

**BROMLEY PARK METROPOLITAN DISTRICT NO. 3**  
Adams County, Colorado

**FINANCIAL STATEMENTS**  
December 31, 2018

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## **Independent Auditor's Report**

Board of Directors  
Bromley Park Metropolitan District No. 3  
Adams County, Colorado

### **Report for the Financial Statements**

We have audited the accompanying financial statements of the governmental activities and each major fund of Bromley Park Metropolitan District No. 3 (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 Bromley Park Metropolitan District No. 3, as of December 31, 2018, and the respective changes in financial position and the respective budgetary comparison for the General Fund for the year then ended in accordance with accounting principles generally accepted in the United States of America.

## Other Matters

### *Required Supplementary Information*

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

### *Other Information*

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

The supplemental information is the responsibility of management and was derived from and relate directly to the underlying accounting and other records used to prepare the 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 23, 2019

## **BASIC FINANCIAL STATEMENTS**

**BROMLEY PARK METROPOLITAN DISTRICT NO. 3**  
**STATEMENT OF NET POSITION**  
**December 31, 2018**

|   | <b>Governmental<br/>Activities</b> |
|---|------------------------------------|
| <b>ASSETS</b>                                   |                                    |
| Cash and investments - unrestricted             | \$ 135,494                         |
| Cash and investments - restricted               | 3,660,858                          |
| Receivable from county treasurer                | 11,752                             |
| Prepays   | 5,584                              |
| Property taxes receivable                       | 1,600,092                          |
| Capital assets not being depreciated            | 2,764,395                          |
| Capital assets, net of accumulated depreciation | 1,753,129                          |
| Total assets                                    | 9,931,304                          |
| <b>DEFERRED OUTFLOWS OF RESOURCES</b>           |                                    |
| Deferred loss on refunding                      | 1,248,437                          |
| Total deferred outflows of resources            | 1,248,437                          |
| <b>LIABILITIES</b>                              |                                    |
| Accounts payable                                | 4,146                              |
| Accrued interest on bonds                       | 79,641                             |
| Noncurrent liabilities:                         |                                    |
| Due within one year                             | 315,000                            |
| Due in more than one year:                      |                                    |
| General obligation bonds                        | 24,380,000                         |
| Total liabilities                               | 24,778,787                         |
| <b>DEFERRED INFLOWS OF RESOURCES</b>            |                                    |
| Deferred property tax revenue                   | 1,600,092                          |
| Total deferred inflows of resources             | 1,600,092                          |
| <b>NET POSITION</b>                             |                                    |
| Net investment in capital assets                | (8,896,484)                        |
| Restricted for:                                 |                                    |
| Emergency reserves                              | 5,800                              |
| Unrestricted                                    | (6,308,454)                        |
| Total net position                              | \$ (15,199,138)                    |

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

**BROMLEY PARK METROPOLITAN DISTRICT NO. 3**  
**STATEMENT OF ACTIVITIES**  
**Year Ended December 31, 2018**

| <u>Functions/Programs</u>               | <u>Expenses</u>     | <u>Program Revenues</u>               |   |   | <u>Net (Expense)</u><br><u>Revenue and</u><br><u>Changes in Net</u><br><u>Position</u> |
|---|---------------------|---------------------------------------|---|---|--|
|   |                     | <u>Charges for</u><br><u>Services</u> | <u>Operating</u><br><u>Grants and</u><br><u>Contributions</u> | <u>Capital</u><br><u>Grants and</u><br><u>Contributions</u> | <u>Governmental</u><br><u>Activities</u>   |
| Primary government:                     |                     |                                       |   |   |  |
| Governmental activities:                |                     |                                       |   |   |  |
| General government                      | \$ 2,416,909        | \$ -                                  | \$ -  | \$ -  | \$ (2,416,909)   |
| Interest and expenses on long-term debt | 1,111,273           | -                                     | -   | -   | (1,111,273)  |
|   | <u>\$ 3,528,182</u> | <u>\$ -</u>                           | <u>\$ -</u>   | <u>\$ -</u>   | <u>(3,528,182)</u>   |
| General revenues:                       |                     |                                       |   |   |  |
| Property taxes                          |                     |                                       |   |   | 1,600,646  |
| Specific ownership taxes                |                     |                                       |   |   | 138,506  |
| Interest                                |                     |                                       |   |   | 84,043   |
| Miscellaneous                           |                     |                                       |   |   | 664  |
| Total general revenues                  |                     |                                       |   |   | <u>1,823,859</u>   |
| Change in net position                  |                     |                                       |   |   | (1,704,323)  |
| Net position - beginning of year        |                     |                                       |   |   | <u>(13,494,815)</u>  |
| Net position - end of year              |                     |                                       |   |   | <u>\$ (15,199,138)</u>   |

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

**BROMLEY PARK METROPOLITAN DISTRICT NO. 3**  
**BALANCE SHEET**  
**GOVERNMENTAL FUNDS**  
**December 31, 2018**

|  | General    | Debt<br>Service | Capital<br>Projects | Total<br>Governmental<br>Funds |
|--|------------|-----------------|---------------------|--------------------------------|
| <b>ASSETS</b>  |            |                 |                     |                                |
| Cash and investments - unrestricted  | \$ 135,494 | \$ -            | \$ -                | \$ 135,494                     |
| Cash and investments - restricted  | -          | 1,254,365       | 2,406,493           | 3,660,858                      |
| Receivable from county treasurer   | 1,259      | 10,493          | -                   | 11,752                         |
| Prepays  | 5,584      | -               | -                   | 5,584                          |
| Due from other funds   | 19,448     | -               | -                   | 19,448                         |
| Property taxes receivable  | 174,415    | 1,425,677       | -                   | 1,600,092                      |
| Total assets   | \$ 336,200 | \$ 2,690,535    | \$ 2,406,493        | \$ 5,433,228                   |
| <b>LIABILITIES, DEFERRED INFLOWS OF RESOURCES<br/>AND FUND BALANCES</b>  |            |                 |                     |                                |
| <b>LIABILITIES</b>   |            |                 |                     |                                |
| Accounts payable   | \$ 4,146   | \$ -            | \$ -                | \$ 4,146                       |
| Due to other funds   | -          | 19,448          | -                   | 19,448                         |
| Total liabilities  | 4,146      | 19,448          | -                   | 23,594                         |
| <b>DEFERRED INFLOWS OF RESOURCES</b>   |            |                 |                     |                                |
| Deferred property tax revenue  | 174,415    | 1,425,677       | -                   | 1,600,092                      |
| Total deferred inflows of resources  | 174,415    | 1,425,677       | -                   | 1,600,092                      |
| <b>FUND BALANCES</b>   |            |                 |                     |                                |
| Nonspendable:  |            |                 |                     |                                |
| Prepaid expenditures   | 5,584      | -               | -                   | 5,584                          |
| Spendable:   |            |                 |                     |                                |
| Restricted   |            |                 |                     |                                |
| Emergency reserves   | 5,800      | -               | -                   | 5,800                          |
| Debt service   | -          | 1,245,410       | -                   | 1,245,410                      |
| Capital projects   | -          | -               | 2,406,493           | 2,406,493                      |
| Assigned   |            |                 |                     |                                |
| Subsequent year's expenditures   | 54,051     | -               | -                   | 54,051                         |
| Unassigned   |            |                 |                     |                                |
| Total fund balances  | 157,639    | 1,245,410       | 2,406,493           | 3,809,542                      |
| <b>TOTAL LIABILITIES, DEFERRED INFLOWS OF<br/>RESOURCES AND FUND BALANCES</b>  |            |                 |                     |                                |
|  | \$ 336,200 | \$ 2,690,535    | \$ 2,406,493        |                                |
| 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.              |            |                 |                     | 4,517,524                      |
| Deferred outflows of resources are not available to pay for current period expenditures and, therefore, are not reported in the funds: |            |                 |                     |                                |
| Bond refunding loss, net   |            |                 |                     | 1,248,437                      |
| Long-term liabilities are not due and payable in the current period and, therefore, are not reported in the funds:                     |            |                 |                     |                                |
| Bonds payable  |            |                 |                     | (24,695,000)                   |
| Accrued interest on bonds payable  |            |                 |                     | (79,641)                       |
| Net position of governmental activities  |            |                 |                     | \$ (15,199,138)                |

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

**BROMLEY PARK METROPOLITAN DISTRICT NO. 3**  
**STATEMENT OF REVENUES, EXPENDITURES AND CHANGE IN FUND BALANCES**  
**GOVERNMENTAL FUNDS**  
**Year Ended December 31, 2018**

|   | <u>General</u>    | <u>Debt<br/>Service</u> | <u>Capital<br/>Projects</u> | <u>Total<br/>Governmental<br/>Funds</u> |
|---|-------------------|-------------------------|-----------------------------|---|
| <b>REVENUES</b>                             |                   |                         |                             |   |
| Property taxes                              | \$ 174,470        | \$ 1,426,176            | \$ -                        | \$ 1,600,646                            |
| Specific ownership taxes                    | 14,834            | 123,672                 | -                           | 138,506                                 |
| Interest                                    | 2,266             | 31,144                  | 50,633                      | 84,043                                  |
| Miscellaneous                               | 664               | -                       | -                           | 664                                     |
| Total revenues                              | <u>192,234</u>    | <u>1,580,992</u>        | <u>50,633</u>               | <u>1,823,859</u>                        |
| <b>EXPENDITURES</b>                         |                   |                         |                             |   |
| <u>General</u>                              |                   |                         |                             |   |
| Assessments                                 | 2,591             | -                       | -                           | 2,591                                   |
| Audit                                       | 10,830            | -                       | -                           | 10,830                                  |
| Consulting                                  | -                 | 167,500                 | -                           | 167,500                                 |
| County treasurer fees                       | 2,619             | 21,411                  | -                           | 24,030                                  |
| Directors' fees                             | 1,900             | -                       | -                           | 1,900                                   |
| District management and accounting          | 32,248            | -                       | -                           | 32,248                                  |
| Dues and subscriptions                      | 365               | -                       | -                           | 365                                     |
| Fees and licenses                           | 44                | -                       | -                           | 44                                      |
| IGA expenditures                            | -                 | -                       | 1,950,000                   | 1,950,000                               |
| Insurance and bonds                         | 5,591             | -                       | -                           | 5,591                                   |
| Legal                                       | 11,807            | -                       | -                           | 11,807                                  |
| Maintenance and repairs                     | 72,119            | -                       | -                           | 72,119                                  |
| Miscellaneous                               | 128               | -                       | 4,815                       | 4,943                                   |
| Payroll taxes                               | 145               | -                       | -                           | 145                                     |
| Support services                            | 4,153             | -                       | -                           | 4,153                                   |
| Utilities                                   | 8,959             | -                       | -                           | 8,959                                   |
| <u>Debt service</u>                         |                   |                         |                             |   |
| Bond principal                              | -                 | 305,000                 | -                           | 305,000                                 |
| Bond interest                               | -                 | 951,375                 | -                           | 951,375                                 |
| Paying agent fees                           | -                 | 2,443                   | -                           | 2,443                                   |
| Developer advance repayment - principal     | 50,000            | -                       | -                           | 50,000                                  |
| Developer advance repayment - interest      | 1,797             | -                       | -                           | 1,797                                   |
| Total expenditures                          | <u>205,296</u>    | <u>1,447,729</u>        | <u>1,954,815</u>            | <u>3,607,840</u>                        |
| <b>EXCESS OF EXPENDITURES OVER REVENUES</b> | <u>(13,062)</u>   | <u>133,263</u>          | <u>(1,904,182)</u>          | <u>(1,783,981)</u>                      |
| <b>OTHER FINANCING SOURCES</b>              |                   |                         |                             |   |
| Developer advances                          | 50,000            | -                       | -                           | 50,000                                  |
| Total other financing sources               | <u>50,000</u>     | <u>-</u>                | <u>-</u>                    | <u>50,000</u>                           |
| <b>NET CHANGE IN FUND BALANCE</b>           | 36,938            | 133,263                 | (1,904,182)                 | (1,733,981)                             |
| <b>FUND BALANCE - BEGINNING OF YEAR</b>     | <u>120,701</u>    | <u>1,112,147</u>        | <u>4,310,675</u>            | <u>5,543,523</u>                        |
| <b>FUND BALANCE - END OF YEAR</b>           | <u>\$ 157,639</u> | <u>\$ 1,245,410</u>     | <u>\$ 2,406,493</u>         | <u>\$ 3,809,542</u>                     |

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

**BROMLEY PARK METROPOLITAN DISTRICT NO. 3**  
**RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES AND**  
**CHANGE IN FUND BALANCE 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 \$ (1,733,981)

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. Also, governmental funds report the effect of premiums, discounts and similar items when debt is first issued as expenditures, whereas, these amounts are deferred and amortized in the statement of activities.

|                                   |           |         |
|-----------------------------------|-----------|---------|
| Developer advances                | (50,000)  |         |
| Bond principal payment            | 305,000   |         |
| Repayment of developer advances   | 50,000    |         |
| Amortization of cost of refunding | (140,517) | 164,483 |
|                                   |           |         |

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 - bonds payable | (15,141)  |           |
| Depreciation                                   | (119,684) | (134,825) |
|  |           |           |

Change in net position of governmental activities \$ (1,704,323)

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

**BROMLEY PARK METROPOLITAN DISTRICT NO. 3**  
**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<br/>Amounts</u> | <u>Variance with<br/>Final Budget<br/>Positive<br/>(Negative)</u> |
|---|-----------------------|------------------|---------------------------|---|
|   | <u>Original</u>       | <u>Final</u>     |                           |   |
| <b>REVENUES</b>                         |                       |                  |                           |   |
| Property taxes                          | \$ 174,502            | \$ 174,502       | \$ 174,470                | \$ (32)   |
| Specific ownership taxes                | 12,000                | 12,000           | 14,834                    | 2,834   |
| Interest                                | 200                   | 200              | 2,266                     | 2,066   |
| Miscellaneous                           | 200                   | 200              | 664                       | 464   |
| Total revenues                          | <u>186,902</u>        | <u>186,902</u>   | <u>192,234</u>            | <u>5,332</u>  |
| <b>EXPENDITURES</b>                     |                       |                  |                           |   |
| <u>General</u>                          |                       |                  |                           |   |
| Assessments                             | -                     | -                | 2,591                     | (2,591)   |
| Audit                                   | 10,000                | 15,000           | 10,830                    | 4,170   |
| Consulting                              | 7,500                 | 10,000           | -                         | 10,000  |
| County treasurer fees                   | 2,618                 | 2,618            | 2,619                     | (1)   |
| Directors' fees                         | 2,000                 | 2,500            | 1,900                     | 600   |
| District management and accounting      | 41,450                | 50,000           | 32,248                    | 17,752  |
| Dues and subscriptions                  | 1,000                 | 1,500            | 365                       | 1,135   |
| Election                                | 2,000                 | 2,000            | -                         | 2,000   |
| Engineering                             | 2,500                 | 10,000           | -                         | 10,000  |
| Fees and licenses                       | 1,500                 | 2,000            | 44                        | 1,956   |
| Insurance and bonds                     | 5,500                 | 5,500            | 5,591                     | (91)  |
| Legal                                   | 13,000                | 25,000           | 11,807                    | 13,193  |
| Maintenance                             | 30,000                | 75,000           | 72,119                    | 2,881   |
| Miscellaneous                           | 2,500                 | 5,000            | 128                       | 4,872   |
| Payroll taxes                           | 150                   | -                | 145                       | (145)   |
| Support services                        | 5,000                 | 12,000           | 4,153                     | 7,847   |
| Utilities                               | 15,000                | 15,000           | 8,959                     | 6,041   |
| Contingency                             | 9,400                 | 9,400            | -                         | 9,400   |
| <u>Debt Service</u>                     |                       |                  |                           |   |
| Developer advance repayment - principal | -                     | 50,000           | 50,000                    | -   |
| Developer advance repayment - interest  | -                     | 1,797            | 1,797                     | -   |
| Total expenditures                      | <u>151,118</u>        | <u>294,315</u>   | <u>205,296</u>            | <u>89,019</u>   |
| <b>EXCESS OF REVENUES OVER (UNDER)</b>  |                       |                  |                           |   |
| <b>EXPENDITURES</b>                     | <u>35,784</u>         | <u>(107,413)</u> | <u>(13,062)</u>           | <u>94,351</u>   |
| <b>OTHER FINANCING SOURCES</b>          |                       |                  |                           |   |
| Developer advance                       | <u>50,000</u>         | <u>50,000</u>    | <u>50,000</u>             | <u>-</u>  |
| Total other financing sources           | <u>50,000</u>         | <u>50,000</u>    | <u>50,000</u>             | <u>-</u>  |
| <b>NET CHANGE IN FUND BALANCE</b>       | 85,784                | (57,413)         | 36,938                    | 94,351  |
| <b>FUND BALANCE - BEGINNING OF YEAR</b> | <u>2,990</u>          | <u>120,703</u>   | <u>120,701</u>            | <u>(2)</u>  |
| <b>FUND BALANCE - END OF YEAR</b>       | <u>\$ 88,774</u>      | <u>\$ 63,290</u> | <u>\$ 157,639</u>         | <u>\$ 94,349</u>  |

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

**BROMLEY PARK METROPOLITAN DISTRICT NO. 3**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2018**

**NOTE 1 - DEFINITION OF REPORTING ENTITY**

Bromley Park Metropolitan District No. 3 (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's service area is located in Adams County, Colorado, entirely within the City of Brighton (City). The District is one of six contiguous districts: South Beebe Draw Metropolitan District, Bromley Park Metropolitan District Nos. 2, 3, 5 and 6 and Brighton Crossing Metropolitan District No. 4 (the Districts, or SBD, BPMD Nos. 2, 3, 5, 6 and BC, respectively). As of December 31, 2018, all the Districts, with the exception of BPMD No. 2 and BC, have substantially the same membership of their respective Boards of Directors. SBD, BPMD No. 2, the District, and BC are participants in the Annexation Agreement, as amended, between the 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 within 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, SBD, BPMD No. 2, the District and BC, SBD 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, the District 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. The property within the boundaries of BPMD Nos. 5 and 6 and Adams East is within the boundaries of the property described in the Annexation Agreement, as amended.

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 to areas within and without the boundaries of the District.

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

SBD, BPMD No. 2, the District, and BC entered into an Inter-district Regional Facilities Intergovernmental Agreement (Inter-district IGA, as amended) on March 21, 2000 to expand the responsibilities of SBD to include coordination of construction, operation and maintenance of regional facilities with ownership retained by SBD and to provide for the funding of such regional facilities and infrastructure. On July 21, 2004 the Inter-district IGA was amended by the First Amendment to Inter-district Regional Facilities Intergovernmental Agreement between SBD, BPMD No. 2, the District and BC, which consented to the reimbursement of certain infrastructure improvement expenses incurred by BPMD No. 2 and BC. The Inter-district IGA was further amended on October 18, 2005 through the Agreement and Second Amendment to Inter-district Regional Facilities Intergovernmental Agreement for the purpose of addressing

**BROMLEY PARK METROPOLITAN DISTRICT NO. 3**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2018**

**NOTE 1 - DEFINITION OF REPORTING ENTITY (CONTINUED)**

only those certain provisions concerning the sewer line connection fee to include BPMD Nos. 5 and 6 and Silver Peaks Metropolitan District Nos. 1-5 (SPMD Nos. 1-5) as they, along with BPMD No. 2, the District and BC, benefit from the improvement and extension of sewer lines to the Town of Lochbuie (Town) wastewater treatment plant (see Note 9). BPMD Nos. 5 and 6 and SPMD Nos. 1-5 were not made a party to all terms of the Inter-district IGA, as amended. Funding for the regional facilities and maintenance are from certain fees collected by BPMD Nos. 2, 3, 5 and 6, BC and SPMD Nos. 1-5 and transferred to SBD (see Note 9).

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 (including SBD, BPMD Nos. 2, 5, 6, BC and Adams East), 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 assets plus deferred outflows of resources and liabilities plus deferred inflows of resources is reported as net position.

**BROMLEY PARK METROPOLITAN DISTRICT NO. 3**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2018**

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

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

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

**Measurement Focus, Basis of Accounting and Financial Statement Presentation**

The government-wide financial statements are reported using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Grants and similar items are recognized as revenues as soon as all eligibility requirements imposed by the provider have been met. Depreciation is computed and recorded as an operating expense. Expenditures for 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 and specific ownership taxes. 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 Debt Service Fund accounts for the resources accumulated and payments made for principal, interest and related expenses on long-term general obligation debt of the governmental funds.

**BROMLEY PARK METROPOLITAN DISTRICT NO. 3**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2018**

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

The Capital Projects Fund is used to account for the financial resources to be used for the acquisition and construction of infrastructure in conjunction with the bond financing terms.

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.

For the year ended December 31, 2018, supplementary appropriations approved by the District's Board of Directors modified the appropriation from \$151,118 to \$294,315 in the General Fund.

**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.

**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.

**BROMLEY PARK METROPOLITAN DISTRICT NO. 3**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2018**

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Capital Assets**

Capital assets, which include equipment and infrastructure assets (e.g. wells, storm drainage and similar items), are reported as a governmental activity in the government-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, with the exception of certain landscaping improvements (e.g. trees, sod, and similar items), are capitalized and depreciated over the remaining useful lives of the related fixed assets, as applicable. Depreciation expense has been computed using the straight-line method over the estimated economic useful lives:

|                               |             |
|-------------------------------|-------------|
| Storm drainage                | 40 years    |
| Landscaping improvements      | 20-50 years |
| Park and recreation equipment | 15-20 years |

**Bond Issuance Costs and Deferred Cost on Refunding**

In the fund financial statements, governmental fund types recognize bond premiums and discounts, as well as bond issuance costs, during the current period. The face amount of debt issued is reported as other financing sources. Premiums received on debt issuances are reported as other financing sources while discounts on debt issuances are reported as other financing uses. Issuance costs, whether or not withheld from the actual debt proceeds received, are reported as debt service expenditures.

In the government-wide financial statements, deferred costs on refunding are being amortized over the term of bonds using the straight-line method. At December 31, 2018, the accumulated amortization of the deferred costs on refunding was \$145,026.

**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.

**BROMLEY PARK METROPOLITAN DISTRICT NO. 3**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2018**

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Fund Balances – Governmental Funds**

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

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

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

Committed fund balance – amounts constrained to specific purposes by the District itself, using its highest level of decision-making authority (i.e. Board of Directors). To be reported as committed, amounts cannot be used for any other purpose unless the District takes the same highest level 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 can impose certain system development and infrastructure fees on property within the District. The fees are required to be paid prior to the issuance of a building permit by the City. The District records the revenue when the fees are paid and received (see Note 9).

**BROMLEY PARK METROPOLITAN DISTRICT NO. 3**  
**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 statement of net position as follows:

|                                     |                     |
|-------------------------------------|---------------------|
| Cash and investments - unrestricted | \$ 135,494          |
| Cash and investments - restricted   | <u>3,660,858</u>    |
| Total cash and investments          | <u>\$ 3,796,352</u> |

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

|                                      |                     |
|--------------------------------------|---------------------|
| Deposits with financial institutions | \$ 120,641          |
| Investments                          | <u>3,675,711</u>    |
| Total cash and investments           | <u>\$ 3,796,352</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 \$135,422 and a carrying balance of \$120,641.

**Investments**

**Credit Risk**

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

**BROMLEY PARK METROPOLITAN DISTRICT NO. 3**  
**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 and the World Bank
- General obligation and revenue bonds of U.S. local government entities
- Bankers' acceptances of certain banks
- Commercial paper
- Certain reverse repurchase agreements
- Certain securities lending agreements
- Certain corporate bonds
- Written repurchase agreements collateralized by certain authorized securities
- Certain money market funds
- Guaranteed investment contracts
- \* Local government investment pools

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.

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:

| <b>Investment</b>                            | <b>Maturity</b>                | <b>Carrying Amount</b> |
|--|--------------------------------|------------------------|
| Colorado Local Government Liquid Asset Trust | Weighted average under 60 days | \$ 3,675,711           |
|  |                                | <u>\$ 3,675,711</u>    |

**COLOTRUST**

During 2018, the District invested in Colorado Local Government Liquid Asset Trust (Colostrust), 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 Colostrust. Colostrust operates similarly to a money market fund and each share is equal in value to \$1.00. Colostrust offers shares in two portfolios, COLOTRUST PRIME and

**BROMLEY PARK METROPOLITAN DISTRICT NO. 3**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2018**

**NOTE 3 - CASH AND INVESTMENTS (CONTINUED)**

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 \$3,675,711 invested in COLOTRUST PLUS+ in the name of the District. COLOTRUST is rated AAAM by S&P Global Ratings.

**Investment Valuation**

Certain investments that 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; and Level 3 inputs are significant unobservable inputs.

However, the District's investments are not measured at fair value and are therefore not categorized within the fair value hierarchy. These investments include 2a7-like external investment pools. The District is permitted in certain circumstances to establish the fair value of an investment that does not have a readily determinable fair value by using the net asset value (NAV) per share (or its equivalent) of the investment.

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.

**BROMLEY PARK METROPOLITAN DISTRICT NO. 3**  
**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>                  | <u>Balance at<br/>December 31,<br/>2017</u> | <u>Increases</u>    | <u>Decreases</u> | <u>Balance at<br/>December 31,<br/>2018</u> |
|---|---|---------------------|------------------|---|
| Capital assets, not being depreciated           |   |                     |                  |   |
| Water rights                                    | \$ 285,000                                  | \$ -                | \$ -             | \$ 285,000                                  |
| Landscaping and street improvements             | 2,479,395                                   | -                   | -                | 2,479,395                                   |
| Total capital assets,<br>not being depreciated  | 2,764,395                                   | -                   | -                | 2,764,395                                   |
| Capital assets, being depreciated               |   |                     |                  |   |
| Storm drainage                                  | 2,688,154                                   | -                   | -                | 2,688,154                                   |
| Landscaping improvements                        | 1,051,003                                   | -                   | -                | 1,051,003                                   |
| Park and recreation equipment                   | 99,821                                      | -                   | -                | 99,821                                      |
| Total capital assets, being depreciated         | 3,838,978                                   | -                   | -                | 3,838,978                                   |
| Less accumulated depreciation for:              |   |                     |                  |   |
| Storm drainage                                  | (1,092,345)                                 | (67,204)            | -                | (1,159,549)                                 |
| Landscaping improvements                        | (775,886)                                   | (50,593)            | -                | (826,479)                                   |
| Park and recreation equipment                   | (97,934)                                    | (1,887)             | -                | (99,821)                                    |
| Total accumulated depreciation                  | (1,966,165)                                 | (119,684)           | -                | (2,085,849)                                 |
| Total capital assets, being<br>depreciated, net | 1,872,813                                   | (119,684)           | -                | 1,753,129                                   |
| Governmental activities<br>capital assets, net  | <u>\$ 4,637,208</u>                         | <u>\$ (119,684)</u> | <u>\$ -</u>      | <u>\$ 4,517,524</u>                         |

The District has previously conveyed water, sewer and street infrastructure to the City for maintenance and ownership. The District will own and maintain certain park and landscaping assets, as well as its local storm drainage infrastructure. Depreciation expense is charged to the general government function/program in the Statement of Activities.

**BROMLEY PARK METROPOLITAN DISTRICT NO. 3**  
**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<br>December 31,<br>2017 | Additions        | Retirements/<br>Adjustments | Balance at<br>December 31,<br>2018 | Due Within<br>One Year |
|--|------------------------------------|------------------|-----------------------------|------------------------------------|------------------------|
| General Obligation Bonds, Series 2017  | \$ 25,000,000                      | \$ -             | \$ (305,000)                | \$ 24,695,000                      | \$ 315,000             |
| Developer advances                     | -                                  | 50,000           | (50,000)                    | -                                  | -                      |
| Accrued interest on developer advances | -                                  | 1,797            | (1,797)                     | -                                  | -                      |
|  | <u>\$ 25,000,000</u>               | <u>\$ 51,797</u> | <u>\$ (356,797)</u>         | <u>\$ 24,695,000</u>               | <u>\$ 315,000</u>      |

The detail of the District's long-term obligations is as follows:

**General Obligation Limited Tax (Convertible to Unlimited Tax) Refunding and Improvement Bonds, Series 2017**

On December 7, 2017, the District issued General Obligation Limited Tax (Convertible to Unlimited Tax) Refunding and Improvement Bonds, Series 2017 (Series 2017 Bonds) in the principal amount of \$25,000,000. The Series 2017 bonds were issued for the purpose of (i) refund valid and outstanding bonded indebtedness of the District; (ii) finance the costs of acquisition, construction, installation and equipping of certain public improvements and facilities within and for the benefit of the District and (iii) pay costs in connection with the issuance of the Series 2017 Bonds.

The Series 2017 Bonds are secured by and payable solely from pledged revenue, which includes property taxes derived from the required mill levy, net of any costs of collection, specific ownership taxes, net of any costs of collection and any other legally available monies of the District credited to the Bond Fund. The Series 2017 Bonds are also secured by amounts held by the trustee in the reserve fund. The required reserve fund amount is \$1,250,000. As of December 31, 2018, the balance of the reserve fund was \$1,254,365.

The Series 2017 Bonds bear interest, payable semi-annually on June 1 and December 1, of 3.87%. The payment of principal on the Series 2017 Bonds begins on December 1, 2018 and matures on December 1, 2027. The Series 2017 Bonds are subject to mandatory sinking fund redemption prior to the maturity date, in part, upon payment of par and accrued interest, without redemption premium, in such manner as determined by the trustee.

**BROMLEY PARK METROPOLITAN DISTRICT NO. 3**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2018**

**NOTE 5 - LONG-TERM OBLIGATIONS (CONTINUED)**

The District's Series 2017 Bonds matures as follows

|           | <u>Principal</u>     | <u>Interest</u>     | <u>Total</u>         |
|-----------|----------------------|---------------------|----------------------|
| 2019      | \$ 315,000           | \$ 955,696          | \$ 1,270,696         |
| 2020      | 355,000              | 943,506             | 1,298,506            |
| 2021      | 370,000              | 929,768             | 1,299,768            |
| 2022      | 410,000              | 915,448             | 1,325,448            |
| 2023      | 425,000              | 899,582             | 1,324,582            |
| 2024-2027 | 22,820,000           | 3,420,500           | 26,240,500           |
|           | <u>\$ 24,695,000</u> | <u>\$ 8,064,500</u> | <u>\$ 32,759,500</u> |

**Advance and Reimbursement Agreement - The Bromley Companies**

The District entered into an advance and reimbursement agreement with The Bromley Companies on January 1, 2018. The agreement stipulates that the District shall reimburse The Bromley Companies for any advances made to the District, together with interest at the rate of 7.5% 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.

During 2018, the District received and acknowledged a total of \$50,000 in advances from The Bromley Companies. In July 2018, pursuant to District Board of Director approval, the advances of \$50,000 plus accrued interest of \$1,797 were reimbursed to The Bromley Companies.

**Authorized Debt**

On November 8, 1994 and November 4, 1997, a majority of the eligible electors of the District authorized the issuance of indebtedness in an amount not to exceed \$86,540,956 at an interest rate not to exceed 15% per annum.

**BROMLEY PARK METROPOLITAN DISTRICT NO. 3**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2018**

**NOTE 5 - LONG-TERM OBLIGATIONS (CONTINUED)**

At December 31, 2018, the District had authorized but unissued indebtedness from these elections in the following amounts allocated for the following purposes:

|                              | <b>Total<br/>Authorized</b> | <b>Remaining at<br/>December 31,<br/>2018</b> |
|------------------------------|-----------------------------|---|
| Streets                      | \$ 14,609,392               | \$ 3,311,691                                  |
| Parks and recreation         | 5,146,129                   | 880,054                                       |
| Water supply improvements    | 6,933,379                   | 2,157,947                                     |
| Sewer and drainage           | 6,664,556                   | 2,524,213                                     |
| Safety protection            | 625,000                     | 625,000                                       |
| Mosquito control             | 312,500                     | 312,500                                       |
| Transportation               | 1,250,000                   | 1,250,000                                     |
| Operations and maintenance   | 1,000,000                   | 1,000,000                                     |
| Debt refunding               | 12,000,000                  | 311,383                                       |
| Shared districts' facilities | 38,000,000                  | 38,000,000                                    |
|                              | <u>\$ 86,540,956</u>        | <u>\$ 50,372,788</u>                          |

**NOTE 6 – FUND EQUITY**

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

**Nonspendable Fund Balance**

The non-spendable fund balance in the General Fund in the amount of \$5,584 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 \$5,800 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 (See Note 12).

The restricted fund balance in the Debt Service Fund in the amount of \$1,245,410 is to be used exclusively for debt service requirements (see Note 5).

The restricted fund balance in the Capital Projects Fund in the amount of \$2,406,493 is to be used exclusively for acquisition and construction of infrastructure and public improvements.

**BROMLEY PARK METROPOLITAN DISTRICT NO. 3**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2018**

**NOTE 6 – FUND EQUITY (CONTINUED)**

**Assigned Fund Balance**

The assigned fund balance of \$54,051 in the General Fund represents the amount appropriated for use in the budget for the year ending December 31, 2019.

**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 that will be owned by the District, 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. As of December 31, 2018, the District had a deficit net investment in capital assets in the amount of \$8,896,484.

Restricted net position includes amounts that are restricted for use either externally by creditors, grantors, contributors, or laws and regulations of other governments, or as imposed by law through constitutional provisions or enabling legislation. The District's restricted net position at December 31, 2018 consists of \$5,800 for emergency reserves.

As of December 31, 2018, the District had a deficit unrestricted net position of \$6,308,454. This deficit amount is the result of the District being responsible for the repayment of bonds issued for public improvements which were conveyed to other governmental entities.

**NOTE 8 - RELATED PARTIES**

The members of the Board of Directors of the District, SBD, BPMD No. 5 and BPMD No. 6 are employees of, owners of, or otherwise associated with BPK, and/or the Bromley Companies, and/or Bromley Park Industrial Land Company, LLC, and/or RAL Holdings, LLC, (referred to herein as the Affiliates) and may have conflicts of interest in dealing with the District. BPK is the current owner of part of the property previously owned in the District by Bromley Park Associates, Ltd. Specific details of transactions with the Affiliates regarding organization, advances, and debt are described elsewhere in these notes.

**BROMLEY PARK METROPOLITAN DISTRICT NO. 3**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2018**

**NOTE 9 - INTERGOVERNMENTAL AGREEMENTS**

The agreements listed 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, SBD, BPMD No. 2, the District and BC, (2) Agreement 2, among BPK, the City, Adams County, SBD, BPMD No. 2, BPMD No. 3 and BC, and (3) the Inter-district IGA, as amended, among SBD, BPMD No. 2, the District, and BC (see Note 1), the parties have the following mutual responsibilities:

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.

Danube Street (or of such other designation as it may be re-named at the option of the City) is 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 SBD. In consideration of BPK (assigned the role of annexor in the Annexation Agreement) 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 BPK Property (also referred to as the Bromley Park Property). Pursuant to the fourth amendment to the Annexation Agreement, approved by the City on October 21, 1997 and entered into on November 4, 1997, the City has fulfilled its obligation to provide wastewater treatment facilities for the property draining into the Beebe Draw Basin by entering into the Beebe Draw Wastewater Agreement between the Town, SBD, BPMD No. 2, the District and BC dated November 4, 1997. The Town is the Wastewater Management Agency for the Beebe Draw

**BROMLEY PARK METROPOLITAN DISTRICT NO. 3**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2018**

**NOTE 9 - INTERGOVERNMENTAL AGREEMENTS (CONTINUED)**

Service Area. The Beebe Draw Wastewater Services Agreement was amended on August 14, 2009 (see below). Pursuant to the terms of the Interdistrict IGA, as amended, the District was designated as the entity to coordinate the financing, planning, construction, ownership and maintenance of certain infrastructure including sewer for the Districts (see Note 1).

The City remains obligated to provide transmission and treatment service to the BPK Property draining into the South Platte Basin. SBD 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 regardless of drainage basin.

**Storm Drainage** – Pursuant to the second amendment to Annexation Agreement approved on November 11, 1994 and in consideration of BPK’s payment of storm drainage fees, the City agreed to provide all offsite storm drainage improvements for the BPK Property. The third amendment to the Annexation Agreement entered into on May 28, 1996, provided for the ability of SBD, BPMD No. 2, the District and BC to undertake offsite storm drainage activities for property in the Beebe Draw Basin which would include being solely responsible for all offsite drainage for the Bromley Park Property within their boundaries (which is within the Beebe Draw Basin). In such event, (1) SBD, BPMD No. 2, the District and BC would pay for offsite improvements, (2) the City would forego collecting drainage fees and reimbursement, and (3) the drainage fees, as may be appropriate, would be collected by SBD, BPMD No. 2, the District and BC. As part of this undertaking, SBD, BPMD No. 2, the District and BC entered into the Interdistrict IGA, as amended, for the purpose of designating SBD to coordinate the financing, planning, construction, ownership and maintenance of certain infrastructure including storm drainage (see Note 1). The Districts and/or BPK are to construct all onsite storm drainage improvements.

**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 SBD. The Sales and Use Tax IGA and the Inter-district IGA, as amended, allow for the sharing of this revenue among SBD, BPMD No. 2, the District and BC. Pursuant to the Sales and Use Tax IGA, the use of funds is determined by the Board of Directors of SBD (See Note 1). In accordance with this provision, the Board of Directors of SBD opted to retain the taxes generated by the District.

**BROMLEY PARK METROPOLITAN DISTRICT NO. 3**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2018**

**NOTE 9 - INTERGOVERNMENTAL AGREEMENTS (CONTINUED)**

**Beebe Draw Wastewater Service Agreement**

On November 4, 1997, SBD, BPMD No. 2, the District, 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 SBD. 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 SBD (which is not anticipated) and provided for rates and charges to be imposed and collected. SBD 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 SBD 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. SBD's sewer line connection fee at December 31, 2018 was \$1,301.60.

**System Development, Infrastructure Fees and Infrastructure Support Fees**

The District can impose certain system development and infrastructure fees on property within the District. As of December 31, 2018, the fees that the District can impose per single-family equivalent are as follows:

System development fee - \$2,200 per unit

Infrastructure fee - \$1,084 or \$1,916 per unit depending upon type of unit

In addition, the District imposes system development fees for commercial, office and industrial property at \$0.83, \$0.67 and \$0.33 per square foot of gross building area, respectively.

**BROMLEY PARK METROPOLITAN DISTRICT NO. 3**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2018**

**NOTE 9 - INTERGOVERNMENTAL AGREEMENTS (CONTINUED)**

On February 10, 2011, the District's Board of Directors adopted a resolution authorizing the imposition of an infrastructure support fee. The fee is due and payable each year on the first day of August until a certificate of occupancy is issued for the lot. The fee shall be imposed but waived on a dollar-for-dollar basis to the extent that the owner of such undeveloped lot provides any developer advances to the District from August 2 of the year immediately preceding the imposition of the infrastructure support fee to August 1 of the year the infrastructure support fee is imposed. At December 31, 2018, the fee was \$975 per undeveloped lot and \$7,800 per acre for undeveloped lots designated for multi-family or non-residential use within the District.

**NOTE 10 - 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.

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.

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 11 – INTERFUND BALANCES**

At December 31, 2018, the Debt Service Fund had a balance due to the General Fund of \$19,448 as a result of costs paid on behalf of the Debt Service Fund by the General Fund. It is anticipated that this balance will be repaid with 2019 revenues.

**BROMLEY PARK METROPOLITAN DISTRICT NO. 3**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2018**

**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.

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.

On November 8, 1994, a majority of the District's electors authorized the District to collect and spend or retain in reserve (1) taxes of \$500,000 annually up to 40.0 mills for District operations and maintenance, (2) taxes of \$28,222,100 annually without limitation of rate to pay the District's general obligation bonds or other obligations, (3) taxes of \$43,700,000 annually without limitation of rate to pay the District's obligations under an agreement with SBD, BPMD No. 2 and BC for joint financing of public improvements and (4) other revenue up to \$6,712,500 annually, all without regard to any spending, revenue-raising or other limitation imposed by TABOR.

## **SUPPLEMENTAL INFORMATION**

**BROMLEY PARK METROPOLITAN DISTRICT NO. 3**  
**SCHEDULE OF REVENUES, EXPENDITURES AND CHANGE IN FUND BALANCE**  
**BUDGET AND ACTUAL**  
**DEBT SERVICE FUND**  
**Year Ended December 31, 2018**

|   | <u>Budget Amounts</u><br><u>Original and Final</u> | <u>Actual</u><br><u>Amounts</u> | <u>Variance with</u><br><u>Final Budget</u><br><u>Positive</u><br><u>(Negative)</u> |
|---|--|---------------------------------|---|
| <b>REVENUES</b>                         |  |                                 |   |
| Property taxes                          | \$ 1,426,387                                       | \$ 1,426,176                    | \$ (211)  |
| Specific ownership taxes                | 100,000  | 123,672                         | 23,672  |
| Interest                                | 7,500  | 31,144                          | 23,644  |
| Total revenues                          | <u>1,533,887</u>                                   | <u>1,580,992</u>                | <u>47,105</u>   |
| <b>EXPENDITURES</b>                     |  |                                 |   |
| <u>General</u>                          |  |                                 |   |
| Consulting                              | -  | 167,500                         | (167,500)   |
| County treasurer fees                   | 21,396   | 21,411                          | (15)  |
| <u>Debt service</u>                     |  |                                 |   |
| Bond principal                          | 305,000  | 305,000                         | -   |
| Bond interest                           | 955,000  | 951,375                         | 3,625   |
| Repayment of developer advances         | 1,245,600  | -                               | 1,245,600   |
| Paying agent fees                       | 3,000  | 2,443                           | 557   |
| Total expenditures                      | <u>2,529,996</u>                                   | <u>1,447,729</u>                | <u>1,082,267</u>  |
| <b>NET CHANGE IN FUND BALANCE</b>       | (996,109)  | 133,263                         | 1,129,372   |
| <b>FUND BALANCE - BEGINNING OF YEAR</b> | <u>2,505,399</u>                                   | <u>1,112,147</u>                | <u>(1,393,252)</u>  |
| <b>FUND BALANCE - END OF YEAR</b>       | <u>\$ 1,509,290</u>                                | <u>\$ 1,245,410</u>             | <u>\$ (263,880)</u>   |

**BROMLEY PARK METROPOLITAN DISTRICT NO. 3**  
**SCHEDULE OF REVENUES, EXPENDITURES AND CHANGE IN FUND BALANCE**  
**BUDGET AND ACTUAL**  
**CAPITAL PROJECTS FUND**  
**Year Ended December 31, 2018**

|   | <u>Budget Amounts</u><br><u>Original and Final</u> | <u>Actual</u><br><u>Amounts</u> | <u>Variance with</u><br><u>Final Budget</u><br><u>Positive</u><br><u>(Negative)</u> |
|---|--|---------------------------------|---|
| <b>REVENUES</b>                         |  |                                 |   |
| Interest                                | \$ 10,000  | \$ 50,633                       | \$ 40,633   |
| Total revenues                          | <u>10,000</u>                                      | <u>50,633</u>                   | <u>40,633</u>   |
| <b>EXPENDITURES</b>                     |  |                                 |   |
| <u>General</u>                          |  |                                 |   |
| IGA expenditures                        | 1,910,400  | 1,950,000                       | (39,600)  |
| Paying agent fees                       | -  | 4,815                           | (4,815)   |
| <u>Capital outlay</u>                   |  |                                 |   |
| Capital projects                        | 2,571,498  | -                               | 2,571,498   |
| Total expenditures                      | <u>4,481,898</u>                                   | <u>1,954,815</u>                | <u>2,527,083</u>  |
| <b>NET CHANGE IN FUND BALANCE</b>       | (4,471,898)  | (1,904,182)                     | 2,567,716   |
| <b>FUND BALANCE - BEGINNING OF YEAR</b> | <u>4,471,898</u>                                   | <u>4,310,675</u>                | <u>(161,223)</u>  |
| <b>FUND BALANCE - END OF YEAR</b>       | <u>\$ -</u>  | <u>\$ 2,406,493</u>             | <u>\$ 2,406,493</u>   |

## **OTHER INFORMATION**

**BROMLEY PARK METROPOLITAN DISTRICT NO. 3  
SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY  
December 31, 2018**

**\$25,000,000 Series 2017  
General Obligation Limited Tax (Convertible to Unlimited Tax)  
Refunding and Improvement Bonds  
Interest Rate of 3.87  
Payable on June 1 and December 1  
Principal Due on December 1**

|      | <u>Principal</u>     | <u>Interest</u>     | <u>Debt Service</u>  |
|------|----------------------|---------------------|----------------------|
| 2019 | \$ 315,000           | \$ 955,696          | \$ 1,270,696         |
| 2020 | 355,000              | 943,506             | 1,298,506            |
| 2021 | 370,000              | 929,768             | 1,299,768            |
| 2022 | 410,000              | 915,448             | 1,325,448            |
| 2023 | 425,000              | 899,582             | 1,324,582            |
| 2024 | 465,000              | 883,134             | 1,348,134            |
| 2025 | 485,000              | 865,138             | 1,350,138            |
| 2026 | 530,000              | 846,370             | 1,376,370            |
| 2027 | 21,340,000           | 825,858             | 22,165,858           |
|      | <u>\$ 24,695,000</u> | <u>\$ 8,064,500</u> | <u>\$ 32,759,500</u> |

**BROMLEY PARK METROPOLITAN DISTRICT NO. 3**  
**SCHEDULE OF ASSESSED VALUATION,**  
**MILL LEVY AND PROPERTY TAXES COLLECTED**  
**December 31, 2018**

| <u>Year Ended<br/>December 31,</u>                       | <u>Prior<br/>Year Assessed<br/>Valuation<br/>for Current<br/>Year Property<br/>Tax Levy</u> | <u>Mills Levied</u> | <u>Total Property Taxes</u> |                  | <u>Percentage<br/>Collected<br/>to Levied</u> |
|--|---|---------------------|-----------------------------|------------------|---|
|  |   |                     | <u>Levied</u>               | <u>Collected</u> |   |
| 2003   | \$ 9,870,080  | 38.000              | \$ 375,063                  | \$ 374,780       | 99.92%  |
| 2004   | \$ 13,418,360   | 43.680              | \$ 586,114                  | \$ 586,391       | 100.05%                                       |
| 2005   | \$ 14,956,240   | 44.180              | \$ 660,767                  | \$ 660,679       | 99.99%  |
| 2006   | \$ 16,978,410   | 46.368              | \$ 787,255                  | \$ 786,901       | 99.95%  |
| 2007   | \$ 19,486,600   | 46.368              | \$ 903,555                  | \$ 900,003       | 99.61%  |
| 2008   | \$ 19,673,690   | 46.368              | \$ 912,230                  | \$ 911,117       | 99.88%  |
| 2009   | \$ 20,278,230   | 46.368              | \$ 940,261                  | \$ 930,131       | 98.92%  |
| 2010   | \$ 18,803,580   | 55.000              | \$ 1,034,197                | \$ 1,024,206     | 99.03%  |
| 2011   | \$ 18,842,060   | 54.932              | \$ 1,035,032                | \$ 1,023,787     | 98.91%  |
| 2012   | \$ 17,709,350   | 54.932              | \$ 972,810                  | \$ 990,457       | 101.81%                                       |
| 2013   | \$ 17,701,230   | 54.932              | \$ 972,364                  | \$ 963,093       | 99.05%  |
| 2014   | \$ 16,982,300   | 54.932              | \$ 932,872                  | \$ 923,603       | 99.01%  |
| 2015   | \$ 17,022,750   | 54.932              | \$ 935,093                  | \$ 955,906       | 102.23%                                       |
| 2016   | \$ 21,070,780   | 54.932              | \$ 1,157,460                | \$ 1,157,200     | 99.98%  |
| 2017   | \$ 21,096,830   | 54.932              | \$ 1,158,891                | \$ 1,158,849     | 100.00%                                       |
| 2018   | \$ 26,407,730   | 60.622              | \$ 1,600,889                | \$ 1,600,646     | 99.98%  |
| Estimated for<br>the year ending<br>December 31,<br>2019 | \$ 26,394,580   | 60.622              | \$ 1,600,092                |                  |   |

**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.