs</u>	<u>Expenses</u>	<u>Program Revenues</u>			<u>Net (Expense) Revenue and Changes in Net Position</u>
		<u>Charges for Services</u>	<u>Operating Grants and Contributions</u>	<u>Capital Grants and Contributions</u>	<u>Governmental Activities</u>
Primary government:					
Governmental activities:					
General government	\$ 4,639,667	\$ 676,779	\$ 3,418,386	\$ -	\$ (544,502)
Interest and expenses on long-term debt	1,020,737	-	548,868	-	(471,869)
	<u>\$ 5,660,404</u>	<u>\$ 676,779</u>	<u>\$ 3,967,254</u>	<u>\$ -</u>	<u>(1,016,371)</u>
General revenues:					
Intergovernmental revenue - sales and use taxes					1,668,487
Property taxes					7,795,761
Specific ownership taxes					596,207
Interest					70,682
Other revenues					48,800
Total general revenues					<u>10,179,937</u>
					9,163,566
					4,089,695
					<u>\$ 13,253,261</u>

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

**SOUTH BEEBE DRAW METROPOLITAN DISTRICT
BALANCE SHEET
GOVERNMENTAL FUNDS
December 31, 2018**

	General	Storm Drainage Special Revenue	Storm Drainage Easement	Debt Service - Storm Drainage	Debt Service - 2010 Revenue Note	Debt Service - Lochbuie	Debt Service - 2018 Revenue Note	Storm Drainage Capital Projects	Capital Projects	Total Governmental Funds
ASSETS										
Cash and investments - unrestricted	\$ -	\$ 470,545	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2,020,225	\$ 568,156	\$ 3,058,926
Cash and investments - restricted	-	-	3,457	-	-	-	680,639	-	2,660,096	3,344,192
Prepays	9,436	-	-	-	-	-	-	-	-	9,436
Accounts receivable	-	103,852	-	-	-	-	-	-	-	103,852
Receivable from county treasurer	144,651	-	-	-	-	-	-	-	7,811,153	7,955,804
Property taxes receivable	128,937	-	-	-	-	-	-	-	6,962,634	7,091,571
Retainer deposits	521,415	-	-	-	-	-	-	-	-	521,415
Due from other funds	498,942	-	-	-	-	-	-	-	-	498,942
Due from other governments	1,200	-	-	-	-	-	235,078	-	-	236,278
Total assets	\$ 1,304,581	\$ 574,397	\$ 3,457	\$ -	\$ -	\$ -	\$ 915,717	\$ 2,020,225	\$ 18,002,039	\$ 22,820,416
LIABILITIES										
Accounts payable	\$ 50,862	\$ 92,523	\$ 3,457	\$ -	\$ -	\$ -	\$ 55,072	\$ -	\$ -	\$ 201,914
Prepaid storm drainage maintenance fees	-	350,113	-	-	-	-	-	-	-	350,113
Due to other funds	-	-	-	-	-	498,942	-	-	-	498,942
Due to other governments	10,937	-	-	-	-	-	-	-	-	10,937
Total liabilities	61,799	442,636	3,457	-	-	498,942	55,072	-	-	1,061,906
DEFERRED INFLOWS OF RESOURCES										
Deferred property tax revenue	128,937	-	-	-	-	-	-	-	6,962,634	7,091,571
Deferred revenue due from county treasurer	144,651	-	-	-	-	-	-	-	7,811,153	7,955,804
Deferred storm drainage maintenance fees	-	86,014	-	-	-	-	-	-	-	86,014
Total deferred inflows of resources	273,588	86,014	-	-	-	-	-	-	14,773,787	15,133,389
FUND BALANCES										
Nonspendable										
Prepaid expenses	9,436	-	-	-	-	-	-	-	-	9,436
Restricted										
Emergency reserves	211,000	-	-	-	-	-	-	-	-	211,000
Debt service	-	-	-	-	-	-	860,645	-	-	860,645
Capital projects	-	-	-	-	-	-	-	-	3,228,252	3,228,252
Committed										
Storm drainage	-	45,747	-	-	-	-	-	2,020,225	-	2,065,972
Unassigned	748,758	-	-	-	-	(498,942)	-	-	-	249,816
Total fund balance (deficit)	969,194	45,747	-	-	-	(498,942)	860,645	2,020,225	3,228,252	6,625,121
TOTAL LIABILITIES AND FUND BALANCES										
	\$ 1,304,581	\$ 574,397	\$ 3,457	\$ -	\$ -	\$ -	\$ 915,717	\$ 2,020,225	\$ 18,002,039	

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	11,241,010
Long-term liabilities are not due and payable in the current period and, therefore, are not in the funds	
Long-term obligations	(12,500,000)
Accrued interest on long term obligations	(154,688)
Revenues not collected within 60 days of the end of current fiscal period and, therefore, are not in the governmental funds but are revenue in the governmental activities	
Deferred revenue due from county treasurer	7,955,804
Deferred storm drainage operating fees	86,014
Net position of governmental activities	<u>\$ 13,253,261</u>

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

SOUTH BEEBE DRAW METROPOLITAN DISTRICT
STATEMENT OF REVENUES, EXPENDITURES AND CHANGE IN FUND BALANCE (DEFICIT)
GOVERNMENTAL FUNDS
Year Ended December 31, 2018

	General	Storm Drainage Special Revenue	Storm Drainage Easement	Debt Service - Storm Drainage	Debt Service - 2010 Revenue Note	Debt Service - Lochbuie	Debt Service - 2018 Revenue Note	Storm Drainage Capital Projects	Capital Projects	Total Governmental Funds
REVENUES										
Intergovernmental revenue - sales and use taxes	\$ 1,015,735	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 652,752	\$ -	\$ -	\$ 1,668,487
Property taxes	2,729	-	-	-	-	-	-	146,023	-	148,752
Specific ownership taxes	3,142	-	-	-	-	-	-	169,564	-	172,706
Infrastructure and system development fees	350,795	207,858	-	-	-	-	109,666	-	-	668,319
Plan review and support fees	-	11,702	-	-	-	-	-	-	-	11,702
Project cost reimbursements	-	-	-	-	-	-	-	1,950,000	-	1,950,000
Storm drainage operating fees	-	648,540	-	-	-	-	-	-	-	648,540
Storm drainage fees	120,471	-	91,377	285,903	-	-	153,299	635,183	-	1,286,233
Water fees	51,000	-	-	-	-	-	-	-	-	51,000
Interest	26,284	-	-	-	-	147	-	39,717	4,534	70,682
Miscellaneous	23,648	152	-	25,000	-	-	-	-	-	48,800
Total revenues	1,593,804	868,252	91,377	310,903	-	147	915,717	674,900	2,270,121	6,725,221
EXPENDITURES										
<u>General</u>										
Audit	5,100	1,700	-	-	-	-	-	-	-	6,800
County treasurer fees	40	-	-	-	-	-	-	-	2,190	2,230
Directors' fees	4,900	-	-	-	-	-	-	-	-	4,900
District management and accounting	200,485	4,662	-	-	-	-	-	4,662	4,661	214,470
Dues and subscriptions	11,237	-	-	-	-	-	-	-	-	11,237
Engineering	13,323	65,568	-	-	-	-	-	-	-	78,891
IGA - City of Brighton	18,209	-	-	-	-	-	-	-	-	18,209
IGA - Infrastructure water projects - WAWDA	-	-	-	-	-	-	-	-	2,045,875	2,045,875
IGA - Infrastructure water projects - PRWDA	-	-	-	-	-	-	-	-	500,000	500,000
Insurance and bonds	5,446	-	-	-	-	-	-	-	-	5,446
Legal	448,178	-	-	-	-	-	-	-	-	448,178
Miscellaneous	3,788	38,384	-	-	-	-	-	37,692	-	79,864
Permits	-	8,012	-	-	-	-	-	-	-	8,012
Repairs and maintenance	16,950	50,214	-	-	-	-	-	-	-	67,164
Storm drainage costs	-	41,287	-	-	-	-	-	-	-	41,287
Storm drainage easement fee	-	-	91,377	-	-	-	-	-	-	91,377
Support services	176,390	150,507	-	-	-	-	-	111,958	24,394	463,249
Tax sharing	75,730	-	-	-	-	-	55,072	-	-	130,802
Utilities	-	10,894	-	-	-	-	-	-	-	10,894
Water wells	-	8,439	-	-	-	-	-	-	-	8,439
Well abandonment - FRICO	-	-	-	-	-	-	-	-	58,792	58,792
<u>Debt service</u>										
Bond and note principal payments	-	-	-	2,717,417	476,927	-	-	-	-	3,194,344
Bond and note interest	-	-	-	103,273	35,187	-	-	-	-	138,460
Bond settlement costs	-	-	-	291,210	-	-	-	-	-	291,210
Costs of note issuance	-	-	-	-	-	-	125,100	-	-	125,100
Developer advance - principal	-	-	-	-	-	-	-	-	844,061	844,061
Developer advance - interest	-	-	-	-	-	-	-	-	550,073	550,073
Storm drainage facility fee credit certificates	5,113,058	-	-	-	-	-	-	-	-	5,113,058
<u>Capital outlay</u>										
Capital projects	-	-	-	-	-	-	-	738,538	-	738,538
Total expenditures	6,092,834	379,667	91,377	3,111,900	512,114	-	180,172	892,850	4,030,046	15,290,960
EXCESS OF REVENUES OVER (UNDER)										
EXPENDITURES	(4,499,030)	488,585	-	(2,800,997)	(512,114)	147	735,545	(217,950)	(1,759,925)	(8,565,739)
OTHER FINANCING SOURCES (USES)										
Note proceeds	-	-	-	-	-	-	12,500,000	-	-	12,500,000
Transfers to other funds	(938,482)	(1,000,000)	-	(102,948)	(349,934)	-	(12,374,900)	-	-	(14,766,264)
Transfers from other funds	5,216,006	-	-	2,875,000	337,146	-	-	1,349,935	4,988,177	14,766,264
Total other financing sources (uses)	4,277,524	(1,000,000)	-	2,772,052	(12,788)	-	125,100	1,349,935	4,988,177	12,500,000
NET CHANGE IN FUND BALANCE	(221,506)	(511,415)	-	(28,945)	(524,902)	147	860,645	1,131,985	3,228,252	3,934,261
FUND BALANCE (DEFICIT) - BEGINNING OF YEAR										
as restated	1,190,700	557,162	-	28,945	524,902	(499,089)	-	888,240	-	2,690,860
FUND BALANCE (DEFICIT) - END OF YEAR	\$ 969,194	\$ 45,747	\$ -	\$ -	\$ -	\$ (498,942)	\$ 860,645	\$ 2,020,225	\$ 3,228,252	\$ 6,625,121

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

**SOUTH BEEBE DRAW METROPOLITAN DISTRICT
RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES AND
CHANGE IN FUND BALANCE (DEFICIT) OF GOVERNMENTAL FUNDS
TO THE STATEMENT OF ACTIVITIES
Year Ended December 31, 2018**

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

Net change in fund balance - Total governmental funds	\$ 3,934,261
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The issuance of long-term debt 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 position. The net effect of these differences in the treatment of long-term debt is as follows:

Note proceeds	(12,500,000)	
Repayment of 2004 revenue bonds	2,717,417	
Repayment of 2010 revenue note	476,927	
Storm drainage facility fee credit certificate payments	5,113,058	
Developer advance principal repayments	<u>844,061</u>	(3,348,537)

Government funds report capital outlays as expenditures. However, in the Statement of Activities capital outlay is not reported as an expenditure.

	<u>738,538</u>	738,538
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Some revenues reported in the governmental funds are not collected within 60 days from the end of a fiscal period and are not considered available in governmental funds:

Change in deferred storm drainage maintenance fees	28,239	
Change in deferred revenue due from county treasurer	<u>7,955,804</u>	7,984,043

Some expenses reported in the Statement of Activities do not require the use of financial resources and, therefore, are not reported as expenditures in governmental funds:

Net change in accrued interest on long-term liabilities	366,971	
Increase in face value of storm drainage facility fee credit certificates	(282,865)	
Depreciation expense	<u>(228,845)</u>	<u>(144,739)</u>

Change in net position of governmental activities	<u><u>\$ 9,163,566</u></u>
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These financial statements should be read only in connection with
the accompanying notes to financial statements.

SOUTH BEEBE DRAW METROPOLITAN DISTRICT
STATEMENT OF REVENUES, EXPENDITURES AND CHANGE IN FUND BALANCE
BUDGET AND ACTUAL
GENERAL FUND
Year Ended December 31, 2018

	<u>Budget Amounts</u>		<u>Actual Amounts</u>	<u>Variance with Final Budget Positive (Negative)</u>
	<u>Original</u>	<u>Final</u>		
REVENUES				
Intergovernmental revenue - sales and use taxes	\$ 1,200,000	\$ 1,015,000	\$ 1,015,735	\$ 735
Property taxes	141,741	141,741	2,729	(139,012)
Specific ownership taxes	10,500	10,500	3,142	(7,358)
Infrastructure and system development fees	200,000	350,000	350,795	795
Storm drainage fees	-	120,000	120,471	471
Water fees	40,000	45,000	51,000	6,000
Interest	6,500	26,000	26,284	284
Miscellaneous	5,000	23,000	23,648	648
Total revenues	<u>1,603,741</u>	<u>1,731,241</u>	<u>1,593,804</u>	<u>(137,437)</u>
EXPENDITURES				
<u>General</u>				
Audit	5,000	5,000	5,100	(100)
County treasurer fees	2,126	2,126	40	2,086
Directors' fees	8,000	8,000	4,900	3,100
District management and accounting	235,000	165,000	200,485	(35,485)
Dues and subscriptions	13,000	13,000	11,237	1,763
Elections	2,000	-	-	-
Engineering	3,500	15,000	13,323	1,677
Fees and licenses	18,000	-	-	-
IGA - City of Brighton	15,000	17,000	18,209	(1,209)
Insurance and bonds	6,000	6,000	5,446	554
Legal	1,000,000	490,000	448,178	41,822
Miscellaneous	10,000	10,000	3,788	6,212
Repairs and maintenance	500	17,000	16,950	50
Support services	180,000	175,000	176,390	(1,390)
Tax sharing	125,000	75,000	75,730	(730)
Emergency reserve	48,200	-	-	-
<u>Debt Service</u>				
Storm drainage facility fee credit certificates	-	5,113,058	5,113,058	-
Total expenditures	<u>1,671,326</u>	<u>6,111,184</u>	<u>6,092,834</u>	<u>18,350</u>
EXCESS OF EXPENDITURES OVER (UNDER)				
REVENUES	<u>(67,585)</u>	<u>(4,379,943)</u>	<u>(4,499,030)</u>	<u>(119,087)</u>
OTHER FINANCING SOURCES (USES)				
Transfers to other funds	-	(940,000)	(938,482)	1,518
Transfers from other funds	-	5,215,000	5,216,006	1,006
Total other financing sources (uses)	<u>-</u>	<u>4,275,000</u>	<u>4,277,524</u>	<u>2,524</u>
NET CHANGE IN FUND BALANCE	<u>(67,585)</u>	<u>(104,943)</u>	<u>(221,506)</u>	<u>(116,563)</u>
FUND BALANCE - BEGINNING OF YEAR	<u>302,090</u>	<u>1,190,700</u>	<u>1,190,700</u>	<u>-</u>
FUND BALANCE - END OF YEAR	<u>\$ 234,505</u>	<u>\$ 1,085,757</u>	<u>\$ 969,194</u>	<u>\$ (116,563)</u>

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

SOUTH BEEBE DRAW METROPOLITAN DISTRICT
STATEMENT OF REVENUES, EXPENDITURES AND CHANGE IN FUND BALANCE
BUDGET AND ACTUAL
STORM DRAINAGE SPECIAL REVENUE FUND
Year Ended December 31, 2018

	<u>Budget Amounts</u>		<u>Actual Amounts</u>	<u>Variance with Final Budget Positive (Negative)</u>
	<u>Original</u>	<u>Final</u>		
REVENUES				
Infrastructure and system development fees	\$ -	\$ 185,000	\$ 207,858	\$ 22,858
Plan review and support fees	20,000	13,000	11,702	(1,298)
Storm drainage operating fees	325,000	690,000	648,540	(41,460)
Miscellaneous	500	200	152	(48)
Total revenues	<u>345,500</u>	<u>888,200</u>	<u>868,252</u>	<u>(19,948)</u>
EXPENDITURES				
<u>General</u>				
Audit	5,000	5,000	1,700	3,300
District management and accounting	17,500	17,500	4,662	12,838
Engineering	35,000	55,000	65,568	(10,568)
Fee collection	10,000	10,000	-	10,000
Insurance and bonds	1,000	1,000	-	1,000
Legal	5,000	5,000	-	5,000
Miscellaneous	4,500	40,000	38,384	1,616
Permits	3,500	4,000	8,012	(4,012)
Repairs and maintenance	300,000	140,000	50,214	89,786
Storm drainage costs	150,000	150,000	41,287	108,713
Support services	175,000	200,000	150,507	49,493
Utilities	1,500	1,750	10,894	(9,144)
Water assessments	7,000	7,000	-	7,000
Water wells	10,000	10,000	8,439	1,561
Total expenditures	<u>725,000</u>	<u>646,250</u>	<u>379,667</u>	<u>266,583</u>
EXCESS OF REVENUES OVER (UNDER)				
EXPENDITURES	<u>(379,500)</u>	<u>241,950</u>	<u>488,585</u>	<u>246,635</u>
OTHER FINANCING SOURCES (USES)				
Storm drainage costs reimbursement	1,910,500	-	-	-
Storm drainage certificate redemption	(1,910,000)	-	-	-
Transfer to other funds	-	(1,100,000)	(1,000,000)	100,000
Total other financing sources (uses)	<u>500</u>	<u>(1,100,000)</u>	<u>(1,000,000)</u>	<u>100,000</u>
NET CHANGE IN FUND BALANCE	<u>(379,000)</u>	<u>(858,050)</u>	<u>(511,415)</u>	<u>346,635</u>
FUND BALANCE - BEGINNING OF YEAR (Restated)	<u>676,246</u>	<u>863,317</u>	<u>557,162</u>	<u>(306,155)</u>
FUND BALANCE - END OF YEAR	<u>\$ 297,246</u>	<u>\$ 5,267</u>	<u>\$ 45,747</u>	<u>\$ 40,480</u>

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

**SOUTH BEEBE DRAW METROPOLITAN DISTRICT
STATEMENT OF REVENUES, EXPENDITURES AND CHANGE IN FUND BALANCE
BUDGET AND ACTUAL
STORM DRAINAGE EASEMENT FUND
Year Ended December 31, 2018**

	<u>Budget Amounts</u>		<u>Actual Amounts</u>	<u>Variance with Final Budget Positive (Negative)</u>
	<u>Original</u>	<u>Final</u>		
REVENUES				
Storm drainage fees	\$ 50,000	\$ 200,000	\$ 91,377	\$ (108,623)
Total revenues	<u>50,000</u>	<u>200,000</u>	<u>91,377</u>	<u>(108,623)</u>
EXPENDITURES				
Storm drainage easement fee	-	200,000	91,377	108,623
Total expenditures	<u>-</u>	<u>200,000</u>	<u>91,377</u>	<u>108,623</u>
NET CHANGE IN FUND BALANCE	50,000	-	-	-
FUND BALANCE - BEGINNING OF YEAR	<u>630,500</u>	<u>630,500</u>	<u>-</u>	<u>(630,500)</u>
FUND BALANCE - END OF YEAR	<u>\$ 680,500</u>	<u>\$ 630,500</u>	<u>\$ -</u>	<u>\$ (630,500)</u>

SOUTH BEEBE DRAW METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2018

NOTE 1 - DEFINITION OF REPORTING ENTITY

South Beebe Draw Metropolitan District (District), a quasi-municipal corporation and political subdivision of the State of Colorado was organized on April 23, 1985, and is governed pursuant to provisions of the Colorado Special District Act. The District was organized in Adams County, Colorado, and its boundaries extend into Weld County. The District is one of six contiguous districts - the District, Bromley Park Metropolitan District Nos. 2, 3, 5 and 6 and Brighton Crossing Metropolitan District No. 4 (the Districts, BPMD Nos. 2, 3, 5 or 6 and BC). As of December 31, 2017, all the Districts, with the exception of BPMD No. 2 and BC, have substantially the same membership of their respective boards of directors. The District, BPMD Nos. 2 and 3 and BC are participants in the Annexation Agreement, as amended (Annexation Agreement), between the City of Brighton (City) and the then current developer of the majority of the property within the Districts, BPK Holdings, LLC (BPK). BPMD Nos. 5 and 6 were formed in 2000, and both BPMD Nos. 5 and 6, with the exception of a few parcels, are mostly located in the City. BPMD Nos. 5 and 6 are participating in the Annexation Agreement, as amended.

Pursuant to the Intergovernmental Agreement Regarding Sales and Use Taxes (Sales and Use Tax IGA) entered into on August 4, 1995, between BPK, the District, BPMD Nos. 2 and 3 and BC, the District was designated by BPK to receive and administer all sales and use taxes remitted under the Annexation Agreement, as amended, by the City and to apply the receipts to the common benefit of BPMD No. 2 and 3 and BC, and later, under separate agreements, to the benefit of BPMD Nos. 5 and 6 and Adams East Metropolitan District (Adams East) as revenue pledged for debt service on bonds which funded improvements within those districts and benefitted all Districts.

On March 21, 2000, and amended on July 21, 2004, the District, BPMD Nos. 2 and 3 and BC entered into an Inter-district Regional Facilities Intergovernmental Agreement, which expanded the responsibilities of the District to include coordination of construction, operation and maintenance of regional facilities with ownership retained by the District. Funding for the regional facilities are from certain fees collected by BPMD Nos. 2 and 3 and BC and transferred to the District (see Note 9).

The District was established principally to provide water, sanitary sewer and storm drainage services, and to provide for the construction, installation, financing, operation and maintenance of streets, park and recreation, mosquito control, transportation and television relay systems and improvements, in addition to the water, sanitary sewer and storm drainage improvements to areas within and outside the boundaries of the District.

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

SOUTH BEEBE DRAW METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2018

NOTE 1 - DEFINITION OF REPORTING ENTITY (CONTINUED)

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 District 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 inter-fund activity has been removed from these statements. Governmental activities are normally supported by taxes and intergovernmental revenues.

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

SOUTH BEEBE DRAW METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2018

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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 property and equipment are shown as increases in assets and redemption of bonds, notes and developer advances 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. The major sources of revenue susceptible to accrual are property taxes, specific ownership taxes, sales and use taxes and storm drainage maintenance fees. Expenditures, other than interest on long-term obligations are recorded when the liability is incurred or the long-term obligation paid. All other revenue items are considered to be measurable and available only when cash is received by the District.

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 other funds.

The Storm Drainage Special Revenue Fund is used to account for revenues earned and expenditures incurred in connection with the storm drainage.

The Storm Drainage Easement Fund, a special revenue fund, is used to account for revenues earned and expenditures incurred in connection with an easement related to storm drainage.

The Debt Service - Storm Drainage Fund accounts for the resources accumulated and payments made for principal, interest and related expenses of the Taxable Contingent Storm Drainage Facility Fee Revenue Bonds, Series 2004, dated April 13, 2004.

The Debt Service Fund - 2010 Revenue Note Fund accounts for the resources accumulated and payments made for principal, interest and related expenses of the Revenue Notes - Series 2010, dated March 31, 2010.

The Debt Service - Lochbuie Fund accounts for the resources accumulated and payments made for principal, interest and related expenses for the Revenue Note, Series 2007.

The Debt Service Fund - 2018 Revenue Note Fund accounts for the resources accumulated and payments made for principal, interest and related expenses of the Revenue Notes - Series 2018, dated October 1, 2018.

**SOUTH BEEBE DRAW METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2018**

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The Storm Drainage Capital Projects Fund is used to account for financial resources to be used for the acquisition and construction of storm drainage capital equipment and facilities.

The Capital Projects Fund is used to account for financial resources to be used for the acquisition and construction of capital equipment and facilities.

When both restricted and unrestricted resources are available for use, it is the government's policy to use restricted first, then unrestricted resources as they are needed.

Budgets

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

The District's board of directors amended the total appropriations for the following funds:

Fund	Original Budget	Final Budget
General Fund	\$ 1,671,326	\$ 7,051,184
Storm Drainage Special Revenue Fund	\$ 2,635,000	\$ 1,746,250
Storm Drainage Easement Fund	\$ -	\$ 200,000
Debt Service - Storm Drainage Fund	\$ 228,950	\$ 3,214,848
Debt Service - 2010 Revenue Note Fund	\$ 174,970	\$ 862,048
Debt Service - 2018 Revenue Note Fund	\$ -	\$ 12,560,000
Capital Projects Fund	\$ 8,264,020	\$ 12,778,444

Pooled Cash and Investments

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

SOUTH BEEBE DRAW METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2018

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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 inflows of resources related to property tax revenues are recorded as revenue in the year they are available or collected.

Capital Assets

Capital assets, which include equipment and infrastructure assets (e.g. wastewater treatment plant, storm drainage, water wells and similar items) are reported as a governmental activity in the governmental-wide financial statements. Such assets are recorded at historical cost or estimated historical cost if purchased or constructed. Donated capital assets are recorded at estimated fair value at the date of donation. It is the District's policy to capitalize those assets with a cost or value of \$5,000 or more.

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 that will be dedicated to other governmental entities are not depreciated. Improvements to be owned by the District are capitalized and depreciated over the remaining useful lives of the related fixed assets, as applicable. Land, easements, and water rights are not depreciated. Depreciation expense has been computed using the straight-line method over the estimated economic useful lives:

Storm drainage	40 years
Water wells	50 years
Equipment	10 years

Deferred Inflows of Resources

In addition to liabilities, the statement of net position will sometimes report a separate section for deferred inflows of resources. This separate financial statement element, deferred inflows of resources, represents an acquisition of net position that applies to a future period(s) and so will not be recognized as an inflow of resources (revenue) until that time. The revenue continues to be recognized when earned in the government-wide statements. 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.

SOUTH BEEBE DRAW METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2018

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fund Balances – Governmental Funds

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: non-spendable, restricted, committed, assigned and unassigned. Because circumstances differ among governments not every government or every governmental fund will present all of these components.

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 of 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.

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.

Fees

The District imposes certain system development, impact and storm drainage fees on property within the Districts. The fees are required to be paid prior to the issuance of a building permit by the City, the Town, Adams County or Weld County. The District records the revenue when the fees are paid.

**SOUTH BEEBE DRAW METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2018**

NOTE 3 - CASH AND INVESTMENTS

Cash and investments as of December 31, 2018 are classified in the accompanying financial statements as follows:

Statement of net position:

Cash and investments – unrestricted	\$3,058,926
Cash and investments – restricted	<u>3,344,192</u>
Total	<u>\$6,403,118</u>

Cash and investments as of December 31, 2018 consist of the following:

Cash deposits	\$ 560,136
Investments	<u>5,842,982</u>
Total	<u>\$6,403,118</u>

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.

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, 2018, the District's cash deposits had a bank balance of \$579,554 and a carrying balance of \$560,136.

Investments

Credit Risk

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

**SOUTH BEEBE DRAW METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2018**

NOTE 3 - CASH AND INVESTMENTS (CONTINUED)

Colorado statutes 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
- . Certain international agency securities
- . General obligation and revenue bonds of U.S. local government entities
- . Bankers' acceptances of certain banks
- . Commercial paper
- . Written repurchase agreements collateralized by certain authorized securities
- * Certain money market funds
- . Guaranteed investment contracts
- * Local government investment pools

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

The local government investment pool, which includes the Colorado Local Government Liquid Asset Trust (Colostrust) is rated AAAM by S&P Global. The Wells Fargo Government Money Market Fund is rated AAAM by S&P Global and Aaa-mf by Moody's.

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.

As of December 31, 2018, the District had the following investments:

<u>Investment</u>	<u>Maturity</u>	<u>Carrying Value</u>
Colorado Local Government Liquid Asset Trust	Weighted average under 60 days	\$ <u>5,842,982</u>
Total Investments		\$ <u>5,842,982</u>

**SOUTH BEEBE DRAW METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2018**

NOTE 3 - CASH AND INVESTMENTS (CONTINUED)

COLOTRUST

During 2018, the District invested in Colotrust, which is an investment vehicle established for local government entities in Colorado to pool surplus funds. The State Securities Commissioner administers and enforces all State statutes governing Colotrust. Colotrust operates similarly to a money market fund and each share is equal in value to \$1.00. Colotrust offers shares in two portfolios, COLOTRUST PRIME and COLOTRUST PLUS+. Both portfolios may invest in U.S. Treasury securities and repurchase agreements collateralized by U.S. Treasury securities. COLOTRUST PLUS+ may also invest in certain obligations of U.S. government agencies, highest rated commercial paper and repurchase agreements collateralized by certain obligations of U.S. government agencies. A designated custodial bank serves as custodian for Colotrust's portfolios pursuant to a custodian agreement.

The custodian acts as safekeeping agent for Colotrust's investment portfolios and provides services as the depository in connection with direct investments and withdrawals. The custodian's internal records segregate investments owned by Colotrust. As of December 31, 2018, the District had \$5,842,982 invested in COLOTRUST PLUS+ in the name of the District.

Cash and investments are restricted for the following purposes:

Storm Drainage Easement Fund

Cash and investments in the amount of \$3,457 are restricted for the payment of the storm drainage easement fee related to the Amended and Restated Storm Drainage Management Agreement.

Debt Service - 2018 Revenue Note Fund

Cash and investments in the amount of \$680,639 are restricted as pledged revenues for payment of debt service on the District's Series 2018 Refunding and Improvement Revenue Note.

Capital Projects Fund

Cash and investments in the amount of \$2,660,096 are for the payment of project costs from funds related to the District's Series 2018 Refunding and Improvement Revenue Note.

Investment Valuation

Certain investments 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.

SOUTH BEEBE DRAW METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2018

NOTE 3 - CASH AND INVESTMENTS (CONTINUED)

The District's investments are not required to be categorized within the fair value hierarchy. These investments are measured at amortized cost or in certain circumstances the value is calculated using the net asset value (NAV) per share, or its equivalent of the investment. These investments include 2a7-like external investment pools and money market investments. The District held investments in Colotrust at yearend for which the investment valuations were determined as follows.

Colotrust determines the NAV of the shares of each portfolio as of the close of business on each day. The NAV per share of each portfolio is computed by dividing the total value of the securities and other assets of the portfolios, less any liabilities, by the total outstanding shares of the portfolios. Liabilities, which include all expenses and fees of Colotrust, are accrued daily. The NAV is calculated at fair value using various inputs in determine value in accordance with FASB guidance. It is the goal of Colotrust to maintain a NAV of \$1.00 per share, however changes in interest rates may affect the fair value of the securities held by Colotrust and there can be no assurance that the NAV will not vary from \$1.00 per share.

**SOUTH BEEBE DRAW METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2018**

NOTE 4 - CAPITAL ASSETS

An analysis of the changes in capital assets for the year ended December 31, 2018 follows:

<u>Governmental Activities</u>	Balance at December 31, 2017	Increases	Decreases	Balance at December 31, 2018
Capital assets, not being depreciated				
Easements	\$ 4,387,864	\$ -	\$ -	\$ 4,387,864
Water rights	157,267	-	-	157,267
Construction in progress	-	738,538	-	738,538
Total capital assets, not being depreciated	<u>4,545,131</u>	<u>738,538</u>	<u>-</u>	<u>5,283,669</u>
Capital assets, being depreciated				
Storm drainage	8,036,883	-	-	8,036,883
Water wells	1,230,217	-	-	1,230,217
Equipment	33,188	-	-	33,188
Total capital assets, being depreciated	<u>9,300,288</u>	<u>-</u>	<u>-</u>	<u>9,300,288</u>
Less accumulated depreciation:				
Storm drainage	(2,617,486)	(200,922)	-	(2,818,408)
Water wells	(479,744)	(24,604)	-	(504,348)
Equipment	(16,872)	(3,319)	-	(20,191)
Total accumulated depreciation	<u>(3,114,102)</u>	<u>(228,845)</u>	<u>-</u>	<u>(3,342,947)</u>
Total capital assets, being depreciated, net	<u>6,186,186</u>	<u>(228,845)</u>	<u>-</u>	<u>5,957,341</u>
Total capital assets, net	<u>\$ 10,731,317</u>	<u>\$ 509,693</u>	<u>\$ -</u>	<u>\$ 11,241,010</u>

The District has conveyed water, sewer and street infrastructure to the City for maintenance and ownership. The District will own and maintain its water wells, as well as the regional storm drainage infrastructure.

**SOUTH BEEBE DRAW METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2018**

NOTE 5 - LONG-TERM OBLIGATIONS

The following is an analysis of changes in long-term obligations for the year ended December 31, 2018:

	Balance at December 31, 2017	Additions	Retirements/ Adjustments	Balance at December 31, 2018	Due Within One Year
Series 2004 Storm Drainage Fee Revenue Bonds	\$ 2,717,417	\$ -	\$ (2,717,417)	\$ -	\$ -
Wells Fargo Revenue Note - Series 2010	476,927	-	(476,927)	-	-
Storm drainage facility fee credit certificates	4,830,193	282,865	(5,113,058)	-	-
Refunding and Improvement Revenue Note, Series 2018	-	12,500,000		12,500,000	1,429,576
Developer advances					
The Theodore R. Shipman Living Trust and					
RAL Holdings, LLC	417,641	-	(417,641)	-	-
RAL Holdings, LLC	426,420	-	(426,420)	-	-
Accrued interest on advances	503,937	46,136	(550,073)	-	-
	<u>\$ 9,372,535</u>	<u>\$ 12,829,001</u>	<u>\$ (9,701,536)</u>	<u>\$ 12,500,000</u>	<u>\$ 1,429,576</u>

The details of the District's long-term obligations are as follows:

Taxable Contingent Storm Drainage Facility Fee Revenue Bonds Series 2004

On April 13, 2004, the District issued \$4,000,000 in Taxable Contingent Storm Drainage Facility Fee Revenue Bonds Series 2004 (Series 2004 Bonds). The Series 2004 Bonds were to mature on January 1, 2034 and were payable from pledged revenues, which consisted of a portion of the storm drainage facility fees received by the District after April 1, 2004. Interest was payable semiannually on January 1 and July 1 at an interest rate which was contingent upon the amount of pledged revenues received in any semiannual period. If the District had collected not less than \$79,360 of pledged revenue during the applicable semiannual period, the Series 2004 Bonds were deemed to have borne interest from the previous interest payment date at the rate of 5% per annum. However, if the District had collected less than \$79,360 in pledged revenues, the interest rate for the current interest payment date was at the rate of zero percent (0%) per annum. Any pledged revenues collected during the semiannual period that were in excess of the semiannual interest due were applied to bond principal. During 2018, the interest rate on the Series 2004 Bonds was 5%.

On October 12, 2018, the Series 2004 Bonds were paid off with the issuance of the District's \$12,500,000 Refunding and Improvement Revenue Note, Series 2018 (see below).

SOUTH BEEBE DRAW METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2018

NOTE 5 - LONG-TERM OBLIGATIONS (CONTINUED)

Revenue Note – Storm Drainage – Series 2010

On March 31, 2010, the District issued a revenue note (Series 2010 Note) in the amount of \$1,354,339. Interest and principal on the Series 2010 Note was paid annually on March 31, commencing March 31, 2014, with an interest rate of 4.95%. The Series 2010 Note was a limited and special obligation of the District payable from and secured by an irrevocable assignment and pledge of a portion of the storm drainage facility fee of the District, plus all other legally available revenues of the District. The Series 2010 Note was issued for purposes of refunding the District's 2006A and 2006B revenue notes. On October 12, 2018, the Series 2010 Note was paid off with the issuance of the District's \$12,500,000 Refunding and Improvement Revenue Note, Series 2018 (see below).

Storm Drainage Facility Fee Credit Certificates

On December 1, 2001, the District issued 20 storm drainage facility fee credit certificates, Series 2001 (Storm Drainage Certificates) to The Bromley Companies, L.L.C. in exchange for the construction and conveyance to the District by the Bromley Companies, L.L.C. of \$2,400,000 of certain storm drainage facilities. The Storm Drainage Certificates increased in face value at the rate of 7.5% per year.

On June 1, 2016, The Bromley Companies, L.L.C. assigned all of the Storm Drainage Certificates to Robert A. Lembke and Theodore R. Shipman, as equal owners. On June 8, 2016, Robert A. Lembke and Theodore R. Shipman assigned their respective interests in Storm Drainage Certificates 5 through 19 to RAL Holdings, L.L.C. (RAL Holdings) and The Theodore R. Shipman Living Trust (The Shipman Trust), to be held equally.

On February 28, 2017, the District, Robert A. Lembke, Theodore R. Shipman, RAL Holdings and The Shipman Trust entered into a storm drainage facility fee credit certificate agreement (Certificate Agreement). Under the Certificate Agreement, the District agreed to reissue, with the presentation of the original Storm Drainage Certificates to the District for cancellation, 15 Certificates to RAL Holdings and 15 Certificates to The Shipman Trust in the face amount of \$50,000 each, with each such reissued Certificate having the same date, terms and conditions as the original Storm Drainage Certificates. Pursuant to the terms of the Certificate Agreement, at the option of the District, the Certificates may be redeemed by providing not less than twenty days written notice to the Certificate's owner. On October 12, 2018, the Certificates were paid off with the issuance of the District's \$12,500,000 Refunding and Improvement Revenue Note, Series 2018 (see below).

Refunding and Improvement Revenue Note, Series 2018

On October 1, 2018, the District authorized the issuance of its Refunding and Improvement Revenue Note, Series 2018 (Series 2018 Note) in the amount of \$12,500,000. The Series 2018 Note was issued for the purpose of (i) payment of the 2004 Series Bonds, Series 2010 Note, Certificates and advance and reimbursement obligations, (ii) financing the costs of design, construction and funding of certain public improvements within and without the boundaries of the District and (iii) payment of costs in connection with the issuance of the Series 2018 Note.

**SOUTH BEEBE DRAW METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2018**

NOTE 5 - LONG-TERM OBLIGATIONS (CONTINUED)

The Series 2018 Note is secured by and payable solely from pledged revenues, which include sales and use taxes received pursuant to the Annexation Agreement, storm drainage facility fees (net of amounts due under the obligation to Weld County Drainage, LLC as discussed in Note 9) and sewer line connections fees, all net of amounts needed for operation and maintenance expenses. Additional revenues may be designated by the District to be pledged revenues if needed to maintain a coverage ratio of at least 1.25 to 1.0 at the end of each fiscal year.

The Series 2018 Note bears interest, payable semi-annually on April 1 and October 1, of 5.05%. The payment of principal on the Series 2018 Note begins on October 1, 2019 and the Series 2018 Note matures on October 1, 2026.

There was no gain or loss on the refundings. No present value calculations were provided.

The following table sets forth the estimated debt service payment schedule for the principal and interest on the Series 2018 Note:

	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2019	\$ 1,429,576	\$ 611,962	\$ 2,041,538
2020	1,465,672	559,056	2,024,728
2021	1,502,681	485,040	1,987,721
2022	1,540,623	409,155	1,949,778
2023	1,579,524	331,353	1,910,877
2024 - 2026	4,981,924	507,356	5,489,280
	<u>\$12,500,000</u>	<u>\$ 2,903,922</u>	<u>\$15,403,922</u>

Advance and Reimbursement Agreements

Developer Advances – The Bromley Companies (Assigned to The Theodore R. Shipman Living Trust and RAL Holdings, LLC)

The District entered into an advance and reimbursement agreement with The Bromley Companies, LLC, on August 25, 1994. The agreement stipulated that the District shall reimburse The Bromley Companies, LLC, for any advances made to the District for construction, maintenance and operating costs. The District shall 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. This agreement was amended and restated on June 1, 2016 pursuant to the Amended and Restated Agreement by and between the District and The Bromley Companies, LLC, which (1) restated the terms of the original agreement concerning advances to the District and reimbursement of those advances and (2) provided that the interest rate applied to all outstanding advances, current and future is 7% per annum. The Amended and Restated Agreement was assigned by The Bromley Companies, LLC to The Theodore R. Shipman Living Trust (50%) and RAL Holdings, LLC (50%) pursuant to the Assignment Re Advance and Reimbursement entered into on June 8, 2016. On October 12, 2018, the outstanding advance under the 2016 Amended and Restated Agreement of \$417,641 and accrued interest of \$141,711 were paid off with the issuance of the District’s \$12,500,000 Refunding and Improvement Revenue Note, Series 2018.

**SOUTH BEEBE DRAW METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2018**

NOTE 5 - LONG-TERM OBLIGATIONS (CONTINUED)

Developer Advances – Equity Exchange Services (Assigned to RAL Holdings, LLC)

The District entered into an advance and reimbursement agreement with Equity Exchange, LLC, on September 26, 2006. The agreement stipulated that the District shall reimburse Equity Exchange, LLC, for any advances made to the District for construction, maintenance and operating costs, together with interest at the rate of 7% per annum. The District shall 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. The agreement was assigned by Equity Exchange, LLC to RAL Holdings, LLC pursuant to the Assignment Re Advance and Reimbursement Agreement entered into on June 8, 2016. On October 12, 2018, the outstanding advance under the 2006 agreement of \$426,420 and accrued interest of \$408,362 were paid off with the issuance of the District’s \$12,500,000 Refunding and Improvement Revenue Note, Series 2018.

Authorized Debt

On November 4, 2014 (which included re-authorization of certain amounts authorized November 6, 2012 plus additional authorizations), a majority of the eligible electors of the District authorized the issuance of indebtedness in an amount not to exceed \$750,000,000, at an interest rate not to exceed 18% per annum. At December 31, 2018, the District had authorized and unissued indebtedness from these elections in the following amounts allocated for the following purposes:

	Total Authorized	Remaining at December 31, 2018
Streets	\$ 25,000,000	\$ 25,000,000
Water supply improvements	150,000,000	147,344,438
Sewer and drainage	20,000,000	20,000,000
Safety protection	5,000,000	5,000,000
Intergovernmental agreement	100,000,000	100,000,000
Transportation	50,000,000	50,000,000
Operations and maintenance	25,000,000	25,000,000
Refunding financial obligations	375,000,000	365,155,562
	<u>\$ 750,000,000</u>	<u>\$ 737,500,000</u>

SOUTH BEEBE DRAW METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2018

NOTE 6 – FUND EQUITY

At December 31, 2018, the District reported the following classifications of fund equity.

Nonspendable Fund Balance

The Nonspendable fund balance in the General Fund in the amount of \$9,436 represents prepaid expenditures for the ensuing fiscal year and is therefore not in a spendable form.

Restricted Fund Balance

The restricted fund balance in the General Fund in the amount of \$211,000 is comprised of the emergency reserves that have been provided for as required by Article X, Section 20 of the Constitution of the State of Colorado.

The restricted fund balance in the Debt Service Fund in the amount of \$860,645 is to be used exclusively for debt service requirements.

The restricted fund balance in the Capital Projects Fund in the amount of \$3,228,252 is to be used exclusively for acquisition and construction of infrastructure and public improvements.

Committed Fund Balance

The committed fund balance in the Storm Drainage Special Revenue Fund in the amount of \$45,747 is comprised of amounts committed by the board of directors by a resolution for storm drainage operations. The committed fund balance in the Storm Drainage Capital Projects Fund in the amount of \$2,020,225 is comprised of amounts committed by the board of directors by a resolution for storm drainage improvements.

Deficit Fund Balance

The Debt Service Fund - Lochbuie reported a deficit in the fund financial statements in the amount of \$498,942 as of December 31, 2018. The District anticipates this deficit will be eliminated with funds received from other governments.

NOTE 7 - NET POSITION

The District's net position consists of three components – net investment in capital assets, restricted and unrestricted.

The 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 improvements of those assets.

**SOUTH BEEBE DRAW METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2018**

NOTE 7 - NET POSITION (CONTINUED)

As of December 31, 2018, the District had net investment in capital assets in the amount of \$6,477,261 calculated as follows:

	Governmental Activities
Net investment in capital assets:	
Capital assets, net	\$ 11,241,010
Current portion of long-term obligations applicable to capital assets	(1,429,576)
Noncurrent portion of long-term obligations applicable to capital assets	(3,334,173)
Net investment in capital assets	\$ 6,477,261

Restricted net position includes amounts that are restricted for use either externally 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 at December 31, 2018 of \$1,485,113 consisting of pledged revenues of \$705,957 associated with the Series 2018 Note and emergency reserves of \$211,000.

As of December 31, 2018, the District had an unrestricted net position of \$5,290,887.

NOTE 8 - RELATED PARTIES

The members of the board of directors of the District, BPMD Nos. 3, 5 and 6 and Adams East are employees of, owners of or associated with BPK and/or the Bromley Companies, L.L.C., and/or Bromley Park Industrial Land Company, LLC, and/or Equity Exchange, LLC, and/or RAL Holdings, and/or The Shipman Trust (referred to herein as the Affiliates) and may have conflicts of interest in dealing with the District. RAL Holdings is the current holder of a 50% interest in the 2016 Amended and Restated Advance and Reimbursement Agreement and the current holder of the 2006 Advance and Reimbursement Agreement (see Note 5). The Shipman Trust is the current holder of a 50% interest in the 2016 Amended and Restated Advance and Reimbursement Agreement (see Note 5). Specific details of transactions with the Affiliates regarding organization, advances and debt are described elsewhere in these footnotes.

NOTE 9 - INTERGOVERNMENTAL AGREEMENTS

The agreements summarized below relate to one or more of the Districts and are not all-inclusive.

City of Brighton

Pursuant to (1) the Annexation Agreement, as amended by the first, second, third and fourth amendments, among BPK, the City, the District, BPMD Nos. 2 and 3 and BC, (2) Agreement 2 among BPK, the City, Adams County, the District and BC, and (3) the Interdistrict IGA, as amended, among the District, BPMD Nos. 2 and 3 and BC (see Note 1), the parties have the following mutual responsibilities:

**SOUTH BEEBE DRAW METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2018**

NOTE 9 - INTERGOVERNMENTAL AGREEMENTS (CONTINUED)

In general, the Districts and BPK or assignees are to install improvements and transfer the installed facilities, except for certain specified improvements, to the City for ownership, maintenance and operation.

Streets - Bromley Lane was improved by funding from the City, BPK, and the Districts. The City is to reimburse BPK for certain sections over a five-year period or require landowners to pay their pro rata share plus interest to the Districts when annexed to the City. The Districts are to pay for their certain sections when development dictates. In 2001, BC transferred the responsibility to plant and maintain the medians to BPMD No. 5.

Streets are to be developed and installed, but if completed by BPK or the Districts, the City will reimburse the Districts for a portion of the costs incurred. The Districts agree to perform street reconstruction and asphalt overlays on all streets as requested from the City as long as the sales and use taxes are remitted by the City. Other streets are to be constructed by the Districts and transferred to the City for perpetual maintenance.

Water - On May 28, 1996, a third amendment to the Annexation Agreement was completed which stipulated that the City would provide water service to the Bromley Park Property to full development as determined under the Phase Master Plans under certain conditions. Of the City's water plant investment fee, \$300 is paid to or retained by the District. In consideration of the developer designing all irrigation systems after December 8, 1998, so that they are capable of being converted to a non-potable water system, the City will provide water taps for certain public areas at no charge.

Sewer - The City is to provide sewage collection and treatment capacity to the full development of the Bromley Park Property. Pursuant to the fourth amendment to the Annexation Agreement, dated October 24, 1997, the City has fulfilled its obligation to provide wastewater treatment facilities for the property draining into the Beebe Draw Basin by execution of the Beebe Draw Wastewater Service Agreement with the Town. The City remains obligated to provide transmission and treatment service to the property draining in the South Platte Basin. The District or BPK is obligated to install, at its expense, all sanitary sewer collection and transmission lines and facilities as stipulated in the Sanitary Sewer Master Plan.

Storm Drainage – Pursuant to the Annexation Agreement, as amended, the City agrees to provide all offsite storm drainage improvements for the Bromley Park Property. The third amendment to the Annexation Agreement provides that the District may undertake to provide storm drainage to property within the District, District Nos. 2 and 3 and BC, as well as adjoining properties. In such event, the District would pay for offsite improvements and the City shall forego collecting drainage fees and reimbursement. The Districts and/or BPK are to construct all onsite storm drainage improvements.

**SOUTH BEEBE DRAW METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2018**

NOTE 9 - INTERGOVERNMENTAL AGREEMENTS (CONTINUED)

Sales and Use Tax - Until the earlier of December 16, 2026, or the repayment of the Districts' outstanding debt related to the funding of facilities and services within the Districts' service area, the City agrees to remit annually one third (1/3) of the sales and use taxes (excluding the .75% recreation sales and use tax) generated and collected within the Bromley Park Property (as defined in the second amendment to Annexation Agreement) to the District. The Sales and Use Tax IGA and the Inter-district IGA, as amended, allow for the sharing of this revenue among the District, BPMD Nos. 2 and 3 and BC. Pursuant to the Sales and Use Tax IGA, the use of funds is determined by the board of directors of the District (see Note 1).

The District entered into the Intergovernmental Agreement to Designate Funds to Support Bonds with BPMD No. 5 on February 23, 2010, as amended on March 31, 2010, whereby BPMD No. 5 would receive a portion of the sales tax revenue allocable to the property within BPMD No. 5, as collected by the District, to be used toward principal and interest payments on the BPMD No. 5 General Obligation Bonds, Series 2010, for as long as those Series 2010 bonds remain outstanding. Any of the designated sales tax revenue that was deemed not necessary by BPMD No. 5 to make the bond payments is to be remitted back to the District. During the year ended December 31, 2018, no funds were remitted back to the District under this agreement.

Beebe Draw Wastewater Service Agreement

On November 4, 1997, the District, BPMD Nos. 2 and 3 and BC entered into the Beebe Draw Wastewater Services Agreement with the City and the Town to provide a comprehensive program to finance, design, construct, acquire, operate, maintain, and use wastewater treatment and discharge facilities serving properties within the Beebe Draw drainage basin. This agreement was amended on August 14, 2009 by the First Amended and Restated Beebe Draw Wastewater Service Agreement (2009 WSA) between the City, the Town and the District. The terms of the 2009 WSA amended and restated the 1997 agreement in its entirety, redefined the Beebe Draw Service Area, addressed future annexations east of Interstate 76, redirected certain services to the City, outlined conditions for expansion of the treatment plant, provided general rules for wastewater treatment service, established provisions for capital funding using Plant Investment Fees (PIFs) and operation and maintenance funding, provided for the Lochbuie Sewer Board, outlined specific terms for the construction of additional infrastructure within the Town or City by the District (which is not anticipated), and provided for rates and charges to be imposed and collected. The District is responsible for constructing and financing certain sewer lines and receives fees from all areas served by the lines, including property within the District. PIFs are due for connections to the sewer system for treatment facilities within the corporate limits of the Town to be paid directly by builders to the Town. Future expansion of the facilities will be coordinated under the terms of this agreement.

Further, under the agreement, the City and Town are to collect and remit to the District certain fees equal to the greater of \$1,301.60 or 40% of the applicable PIF imposed by the Town for a sewer tap connection. The District's sewer line connection fee at December 31, 2018 was \$1,301.60.

**SOUTH BEEBE DRAW METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2018**

NOTE 9 - INTERGOVERNMENTAL AGREEMENTS (CONTINUED)

Amended and Restated Storm Drainage Management Agreement

On March 19, 1997, the District, the Beebe Draw Drainage Company, LLC (later converted to the Beebe Draw Drainage Partnership) and the Farmers Reservoir and Irrigation Company (FRICO) entered into the Storm Drainage Management Agreement, as amended on March 7, 2000, wherein the District acquired the right to discharge storm water from defined property within the the District, BPMD Nos. 2 and 3, BC and the Beebe Draw Drainage area into the storm drainage and maintenance facilities owned and operated by Beebe Draw Drainage Company, LLC. The District agreed to collect and pay certain fees to FRICO to defray the cost of drainage improvements required to serve the Property, as described in the Storm Drainage Management Agreement.

On April 13, 2004, the District entered into a Global Settlement Agreement whereby the Storm Drainage Management Agreement of March 19, 1997, was replaced and superseded by an Amended and Restated Storm Drainage Management Agreement (Amended and Restated Agreement) entered into by Weld County Drainage, LLC, FRICO and the District. Under this Amended and Restated Agreement, 80% of the District's storm drainage development fee is pledged to the payment of debt related to the Series 2004 Bonds. The Series 2004 Bonds were refunded in 2018 through the issuance of new debt (see Note 5). Therefore, 80% of the storm drainage development fee continues to be allocable to the portion of new debt related to the payment of the Series 2004 bonds. During 2018, the amount of the storm drainage development fee pledged towards the payment of debt was \$543 per lot and \$10,575 per acre. The storm drainage development fee is adjusted annually for increases in the Consumer Price Index.

The remaining 20% of the storm drainage development fee includes \$136 per lot and \$2,644 per acre which is payable to Weld County Drainage, LLC for the payment of a storm drainage easement fee. In addition, the District purchased from the Beebe Draw Drainage Company for \$4,000,000, the rights to a perpetual, nonexclusive easement to discharge storm water into the Beebe Seep Canal as contemplated by the Master Drainage Plan. As of December 31, 2018, the District had accrued \$3,457 of fees payable to Weld County Drainage, LLC, which were remitted in June 2019.

Infrastructure and System Development Fees

The District can impose certain infrastructure and system development fees on property within the District. Pursuant to a Development Agreement between the District, BPMD No. 2 and the City dated April 17, 1998, and a Joint Resolution of the District, BPMD Nos. 2 and 3 and BC dated March 7, 2000, the City agreed to collect an infrastructure fee of not less than \$1,000 and a system development fee of not less than \$1,250 upon issuance of a building permit for each single-family home. The Districts agree to use the system development fees for public improvements such as the construction of parks, street crossings and traffic improvements. At December 31, 2018, the infrastructure fee was \$1,916 per unit for single family attached, single family detached, and low density multi-family units, and the system development fee was \$2,200 per single family attached, single family detached, low density multi-family and high density multi-family units.

**SOUTH BEEBE DRAW METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2018**

NOTE 9 - INTERGOVERNMENTAL AGREEMENTS (CONTINUED)

Northeast Regional Infrastructure Project Agreement

In 2002 the State of Colorado approved the Northeast Regional Infrastructure Plan-Beebe Draw to be included in the Adams County Enterprise Zone Development Plan, of which certain projects of the District are included. Pursuant to the Northeast Regional Infrastructure Project Agreement between the District and Adams County Economic Development, Inc. (ACED), the District may receive contributions from developers in lieu of developer fees. The contributions may be claimed as tax credits by the contributing developers.

Town of Lochbuie - Wastewater Service Agreement

On July 19, 2007, the board of directors entered into a Wastewater Service Agreement with the Town whereby the District agreed to pre-purchase Plant Investment Fee Credits from the proceeds of a Revenue Note issued to Wells Fargo Bank in the amount of \$3,850,000. The Town and the District agree that the funds advanced by the District were to be used exclusively for the payment of the project costs related to the Lochbuie wastewater treatment plant expansion and were not to be used for any other purpose.

Town of Lochbuie Agreement for Purchase of Wastewater Plant Investment Certificates and Issues Related to the Expansion of the Lochbuie Wastewater Treatment Plant

On July 19, 2007, the board of directors of the District entered into an Agreement for the Purchase of Wastewater Plant Investment Certificates and Concerning Issues Related to the Expansion of the Lochbuie wastewater treatment plant. The District agreed to purchase prepaid plant investment fees related to the Lochbuie wastewater treatment plant expansion and agreed these fees shall not be used for any other purpose.

Platte River Water Development Authority

On April 22, 2010, Sand Hills Metropolitan District (Sand Hills) and United Water & Sanitation District (United) entered into a contract to form the Platte River Water Development Authority (PRWDA), a water resource authority, for the purpose of establishing a process for the financing, design, construction, acquisition, operation, maintenance and use of water facilities and services. On April 27, 2011, the members approved an amended contract for the purpose of adding the District as a party to the amended contract. Under the terms of the amended contract, Sand Hills, United and the District shall each appoint one director and such appointee may be a director of each district or may be an engineer, water attorney, manager, accountant or other consultant of each district.

The two remaining directors are appointed by joint resolution of the three districts. Each director appointed by joint resolution may be a director of any of the districts or may be an engineer, water attorney, manager, accountant or other consultant of any of the three districts.

**SOUTH BEEBE DRAW METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2018**

NOTE 9 - INTERGOVERNMENTAL AGREEMENTS (CONTINUED)

Contributions to PRWDA by Sand Hills, United and the District will be agreed upon from time to time by all parties based on funding needs. During the year ended December 31, 2018, the District paid \$500,000 to PRWDA.

Weld Adams Water Development Authority

On September 6, 2017, the District and United entered into a contract to form the Weld Adams Water Development Authority (WAWDA), a water resource authority, for the purpose of establishing a process for the financing, design, construction, acquisition, operation, maintenance and use of water facilities and services.

Under the terms of the contract, United shall appoint one director and the United appointee shall appoint one additional director. Such appointee and director may be directors of United or may be an engineer, water attorney, manager, accountant or other consultant of United. The District shall also appoint one director and such District appointee shall appoint one additional director. Such appointee and director may be directors of the District or may be an engineer, water attorney, manager, accountant or other consultant of the District. One additional director shall be appointed by a majority of the directors in attendance at the meeting where the appointment is made. Such director may be a director of United or the District, or may be engineer, water attorney, manager, accountant or other consultant of United or the District.

Under the establishing contract for WAWDA, the District and United agreed to transfer certain assets to WAWDA in acknowledgement for certain assets, contracts and budgeted projects assigned to WAWDA from PRWDA. Future contributions to WAWDA by the District and United will be agreed upon from time to time by all parties based on funding needs.

Funding and Construction Agreement

On July 28, 2015, the District entered into a Funding and Construction Agreement with the water activity enterprises of Sand Hills and United, and with PRWDA for a reservoir located in Weld County (70 Ranch Reservoir). Under the terms of the Funding and Construction Agreement, PRWDA was the owner of the 70 Ranch Reservoir and was responsible for the design, bid, construction and installation of the 70 Ranch Reservoir. 70 Ranch, LLC, owns the real property on which the 70 Ranch Reservoir is being built and had provided a perpetual easement to PRWDA for the 70 Ranch Reservoir. PRWDA had the responsibility to allocate the capacity of the 70 Ranch Reservoir (estimated to be 5,500 acre-feet of storage) between all of the customers and service users.

Funding for the project is to be provided by the District, Sand Hills and United. The maximum construction contribution amount to be provided by the District and Sand Hills from tax revenues received is \$16.5 million. United is obligated to advance funds for construction in excess of District and Sand Hills contributions in an amount sufficient to fully fund the construction costs. Under the agreement, PRWDA could require other users of the 70 Ranch Reservoir to contribute to the construction costs and was to reimburse each district according to their pro rata contributions to the construction costs.

**SOUTH BEEBE DRAW METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2018**

NOTE 9 - INTERGOVERNMENTAL AGREEMENTS (CONTINUED)

On September 26, 2017, PRWDA assigned, transferred and delegated to WAWDA all of PRWDA’s rights, duties and obligations arising out of the terms and conditions of the Funding and Construction Agreement.

During the year ended December 31, 2018, the District paid \$2,045,875 to WAWDA.

NOTE 10 - INTERFUND TRANSFERS

The General Fund made transfers to the Capital Projects Fund to fund future capital expenditures. The Storm Drainage Special Revenue Fund and the Debt Service - 2010 Revenue Note Fund made transfers to the Storm Drainage Capital Projects Fund to fund future capital storm drainage expenditures. The Debt Service - Storm Drainage Fund made transfers to the General Fund for reimbursement of prior year administrative costs. The Debt Service - 2018 Revenue Note Fund made transfers to the General Fund, Debt Service - 2010 Revenue Note Fund, Debt Service - Storm Drainage Fund and Capital Projects Fund for the payment of debt obligations related to the issuance of new debt and to the Capital Projects Fund to fund future capital expenditures (as discussed in Note 5).

<u>Fund</u>	<u>Transfer In (Out)</u>	<u>Amount</u>
General	Transfer out	\$ (938,482)
General	Transfer in	5,216,006
Storm Drainage Special Revenue	Transfer out	(1,000,000)
Debt Service - Storm Drainage	Transfer out	(102,948)
Debt Service - Storm Drainage	Transfer in	2,875,000
Debt Service - 2010 Revenue Note	Transfer out	(349,934)
Debt Service - 2010 Revenue Note	Transfer in	337,146
Debt Service - 2018 Revenue Note	Transfer out	(12,374,900)
Storm Drainage Capital Projects	Transfer in	1,349,935
Capital Projects	Transfer in	4,988,177
		\$ -

NOTE 11 - RISK MANAGEMENT

Except as provided in the Colorado Governmental Immunity Act, the District may be 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.

SOUTH BEEBE DRAW METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2018

NOTE 11 - RISK MANAGEMENT (CONTINUED)

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' 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. Settled claims have not exceeded this coverage in any of the past three fiscal years.

NOTE 12 - TAX, SPENDING AND DEBT LIMITATIONS

Article X, Section 20 of the Colorado Constitution, commonly known as the Taxpayer's Bill of Rights (TABOR), contains tax, spending, revenue and debt limitations which apply to the State of Colorado and all local governments, except Enterprises. On August 21, 2007, the board of directors of the District established the South Beebe Draw Water Activity Enterprise. The Enterprise shall consist of the business represented by all of the District's water facilities and properties for the Project, now owned or hereafter acquired. The Enterprise is not authorized and shall not receive 10% or more of its annual revenue in grants from all Colorado state and local governments combined. The Enterprise shall have no taxing power or authority of any kind. The Enterprise will execute such documents, incur such obligations, give such notices and make such certifications and filings as may be necessary to maintain its status as a water activity enterprise within the meaning of Section 37.45.1-102, C.R.S.

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 District's eligible electors approve retention of such revenue.

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

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

**SOUTH BEEBE DRAW METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2018**

NOTE 12 - TAX, SPENDING AND DEBT LIMITATIONS (CONTINUED)

In November 1994, a majority of the District's electors authorized the District to collect and spend or retain in reserve taxes of \$500,000 annually up to 40 mills and other revenue up to \$14,725,000 annually without regard to any limitations imposed by TABOR.

In November 2014, the District's eligible electors authorized the District to increase taxes \$25,000,000 annually or by a lesser annual amount as necessary to pay the District's operations, maintenance and other expenses, without limitation of mill levy and without regard to any spending, revenue-raising or other limitation contained within Article X, Section 20 of the Colorado Constitution, or Section 29-1-301, C.R.S. The eligible electors also authorized the District to collect, retain and spend any revenue from sources other than ad valorem taxes annually without regard to any limitations imposed by TABOR.

NOTE 13 - LITIGATION

Bill Barrett/Bonanza - On April 5, 2017, Bill Barrett Corporation (n/k/a Highpoint Resources Corporation) and Bonanza Creek Energy, Inc. (Plaintiffs), commenced an action against the District by filing a Complaint and Jury Demand, as well as their Forthwith *Ex Parte* Motion for Temporary Restraining Order and Preliminary Injunction. The Complaint sought injunctive relief against the District based on the alleged improper assessment of taxes, failure to conform with service plans and failure to otherwise comply with the Special District Act. The Weld County district court entered a temporary restraining order on April 6, 2017.

The District successfully pursued a motion to dismiss for lack of jurisdiction in the Weld County district court and moved the proceedings to Adams County district court. On August 25, 2017, the Adams County district court denied the motion for preliminary injunction on the basis that the Plaintiffs had not shown a reasonable likelihood of success on the merits of any of their claims, and granted the District's motion for forthwith disbursement of funds on deposit with the Weld County treasurer.

Plaintiffs thereafter requested that the proceedings in Adams County be stayed while an appeal to the Court of Appeals proceeds on certain claims. The stay was denied by the District Court on April 27, 2018. However, the Plaintiffs then moved for a stay in the Court of Appeals, which issued a temporary injunction through and including the Court of Appeals' decision on the substantive issues before the Court. The briefs to the Court of Appeals on the substantive issues were complete and filed from all parties.

On September 6, 2018, the Court of Appeals issued an opinion that the District's power to tax was not limited by an overlap in services with another district. However, the Court of Appeals, *sua sponte*, found that the District failed to obtain approval for a material modification of its service plan because the finding of no material modification was made by County staff and not through a resolution of the Board of County Commissioners. On November 22, 2018, Plaintiffs filed a Petition for Writ of Certiorari to the Colorado Supreme Court. On January 11, 2019, the District filed a Response in Opposition to Petition for Writ of Certiorari and Cross-Petition for Writ of Certiorari. As of July 30, 2019, the Supreme Court has neither granted nor denied the petitions.

**SOUTH BEEBE DRAW METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2018**

NOTE 14 - RESTATEMENT

The District's beginning net position and fund balances are being restated as follows:

Storm Drainage Maintenance Fees

During the year ended December 31, 2018 it was determined that certain prepaid storm drainage maintenance fees in the amount of \$306,155 had not been properly reported at December 31, 2017.

The effect of this error on the beginning net position and beginning fund balances is as follows:

	<u>Governmental Activities</u>	<u>Storm Drainage Special Revenue Fund</u>	<u>Total Governmental Funds</u>
Net position/fund balances as originally reported December 31, 2017	\$ 4,395,850	\$ 863,317	\$ 2,997,015
Storm drainage maintenance fees:			
Prepaid storm drainage maintenance fees	<u>(306,155)</u>	<u>(306,155)</u>	<u>(306,155)</u>
Net position/fund balances as restated as of December 31, 2017	<u>\$ 4,089,695</u>	<u>\$ 557,162</u>	<u>\$ 2,690,860</u>

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

SUPPLEMENTAL INFORMATION

SOUTH BEEBE DRAW METROPOLITAN DISTRICT
SCHEDULE OF REVENUES, EXPENDITURES AND CHANGE IN FUND BALANCE
BUDGET AND ACTUAL
DEBT SERVICE - STORM DRAINAGE FUND
Year Ended December 31, 2018

	<u>Budget Amounts</u>		<u>Actual Amounts</u>	<u>Variance with Final Budget Positive (Negative)</u>
	<u>Original</u>	<u>Final</u>		
REVENUES				
Storm drainage fees	\$ 200,000	\$ 285,903	\$ 285,903	\$ -
Miscellaneous	-	25,000	25,000	-
Total revenues	<u>200,000</u>	<u>310,903</u>	<u>310,903</u>	<u>-</u>
EXPENDITURES				
<u>Debt Service</u>				
Principal - 2004 bonds	228,950	2,717,417	2,717,417	-
Interest - 2004 bonds	-	103,273	103,273	-
Bond settlement costs	-	291,210	291,210	-
Total expenditures	<u>228,950</u>	<u>3,111,900</u>	<u>3,111,900</u>	<u>-</u>
EXCESS OF EXPENDITURES OVER REVENUES	<u>(28,950)</u>	<u>(2,800,997)</u>	<u>(2,800,997)</u>	<u>-</u>
OTHER FINANCING SOURCES(USES)				
Transfer to other funds	-	(102,948)	(102,948)	-
Transfer from other funds	-	2,875,000	2,875,000	-
Total other financing sources (uses)	<u>-</u>	<u>2,772,052</u>	<u>2,772,052</u>	<u>-</u>
NET CHANGE IN FUND BALANCE	(28,950)	(28,945)	(28,945)	-
FUND BALANCE - BEGINNING OF YEAR	<u>28,950</u>	<u>28,945</u>	<u>28,945</u>	<u>-</u>
FUND BALANCE - END OF YEAR	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

**SOUTH BEEBE DRAW METROPOLITAN DISTRICT
SCHEDULE OF REVENUES, EXPENDITURES AND CHANGE IN FUND BALANCE
BUDGET AND ACTUAL
DEBT SERVICE - 2010 REVENUE NOTE FUND
Year Ended December 31, 2018**

	<u>Budget Amounts</u>		<u>Actual Amounts</u>	<u>Variance with Final Budget Positive (Negative)</u>
	<u>Original</u>	<u>Final</u>		
REVENUES				
Total revenues	\$ -	\$ -	\$ -	\$ -
EXPENDITURES				
<u>Debt Service</u>				
Principal - 2010 note	151,360	476,927	476,927	-
Interest - 2010 note	23,610	35,187	35,187	-
Total expenditures	<u>174,970</u>	<u>512,114</u>	<u>512,114</u>	<u>-</u>
EXCESS OF EXPENDITURES OVER REVENUES	<u>(174,970)</u>	<u>(512,114)</u>	<u>(512,114)</u>	<u>-</u>
OTHER FINANCING SOURCES (USES)				
Transfer to other funds	-	(349,934)	(349,934)	-
Transfer from other funds	-	337,146	337,146	-
Total other financing sources (uses)	<u>-</u>	<u>(12,788)</u>	<u>(12,788)</u>	<u>-</u>
NET CHANGE IN FUND BALANCE	<u>(174,970)</u>	<u>(524,902)</u>	<u>(524,902)</u>	<u>-</u>
FUND BALANCE - BEGINNING OF YEAR	<u>524,900</u>	<u>524,902</u>	<u>524,902</u>	<u>-</u>
FUND BALANCE - END OF YEAR	<u>\$ 349,930</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

**SOUTH BEEBE DRAW METROPOLITAN DISTRICT
SCHEDULE OF REVENUES, EXPENDITURES AND CHANGE IN FUND BALANCE
BUDGET AND ACTUAL
DEBT SERVICE - 2018 REVENUE NOTE FUND
Year Ended December 31, 2018**

	<u>Budget Amounts</u>		<u>Actual Amounts</u>	<u>Variance with Final Budget Positive (Negative)</u>
	<u>Original</u>	<u>Final</u>		
REVENUES				
Storm drainage fees	\$ -	\$ 140,000	\$ 153,299	\$ 13,299
Infrastructure and system development fees	-	110,000	109,666	(334)
Intergovernmental revenue - sales and use taxes	-	650,000	652,752	2,752
Total revenues	<u>-</u>	<u>900,000</u>	<u>915,717</u>	<u>15,717</u>
EXPENDITURES				
<u>General</u>				
Tax sharing	-	60,000	55,072	4,928
<u>Debt Service</u>				
Costs of note issuance	-	125,100	125,100	-
Total expenditures	<u>-</u>	<u>185,100</u>	<u>180,172</u>	<u>4,928</u>
EXCESS OF REVENUES OVER EXPENDITURES	<u>-</u>	<u>714,900</u>	<u>735,545</u>	<u>20,645</u>
OTHER FINANCING SOURCES (USES)				
Note proceeds	-	12,500,000	12,500,000	-
Transfer to other funds	-	(12,374,900)	(12,374,900)	-
Total other financing sources (uses)	<u>-</u>	<u>125,100</u>	<u>125,100</u>	<u>-</u>
NET CHANGE IN FUND BALANCE	<u>-</u>	<u>840,000</u>	<u>860,645</u>	<u>20,645</u>
FUND BALANCE - BEGINNING OF YEAR	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
FUND BALANCE - END OF YEAR	<u>\$ -</u>	<u>\$ 840,000</u>	<u>\$ 860,645</u>	<u>\$ 20,645</u>

SOUTH BEEBE DRAW METROPOLITAN DISTRICT
SCHEDULE OF REVENUES, EXPENDITURES AND CHANGE IN FUND BALANCE (DEFICIT)
BUDGET AND ACTUAL
DEBT SERVICE - LOCHBUIE FUND
Year Ended December 31, 2018

	<u>Budget Amounts</u> <u>Original and Final</u>	<u>Actual</u> <u>Amounts</u>	<u>Variance with</u> <u>Final Budget</u> <u>Positive</u> <u>(Negative)</u>
REVENUES			
Interest	\$ -	\$ 147	\$ 147
Total revenues	<u>-</u>	<u>147</u>	<u>147</u>
EXPENDITURES			
<u>Debt Service</u>			
Paying agent fees	1,110	-	1,110
Total expenditures	<u>1,110</u>	<u>-</u>	<u>1,110</u>
NET CHANGE IN FUND BALANCE	(1,110)	147	1,257
FUND BALANCE (DEFICIT) - BEGINNING OF YEAR	<u>1,110</u>	<u>(499,089)</u>	<u>(500,199)</u>
FUND BALANCE (DEFICIT) - END OF YEAR	<u>\$ -</u>	<u>\$ (498,942)</u>	<u>\$ (498,942)</u>

**SOUTH BEEBE DRAW METROPOLITAN DISTRICT
STATEMENT OF REVENUES, EXPENDITURES AND CHANGE IN FUND BALANCE
BUDGET AND ACTUAL
STORM DRAINAGE CAPITAL PROJECTS FUND
Year Ended December 31, 2018**

	<u>Budget Amounts</u> <u>Original and Final</u>	<u>Actual</u> <u>Amounts</u>	<u>Variance with</u> <u>Final Budget</u> <u>Positive</u> <u>(Negative)</u>
REVENUES			
Storm drainage fees	\$ 750,000	\$ 635,183	\$ (114,817)
Interest	-	39,717	39,717
Total revenues	<u>750,000</u>	<u>674,900</u>	<u>(75,100)</u>
EXPENDITURES			
<u>General</u>			
Audit	5,000	-	5,000
District management and accounting	17,500	4,662	12,838
Legal	5,000	-	5,000
Miscellaneous	-	37,692	(37,692)
Support Services	150,000	111,958	38,042
<u>Capital Outlays</u>			
Capital projects	1,331,710	738,538	593,172
Total expenditures	<u>1,509,210</u>	<u>892,850</u>	<u>616,360</u>
EXCESS OF EXPENDITURES OVER REVENUES	<u>(759,210)</u>	<u>(217,950)</u>	<u>541,260</u>
OTHER FINANCING SOURCES			
Transfers from other funds	306,710	1,349,935	1,043,225
Total other financing sources	<u>306,710</u>	<u>1,349,935</u>	<u>1,043,225</u>
NET CHANGE IN FUND BALANCE	(452,500)	1,131,985	1,584,485
FUND BALANCE - BEGINNING OF YEAR	<u>452,500</u>	<u>888,240</u>	<u>435,740</u>
FUND BALANCE - END OF YEAR	<u>\$ -</u>	<u>\$ 2,020,225</u>	<u>\$ 2,020,225</u>

**SOUTH BEEBE DRAW METROPOLITAN DISTRICT
SCHEDULE OF REVENUES, EXPENDITURES AND CHANGE IN FUND BALANCE
BUDGET AND ACTUAL
CAPITAL PROJECTS FUND
Year Ended December 31, 2018**

	<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	\$ 7,654,020	\$ 7,654,020	\$ 146,023	(7,507,997)
Specific ownership taxes	600,000	600,000	169,564	(430,436)
Project cost reimbursements	-	1,950,000	1,950,000	-
Interest	-	-	4,534	4,534
Miscellaneous	10,000	-	-	-
Total revenues	<u>\$ 8,264,020</u>	<u>\$ 10,204,020</u>	<u>\$ 2,270,121</u>	<u>\$ (7,933,899)</u>
EXPENDITURES				
<u>General</u>				
Audit	5,000	5,000	-	5,000
County treasurer fees	114,810	114,810	2,190	112,620
District management and accounting	17,500	17,500	4,661	12,839
Engineering	5,000	5,000	-	5,000
Legal	5,000	5,000	-	5,000
Support services	50,000	75,000	24,394	50,606
Surveying and mapping	3,000	3,000	-	3,000
IGA - Water infrastructure projects - WAWDA	7,000,000	7,850,000	2,045,875	5,804,125
IGA - Water infrastructure projects - PRWDA	700,000	1,750,000	500,000	1,250,000
Well abandonment - FRICO	57,000	59,000	58,792	208
<u>Debt service</u>				
Developer advance - principal	-	844,061	844,061	-
Developer advance - interest	-	550,073	550,073	-
<u>Capital outlay</u>				
Capital projects	-	1,500,000	-	1,500,000
Total expenditures	<u>7,957,310</u>	<u>12,778,444</u>	<u>4,030,046</u>	<u>8,748,398</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES				
	<u>306,710</u>	<u>(2,574,424)</u>	<u>(1,759,925)</u>	<u>814,499</u>
OTHER FINANCING SOURCES (USES)				
Transfers (to) from other funds	<u>(306,710)</u>	<u>5,730,761</u>	<u>4,988,177</u>	<u>(742,584)</u>
Total other financing sources (uses)	<u>(306,710)</u>	<u>5,730,761</u>	<u>4,988,177</u>	<u>(742,584)</u>
NET CHANGE IN FUND BALANCE	-	3,156,337	3,228,252	71,915
FUND BALANCE - BEGINNING OF YEAR	-	-	-	-
FUND BALANCE - END OF YEAR	<u>\$ -</u>	<u>\$ 3,156,337</u>	<u>\$ 3,228,252</u>	<u>\$ 71,915</u>

OTHER INFORMATION

**SOUTH BEEBE DRAW METROPOLITAN DISTRICT
SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY
December 31, 2018**

**\$12,500,000
Refunding and Improvement
Revenue Note, Series 2018
Dated October 1, 2018
Interest Rate of 5.05%
Payable on April 1 and October 1
Principal due October 1**

	<u>Principal</u>	<u>Interest</u>	<u>Total Notes</u>
2019	\$ 1,429,576	\$ 611,962	\$ 2,041,538
2020	1,465,672	559,056	2,024,728
2021	1,502,681	485,040	1,987,721
2022	1,540,623	409,155	1,949,778
2023	1,579,524	331,353	1,910,877
2024	1,619,407	251,587	1,870,994
2025	1,660,297	169,807	1,830,104
2026	1,702,220	85,962	1,788,182
	<u>\$ 12,500,000</u>	<u>\$ 2,903,922</u>	<u>\$ 15,403,922</u>

**SOUTH BEEBE DRAW METROPOLITAN DISTRICT
SCHEDULE OF ASSESSED VALUATION,
MILL LEVY AND PROPERTY TAXES COLLECTED
December 31, 2018**

Year Ended December 31,	Prior Year Assessed Valuation for Current Year Property Tax Levy	Mills Levied	Total Property Taxes		Percentage Collected to Levied
			Levied	Collected	
2016	\$ 173,241,010	55.000	\$ 9,528,255	\$ 9,528,259	100.00%
2017	\$ 143,993,000	55.000	\$ 7,919,614	\$ 7,919,617	100.00%
2018	\$ 141,741,120	55.000	\$ 7,795,761	\$ 148,752 *	1.91%
Estimated for the year ending December 31, 2019	\$ 128,937,240	55.000	\$ 7,091,571		

NOTE:

Property taxes collected in any one year include collection of delinquent property taxes assessed in prior years, as well as reductions for property tax refunds or abatements. Information received from the county treasurer does not permit identification of specific year of assessment.

* Weld County withheld taxes in connection with the pending litigation (see Note 13).