

**FITZSIMONS VILLAGE
METROPOLITAN DISTRICT NO. 3
Arapahoe County, Colorado**

**FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION
YEAR ENDED DECEMBER 31, 2018**

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YEAR ENDED DECEMBER 31, 2018**

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Board of Directors
Fitzsimons Village Metropolitan District No. 3
Arapahoe County, Colorado

Independent Auditors' Report

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities and each major fund of Fitzsimons Village Metropolitan District No. 3 (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 an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards general 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 the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

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 Fitzsimons Village 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 and special revenue fund for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Management has omitted the management's discussion and analysis that accounting principles general 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.

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

Stratagem PC
Certified Public Accountants
Lakewood, Colorado

July 25, 2019

BASIC FINANCIAL STATEMENTS

FITZSIMONS VILLAGE METROPOLITAN DISTRICT NO. 3
STATEMENT OF NET POSITION
DECEMBER 31, 2018

	Governmental Activities
ASSETS	
Cash and Investments	\$ 5,347
Cash and Investments - Restricted	1,171,240
Prepaid Expense	2,858
Receivables	40,175
Due from Fitzsimons No. 1	1,908
Capital Assets, Net of Accumulated Depreciation	3,022,736
Total Assets	4,244,264
LIABILITIES	
Accounts Payable	24,240
Due to ARTA	3,672
Accrued Interest Payable - Senior Bonds	100,175
Accrued Interest Payable - Subordinate Bonds	658,980
Noncurrent Liabilities:	
Due in More Than One Year	7,204,317
Total Liabilities	7,991,384
NET POSITION	
Net Investment in Capital Assets	(939,623)
Restricted for:	
Emergency Reserves	1,300
Operations - O&M Fee Pledge	697
Unrestricted	(2,809,494)
Total Net Position	\$ (3,747,120)

See accompanying Notes to Basic Financial Statements.

**FITZSIMONS VILLAGE METROPOLITAN DISTRICT NO. 3
STATEMENT OF ACTIVITIES
YEAR ENDED DECEMBER 31, 2018**

		Program Revenues			Net Revenues (Expenses) and Changes 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	\$ 419,593	\$ -	\$ 111,709	\$ -	\$ (307,884)
Interest and Related Costs on Long-Term Debt	458,098	-	-	109,979	(348,119)
Conveyance of Assets to Other Entities	2,216,129	-	-	-	(2,216,129)
Total Governmental Activities	\$ 3,093,820	\$ -	\$ 111,709	\$ 109,979	(2,872,132)
 GENERAL REVENUES					
Public Improvement Fees					271,443
Net Investment Income					19,408
Total General Revenues					290,851
 CHANGE IN NET POSITION					(2,581,281)
Net Position - Beginning of Year					(1,165,839)
 NET POSITION - END OF YEAR					\$ (3,747,120)

See accompanying Notes to Basic Financial Statements.

**FITZSIMONS VILLAGE METROPOLITAN DISTRICT NO. 3
BALANCE SHEET
GOVERNMENTAL FUNDS
DECEMBER 31, 2018**

	General	Special Revenue	Debt Service Conf Ctr/Hotel	Debt Service Apt/Retail	Capital Projects Apt/Retail	Total Governmental Funds
ASSETS						
Cash and Investments	\$ 5,347	\$ -	\$ -	\$ -	\$ -	\$ 5,347
Cash and Investments - Restricted	1,300	3,684	1,166,256	-	-	1,171,240
Prepaid Expense	2,858	-	-	-	-	2,858
Receivables	-	-	40,175	-	-	40,175
Due from Fitzsimons No. 1	-	-	1,908	-	-	1,908
Total Assets	<u>\$ 9,505</u>	<u>\$ 3,684</u>	<u>\$ 1,208,339</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,221,528</u>
LIABILITIES AND FUND BALANCES						
LIABILITIES						
Accounts Payable	\$ 21,253	\$ 2,987	\$ -	\$ -	\$ -	\$ 24,240
Due to ARTA	3,672	-	-	-	-	3,672
Total Liabilities	<u>24,925</u>	<u>2,987</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>27,912</u>
FUND BALANCES						
Nonspendable:						
Prepaid Expense	2,858	-	-	-	-	2,858
Restricted for:						
Emergency Reserve	1,300	-	-	-	-	1,300
Operations - O&M Fee Pledge	-	697	-	-	-	697
Debt Service	-	-	1,208,339	-	-	1,208,339
Unassigned	(19,578)	-	-	-	-	(19,578)
Total Fund Balances	<u>(15,420)</u>	<u>697</u>	<u>1,208,339</u>	<u>-</u>	<u>-</u>	<u>1,193,616</u>
Total Liabilities and Fund Balances	<u>\$ 9,505</u>	<u>\$ 3,684</u>	<u>\$ 1,208,339</u>	<u>\$ -</u>	<u>\$ -</u>	

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.

Capital Assets, Net of Accumulated Depreciation

3,022,736

Long-term liabilities, including bonds payable, are not due and payable in the current period and, therefore, are not reported in the funds.

Bonds Payable

(7,155,000)

Developer Advance Payable

(42,162)

Accrued Interest Payable - Senior Bonds

(100,175)

Accrued Interest Payable - Subordinate Bonds

(658,980)

Accrued Interest Payable - Developer Advances

(7,155)

Net Position of Governmental Activities

\$ (3,747,120)

See accompanying Notes to Basic Financial Statements.

FITZSIMONS VILLAGE METROPOLITAN DISTRICT NO. 3
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES
GOVERNMENTAL FUNDS
YEAR ENDED DECEMBER 31, 2018

	General	Special Revenue	Debt Service Conf Ctr/Hotel	Debt Service Apt/Retail	Capital Projects Apt/Retail	Total Governmental Funds
REVENUES						
Net Investment Income	\$ -	\$ -	\$ 19,408	\$ -	\$ -	\$ 19,408
Public Improvement Fees	-	-	271,443	-	-	271,443
Transfer from District No. 1 - O&M Fee Pledge	-	46,689	-	-	-	46,689
Transfer from District No. 1 - Taxes	-	-	54,904	-	-	54,904
Transfer from AURA - TIF Property Taxes	-	-	55,075	-	-	55,075
Transfer from AURA - ARI Mill Levy	3,672	-	-	-	-	3,672
O&M Fee Pledge	-	61,348	-	-	-	61,348
Total Revenues	<u>3,672</u>	<u>108,037</u>	<u>400,830</u>	<u>-</u>	<u>-</u>	<u>512,539</u>
EXPENDITURES						
General:						
Accounting	35,000	-	-	-	-	35,000
Audit	2,750	-	-	-	-	2,750
District Management	1,000	-	-	-	-	1,000
Dues and Membership	361	-	-	-	-	361
Election	399	-	-	-	-	399
Insurance	2,731	-	-	-	-	2,731
Legal - Special Counsel - TIF	15,420	-	-	-	-	15,420
Miscellaneous/Contingency	48	-	-	-	-	48
Payment to ARTA - ARI Property Taxes	3,672	-	-	-	-	3,672
PIF Administration	105	-	-	-	-	105
Landscape Maintenance	-	11,737	-	-	-	11,737
Snow Removal	-	17,594	-	-	-	17,594
Transfer to Fitzsimons Village Metro Dist No. 1	-	83,689	-	-	-	83,689
Debt Service:						
Paying Agent/Trustee Fees	-	-	3,000	-	-	3,000
Bond Interest - 2014 Senior Bonds	-	-	300,525	-	-	300,525
Total Expenditures	<u>61,486</u>	<u>113,020</u>	<u>303,525</u>	<u>-</u>	<u>-</u>	<u>478,031</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	(57,814)	(4,983)	97,305	-	-	34,508
OTHER FINANCING SOURCES (USES)						
Transfer from Other Funds	42,394	-	-	-	-	42,394
Transfer to Other Funds	-	(42,394)	-	-	-	(42,394)
Total Other Financing Sources (Uses)	<u>42,394</u>	<u>(42,394)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
NET CHANGE IN FUND BALANCES	(15,420)	(47,377)	97,305	-	-	34,508
Fund Balances - Beginning of Year	-	48,074	1,111,034	-	-	1,159,108
FUND BALANCES - END OF YEAR	<u>\$ (15,420)</u>	<u>\$ 697</u>	<u>\$ 1,208,339</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,193,616</u>

See accompanying Notes to Basic Financial Statements.

**FITZSIMONS VILLAGE METROPOLITAN DISTRICT NO. 3
RECONCILIATION OF THE STATEMENT 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 \$ 34,508

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

Governmental funds report capital outlay 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.

Dedication of Capital Assets to Other Governments	(2,216,129)
Depreciation	(245,087)

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 Developer Advance - Change in Liability	(3,373)
Accrued Interest on Subordinate Bonds - Change in Liability	<u>(151,200)</u>

Change in Net Position of Governmental Activities \$ (2,581,281)

**FITZSIMONS VILLAGE METROPOLITAN DISTRICT NO. 3
GENERAL FUND
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE –
BUDGET AND ACTUAL
YEAR ENDED DECEMBER 31, 2018**

	Original and Final Budget	Actual Amounts	Variance with Final Budget Positive (Negative)
REVENUES			
Transfer from AURA - ARI Mill Levy	\$ 6,536	\$ 3,672	\$ (2,864)
Total Revenues	<u>6,536</u>	<u>3,672</u>	<u>(2,864)</u>
EXPENDITURES			
Accounting	35,000	35,000	-
Audit	2,750	2,750	-
District Management	1,000	1,000	-
Dues and Membership	400	361	39
Election	-	399	(399)
Insurance	3,000	2,731	269
Legal	10,000	-	10,000
Legal - Special Counsel - TIF	-	15,420	(15,420)
Miscellaneous/Contingency	4,314	48	4,266
Payment to ARTA - ARI Property Taxes	6,536	3,672	2,864
PIF Administration	2,000	105	1,895
Total Expenditures	<u>65,000</u>	<u>61,486</u>	<u>3,514</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	(58,464)	(57,814)	650
OTHER FINANCING SOURCES (USES)			
Transfer from Other Fund	58,464	42,394	(16,070)
Total Other Financing Sources (Uses)	<u>58,464</u>	<u>42,394</u>	<u>(16,070)</u>
NET CHANGE IN FUND BALANCE	-	(15,420)	(15,420)
Fund Balance - Beginning of Year	<u>-</u>	<u>-</u>	<u>-</u>
FUND BALANCE - END OF YEAR	<u>\$ -</u>	<u>\$ (15,420)</u>	<u>\$ (15,420)</u>

See accompanying Notes to Basic Financial Statements.

**FITZSIMONS VILLAGE METROPOLITAN DISTRICT NO. 3
SPECIAL REVENUE FUND
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE –
BUDGET AND ACTUAL
YEAR ENDED DECEMBER 31, 2018**

	Budget Amounts		Actual Amounts	Variance with Final Budget Positive (Negative)
	Original	Final		
REVENUES				
Operations and Maintenance Fee Pledge	\$ 61,348	\$ 61,348	\$ 61,348	\$ -
Transfer from District No. 1 - O&M Fee Pledge	46,689	46,689	46,689	-
Total Revenues	<u>108,037</u>	<u>108,037</u>	<u>108,037</u>	<u>-</u>
EXPENDITURES				
Landscaping Maintenance	15,000	15,000	11,737	3,263
Snow Removal	20,000	23,000	17,594	5,406
Transfer to Fitzsimons No. 1	14,573	59,647	83,689	(24,042)
Total Expenditures	<u>49,573</u>	<u>97,647</u>	<u>113,020</u>	<u>(15,373)</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	58,464	10,390	(4,983)	(15,373)
OTHER FINANCING SOURCES (USES)				
Transfer to Other Funds	(58,464)	(58,464)	(42,394)	16,070
Total Other Financing Sources (Uses)	<u>(58,464)</u>	<u>(58,464)</u>	<u>(42,394)</u>	<u>16,070</u>
NET CHANGE IN FUND BALANCE	-	(48,074)	(47,377)	697
Fund Balance - Beginning of Year	-	48,074	48,074	-
FUND BALANCE - END OF YEAR	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 697</u>	<u>\$ 697</u>

See accompanying Notes to Basic Financial Statements.

FITZSIMONS VILLAGE METROPOLITAN DISTRICT NO. 3
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 1 DEFINITION OF REPORTING ENTITY

Fitzsimons Village Metropolitan District No. 3 (District), a quasi-municipal corporation and political subdivision of the state of Colorado, was organized in July 2006 and is governed pursuant to provisions of the Colorado Special District Act (Title 32, Article 1, Colorado Revised Statutes). The District's service area is located within the City of Aurora (City), Arapahoe County, Colorado. The District was organized for the purpose of financing and providing public improvements and related operations and maintenance services within and outside of the boundaries of the District. The public improvements include streets, safety protection, park and recreation facilities, water, sewer, transportation and mosquito control. When appropriate, these improvements will be dedicated to the City, Arapahoe County, or other such entities as appropriate for the use and benefit of the District taxpayers and service users. The District was organized in conjunction with two other related districts, Fitzsimons Village Metropolitan District No. 1 and No. 2.

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

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

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

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. Both statements distinguish between governmental activities, which are normally supported by taxes and intergovernmental revenues.

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

**FITZSIMONS VILLAGE METROPOLITAN DISTRICT NO. 3
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 expenses of a given function or segment are offset by program revenues. Direct expenses are those that are clearly identifiable with a specific function or segment. Program revenues include: 1) charges to customers or applicants who purchase, use, or directly benefit from goods, services or privileges provided by a given function or segment, and 2) grants and contributions that are restricted to meeting the operational or capital requirements of a particular function or segment. Taxes and other items not properly included among program revenues are reported instead as general revenues.

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

Measurement Focus, Basis of Accounting and Financial Statement Presentation

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

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the 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 intergovernmental revenues, operation and maintenance fees, and public improvement fees. All other revenue items are considered to be measurable and available only when cash is received by the District. The District 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 is due.

The District reports the following major governmental funds:

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

The Special Revenue Fund accounts for resources accumulated to be used for payment of certain operation and maintenance expenses.

The Debt Service Funds account for the resources accumulated and payments made for principal and interest on long-term debt of the governmental funds.

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

FITZSIMONS VILLAGE METROPOLITAN DISTRICT NO. 3
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Budgets

In accordance with the State Budget Law of Colorado, the District's Board of Directors holds public hearings in the fall of each year to approve the budget and appropriate the funds for the ensuing year. The appropriation is at the total fund expenditures and 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.

Capital Assets

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

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

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

Streets	30 Years
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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.

FITZSIMONS VILLAGE METROPOLITAN DISTRICT NO. 3
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fund Balance

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

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

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

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

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 balances is available for use when an expenditure is incurred, it is the District's practice to use the most restrictive classification first.

Deficits

The General Fund reported a deficit in the fund financial statement as of December 31, 2018. The deficit will be eliminated with 2019 revenues.

**FITZSIMONS VILLAGE METROPOLITAN DISTRICT NO. 3
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 3 CASH AND INVESTMENTS

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

Statement of Net Position:	
Cash and Investments	\$ 5,347
Cash and Investments - Restricted	1,171,240
Total Cash and Investments	<u>\$ 1,176,587</u>

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

Deposits with Financial Institutions	\$ 98,761
Investments	1,077,826
Total Cash and Investments	<u>\$ 1,176,587</u>

Deposits with Financial Institutions

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

The State Commissioners for banks and financial services are required by statute to monitor the naming of eligible depositories and reporting of the uninsured deposits and assets maintained in the collateral pools.

At December 31, 2018, the District cash deposits had a bank balance of \$99,256 and carrying balance of \$98,761.

Investments

The District has adopted a policy authorizing investments in accordance with state statutes.

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.

**FITZSIMONS VILLAGE METROPOLITAN DISTRICT NO. 3
 NOTES TO BASIC 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, 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>Investments</u>	<u>Maturity</u>	<u>Amount</u>
Colorado Local Government Liquid Asset Trust (COLOTRUST)	Weighted average under 60 days	<u>\$ 1,077,826</u>

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.

FITZSIMONS VILLAGE METROPOLITAN DISTRICT NO. 3
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 4 CAPITAL ASSETS

The following is an analysis of the changes in the District's capital assets for the year ended December 31, 2018:

	Balance at December 31, 2017	Additions	Reductions	Balance at December 31, 2018
Capital Assets, Not Being Depreciated	\$ 5,483,952	\$ -	\$ 5,483,952	\$ -
Total Capital Assets, Not Being Depreciated	5,483,952	-	5,483,952	-
Capital Assets, Being Depreciated:				
Streets	-	3,267,823	-	3,267,823
Total Capital Assets, Being Depreciated	-	3,267,823	-	3,267,823
Less Accumulated Depreciation for:				
Streets	-	(245,087)	-	(245,087)
Total Accumulated Depreciation	-	(245,087)	-	(245,087)
Capital Assets, Net	-	3,022,736	-	3,022,736
Governmental Activities Capital Assets, Net	<u>\$ 5,483,952</u>	<u>\$ 3,022,736</u>	<u>\$ 5,483,952</u>	<u>\$ 3,022,736</u>

During 2018, \$2,216,129 of the capital assets constructed by the District and conveyed to the City of Aurora were removed from the District's financial records.

Depreciation costs of the assets owned by the District, totaling \$245,087, was charged to general government function of the District for the year ended December 31, 2018.

NOTE 5 LONG-TERM OBLIGATIONS

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

	Balance - December 31, 2017	Additions	Reductions	Balance - December 31, 2018	Due Within One Year
Tax Increment/PIF Supported:					
Revenue Bonds, Series 2014A	\$ 5,055,000	\$ -	\$ -	\$ 5,055,000	\$ -
Tax Increment/PIF Supported:					
Subordinate Revenue Bonds Series 2014B	2,100,000	-	-	2,100,000	-
Developer Advance Payable	42,162	-	-	42,162	-
Accrued Interest on Developer Advance	3,782	3,373	-	7,155	-
Total	<u>\$ 7,200,944</u>	<u>\$ 3,373</u>	<u>\$ -</u>	<u>\$ 7,204,317</u>	<u>\$ -</u>

**FITZSIMONS VILLAGE METROPOLITAN DISTRICT NO. 3
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 5 LONG-TERM OBLIGATIONS (CONTINUED)

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

\$5,055,000 Tax Increment/Public Improvement Fee Supported Revenue Bonds, Series 2014A

On August 21, 2014, the District issued \$5,055,000 in Tax Increment/Public Improvement Fee Supported Revenue Bonds Series 2014A (the Bonds). The Bonds are special limited revenue obligations of the District, payable solely from Pledged Revenues which include all PIF revenues, all TIF Revenues during the TIF Revenues Term, all Facilities Fee Revenues, all Capital Levy Revenues, Specific Ownership Taxes, Guaranty Payments, any other legally available amounts and all income or other gains. The Bonds are due March 1, 2044, with an interest rate of 5.75% - 6.00%, paid semiannually on March 1 and September 1. The Bonds are subject to optional redemption prior to maturity at the option of the District on and after March 1, 2020, on any date, in whole or in part, at a redemption price equal to 100% of the principal amount so redeemed, plus interest accrued to the redemption date.

The proceeds from the Bonds were used to finance certain public improvements (Phase 2 District Development), fund the Reserve Fund, fund capitalized interest for payment of a portion of the bond interest, and pay the costs of issuing the Bonds.

The Bonds will mature as follows:

<u>Year Ending December 31,</u>	Governmental Activities		
	Principal	Interest	Total
2019	\$ -	\$ 300,525	\$ 300,525
2020	5,000	300,381	305,381
2021	30,000	299,375	329,375
2022	40,000	297,363	337,363
2023	50,000	294,775	344,775
2024-2028	440,000	1,410,051	1,850,051
2029-2033	710,000	1,244,532	1,954,532
2034-2038	1,060,000	984,900	2,044,900
2039-2043	2,120,000	547,500	2,667,500
2044	600,000	18,000	618,000
Total	<u>\$ 5,055,000</u>	<u>\$ 5,697,402</u>	<u>\$ 10,752,402</u>

\$2,100,000 Tax Increment/Public Improvement Fee Supported Subordinate Revenue Bonds, Series 2014B

On August 21, 2014, the District also issued Series 2014B (the Subordinate Bonds) for the purpose of defraying a portion of the costs of Phase 2 District Development. The Subordinate Bonds bear an interest rate of 7.20% and mature on March 15, 2044. The Subordinate Bonds will be payable from the Pledged Revenue on a basis fully junior and subordinate to the Bonds.

**FITZSIMONS VILLAGE METROPOLITAN DISTRICT NO. 3
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 5 LONG-TERM OBLIGATIONS (CONTINUED)

The Subordinate Bonds are projected to mature as follows:

<u>Year Ending December 31,</u>	<u>Governmental Activities</u>		
	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2019	\$ -	\$ 690,480	\$ 690,480
2020	-	151,200	151,200
2021	-	151,200	151,200
2022	-	151,200	151,200
2023	-	151,200	151,200
2024-2028	-	756,000	756,000
2029-2033	-	756,000	756,000
2034-2038	126,987	751,898	878,885
2039-2043	767,198	628,919	1,396,117
2044	1,205,815	86,819	1,292,634
Total	<u>\$ 2,100,000</u>	<u>\$ 4,274,916</u>	<u>\$ 6,374,916</u>

Authorized Debt

On May 2, 2006, a majority of the qualified electors of the District authorized the issuance of indebtedness in an amount not to exceed \$4,211,840,000. At December 31, 2018, the District had authorized but unissued indebtedness in the following amounts allocated for the following purposes:

	<u>Amount Authorized on May 2, 2006</u>	<u>Authorization Used for Series 2014A&B Bonds</u>	<u>Authorized But Unissued</u>
Street Facilities	\$ 382,440,000	\$ 4,263,576	\$ 378,176,424
Water Facilities	382,440,000	831,419	381,608,581
Sanitation Facilities	382,440,000	2,060,005	380,379,995
Traffic/Safety Protection Facilities	382,440,000	-	382,440,000
Parks and Recreation	382,440,000	-	382,440,000
Television Relay	382,440,000	-	382,440,000
Public Transportation	382,440,000	-	382,440,000
Mosquito Control	382,440,000	-	382,440,000
Fire Protection	382,440,000	-	382,440,000
Operations and Maintenance	5,000,000	-	5,000,000
Debt Refunding	382,440,000	-	382,440,000
Intergovernmental Contracts	382,440,000	-	382,440,000
Total	<u>\$ 4,211,840,000</u>	<u>\$ 7,155,000</u>	<u>\$ 4,204,685,000</u>

The District's Service Plan limits total debt issuance to not exceed \$382,440,000. 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 services area; however, as of the date of this audit, the amount and timing of any future debt issuances are not determinable.

FITZSIMONS VILLAGE METROPOLITAN DISTRICT NO. 3
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 6 INTERFUND TRANSFER

The District transferred \$42,394 from the Special Revenue Fund to the General Fund to cover certain operating expenditures.

NOTE 7 NET POSITION

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

Net investment in capital assets consists of capital assets, net of accumulated depreciation and reduced by the outstanding balances of bonds, mortgages, notes, or other borrowings that are attributable to the acquisition, construction, or improvement of those assets. As of December 31, 2018, the District had net investment in capital assets, as follows:

Capital Assets, Net	\$ 3,022,736
Outstanding Long-Term Debt Applicable to Capital Assets	(4,263,581)
Unspent Bond Proceeds Applicable to Capital Assets	301,222
Net Investment in Capital Assets	<u>\$ (939,623)</u>

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:

	<u>Governmental Activities</u>
Restricted Net Position:	
Emergency Reserves	\$ 1,300
Operations - O&M Fee Pledge	697
Total Restricted Net Position	<u>\$ 1,997</u>

The District has a deficit in unrestricted net position. This deficit amount is primarily a result of the District being responsible for the repayment of bonds issued, and accrued interest, for the construction of public improvements conveyed to other governments.

FITZSIMONS VILLAGE METROPOLITAN DISTRICT NO. 3
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 8 AGREEMENTS

City IGA

On June 30, 2008, the District, Fitzsimons Village Metropolitan District No. 1 (District No. 1) and Fitzsimons Village Metropolitan District No. 2 (District No. 2) (collectively, the Districts) executed intergovernmental agreements with the City (collectively, the City IGA), pursuant to which the Districts agreed to retain ownership or dedicate public improvements to the City or other appropriate jurisdiction or owners association. The City IGA also reaffirms certain requirements and restrictions set forth in the Service Plan, including District No. 1 and District No. 2's obligation to impose the ARI Mill Levy and convey the revenue from the ARI Mill Levy to the Aurora Regional Transportation Authority for the provision of regional improvements which includes the planning, design, acquisition, construction, installation and redevelopment of street and transportation related improvements.

FFCO Agreement

On April 29, 2010, the Districts entered into the Facilities Funding, Construction and Operations Agreement as amended on August 21, 2014, by a First Amendment to Facilities Funding, Construction and Operations Agreement (as so amended, the FFCO Agreement). The FFCO Agreement establishes certain expectations as to the financing, construction, operation, and maintenance of improvements contemplated in the Service Plan for the purpose of providing, in a timely and coordinated manner, essential services in the community to be served by the Districts. The FFCO Agreement anticipates that the Districts will, from time to time, enter into intergovernmental agreements whereby one or more of the Districts will act as an issuing district and/or an operating district to finance certain public improvements and one or more of the Districts will act as a taxing district to pledge revenues for the financing, operations and maintenance of the public improvements.

As anticipated by the FFCO Agreement, the District (as Issuing District) entered into the 2014 Pledge Agreement with District No. 1 related to the Series 2014 Bonds.

Capital Pledge Agreement

As contemplated in the FFCO Agreement, on August 1, 2014, the District (Issuing District), District No. 1 (Taxing District), and UMB Bank, n.a. (Trustee) entered into a Capital Pledge Agreement (the 2014 Pledge Agreement) to secure a portion of the payment of the Series 2014 Bonds issued by the District on August 21, 2014, to finance certain public infrastructure. Pursuant to the 2014 Pledge Agreement, the District will receive certain pledged revenues from the Taxing District for payment of the Series 2014 Bonds. The portions of the Pledged Revenue pledged by the Taxing District under the 2014 Pledge Agreement include the following revenues generated within the boundaries of the Taxing District: Taxing District Base Tax Revenues and TIF Revenues (prior to termination of the AURA Intergovernmental Agreement), revenues generated by imposition of the Capital Levy (after the date of termination of the AURA Intergovernmental Agreement), Specific Ownership Taxes attributable to the Capital Levy, and the Facilities Fee.

FITZSIMONS VILLAGE METROPOLITAN DISTRICT NO. 3
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 8 AGREEMENTS (CONTINUED)

Capital Pledge Agreement (Continued)

The “Capital Levy” is defined as the ad valorem mill levy imposed on all taxable properties within the Taxing District’s boundaries. Commencing in levy year 2014 for collection in 2015, the Capital Levy shall be no less than 15 mills. Commencing in levy year 2039 for collection in 2040, the Capital Levy shall be no less than 50 mills. The maximum Capital Levy shall be the maximum mill levy the Taxing District is authorized to impose pursuant to its Service Plan less the number of mills certified in connection with its Mill Levy Pledged to AURA. Such minimum and maximum mill levies are subject to adjustment due to changes in the method of calculating assessed valuation.

Operations Financing IGA

As contemplated in the FFCO Agreement, on August 21, 2014, the District (as Operating District) entered into an Operations Financing IGA (OF IGA) with District Nos. 1 and 2 (as Taxing Districts). Pursuant to the OF IGA, the District will receive pledged revenues from the imposition of the O&M Fee and the Operations Mill Levy, along with certain specific ownership taxes associated with such mill levy, for payment of operation and maintenance costs associated with the District’s Improvements (as defined in the OF IGA).

O&M Fees

The District and District Nos. 1 and 2 approved a Joint Operations and Maintenance Fee Resolution, as amended and restated (O&M Fee Resolution), to provide funds for the operations and maintenance costs of the public improvements constructed as contemplated in the Service Plans of the Districts. The O&M Fee Resolution imposes a monthly operations and maintenance fee (the O&M Fee) on structures within the Districts’ boundaries for which a certificate of occupancy has been issued, excluding any parking garages or real property actually conveyed or dedicated to nonprofit owners’ associations, governmental entities or utility providers. The O&M Fee will be invoiced by District No. 1 and payable in advance on an annual basis.

The O&M Fee Resolution was amended in 2014 to increase the O&M Fee to \$0.025 per square foot per month for commercial property effective January 1, 2015, and increased 0.50% per year thereafter. The amendment to the O&M Fee Resolution will also allow the O&M Fee to be imposed on property owned by governmental entities.

The O&M Fee on 255,299 square feet of commercial property in Phase 1 will be collected by District No. 1, with a portion of the O&M Fee (\$0.015 per square foot per month) being transferred by District No. 1 to the District to support operation and maintenance of the Phase 2 Infrastructure. The remaining \$0.01 per square foot per month of the O&M Fee imposed on Phase 1 commercial property will remain with District No. 1 to support operation and maintenance of Phase 1 infrastructure.

FITZSIMONS VILLAGE METROPOLITAN DISTRICT NO. 3
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 8 AGREEMENTS (CONTINUED)

2013 Public Finance and Redevelopment Agreement – One-Third Revenue

The 2013 Public Finance and Redevelopment Agreement – One Third Revenue represents amounts available to the Districts for the purpose of financing capital improvements pursuant to the Public Finance and Redevelopment Agreement dated July 8, 2013 (the 2013 PFRA), among the City, AURA and Corporex Colorado, LLC (Developer). The 2013 PFRA provides that at the end of each fiscal year, any revenue received by the City or AURA pledged to the payment of the City or AURA bonds issued for the project in excess of the Base Case Bond Amortization be distributed 1/3 to the City or AURA, 1/3 to the Developer and 1/3 to the District. In a joint letter from the City and AURA addressed to District No. 3 and the Developer, the City and AURA acknowledge their intent to present for approval to each of their governing bodies an amendment to the 2013 PFRA authorizing District No. 3 to use such revenues for payment of operations and maintenance expenses. Specifically, the letter states that the City and AURA waive any objection to the use of such revenue for operations and maintenance expenditures for the period ending on the earlier of (a) execution and delivery of the amendment described above or (b) December 31, 2017.

Operation Funding Agreement

On August 1, 2014, the District, and CPX Aurora FS Hotel, LLC (Hotel Developer) entered into the Operation Funding Agreement pursuant to which the Developer has agreed to advance funds to the District to cover the shortfall, if any, in the District's General Fund for the payment of administrative, operations and maintenance expenditures through December 31, 2018, in an amount not to exceed \$200,000. The District has agreed to reimburse such advances, together with interest at 8% per annum, subject to annual appropriation and budget approval by the District. As of December 31, 2018, the outstanding advances under this agreement totaled \$42,162 and accrued interest totaled \$7,155.

Facilities Acquisition Agreement

As contemplated in the FFCO Agreement, on August 21, 2014, the District entered into a Facilities Acquisition Agreement (2014 FFA) with the Developer and Hotel Developer (collectively with the Developer, CPX). Under the 2014 FAA, the District agrees to acquire certain improvements constructed by the Developer (or as assigned to CPX Aurora FS Hotel, LLC and Sunflower Bank, N.A. (Sunflower) pursuant to that certain Collateral Assignment of Project Documents between the District, CPX, and Sunflower dated August 21, 2014) in connection with development of a hotel, conference center, and parking structure within the District's service area. Such public improvements include a boulevard entry, new water, storm, and sanitary lines, relocated electric utilities, roadways, landscaping and lighting (as defined in the 2014 FAA, the District Development Work). As contemplated in both the 2014 FAA and the AURA Contribution Agreement, certain proceeds of the 2014 Bonds, as well as the \$400,000 AURA Contribution shall be held in separate escrow accounts pursuant to the Escrow Agreement – District Improvements, and the Developer has the right to draw on the funds maintained in such escrow accounts, subject to receipt of a written certification from an independent engineer that the construction costs for which the Developer seeks reimbursement are reasonable and subject to reimbursement. Pursuant to the 2014 FAA, the District agrees to periodically reimburse the Developer for Certified Construction Costs (as defined therein) no more often than monthly up to a maximum amount of \$5,700,000, together with interest thereon, which shall accrue at the rate of 8% per annum.

**FITZSIMONS VILLAGE METROPOLITAN DISTRICT NO. 3
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 8 AGREEMENTS (CONTINUED)

Joint Facilities Fee Resolution

On August 13, 2014, the Boards of Directors of the District and District No. 1 adopted a Joint Resolution of Fitzsimons Village Metropolitan District Nos. 1 and 3 Regarding the Imposition of Facilities Fees (Facilities Fee Resolution), which Resolution was recorded on August 21, 2014. The Facilities Fee Resolution imposes a one-time fee in the amount of \$1.00 per gross square foot on property located within the boundaries of the District or District No. 1 and intended for nonresidential use (Commercial Facilities Fee). The Commercial Facilities Fee is imposed on any building intended for nonresidential use and for which a building permit is required by the City, excluding parking structures and any land owned by nonprofit homeowners' associations, governmental entities, or utility providers. The Commercial Facilities Fee is due and payable on or before the date of issuance of a building permit for the applicable building. The Facilities Fee Resolution provides that interest will accrue on facilities fees not paid when due at the rate of 12% per annum until paid. Revenues derived from the imposition of the Commercial Facilities Fee by the District and by District No. 1 are pledged to the payment of the District's Bonds or any other indebtedness issued by the District.

Aurora Urban Renewal Authority IGA

On August 21, 2014, the District and District No. 1 entered into an Intergovernmental Agreement with the Aurora Urban Renewal Authority (AURA) (the AURA IGA). Pursuant to the AURA IGA, the parties agree to cooperate to assure that ad valorem property taxes levied by the District and District No. 1 and other Pledged Revenues are made available to the District and District No. 1 by AURA for purposes of financing public improvements necessary to develop a hotel, conference center, structured parking facility, and related amenities within the 3.822 acre Project Area (Project). Following the District's issuance of the Series 2014 Bonds, AURA agreed to make annual disbursements of Pledged Revenues from the Pledged Revenue Fund to the District or its designee, which revenues consist of the following: 1/3 of the Excess Revenues available for the fiscal year, 100% of the Tax Increment generated by the imposition of the District No. 1's Debt Service Mill Levy within the Project Area in excess of 35 mills, and 100% of the Tax Increment generated by the District No. 1's Operating Mill Levy and ARI Mill Levy within the Project Area.

Operations and Maintenance Fee Payment Agreement

On August 21, 2014, the Districts entered into the Agreement Regarding Payment of Operations and Maintenance Fee with AURA (O&M Fee Agreement). Under the O&M Fee Agreement, AURA acknowledges the Districts' adoption of the O&M Fee Resolution, pursuant to which the Districts are authorized to impose a monthly O&M Fee on property within the Districts' boundaries for the payment of operations and maintenance costs related to certain public improvements. Pursuant to the O&M Fee Agreement, AURA consents to payment of the O&M Fee to the Districts from its Available Revenues (as defined in that certain 2013 PFRA). Likewise, the Districts acknowledge their intent to apply all or a portion of the Available Revenues allocated to each by AURA to the payment of operations and maintenance-related expenditures, and agree that the rate of the O&M payable by AURA will not be increased without AURA's prior written consent. The O&M Fee is currently imposed at a rate of \$0.025 per commercial square foot per month, and \$1.12 per residential unit per month.

FITZSIMONS VILLAGE METROPOLITAN DISTRICT NO. 3
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 8 AGREEMENTS (CONTINUED)

Public Finance and Redevelopment Agreement

On July 28, 2008, the Districts, BWAB Fitzsimons LLC (General Developer), and AURA entered into the Public Finance and Redevelopment Agreement (2008 PFRA), pursuant to which the parties set forth their respective obligations regarding, among other things, the redevelopment of the Districts' service area and the financing of public infrastructure necessary for such redevelopment. Under the 2008 PFRA, AURA is obligated to pay certain of its tax increment revenues derived from the following sources to any of the Districts that issue bonds: ad valorem property tax, sales tax, lodger's tax, use tax, and any interest earned on such tax revenues (Pledged Revenues). AURA further agrees to irrevocably pledge such Pledged Revenues (net of any Pledged Revenues generated from the Districts' Operations Mill Levies or from the Districts' ARI Mill Levies) to the payment of bonds issued by any of the Districts to the extent such amounts are pledged under any applicable bond documents. The total principal amount of the funding obligation under terms of the 2008 PFRA is \$42,000,000 plus interest at 7% compounded annually on February 1st.

On August 21, 2014, the Districts, AURA, and the Developer (as successor-in-interest to the General Developer) entered into the First Amendment to the Public Finance and Redevelopment Agreement (Amended 2008 PFRA). The Amended 2008 PFRA acknowledges the exclusion of a certain portion of property from the redevelopment area described in the 2008 PFRA (Excluded Area), and establishes that only the Pledged Revenues generated from within the remaining property (Phase I Parcel) may be used to pay the Districts' financial obligations incurred to finance or refinance development to benefit the Phase I Parcel. Likewise, revenues generated from or attributable to the Excluded Area may be used to pay the Districts' financial obligations incurred to finance or refinance development to benefit the Excluded Area.

NOTE 9 RELATED PARTY

The Developer of the property which constitutes the District is Corporex Colorado, LLC, a Colorado limited liability company. Property within the Phase 2 Project Area is currently owned by Citywide Banks, a banking association. The Developer assigned a Purchase Agreement to CPX Aurora FS Hotel, LLC, a Colorado limited liability company and affiliate of CPX Colorado (Hotel Owner) and to Aurora Urban Renewal Authority for purchase of the Hotel/Conference Center Site and Parking Garage Site, respectively. The majority of the members of the Board of Directors are officers or employees of the Developer and Citywide Banks or an entity affiliated with the Developer, and may have conflicts of interest in dealing with the District.

FITZSIMONS VILLAGE METROPOLITAN DISTRICT NO. 3
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 10 RISK MANAGEMENT

Except as provided in the Colorado Governmental Immunity Act, §24-10-101, et seq., C.R.S., 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. 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 11 TAX, SPENDING AND DEBT LIMITATIONS

Article X, Section 20 of the Colorado Constitution, referred to as the Taxpayer's Bill of Rights (TABOR), contains tax, spending, revenue and debt limitations which apply to the State of Colorado and all local governments.

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

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

On May 2, 2006, the District voters passed an election question allowing the District to increase property taxes up to \$5,000,000 annually, without limitation of rate, to pay the District's operations, maintenance, and other expenses. Additionally, the District's voters authorized the District to collect, retain and spend all revenues in excess of TABOR spending, revenue raising or other limitations.

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

**FITZSIMONS VILLAGE METROPOLITAN DISTRICT NO. 3
DEBT SERVICE FUND – CONF CTR/HOTEL
SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE –
BUDGET AND ACTUAL
YEAR ENDED DECEMBER 31, 2018**

	Original and Final Budget	Actual Amounts	Variance with Final Budget Positive (Negative)
REVENUES			
Net Investment Income	\$ 7,500	\$ 19,408	\$ 11,908
Public Improvement Fees	252,350	271,443	19,093
Transfer from AURA - TIF Property Taxes	98,039	55,075	(42,964)
Transfer from Fitzsimons No. 1 - Taxes	38,036	54,904	16,868
Total Revenues	<u>395,925</u>	<u>400,830</u>	<u>4,905</u>
EXPENDITURES			
Paying Agent/Trustee Fees	3,000	3,000	-
Bond Interest - 2014 Senior Bonds	300,525	300,525	-
Total Expenditures	<u>303,525</u>	<u>303,525</u>	<u>-</u>
NET CHANGE IN FUND BALANCE	92,400	97,305	4,905
Fund Balance - Beginning of Year	<u>1,106,327</u>	<u>1,111,034</u>	<u>4,707</u>
FUND BALANCE - END OF YEAR	<u><u>\$ 1,198,727</u></u>	<u><u>\$ 1,208,339</u></u>	<u><u>\$ 9,612</u></u>

**FITZSIMONS VILLAGE METROPOLITAN DISTRICT NO. 3
DEBT SERVICE FUND – APT/RETAIL
SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE –
BUDGET AND ACTUAL
YEAR ENDED DECEMBER 31, 2018**

	Original and Final Budget	Actual Amounts	Variance with Final Budget Positive (Negative)
REVENUES			
Net Investment Income	\$ 2,600	\$ -	\$ (2,600)
Facility Fees	14,000	-	(14,000)
Total Revenues	<u>16,600</u>	<u>-</u>	<u>(16,600)</u>
EXPENDITURES			
Bond Interest - GO Bonds	312,725	-	312,725
Total Expenditures	<u>312,725</u>	<u>-</u>	<u>312,725</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	(296,125)	-	296,125
OTHER FINANCING SOURCES (USES)			
Transfer from Other Fund	2,450,321	-	(2,450,321)
Total Other Financing Sources (Uses)	<u>2,450,321</u>	<u>-</u>	<u>(2,450,321)</u>
NET CHANGE IN FUND BALANCE	2,154,196	-	(2,154,196)
Fund Balance - Beginning of Year	<u>-</u>	<u>-</u>	<u>-</u>
FUND BALANCE - END OF YEAR	<u>\$ 2,154,196</u>	<u>\$ -</u>	<u>\$ (2,154,196)</u>

**FITZSIMONS VILLAGE METROPOLITAN DISTRICT NO. 3
CAPITAL PROJECTS FUND – APT/RETAIL
SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE –
BUDGET AND ACTUAL
YEAR ENDED DECEMBER 31, 2018**

	Original and Final Budget	Actual Amounts	Variance with Final Budget Positive (Negative)
REVENUES			
Total Revenues	\$ -	\$ -	\$ -
EXPENDITURES			
Bond Issue Costs	714,800	-	714,800
Capital Expenditures - Apt/Retail	2,000,000	-	2,000,000
Capital Expenditures - Parking A & B	3,769,879	-	3,769,879
Total Expenditures	<u>6,484,679</u>	<u>-</u>	<u>6,484,679</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	(6,484,679)	-	6,484,679
OTHER FINANCING SOURCES (USES)			
Bond Issuance - GO Bonds	8,935,000	-	(8,935,000)
Transfer to Other Fund	<u>(2,450,321)</u>	<u>-</u>	<u>2,450,321</u>
Total other Financing Sources (Uses)	<u>6,484,679</u>	<u>-</u>	<u>(6,484,679)</u>
NET CHANGE IN FUND BALANCE	-	-	-
Fund Balance - Beginning of Year	<u>-</u>	<u>-</u>	<u>-</u>
FUND BALANCE - END OF YEAR	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

**FITZSIMONS VILLAGE METROPOLITAN DISTRICT NO. 3
SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY
DECEMBER 31, 2018**

Year Ending December 31,	\$5,055,000 Tax Increment/Public Improvement Fee Supported Revenue Bonds, Series 2014A Dated August 21, 2014 Principal due March 1 Interest Rate 5.75% - 6.00% Payable March 1 and September 1			\$2,100,000 Tax Increment/Public Improvement Fee Supported Subordinate Revenue Bonds, 2014B Dated August 21, 2014 Principal due March 15 Interest rate 7.20% Payable March 15		
	Principal	Interest	Total	Principal	Interest	Total
2019	\$ -	\$ 300,525	\$ 300,525	\$ -	\$ 690,480	\$ 690,480
2020	5,000	300,381	305,381	-	151,200	151,200
2021	30,000	299,375	329,375	-	151,200	151,200
2022	40,000	297,363	337,363	-	151,200	151,200
2023	50,000	294,775	344,775	-	151,200	151,200
2024	65,000	291,469	356,469	-	151,200	151,200
2025	75,000	287,444	362,444	-	151,200	151,200
2026	90,000	282,700	372,700	-	151,200	151,200
2027	100,000	277,238	377,238	-	151,200	151,200
2028	110,000	271,200	381,200	-	151,200	151,200
2029	120,000	264,588	384,588	-	151,200	151,200
2030	130,000	257,400	387,400	-	151,200	151,200
2031	140,000	249,638	389,638	-	151,200	151,200
2032	155,000	241,156	396,156	-	151,200	151,200
2033	165,000	231,750	396,750	-	151,200	151,200
2034	180,000	221,400	401,400	-	151,200	151,200
2035	195,000	210,150	405,150	-	151,200	151,200
2036	210,000	198,000	408,000	-	151,200	151,200
2037	230,000	184,800	414,800	56,971	151,200	208,171
2038	245,000	170,550	415,550	70,016	147,098	217,114
2039	265,000	155,250	420,250	77,275	142,057	219,332
2040	285,000	138,750	423,750	84,054	136,493	220,547
2041	490,000	115,500	605,500	183,591	130,441	314,032
2042	520,000	85,200	605,200	201,632	117,223	318,855
2043	560,000	52,800	612,800	220,646	102,705	323,351
2044	600,000	18,000	618,000	1,205,815	86,819	1,292,634
Total	\$ 5,055,000	\$ 5,697,402	\$ 10,752,402	\$ 2,100,000	\$ 4,274,916	\$ 6,374,916

**FITZSIMONS VILLAGE METROPOLITAN DISTRICT NO. 3
SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY
DECEMBER 31, 2018**

<u>Year Ending December 31.</u>	Totals		
	Principal	Interest	Total
2019	\$ -	\$ 991,005	\$ 991,005
2020	5,000	451,581	456,581
2021	30,000	450,575	480,575
2022	40,000	448,563	488,563
2023	50,000	445,975	495,975
2024	65,000	442,669	507,669
2025	75,000	438,644	513,644
2026	90,000	433,900	523,900
2027	100,000	428,438	528,438
2028	110,000	422,400	532,400
2029	120,000	415,788	535,788
2030	130,000	408,600	538,600
2031	140,000	400,838	540,838
2032	155,000	392,356	547,356
2033	165,000	382,950	547,950
2034	180,000	372,600	552,600
2035	195,000	361,350	556,350
2036	210,000	349,200	559,200
2037	286,971	336,000	622,971
2038	315,016	317,648	632,664
2039	342,275	297,307	639,582
2040	369,054	275,243	644,297
2041	673,591	245,941	919,532
2042	721,632	202,423	924,055
2043	780,646	155,505	936,151
2044	1,805,815	104,819	1,910,634
Total	<u>\$ 7,155,000</u>	<u>\$ 9,972,318</u>	<u>\$ 17,127,318</u>