

**DENVER GATEWAY CENTER METROPOLITAN DISTRICT**  
**Denver County, Colorado**

**FINANCIAL STATEMENTS AND**  
**SUPPLEMENTARY INFORMATION**

**YEAR ENDED DECEMBER 31, 2018**

**DENVER GATEWAY CENTER METROPOLITAN DISTRICT  
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## INDEPENDENT AUDITOR'S REPORT

To the Board of Directors  
Denver Gateway Center Metropolitan District  
Denver County, Colorado

We have audited the accompanying financial statements of the governmental activities and each major fund of Denver Gateway Center Metropolitan District (the 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 Denver Gateway Center Metropolitan District, as of December 31, 2018, and the respective changes in financial position thereof, and the budgetary comparison for the general fund for the year then ended in accordance with accounting principles generally accepted in the United States of America.

## **Other Matters**

### *Economic Dependency*

As disclosed in Note 8 to the financial statements, the District has not yet established a revenue base sufficient to pay the District's operational expenditures. Until an independent revenue base is established, the District may be dependent upon the Developer of the District's service area for funding of continued operations.

### *Required Supplementary Information*

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

### *Supplementary 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 supplementary information as listed in the table of contents is presented for purposes of legal compliance and additional analysis and is not a required part of the basic financial statements. The supplementary information as listed in the table of contents is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

The continuing disclosure obligation information as 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.

*Fiscal Focus Partners, LLC*

Greenwood Village, Colorado  
July 12, 2019

## **BASIC FINANCIAL STATEMENTS**

**DENVER GATEWAY CENTER METROPOLITAN DISTRICT  
STATEMENT OF NET POSITION  
DECEMBER 31, 2018**

	Governmental Activities
<b>ASSETS</b>	
Cash and Investments	\$ 25,015
Cash and Investments - Restricted	23,870,372
Accounts Receivable - County Treasurer	1,341
Property Taxes Receivable	307,744
Prepaid Expenses	5,792
Capital Assets, Not Being Depreciated	2,074,789
Total Assets	26,285,053
<b>LIABILITIES</b>	
Accounts Payable	351,547
Retainage Payable	64,228
Accrued Interest Payable	107,500
Noncurrent Liabilities:	
Due in More Than One Year	26,918,457
Total Liabilities	27,441,732
<b>DEFERRED INFLOWS OF RESOURCES</b>	
Property Tax Revenue	307,744
Total Deferred Inflows of Resources	307,744
<b>NET POSITION</b>	
Restricted For:	
Emergency Reserves	1,300
Debt Service	219,248
Unrestricted	(1,684,971)
Total Net Position	\$ (1,464,423)

See accompanying Notes to Basic Financial Statements.

**DENVER GATEWAY CENTER METROPOLITAN DISTRICT  
STATEMENT OF ACTIVITIES  
YEAR ENDED DECEMBER 31, 2018**

		Program Revenues			Net Revenues (Expenses) and Change in Net Position
FUNCTIONS/PROGRAMS	Expenses	Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Governmental Activities
Primary Government:					
Governmental Activities:					
General Government	\$ 163,183	\$ -	\$ -	\$ -	\$ (163,183)
Interest and Related Costs on Long-Term Debt	1,598,116	-	-	-	(1,598,116)
Total Governmental Activities	\$ 1,761,299	\$ -	\$ -	\$ -	(1,761,299)
<b>GENERAL REVENUES</b>					
Property Taxes					309,757
Specific Ownership Taxes					18,067
Net Investment Income					268,815
Reimbursed Expenses					233
Total General Revenues					596,872
<b>CHANGE IN NET POSITION</b>					(1,164,427)
Net Position - Beginning of Year					(299,996)
<b>NET POSITION - END OF YEAR</b>					\$ (1,464,423)

See accompanying Notes to Basic Financial Statements.

**DENVER GATEWAY CENTER METROPOLITAN DISTRICT  
BALANCE SHEET  
GOVERNMENTAL FUNDS  
DECEMBER 31, 2018**

	General	Debt Service	Capital Projects	Total Governmental Funds
<b>ASSETS</b>				
Cash and Investments	\$ 25,015	\$ -	\$ -	\$ 25,015
Cash and Investments - Restricted	1,300	5,434,176	18,434,896	23,870,372
Accounts Receivable - County Treasurer	161	1,180	-	1,341
Property Taxes Receivable	145,237	162,507	-	307,744
Prepaid Expenses	5,792	-	-	5,792
	<b>\$ 177,505</b>	<b>\$ 5,597,863</b>	<b>\$ 18,434,896</b>	<b>\$ 24,210,264</b>
<b>LIABILITIES, DEFERRED INFLOWS OF RESOURCES, AND FUND BALANCES</b>				
<b>LIABILITIES</b>				
Accounts Payable	\$ 10,229	\$ -	\$ 341,318	\$ 351,547
Retainage Payable	-	-	64,228	64,228
Total Liabilities	10,229	-	405,546	415,775
<b>DEFERRED INFLOWS OF RESOURCES</b>				
Property Tax Revenue	145,237	162,507	-	307,744
Total Deferred Inflows of Resources	145,237	162,507	-	307,744
<b>FUND BALANCES</b>				
Nonspendable:				
Prepaid Expenses	5,792	-	-	5,792
Restricted For:				
Emergencies (TABOR)	1,300	-	-	1,300
Debt Service	-	5,435,356	-	5,435,356
Capital Projects	-	-	18,029,350	18,029,350
Unassigned	14,947	-	-	14,947
Total Fund Balances	22,039	5,435,356	18,029,350	23,486,745
Total Liabilities, Deferred Inflows of Resources, and Fund Balances	<b>\$ 177,505</b>	<b>\$ 5,597,863</b>	<b>\$ 18,434,896</b>	
Amounts reported for governmental activities in the statement of net position are different because:				
Long-term liabilities are not due and payable in the current period and, therefore, are not in the funds:				
Accrued Interest on Developer Advance				(3,457)
Developer Advances Payable				(90,000)
Bonds Payable				(26,825,000)
Accrued Interest Payable				(107,500)
Capital assets used in governmental activities are not financial resources and, therefore, are not reported in the funds.				2,074,789
Net Position of Governmental Activities				<b>\$ (1,464,423)</b>

See accompanying Notes to Basic Financial Statements.

**DENVER GATEWAY CENTER METROPOLITAN DISTRICT  
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES  
GOVERNMENTAL FUNDS  
YEAR ENDED DECEMBER 31, 2018**

	General	Debt Service	Capital Projects	Total Governmental Funds
<b>REVENUES</b>				
Property Taxes	\$ 37,171	\$ 272,586	\$ -	\$ 309,757
Specific Ownership Taxes	2,168	15,899	-	18,067
Net Investment Income	1,221	62,911	204,683	268,815
Other Revenue	233	-	-	233
Total Revenues	<u>40,793</u>	<u>351,396</u>	<u>204,683</u>	<u>596,872</u>
<b>EXPENDITURES</b>				
Current:				
Accounting	17,536	-	20,492	38,028
Audit	4,225	-	-	4,225
County Treasurer's Fees	375	2,751	-	3,126
Denver Review Fee	6,000	-	-	6,000
District Management	18,867	-	25,145	44,012
Dues and Subscriptions	836	-	-	836
Election Expense	2,065	-	-	2,065
Insurance and Bonds	5,565	-	-	5,565
Legal	39,074	-	13,453	52,527
Miscellaneous	4,098	-	40	4,138
Debt Service:				
Loan Interest - Series 2016	-	37,499	-	37,499
Bond Interest - 2018A	-	530,333	-	530,333
Non-Use Fee	-	12,133	-	12,133
Paying Agent Fees	-	2,000	-	2,000
Capital:				
Cost of Issuance	-	-	900,363	900,363
Capital Construction	-	-	1,922,492	1,922,492
Storm Drainage	-	-	1,915	1,915
Contingency	-	-	3,497	3,497
Total Expenditures	<u>98,641</u>	<u>584,716</u>	<u>2,887,397</u>	<u>3,570,754</u>
<b>EXCESS OF REVENUES OVER (UNDER) EXPENDITURES</b>				
	(57,848)	(233,320)	(2,682,714)	(2,973,882)
<b>OTHER FINANCING SOURCES (USES)</b>				
Developer Advance	45,000	-	-	45,000
Payment to Refunding Agent	-	(2,393,727)	-	(2,393,727)
Bond Proceeds - Series 2018A	-	-	23,115,000	23,115,000
Bond Proceeds - Series 2018B	-	-	3,710,000	3,710,000
Transfers (To)/From	-	7,900,102	(7,900,102)	-
Total Other Financing Sources (Uses)	<u>45,000</u>	<u>5,506,375</u>	<u>18,924,898</u>	<u>24,476,273</u>
<b>NET CHANGE IN FUND BALANCES</b>				
	(12,848)	5,273,055	16,242,184	21,502,391
Fund Balances - Beginning of Year	<u>34,887</u>	<u>162,301</u>	<u>1,787,166</u>	<u>1,984,354</u>
<b>FUND BALANCES - END OF YEAR</b>	<u>\$ 22,039</u>	<u>\$ 5,435,356</u>	<u>\$ 18,029,350</u>	<u>\$ 23,486,745</u>

See accompanying Notes to Basic Financial Statements.

**DENVER GATEWAY CENTER METROPOLITAN DISTRICT  
RECONCILIATION OF THE STATEMENTS OF REVENUES, EXPENDITURES, AND CHANGES  
IN FUND BALANCES OF THE GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES  
YEAR ENDED DECEMBER 31, 2018**

Net Change in Fund Balances - Governmental Funds \$ 21,502,391

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

Governmental funds report capital outlays as expenditures. In the statement of activities, capital outlay is not reported as an expenditure. However, the statement of activities will report as depreciation expense, the allocation of the cost of any depreciable asset over the estimated useful life of the asset.

Capital Outlay 1,922,492

The issuance of long-term debt (e.g., issuance of bonds, the receipt of Developer advances) provides current financial resources to governmental funds, while the repayment of long-term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net position.

Current Year Loan Principal Payment 2,385,000  
Bond Proceeds (26,825,000)  
Current Year Developer Advance (45,000)

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

Accrued Interest on Debt - Change in Liability (101,233)  
Accrued Interest on Developer Advance - Change in Liability (3,077)

Change in Net Position of Governmental Activities \$ (1,164,427)

**DENVER GATEWAY CENTER METROPOLITAN DISTRICT  
GENERAL FUND  
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE –  
BUDGET AND ACTUAL  
YEAR ENDED DECEMBER 31, 2018**

	Budget		Actual Amounts	Variance with Final Budget
	Original	Final		Positive (Negative)
<b>REVENUES</b>				
Property Taxes	\$ 37,429	\$ 37,429	\$ 37,171	\$ (258)
Specific Ownership Taxes	2,620	2,620	2,168	(452)
Net Investment Income	400	400	1,221	821
Other Revenue	-	-	233	233
Total Revenues	<u>40,449</u>	<u>40,449</u>	<u>40,793</u>	<u>344</u>
<b>EXPENDITURES</b>				
Current:				
Accounting	19,000	20,000	17,536	2,464
Audit	4,500	4,500	4,225	275
Contingency	10,000	10,000	-	10,000
County Treasurer's Fees	374	374	375	(1)
Denver Review Fee	6,000	6,000	6,000	-
District Management	16,000	22,000	18,867	3,133
Dues and Subscriptions	875	875	836	39
Election Expense	2,500	2,500	2,065	435
Insurance and Bonds	4,385	4,385	5,565	(1,180)
Legal	20,000	30,000	39,074	(9,074)
Miscellaneous	1,600	1,600	4,098	(2,498)
Total Expenditures	<u>85,234</u>	<u>102,234</u>	<u>98,641</u>	<u>3,593</u>
<b>EXCESS OF REVENUES OVER (UNDER) EXPENDITURES</b>	(44,785)	(61,785)	(57,848)	3,937
<b>OTHER FINANCING SOURCES (USES)</b>				
Developer Advance	45,000	45,000	45,000	-
Total Other Financing Sources (Uses)	<u>45,000</u>	<u>45,000</u>	<u>45,000</u>	<u>-</u>
<b>NET CHANGE IN FUND BALANCES</b>	215	(16,785)	(12,848)	3,937
Fund Balance - Beginning of Year	<u>1,961</u>	<u>34,887</u>	<u>34,887</u>	<u>-</u>
<b>FUND BALANCE - END OF YEAR</b>	<u>\$ 2,176</u>	<u>\$ 18,102</u>	<u>\$ 22,039</u>	<u>\$ 3,937</u>

See accompanying Notes to Basic Financial Statements.

**DENVER GATEWAY CENTER METROPOLITAN DISTRICT  
NOTES TO BASIC FINANCIAL STATEMENTS  
DECEMBER 31, 2018**

**NOTE 1 DEFINITION OF REPORTING ENTITY**

The District, a quasi-municipal corporation and a political subdivision of the state of Colorado, was organized by order and decree of the District Court of the City and County of Denver (City) on October 17, 1997 and is governed pursuant to provisions of the Colorado Special District Act (Title 32, Article 1, Colorado Revised Statutes). The District operates under the Amended and Restated Service Plan dated August 23, 2004. The District's service area is located in the City and County of Denver. The District was established to provide financing for the design, acquisition, installation, construction, and completion of public improvements and services, including water, sanitation, street, safety protection, park and recreation improvements and services.

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

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

**NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

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

**Government-Wide and Fund Financial Statements**

The government-wide financial statements include the statement of net position and the statement of activities. These financial statements include all of the activities of the District. The effect of interfund activity has been removed from these statements. Governmental activities are normally supported by property taxes and intergovernmental revenues.

The statement of net position reports all financial and capital resources of the District. The difference between the assets, deferred outflow of resources, liabilities, and deferred inflow of resources of the District is reported as net position.

**DENVER GATEWAY CENTER METROPOLITAN DISTRICT  
NOTES TO BASIC FINANCIAL STATEMENTS  
DECEMBER 31, 2018**

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

**Government-Wide and Fund Financial Statements (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 the governmental funds. Major individual governmental funds are reported as separate columns in the fund financial statements.

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

The government-wide financial statements are reported using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows.

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the District 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. All other revenue items are considered to be measurable and available only when cash is received by the District. The District has determined that Developer advances are not considered as revenue susceptible to accrual. Expenditures, other than interest on long-term obligations, are recorded when the liability is incurred or the long-term obligation due.

The District reports the following major governmental funds:

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

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

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

**DENVER GATEWAY CENTER METROPOLITAN DISTRICT  
NOTES TO BASIC FINANCIAL STATEMENTS  
DECEMBER 31, 2018**

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

**Budgets**

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

The District has amended its annual budget for the year ended December 31, 2018.

**Pooled Cash and Investments**

The District follows the practice of pooling cash and investments of all funds to maximize investment earnings. Except when required by trust or other agreements, all cash is deposited to and disbursed from a single bank account. Cash in excess of immediate operating requirements is pooled for deposit and investment flexibility. Investment earnings are allocated 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 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 inflow of resources in the year they are levied and measurable. The property tax revenues are recorded as revenue in the year they are available or collected.

**Capital Assets**

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

Capital assets which are anticipated to be conveyed to other governmental entities are recorded as construction in progress, and are not included in the calculation of net investment in capital assets.

**DENVER GATEWAY CENTER METROPOLITAN DISTRICT  
NOTES TO BASIC FINANCIAL STATEMENTS  
DECEMBER 31, 2018**

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

**Capital Assets (Continued)**

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

It is the policy of the City to accept maintenance responsibility for all capital improvements within the City after a minimum two-year warranty period, except for certain landscaping, park and recreation, and storm drainage improvements specified in the District's Service Plan, upon the District's completion and conveyance of such improvements provided they meet the City's specifications.

**Deferred Inflows of Resources**

In addition to liabilities, the statement of net position reports a separate section for deferred inflows of resources. This separate financial statement element, *deferred inflows of resources*, represents an acquisition of net position that applies to a future period and so will not be recognized as an inflow of resources (revenue) until that time. The District has one item that qualifies for reporting in this category. Accordingly, the item, *deferred property tax revenue*, is deferred and recognized as an inflow of resources in the period that the amount becomes available.

**Equity**

**Net Position**

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

**Fund Balance**

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

*Nonspendable Fund Balance* – The portion of fund balance that cannot be spent because it is either not in spendable form (such as prepaid amounts or inventory) or legally or contractually required to be maintained intact.

*Restricted Fund Balance* – The portion of fund balance that is constrained to being used for a specific purpose by external parties (such as bondholders), constitutional provisions, or enabling legislation.

**DENVER GATEWAY CENTER METROPOLITAN DISTRICT  
NOTES TO BASIC FINANCIAL STATEMENTS  
DECEMBER 31, 2018**

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

**Equity (Continued)**

**Fund Balance (Continued)**

*Committed Fund Balance* – The portion of fund balance that can only be used for specific purposes pursuant to constraints imposed by formal action of the government’s highest level of decision-making authority, the board of directors. The constraint may be removed or changed only through formal action of the board of directors.

*Assigned Fund Balance* – The portion of fund balance that is constrained by the government’s intent to be used for specific purposes, but is neither restricted nor committed. Intent is expressed by the board of directors to be used for a specific purpose. Constraints imposed on the use of assigned amounts are more easily removed or modified than those imposed on amounts that are classified as committed.

*Unassigned Fund Balance* – The residual portion of fund balance that does not meet any of the criteria described above.

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

**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	\$ 25,015
Cash and Investments - Restricted	<u>23,870,372</u>
Total Cash and Investments	<u><u>\$ 23,895,387</u></u>

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

Deposits with Financial Institutions	\$ 28,328
Investments	<u>23,867,059</u>
Total Cash and Investments	<u><u>\$ 23,895,387</u></u>

**Deposits with Financial Institutions**

The Colorado Public Deposit Protection Act (PDPA) requires that all units of local government deposit cash in eligible public depositories. Eligibility is determined by state regulators. Amounts on deposit in excess of federal insurance levels must be collateralized. The eligible collateral is determined by the PDPA. PDPA allows the institution to create a single collateral pool for all public funds. The pool for all the uninsured public deposits as a group is to be maintained by another institution or held in trust. The market value of the collateral must be at least 102% of the aggregate uninsured deposits.

**DENVER GATEWAY CENTER METROPOLITAN DISTRICT  
NOTES TO BASIC FINANCIAL STATEMENTS  
DECEMBER 31, 2018**

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

**Deposits with Financial Institutions (Continued)**

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 \$42,490 and a carrying balance of \$28,328.

**Investments**

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

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

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

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

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

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

<u>Investment</u>	<u>Maturity</u>	<u>Amount</u>
Colorado Local Government Liquid Asset Trust (COLOTRUST)	Weighted Average Under 60 Days	<u>\$ 23,867,059</u>

**DENVER GATEWAY CENTER METROPOLITAN DISTRICT  
NOTES TO BASIC FINANCIAL STATEMENTS  
DECEMBER 31, 2018**

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

**COLOTRUST**

The District invested in the Colorado Local Government Liquid Asset Trust (COLOTRUST) (the Trust), 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 the Trust. The Trust operates similarly to a money market fund and each share is equal in value to \$1.00. The Trust 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 any security allowed under CRS 24-75-601. A designated custodial bank serves as custodian for the Trust's portfolios pursuant to a custodian agreement. The custodian acts as safekeeping agent for the Trust'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 the Trust. COLOTRUST is rated AAAM by Standard & Poor's. COLOTRUST records its investments at fair value and the District records its investment in COLOTRUST at net asset value as determined by fair value. There are no unfunded commitments, the redemption frequency is daily, and there is no redemption notice period.

**NOTE 4 CAPITAL ASSETS**

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

	Balance - December 31, 2017	Increases	Decreases	Balance - December 31, 2018
<b><u>Governmental Activities</u></b>				
Capital Assets, Not Being Depreciated:				
Construction in Progress	\$ 152,297	\$ 1,922,492	\$ -	\$ 2,074,789
Capital Assets, Net	<u>\$ 152,297</u>	<u>\$ 1,922,492</u>	<u>\$ -</u>	<u>\$ 2,074,789</u>

**DENVER GATEWAY CENTER METROPOLITAN DISTRICT  
NOTES TO BASIC FINANCIAL STATEMENTS  
DECEMBER 31, 2018**

**NOTE 5 LONG-TERM OBLIGATIONS**

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

	Balance - December 31, 2017	Additions	Retirements	Balance - December 31, 2018	Due Within One Year
Series 2016 - Loan	\$ 2,385,000	\$ -	\$ 2,385,000	\$ -	\$ -
Series 2018A - Bonds	-	23,115,000	-	23,115,000	-
Series 2018B - Bonds	-	3,710,000	-	3,710,000	-
Developer Advances:					
Operating	45,000	45,000	-	90,000	-
Interest on Developer Advances:					
Operating	380	3,077	-	3,457	-
Total	<u>\$ 2,430,380</u>	<u>\$ 26,873,077</u>	<u>\$ 2,385,000</u>	<u>\$ 26,918,457</u>	<u>\$ -</u>

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

**Series 2016 - \$7,200,000 Tax-Exempt Loan**

On December 2, 2016, the District entered into the 2016 Loan Agreement (Series 2016 Loan) with U.S. Bank N.A. (US Bank) in an amount not to exceed \$7,200,000, with a maturity date of December 1, 2023. The initial advance of \$2,400,000 bears interest of 3.11%. The interest rate for additional advances will be equal to 66% of US Bank's fixed cost of funds plus 1.22% for each advance. Principal is due annually on December 1 and interest is paid semi-annually on June 1 and December 1. The unfunded portion of the loan is subject to an annual Non-Use Fee of 0.50%.

Advance requests are calculated on the Districts assessed valuation as described in the loan agreement.

On July 3, 2018, the District paid and cancelled the Series 2016 Loan from proceeds of the General Obligation Limited Tax Bonds, Series 2018A.

**General Obligation Limited Tax Bonds, Series 2018A (2018A Senior Bonds) and Subordinate General Obligation Limited Tax Bonds, Series 2018B (2018B Subordinate Bonds, and together with the 2018A Senior Bonds, the Bonds) dated July 3, 2018**

**Bond Details**

The District issued the Bonds on July 3, 2018, in the par amounts of \$23,115,000 for the 2018A Senior Bonds and \$3,710,000 for the 2018B Subordinate Bonds. Proceeds from the sale of the Bonds were applied to fund and reimburse a portion of the costs of acquiring, constructing, and installing certain public improvements and to pay the costs of issuance of the Bonds. Proceeds of the 2018A Senior Bonds were also applied to pay and cancel the District's Series 2016 Loan, fund the Senior Reserve Fund, and fund capitalized interest.

**DENVER GATEWAY CENTER METROPOLITAN DISTRICT  
NOTES TO BASIC FINANCIAL STATEMENTS  
DECEMBER 31, 2018**

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

**Bond Details (Continued)**

The 2018A Senior Bonds were issued as two term bonds bearing interest at 5.50% and 5.625%, respectively, payable semi-annually on June 1 and December 1, beginning on December 1, 2018. The first term bond has annual mandatory sinking fund principal payments due on December 1, beginning on December 1, 2020, and matures on December 1, 2038. The second term bond has annual mandatory sinking fund principal payments due on December 1, beginning on December 1, 2039, and matures on December 1, 2048. To the extent the 2018A Senior Bonds are not paid when due, the unpaid principal will continue to bear interest and the unpaid interest will compound semiannually on each June 1 and December 1 until the total repayment obligation of the District for the 2018A Senior Bonds equals the amount permitted by law and its electoral authorization.

The 2018B Subordinate Bonds were issued at the rate of 7.875% per annum and are payable annually on December 15, beginning December 15, 2018, from, and to the extent of, Subordinate Pledged Revenue available, if any, and mature on December 15, 2048. The 2018B Subordinate Bonds are structured as cash flow bonds meaning that there are no scheduled payments of principal prior to the final maturity date. Unpaid interest on the 2018B Subordinate Bonds compounds annually on each December 15. In the event that the Subordinate Pledged Revenue is insufficient to pay the 2018B Subordinate Bonds, the unpaid principal will remain outstanding until the Termination Date of December 16, 2058, and will continue to bear interest and the unpaid interest will compound annually until the total repayment obligation of the District for the 2018B Subordinate Bonds equals the amount permitted by law and its electoral authorization. In the event any amount due and owing on the 2018B Subordinate Bonds remains outstanding on the Termination Date, such amount shall be deemed discharged and no longer be due and outstanding.

**Optional Redemption**

The 2018A Senior Bonds are subject to redemption prior to maturity, at the option of the District, on December 1, 2023, and on any date thereafter, at a redemption price of the principal amount redeemed plus accrued interest to the redemption date, and a redemption premium equal to a percentage of the principal amount so redeemed, as follows:

<u>Date of Redemption</u>	<u>Redemption Premium</u>
December 1, 2023, to November 30, 2024	3.00%
December 1, 2024, to November 30, 2025	2.00
December 1, 2025, to November 30, 2026	1.00
December 1, 2026, and Thereafter	0.00

**DENVER GATEWAY CENTER METROPOLITAN DISTRICT  
NOTES TO BASIC FINANCIAL STATEMENTS  
DECEMBER 31, 2018**

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

**Optional Redemption (Continued)**

The 2018B Subordinate Bonds are subject to redemption prior to maturity, at the option of the District, on December 15, 2023, and on any date thereafter, at a redemption price of the principal amount redeemed plus accrued interest to the redemption date, and a redemption premium equal to a percentage of the principal amount so redeemed, as follows:

<u>Date of Redemption</u>	<u>Redemption Premium</u>
December 15, 2023, to December 14, 2024	3.00%
December 15, 2024, to December 14, 2025	2.00
December 15, 2025, to December 14, 2026	1.00
December 15, 2026, and thereafter	0.00

**Security**

The 2018A Senior Bonds are secured by and payable solely from Senior Pledged Revenue, net of any costs of collection, which includes (i) property taxes generated by the imposition of the Senior Required Mill Levy; (ii) the Capital Fees, if any; (iii) the portion of the Specific Ownership Tax which is collected as a result of imposition of the Senior Required Mill Levy; (iv) all PILOT Revenue, if any; and (v) any other legally available moneys that the District determines, in its absolute discretion, to transfer to the Trustee for application as Senior Pledged Revenue.

The 2018A Senior Bonds are also secured by amounts on deposit in the Senior Reserve Fund, which was funded from proceeds of the 2018A Senior Bonds in the amount of the Required Reserve of \$1,906,375, and by the Senior Surplus Fund, which will be funded from Senior Pledged Revenue that is not needed to pay debt service on the 2018A Senior Bonds in any year, up to the Maximum Surplus Amount of \$2,311,500. The Senior Surplus Fund is to be maintained as long as any 2018A Senior Bonds remain outstanding. When no 2018A Senior Bonds are outstanding, any moneys in the Senior Surplus Fund are required to be remitted to the District for application to any lawful purpose of the District. The 2018A Senior Bonds are additionally secured by capitalized interest which was funded from proceeds of the 2018A Senior Bonds in the amount of \$3,675,000.

As of December 31, 2018, the balance in the Senior Reserve Fund was \$1,917,411 and the balance in the Senior Surplus Fund was \$0.

The 2018B Subordinate Bonds are secured by and payable from Subordinate Pledged Revenue, net of any costs of collection, which includes (i) property taxes generated by the imposition of the Subordinate Required Mill Levy; (ii) Subordinate Capital Fees, if any; (iii) the portion of the Specific Ownership Tax which is collected as a result of imposition of the Subordinate Required Mill Levy; (iv) all Subordinate PILOT Revenue, if any; and (v) any other legally available moneys which the District determines, in its absolute discretion, to transfer to the Trustee for application as Subordinate Pledged Revenue.

**DENVER GATEWAY CENTER METROPOLITAN DISTRICT**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2018**

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

**Required Mill Levy**

Pursuant to the Senior Indenture, the District has covenanted to impose a Senior Required Mill Levy in an amount sufficient to generate revenues, when combined with Senior Pledged Revenue on deposit in the Senior Bond Fund (not including the Senior Reserve Fund or the Senior Surplus Fund) and any Senior PILOT Revenue, to pay the 2018A Senior Bonds and to fund the Senior Reserve Fund up to the Required Reserve, but not in excess of 50 mills (subject to adjustment) less the Operations Deduction, and, at any time the Senior Surplus Fund is less than the Maximum Surplus Amount, not less than 50 mills (subject to adjustment) less the Operations Deduction, or such lesser mill levy which, when combined with the Senior Pledged Revenue on deposit in the Senior Bond Fund and any Senior PILOT Revenue related to such mill levy, will permit the District to fully fund the Senior Bond Fund for the next Bond Year and pay the 2018A Senior Bonds, to fund the Senior Reserve Fund up to the Required Reserve, and to fund the Senior Surplus Fund up to the Maximum Surplus Amount. If, on or after August 23, 2004, there are changes in the ratio of actual valuation to assessed valuation, then the minimum and maximum mill levies shall be increased or decreased to offset such changes.

The District's Service Plan limits the District's imposition of ad valorem taxes for all purposes (debt service and operations) to 50 mills (subject to adjustment). Both the Senior Indenture and the Subordinate Indenture contemplate that the debt service mill levy imposed will be reduced by the operations mill levy. The Operations Deduction is the mill levy imposed each year in an amount sufficient, when combined with the Specific Ownership Tax related to such mill levy, to generate revenues in an amount up to: (a) for collection year 2019, \$152,500; and, (b) for each fiscal year thereafter, an amount up to (i) the maximum Operations Deduction for the prior year, plus (ii) 1.7% of the maximum Operations Deduction for the prior fiscal year.

Pursuant to the Subordinate Indenture, the District has covenanted to impose a Subordinate Required Mill Levy each year in the amount of (i) 50 mills (subject to adjustment) less the amount of the Senior Bond Mill Levy (which means the mill levy required to be imposed in connection with any Senior Bonds) and the Operations Deduction; or (ii) such lesser mill levy which, after the deduction of the Senior Bond Mill Levy and the Operations Deduction, and when combined with other Subordinate Pledged Revenue available in the Subordinate Bond Fund and any Subordinate PILOT Revenue expected to be received with respect to such mill levy, will permit the District to fully fund the Subordinate Bond Fund for the next Bond Year and pay all of the principal of and interest on the 2018B Subordinate Bonds in full. As a result, the Subordinate Required Mill Levy will equal zero until such time as the Senior Bond Mill Levy together with the Operations Deduction equals less than 50 mills (subject to adjustment).

**DENVER GATEWAY CENTER METROPOLITAN DISTRICT  
NOTES TO BASIC FINANCIAL STATEMENTS  
DECEMBER 31, 2018**

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

**Restricted Project Funds**

Proceeds of \$2,318,000 from the sale of the 2018A Senior Bonds have been deposited to the Restricted Account of the Senior Project Fund and proceeds of \$975,000 from the sale of the 2018B Subordinate Bonds have been deposited to the Restricted Account of the Subordinate Project Fund. Such Restricted Accounts will only be available for acquisition of public improvements if released from the applicable Restricted Account in accordance with the Senior Indenture and Subordinate Indenture, as applicable. If any amounts on deposit in such Restricted Accounts are not released by the date specified in the applicable Indenture, then such amounts are to be applied to debt service on the bonds through a mandatory excess proceeds redemption.

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

<u>Year Ending December 31,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2019	\$ -	\$ 1,290,000	\$ 1,290,000
2020	5,000	1,290,000	1,295,000
2021	5,000	1,289,725	1,294,725
2022	20,000	1,289,450	1,309,450
2023	145,000	1,288,350	1,433,350
2024-2028	1,645,000	8,597,146	10,242,146
2029-2033	2,555,000	8,241,520	10,796,520
2034-2038	3,800,000	7,534,174	11,334,174
2039-2043	6,305,000	5,540,585	11,845,585
2044-2048	12,345,000	2,682,192	15,027,192
Total	<u>\$ 26,825,000</u>	<u>\$ 39,043,142</u>	<u>\$ 65,868,142</u>

**Authorized Debt**

On November 3, 1998, the District's electorate authorized total indebtedness of \$12,650,000 for the above listed facilities. The election also approved an annual increase in property taxes of \$100,000, at a rate not to exceed 30 mills, to pay the District's operation and maintenance costs.

On November 2, 2004, the District's electorate authorized total indebtedness of \$103,750,000 for infrastructure improvements at an interest rate not to exceed 18% and \$20,750,000 for refunding the District's debt or other obligations. The election also approved an annual increase in property taxes of \$500,000, at a rate not to exceed 50 mills, to pay the District's operation and maintenance costs.

On November 8, 2016, the District's electorate authorized total indebtedness of \$185,000,000 for infrastructure improvements at an interest rate not to exceed 18% and \$120,000,000 for refunding the District's debt or other obligations. The election also approved an annual increase in property taxes of \$500,000, at a rate not to exceed 50 mills, to pay the District's operation and maintenance costs.

**DENVER GATEWAY CENTER METROPOLITAN DISTRICT  
NOTES TO BASIC FINANCIAL STATEMENTS  
DECEMBER 31, 2018**

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

**Authorized Debt (Continued)**

	Amount Authorized	Authorization Used		Remaining at December 31, 2018*
	November 3, 2004*	2016 Loan	2018 A&B Bonds	
Streets	\$ 20,750,000	\$ 1,200,000	\$ 12,888,938	\$ -
Water	20,750,000	528,000	3,854,895	-
Sewer	20,750,000	672,000	1,606,167	-
Parks and Recreation	20,750,000	-	-	-
Traffic Safety	20,750,000	-	-	-
Refunding	20,750,000	-	1,086,413	-
Total	<u>\$ 124,500,000</u>	<u>\$ 2,400,000</u>	<u>\$ 19,436,413</u>	<u>\$ -</u>

\* Notwithstanding the amounts voted in each category, the 2004 election only permits a total of \$20,750,000 in debt to be issued for all improvements (exclusive of debt issued for refunding purposes).

	Amount Authorized	Authorization Used	Remaining at December 31, 2018*
	November 8, 2016	2018 A&B Bonds	
Streets	\$ 30,000,000	\$ -	\$ 30,000,000
Water	30,000,000	-	30,000,000
Sewer	30,000,000	3,572,981	26,427,019
Parks and Recreation	30,000,000	3,815,606	26,184,394
Traffic Safety	30,000,000	-	30,000,000
Public Transportation	30,000,000	-	30,000,000
Security Services	5,000,000	-	5,000,000
Refunding	120,000,000	-	120,000,000
Total	<u>\$ 305,000,000</u>	<u>\$ 7,388,587</u>	<u>\$ 297,611,413</u>

Pursuant to the Amended and Restated Service Plan dated August 23, 2004, the District can issue bond indebtedness of up to \$20,750,000. In addition, the maximum total mill levy for the District is 50 mills, as adjusted for changes in the ratio of actual value to assessed value property within the District.

In 2018, the City approved an increase in the Maximum Debt Limit from \$20,750,000 to \$40,000,000.

In the future, the District may issue a portion or all of the remaining authorized but unissued general obligation debt for purposes of providing public improvements to support development as it occurs within the District's service area within the limitations of the District's Service Plan.

See Note 9 for disclosure of Developer Advance.

**DENVER GATEWAY CENTER METROPOLITAN DISTRICT  
NOTES TO BASIC FINANCIAL STATEMENTS  
DECEMBER 31, 2018**

**NOTE 6 NET POSITION**

The District has net position consisting of two components – restricted and unrestricted net position.

The restricted component of net position consists of assets that are restricted for use either externally imposed by creditors, grantors, contributors, or laws and regulations of other governments or imposed by law through constitutional provisions or enabling legislation. The District had restricted net position as of December 31, 2018, as follows:

Restricted Net Position:	
TABOR Reserve	\$ 1,300
Debt Service Reserve	219,248
Total Restricted Net Position	<u>\$ 220,548</u>

The District has a deficit in unrestricted net position.

**NOTE 7 RELATED PARTIES**

The Developers of the property which constitutes the District are Gateway Center Joint Venture, a Colorado General Partnership and BBF Gateway LLC, a Colorado limited liability company. Four of the five members of the Board of Directors are officers, employees, or associated with the Developers and may have conflicts of interest in dealing with the District.

**NOTE 8 ECONOMIC DEPENDENCY**

The District has not yet established a revenue base sufficient to pay operational expenditures. Until an independent revenue base is established, continuation of operations in the District will be dependent upon funding by the Developer.

**NOTE 9 AGREEMENTS AND COMMITMENTS**

**Advance and Reimbursement Agreement**

On December 13, 2016, the District entered into an Advance and Reimbursement Agreement with Denver Gateway Center Joint Venture (Developer) to repay advances made by the Developer for operations and maintenance (O&M) costs. The District agreed to repay the Developer for such O&M advances plus accrued interest at the rate of 6%. As of December 31, 2018, outstanding Developer advances were \$90,000 with accrued interest of \$3,457.

**NOTE 10 INTERFUND AND OPERATING TRANSFERS**

The transfers from the Capital Projects fund to the Debt Service Fund were \$2,318,727 to pay and cancel the remaining balance and accrued interest of the Series 2016 Loan, \$3,675,000 to fund the Capitalized Interest Fund, and \$1,906,375 to fund the Required Reserve Fund. All transfers were from the 2018A Senior Bonds proceeds.

**DENVER GATEWAY CENTER METROPOLITAN DISTRICT  
NOTES TO BASIC FINANCIAL STATEMENTS  
DECEMBER 31, 2018**

**NOTE 11 RISK MANAGEMENT**

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

The District is a member of the Colorado Special Districts Property and Liability Pool (the 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 and public officials' liability coverage. In the event aggregated losses incurred by the Pool exceed amounts recoverable from reinsurance contracts and funds accumulated by the Pool, the Pool may require additional contributions from the Pool members. Any excess funds which the Pool determines are not needed for purposes of the Pool may be returned to the members pursuant to a distribution formula.

**NOTE 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.

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

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

On November 3, 2004, the District's voters authorized the District to increase property taxes \$500,000 annually, without limitation of rate and without regard to any spending, revenue raising or other limitations contained within Article X, Section 20 of the Colorado Constitution (TABOR) or Section 29-1-301, C.R.S., to pay the District's operations, maintenance and other expenses. Additionally, the District's electors authorized the District to collect, spend or retain all revenue without regard to any limitations under TABOR.

**DENVER GATEWAY CENTER METROPOLITAN DISTRICT  
NOTES TO BASIC FINANCIAL STATEMENTS  
DECEMBER 31, 2018**

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

On November 8, 2016, the District's voters authorized the District to increase property taxes \$500,000 annually, without limitation of rate and without regard to any spending, revenue raising or other limitations contained within Article X, Section 20 of the Colorado Constitutions (TABOR) or Section 29-1-301, C.R.S., to pay the District's operations, maintenance and other expenses. Additionally, the District's electors authorized the District to collect, spend or retain all revenue without regard to any limitations under TABOR.

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

## **SUPPLEMENTARY INFORMATION**

**DENVER GATEWAY CENTER METROPOLITAN DISTRICT  
DEBT SERVICE FUND  
SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE –  
BUDGET AND ACTUAL  
YEAR ENDED DECEMBER 31, 2018**

	Budget		Actual Amounts	Variance with Final Budget
	Original	Final		Positive (Negative)
<b>REVENUES</b>				
Property Taxes	\$ 274,476	\$ 274,476	\$ 272,586	\$ (1,890)
Specific Ownership Tax	19,210	19,210	15,899	(3,311)
Net Investment Income	2,500	50,000	62,911	12,911
Total Revenues	<u>296,186</u>	<u>343,686</u>	<u>351,396</u>	<u>7,710</u>
<b>EXPENDITURES</b>				
Current:				
Loan Interest - Series 2016	75,204	37,499	37,499	-
Loan Principal - Series 2016	20,000	-	-	-
Bond Interest - Series 2018A	-	530,333	530,333	-
Non-Use Fee	24,500	12,500	12,133	367
County Treasurer's Fees	2,745	2,745	2,751	(6)
Paying Agent Fees	500	3,000	2,000	1,000
Contingency	61,000	61,000	-	61,000
Total Expenditures	<u>183,949</u>	<u>647,077</u>	<u>584,716</u>	<u>62,361</u>
<b>EXCESS OF REVENUES OVER (UNDER) EXPENDITURES</b>	112,237	(303,391)	(233,320)	70,071
<b>OTHER FINANCING SOURCES (USES)</b>				
Transfers from Other Funds	-	7,200,000	7,900,102	700,102
Payment to Refunding Agent	-	(2,400,000)	(2,393,727)	6,273
Total Other Financing Sources (Uses)	<u>-</u>	<u>4,800,000</u>	<u>5,506,375</u>	<u>706,375</u>
<b>NET CHANGE IN FUND BALANCES</b>	112,237	4,496,609	5,273,055	776,446
Fund Balances - Beginning of Year	<u>182,761</u>	<u>162,301</u>	<u>162,301</u>	<u>-</u>
<b>FUND BALANCES - END OF YEAR</b>	<u>\$ 294,998</u>	<u>\$ 4,658,910</u>	<u>\$ 5,435,356</u>	<u>\$ 776,446</u>

**DENVER GATEWAY CENTER METROPOLITAN DISTRICT  
CAPITAL PROJECTS FUND  
SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE –  
BUDGET AND ACTUAL  
YEAR ENDED DECEMBER 31, 2018**

	Budget		Actual Amounts	Variance with Final Budget Positive (Negative)
	Original	Final		
<b>REVENUES</b>				
Net Investment Income	\$ 1,000	\$ 201,000	\$ 204,683	\$ 3,683
Total Revenues	1,000	201,000	204,683	3,683
<b>EXPENDITURES</b>				
Current:				
Accounting	25,000	25,000	20,492	4,508
District Management	25,000	25,000	25,145	(145)
Legal	-	-	13,453	(13,453)
Miscellaneous	-	-	40	(40)
Engineering	-	-	143,812	(143,812)
Consulting	-	-	40,581	(40,581)
Cost of Issuance	-	925,000	900,363	24,637
Storm Drainage	-	-	1,915	(1,915)
Capital Construction	3,500,000	3,500,000	1,738,099	1,761,901
Contingency	100,000	100,000	3,497	96,503
Total Expenditures	3,650,000	4,575,000	2,887,397	1,687,603
<b>EXCESS OF REVENUES OVER (UNDER) EXPENDITURES</b>	(3,649,000)	(4,374,000)	(2,682,714)	1,691,286
<b>OTHER FINANCING SOURCES (USES)</b>				
Loan Proceeds	2,000,000	26,825,000	-	(26,825,000)
Bond Proceeds - Series 2018A	-	-	23,115,000	23,115,000
Bond Proceeds - Series 2018B	-	-	3,710,000	3,710,000
Transfers to Other Funds	-	(7,200,000)	(7,900,102)	(700,102)
Total Other Financing Sources (Uses)	2,000,000	19,625,000	18,924,898	(700,102)
<b>NET CHANGE IN FUND BALANCES</b>	(1,649,000)	15,251,000	16,242,184	991,184
Fund Balances - Beginning of Year	1,747,446	1,787,166	1,787,166	-
<b>FUND BALANCES - END OF YEAR</b>	\$ 98,446	\$ 17,038,166	\$ 18,029,350	\$ 991,184

**DENVER GATEWAY CENTER METROPOLITAN DISTRICT  
SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY  
DECEMBER 31, 2018**

Year Ending December 31,	\$23,115,000 General Obligation Limited Tax Bonds - Series 2018A Interest Rate - 5.500%-5.625% Dated July 3, 2018 Principal Payable December 1			\$3,710,000 Subordinate General Obligation Limited Tax Bonds - Series 2018B Interest Rate - 7.875% Dated July 3, 2018 Principal Payable December 1		
	Interest Payable, June 1 and December 1			Interest Payable, June 1 and December 1		
	Principal	Interest	Total	Principal	Interest	Total
2019	\$ -	\$ 1,290,000	\$ 1,290,000	\$ -	\$ -	\$ -
2020	5,000	1,290,000	1,295,000	-	-	-
2021	5,000	1,289,725	1,294,725	-	-	-
2022	20,000	1,289,450	1,309,450	-	-	-
2023	145,000	1,288,350	1,433,350	-	-	-
2024	275,000	1,280,375	1,555,375	-	395,063	395,063
2025	285,000	1,265,250	1,550,250	-	482,774	482,774
2026	335,000	1,249,575	1,584,575	-	489,616	489,616
2027	350,000	1,231,150	1,581,150	-	490,122	490,122
2028	400,000	1,211,900	1,611,900	-	501,322	501,322
2029	420,000	1,189,900	1,609,900	-	500,303	500,303
2030	480,000	1,166,800	1,646,800	-	506,149	506,149
2031	500,000	1,140,400	1,640,400	-	509,427	509,427
2032	565,000	1,112,900	1,677,900	-	515,484	515,484
2033	590,000	1,081,825	1,671,825	-	518,330	518,330
2034	660,000	1,049,375	1,709,375	-	525,163	525,163
2035	690,000	1,013,075	1,703,075	-	528,124	528,124
2036	765,000	975,125	1,740,125	-	536,297	536,297
2037	805,000	933,050	1,738,050	-	534,918	534,918
2038	880,000	888,775	1,768,775	-	550,272	550,272
2039	930,000	840,375	1,770,375	-	545,100	545,100
2040	1,015,000	788,063	1,803,063	8,000	550,857	558,857
2041	1,070,000	730,969	1,800,969	266,000	291,533	557,533
2042	1,170,000	670,781	1,840,781	295,000	270,585	565,585
2043	1,230,000	604,969	1,834,969	321,000	247,354	568,354
2044	1,335,000	535,781	1,870,781	358,000	222,075	580,075
2045	1,410,000	460,688	1,870,688	383,000	193,883	576,883
2046	1,525,000	381,375	1,906,375	428,000	163,721	591,721
2047	1,610,000	295,594	1,905,594	457,000	130,016	587,016
2048	3,645,000	205,031	3,850,031	1,194,000	94,028	1,288,028
Total	<u>\$ 23,115,000</u>	<u>\$ 28,750,626</u>	<u>\$ 51,865,626</u>	<u>\$ 3,710,000</u>	<u>\$ 10,292,516</u>	<u>\$ 14,002,516</u>

**DENVER GATEWAY CENTER METROPOLITAN DISTRICT  
SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY (CONTINUED)  
DECEMBER 31, 2018**

Year Ending <u>December 31,</u>	Total Payments		
	Principal Payable December 1		Interest Payable, June 1 and December 1
	Principal	Interest	
2019	\$ -	\$ 1,290,000	\$ 1,290,000
2020	5,000	1,290,000	1,295,000
2021	5,000	1,289,725	1,294,725
2022	20,000	1,289,450	1,309,450
2023	145,000	1,288,350	1,433,350
2024	275,000	1,675,438	1,950,438
2025	285,000	1,748,024	2,033,024
2026	335,000	1,739,191	2,074,191
2027	350,000	1,721,272	2,071,272
2028	400,000	1,713,222	2,113,222
2029	420,000	1,690,203	2,110,203
2030	480,000	1,672,949	2,152,949
2031	500,000	1,649,827	2,149,827
2032	565,000	1,628,384	2,193,384
2033	590,000	1,600,155	2,190,155
2034	660,000	1,574,538	2,234,538
2035	690,000	1,541,199	2,231,199
2036	765,000	1,511,422	2,276,422
2037	805,000	1,467,968	2,272,968
2038	880,000	1,439,047	2,319,047
2039	930,000	1,385,475	2,315,475
2040	1,023,000	1,338,920	2,361,920
2041	1,336,000	1,022,502	2,358,502
2042	1,465,000	941,366	2,406,366
2043	1,551,000	852,323	2,403,323
2044	1,693,000	757,856	2,450,856
2045	1,793,000	654,571	2,447,571
2046	1,953,000	545,096	2,498,096
2047	2,067,000	425,610	2,492,610
2048	4,839,000	299,059	5,138,059
Total	<u>\$ 26,825,000</u>	<u>\$ 39,043,142</u>	<u>\$ 65,868,142</u>

**DENVER GATEWAY CENTER 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 Tax Levy	Mills Levied	Total Property Taxes		Percent Collected to Levied
			Levied	Collected	
2014	\$ 3,054,560	36.992	\$ 112,994	\$ 110,328	97.64 %
2015	3,054,020	37.865	115,640	124,122	107.33
2016	4,248,860	36.992	157,174	155,155	98.72
2017	4,258,060	48.000	204,387	204,387	100.00
2018	6,238,090	50.000	311,905	309,757	99.31
Estimated for the Year 2019	\$ 6,154,880	50.000	\$ 307,744		

**CONTINUING DISCLOSURE**

**DENVER GATEWAY CENTER METROPOLITAN DISTRICT  
CONTINUING DISCLOSURE OBLIGATION  
YEAR ENDED DECEMBER 31, 2018  
(UNAUDITED)**

**History of Assessed Valuations and Mill Levies**

Levy/Collection Year	Assessed Value	Mill Levy		
		General	Debt Servicie	Total
2013/2014	\$ 3,054,560	6.000	30.992	36.992
2014/2015	3,054,020	6.000	30.992	36.992
2015/2016	4,248,860	6.000	30.992	36.992
2016/2017	4,258,060	6.000	42.000	48.000
2017/2018	6,238,090	6.000	44.000	50.000
2018/2019	6,154,880	6.000	44.000	50.000

**2018 Assessed and "Actual" Valuation of Classes of Property in the District**

Class	Assessed Valuation	Percent of Assessed Valuation	"Actual" Valuation	Percent of Actual Valuation
Commercial	\$ 5,366,900	87.20 %	\$ 18,506,552	87.20 %
Agricultural	4,470	0.07	15,414	0.07
State Assessed	36,100	0.59	124,483	0.59
Vacant Land	558,050	9.07	1,924,310	9.07
Personal Property	189,360	3.07	652,966	3.07
Total	\$ 6,154,880	100.00 %	\$ 21,223,725	100.00 %

**Historical Property Tax Collections of the District**

Levy/Collection Year	Total Taxes Levied	Total Taxes Collected	Percent of Taxes Collected
2013/2014	\$ 112,994	\$ 110,328	97.64 %
2014/2015	115,640	124,122	107.33
2015/2016	157,174	155,155	98.72
2016/2017	204,387	204,387	100.00
2017/2018	311,905	309,757	99.31
2018/2019	307,744	N/A	N/A

**2018 Mill Levies Affecting Properties within the District**

Taxing Entity	2018 Mill Levy
City and County of Denver	28.301
Denver School District No. 1	48.244
Urban Drainage and Flood Control District	0.820
Gateway Regional Metropolitan District	16.000
Total Overlapping Mill Levy	93.365
The District	50.000
Total Mill Levy	143.365

**DENVER GATEWAY CENTER METROPOLITAN DISTRICT  
CONTINUING DISCLOSURE OBLIGATION (CONTINUED)  
YEAR ENDED DECEMBER 31, 2018  
(UNAUDITED)**

**Largest Taxpayers in the District for 2019**

<u>Taxpayer Name</u>	2018 Assessed Valuation	Percent of Assessed Valuation
CHMP-LCP Hotel Denver LLC	\$ 2,725,240	44.28 %
Alpine Hospitality Inc	1,462,950	23.77
DIA Hospitality LLC	1,103,740	17.93
Airport Hotel LLC	273,530	4.44
DIA Properties Limited	249,510	4.05
DIA Investments LLC	213,530	3.47
Huy Le	70,930	1.15
Qwest Corporation	24,200	0.39
Public Service of Colorado	11,900	0.19
Microtel Inn	7,420	0.12
Total	<u>\$ 6,142,950</u>	<u>99.79 %</u>