

**FOOTHILLS METROPOLITAN DISTRICT
Larimer County, Colorado**

**FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION**

YEAR ENDED DECEMBER 31, 2018

**FOOTHILLS METROPOLITAN DISTRICT
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YEAR ENDED DECEMBER 31, 2018**

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Foothills Metropolitan District
Larimer County, Colorado

We have audited the accompanying financial statements of the governmental activities and each major fund of Foothills 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 Foothills 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.

I

Fiscal Focus Partners, LLC

Other Matters

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.

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the District's basic financial statements. The 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 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.

Fiscal Focus Partners, LLC

Greenwood Village, Colorado
May 19, 2019

BASIC FINANCIAL STATEMENTS

**FOOTHILLS METROPOLITAN DISTRICT
STATEMENT OF NET POSITION
DECEMBER 31, 2018**

	Governmental Activities
ASSETS	
Cash and Investments	\$ 387,792
Cash and Investments - Restricted	9,389,828
Accounts Receivable	135,837
Prepaid Expenses	1,095
Receivable from County Treasurer	15,100
Property Taxes Receivable	904,454
Capital Assets Not Being Depreciated:	
Construction in Progress	52,836,105
Total Assets	63,670,211
LIABILITIES	
Accounts Payable	105,760
Accrued Interest Payable	352,888
Noncurrent Liabilities:	
Due Within One Year	815,000
Due in More Than One Year	72,369,194
Total Liabilities	73,642,842
DEFERRED INFLOWS OF RESOURCES	
Deferred Property Tax Revenue	904,454
Total Deferred Inflows of Resources	904,454
NET POSITION	
Restricted for:	
Emergency Reserves	15,400
Debt Service	1,641,877
Unrestricted	(12,534,362)
Total Net Position	\$ (10,877,085)

See accompanying Notes to Basic Financial Statements.

**FOOTHILLS 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	\$ 450,926	\$ -	\$ -	\$ -	\$ (450,926)
Interest and Related Costs on Long-Term Debt	4,349,702	-	-	-	(4,349,702)
Total Governmental Activities	\$ 4,800,628	\$ -	\$ -	\$ -	(4,800,628)
 GENERAL REVENUES					
Property Taxes					912,212
Specific Ownership					176,585
Public Improvement Fees					912,732
Taxes Increment Fees					2,784,427
Sales Tax Increment					347,140
Net Investment Income					186,272
Total General Revenues					5,319,368
 CHANGE IN NET POSITION					518,740
Net Position - Beginning of Year					(11,395,825)
 NET POSITION - END OF YEAR					\$ (10,877,085)

See accompanying Notes to Basic Financial Statements.

**FOOTHILLS METROPOLITAN DISTRICT
BALANCE SHEET
GOVERNMENTAL FUNDS
DECEMBER 31, 2018**

	General	Debt Service	Capital Projects	Total Governmental Funds
ASSETS				
Cash and Investments	\$ 387,792	\$ -	\$ -	\$ 387,792
Cash and Investments - Restricted	15,400	9,160,831	213,597	9,389,828
Accounts Receivable - PIF	-	135,837	-	135,837
Prepaid Expenses	1,095	-	-	1,095
Receivable from County Treasurer	2,517	12,583	-	15,100
Property Taxes Receivable	150,735	753,719	-	904,454
Total Assets	<u>\$ 557,539</u>	<u>\$ 10,062,970</u>	<u>\$ 213,597</u>	<u>\$ 10,834,106</u>
LIABILITIES, DEFERRED INFLOWS OF RESOURCES, AND FUND BALANCES				
LIABILITIES				
Accounts Payable	\$ 105,760	\$ -	\$ -	\$ 105,760
Total Liabilities	105,760	-	-	105,760
DEFERRED INFLOWS OF RESOURCES				
Deferred Property Tax Revenue	150,735	753,719	-	904,454
Total Deferred Inflows of Resources	150,735	753,719	-	904,454
FUND BALANCES				
Nonspendable:				
Prepaid Expenses	1,095	-	-	1,095
Restricted for:				
Emergency Reserve	15,400	-	-	15,400
Debt Service	-	9,309,251	-	9,309,251
Capital Projects	-	-	213,597	213,597
Assigned to:				
Subsequent Year's Expenditures	146,786	-	-	146,786
Unassigned	137,763	-	-	137,763
Total Fund Balances	301,044	9,309,251	213,597	9,823,892
Total Liabilities, Deferred Inflows of Resources, and Fund Balances	<u>\$ 557,539</u>	<u>\$ 10,062,970</u>	<u>\$ 213,597</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				52,836,105
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				(72,325,000)
Developer Advance Payable				(630,401)
Developer Advance Interest Payable				(228,793)
Accrued Interest on Bonds Payable				(352,888)
Net Position of Governmental Activities				<u>\$ (10,877,085)</u>

See accompanying Notes to Basic Financial Statements.

**FOOTHILLS 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
REVENUES				
Property Taxes	\$ 152,030	\$ 760,182	\$ -	\$ 912,212
Specific Ownership Taxes	29,430	147,155	-	176,585
Public Improvement Fees	-	912,732	-	912,732
Tax Increment Fees	328,352	2,456,075	-	2,784,427
Sales Tax Increment	-	347,140	-	347,140
Net Investment Income	3,370	178,062	4,840	186,272
Total Revenues	<u>513,182</u>	<u>4,801,346</u>	<u>4,840</u>	<u>5,319,368</u>
EXPENDITURES				
Current:				
Accounting	40,990	-	-	40,990
Auditing	5,750	-	-	5,750
County Treasurer's Fees	3,041	15,204	-	18,245
District Management	4,802	-	-	4,802
Election	1,157	-	-	1,157
Insurance	3,805	-	-	3,805
Legal	17,016	-	-	17,016
Miscellaneous	73	-	-	73
Repairs and Maintenance	2,185	-	-	2,185
Dues and Membership	677	-	-	677
Property Management Contract	350,000	-	-	350,000
PIF Collection	21,430	-	-	21,430
Debt Service:				
Bond Principal	-	625,000	-	625,000
Bond Interest	-	4,267,463	-	4,267,463
Paying Agent / Trustee Fees	-	6,125	-	6,125
Capital Outlay	-	-	124,963	124,963
Total Expenditures	<u>450,926</u>	<u>4,913,792</u>	<u>124,963</u>	<u>5,489,681</u>
NET CHANGE IN FUND BALANCES	62,256	(112,446)	(120,123)	(170,313)
Fund Balances (Deficit) - Beginning of Year	<u>238,788</u>	<u>9,421,697</u>	<u>333,720</u>	<u>9,994,205</u>
FUND BALANCES - END OF YEAR	<u>\$ 301,044</u>	<u>\$ 9,309,251</u>	<u>\$ 213,597</u>	<u>\$ 9,823,892</u>

See accompanying Notes to Basic Financial Statements.

**FOOTHILLS METROPOLITAN DISTRICT
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 - Total Governmental Funds \$ (170,313)

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/amortization expense, the allocation of the cost of any depreciable asset over the estimated useful life of the asset. Therefore, this is the amount of capital outlay, net of depreciation/amortization, in the current period.

Expenditures for Capital Assets 124,963

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

Bond Principal Payment 625,000

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.

Interest on Developer Advance (63,644)
Accrued Interest on Bonds - Change in Liability 2,734

Change in Net Position of Governmental Activities \$ 518,740

**FOOTHILLS METROPOLITAN DISTRICT
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			
Property Taxes	\$ 152,030	\$ 152,030	\$ -
Specific Ownership Taxes	27,112	29,430	2,318
Net Investment Income	1,300	3,370	2,070
Tax Increment Fees	183,132	328,352	145,220
Total Revenues	<u>363,574</u>	<u>513,182</u>	<u>149,608</u>
EXPENDITURES			
Current:			
Accounting	35,000	40,990	(5,990)
Audit	6,500	5,750	750
County Treasurer's Fees	3,041	3,041	-
District Management	20,000	4,802	15,198
Dues and Membership	1,000	677	323
Election	2,000	1,157	843
Insurance	3,300	3,805	(505)
Legal	35,000	17,016	17,984
Miscellaneous	-	73	(73)
Irrigation	50,000	-	50,000
Landscaping	150,000	-	150,000
PIF Collection	7,000	21,430	(14,430)
Property Management Contract	-	350,000	(350,000)
Repairs and Maintenance	35,000	2,185	32,815
Snow Removal	100,000	-	100,000
Utilities	25,000	-	25,000
Contingency	5,159	-	5,159
Total Expenditures	<u>478,000</u>	<u>450,926</u>	<u>27,074</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	(114,426)	62,256	176,682
OTHER FINANCING SOURCES (USES)			
Repayment of Developer Advance	(77,000)	-	77,000
Total Other Financing Sources (Uses)	<u>(77,000)</u>	<u>-</u>	<u>77,000</u>
NET CHANGE IN FUND BALANCE	(191,426)	62,256	253,682
Fund Balances - Beginning of Year	<u>216,727</u>	<u>238,788</u>	<u>22,061</u>
FUND BALANCES - END OF YEAR	<u>\$ 25,301</u>	<u>\$ 301,044</u>	<u>\$ 275,743</u>

See accompanying Notes to Basic Financial Statements.

**FOOTHILLS METROPOLITAN DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 1 DEFINITION OF REPORTING ENTITY

Foothills Metropolitan District (the District), a quasi-municipal corporation and political subdivision of the state of Colorado was organized by order and decree of the District Court of Larimer County on January 10, 2013, and is governed pursuant to provisions of the Colorado Special District Act (Title 32, Article 1, Colorado Revised Statutes). The District operates under an Amended and Restated Service Plan approved by the City of Fort Collins on May 7, 2013. The District's service area is located entirely within the City of Fort Collins, Larimer County, Colorado. The District was established 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, sanitation, storm sewer, transportation, fire protection, television relay and translation, security services, and mosquito control.

The District's service plan limits the mill levy for operations and maintenance to 15.000 mills. The maximum debt mill levy allowed by the service plan is 50.000 mills as adjusted for changes in the method of calculating assessed value. The Maximum Debt Mill Levy at December 31, 2018, is 50.293 mills.

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 sum of assets and deferred outflows and the sum of liabilities and deferred inflows is reported as net position.

**FOOTHILLS 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 government considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. The major sources of revenue susceptible to accrual are property taxes, specific ownership taxes, 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 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.

**FOOTHILLS 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.

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 and investments.

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 property and equipment, easements 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.

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 the net investment in capital assets component of the District's net position.

**FOOTHILLS 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.

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 government'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.

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.

**FOOTHILLS METROPOLITAN DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Equity (Continued)

Fund Balance (Continued)

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	\$ 387,792
Cash and Investments - Restricted	9,389,828
Total Cash and Investments	\$ 9,777,620

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.

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

Deposits with Financial Institutions	\$ 270,299
Investments	9,507,321
Total Cash and Investments	\$ 9,777,620

**FOOTHILLS 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 and a carrying balance of \$270,299.

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 Surplus Asset Fund Trust (CSAFE)	Weighted Average Under 60 Days	<u>\$ 9,507,321</u>

**FOOTHILLS METROPOLITAN DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 3 CASH AND INVESTMENTS (CONTINUED)

CSAFE

The District invested in the Colorado Surplus Asset Fund Trust (CSAFE) (the Trust), which is an investment vehicle established by state statute for local government entities to pool surplus assets. The State Securities Commissioner administers and enforces all State statutes governing the Trust. The Trust is similar to a money market fund, with each share valued at \$1.00. CSAFE may invest in U.S. Treasury securities, repurchase agreements collateralized by U.S. Treasury securities, certain money market funds, and highest rated commercial paper. A designated custodial bank serves as custodian for CSAFE's portfolio pursuant to a custodian agreement. The custodian acts as safekeeping agent for CSAFE's investment portfolio and provides services as the depository in connection with direct investments and withdrawals. The custodian's internal records segregate investments owned by CSAFE. CSAFE is rated AAAM by Standard & Poor's. CSAFE records its investments at amortized cost and the District records its investments in CSAFE at net asset value as determined by amortized cost. 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
Capital Assets, Not Being Depreciated:				
Construction in Progress	\$ 52,711,142	\$ 124,963	\$ -	\$ 52,836,105
Total Capital Assets, Not Being Depreciated	<u>52,711,142</u>	<u>124,963</u>	<u>-</u>	<u>52,836,105</u>
Total Capital Assets, Net	<u>52,711,142</u>	<u>124,963</u>	<u>-</u>	<u>52,836,105</u>
Governmental Activities Capital Assets, Net	<u>\$ 52,711,142</u>	<u>\$ 124,963</u>	<u>\$ -</u>	<u>\$ 52,836,105</u>

**FOOTHILLS 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	Reductions	Balance - December 31, 2018	Due Within One Year
Special Revenue Bonds, Series 2014	\$ 72,950,000	\$ -	\$ 625,000	\$ 72,325,000	\$ 815,000
Developer Advances	630,401	-	-	630,401	-
Developer Advance Interest	165,149	63,644	-	228,793	-
Total	<u>\$ 73,745,550</u>	<u>\$ 63,644</u>	<u>\$ 625,000</u>	<u>\$ 73,184,194</u>	<u>\$ 815,000</u>

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

On October 9, 2014, the District issued \$72,950,000 in Special Revenue Bonds for street, park and recreation, water and sanitation improvements. Bond proceeds were also transferred by the bond resolution from the Capital Projects Fund to the Debt Service Fund to pay the bond interest for the subsequent construction period and to establish a reserve account. The interest rate ranges from 5.25 to 6.00%. Interest is payable semiannually on June 1 and December 1 and principal is payable annually on December 1. The bonds mature on December 1, 2038, and are term bonds subject to redemption, prior to maturity, at the option of the District, as a whole or in multiples of \$1,000, on December 1, 2024, upon payment of par and accrued interest, without redemption premium. The Bonds maturing on December 1, 2024, are subject to mandatory sinking fund redemption. The Series 2014 Bonds were issued for the purpose of financing public improvements.

The bonds are secured by and payable from the Pledged Revenue consisting of monies derived by the District from the following sources, net of any collection costs: 1) the Required Mill Levy, 2) the portion of the Specific Ownership tax which is collected as a result of the imposition of the Required Mill Levy, 3) Property Tax Increment revenues, 4) Add-On PIF revenues, 5) Sales Tax Increment revenues, and 6) any other legally available monies which the District determines to be treated as Pledged Revenue

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

Year Ending December 31,	Governmental Activities		Total
	Principal	Interest	
2019	\$ 815,000	\$ 4,234,650	\$ 5,049,650
2020	1,175,000	4,191,862	5,366,862
2021	1,325,000	4,130,175	5,455,175
2022	1,520,000	4,060,613	5,580,613
2023	1,690,000	3,980,812	5,670,812
2024-2028	11,885,000	18,272,838	30,157,838
2029-2033	19,170,000	14,055,750	33,225,750
2034-2038	34,745,000	7,176,600	41,921,600
Total	<u>\$ 72,325,000</u>	<u>\$ 60,103,300</u>	<u>\$ 132,428,300</u>

**FOOTHILLS METROPOLITAN DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 5 LONG-TERM OBLIGATIONS (CONTINUED)

Authorized Debt

On November 6, 2012, a majority of the qualified electors of the District who voted in the election authorized the issuance of indebtedness in an amount not to exceed \$1,525,000,000 at an interest rate not to exceed 18% per annum. At December 31, 2018, the District had authorized but unissued indebtedness in the following amounts allocated for the following purposes:

	Amount Authorized on November 6, 2012	Authorization Used 2014 Bonds	Authorized but Unissued at December 31, 2018
Streets	\$ 100,000,000	\$ 43,923,195	\$ 56,076,805
Park and Recreation	100,000,000	16,822,270	83,177,730
Water	100,000,000	2,662,675	97,337,325
Sanitation	100,000,000	9,541,860	90,458,140
Transportation	100,000,000	-	100,000,000
Mosquito Control	25,000,000	-	25,000,000
Traffic/Safety Controls	100,000,000	-	100,000,000
Fire Protection	100,000,000	-	100,000,000
TV Relay	100,000,000	-	100,000,000
Security	100,000,000	-	100,000,000
Refundings	600,000,000	-	600,000,000
Total	<u>\$ 1,525,000,000</u>	<u>\$ 72,950,000</u>	<u>\$ 1,452,050,000</u>

Pursuant to the Service Plan, the District is permitted to issue bond indebtedness of up to \$180,000,000.

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.

Developer Advances

The District has entered into Reimbursement and Acquisition Agreements with the Developer as follows:

Reimbursement and Infrastructure Acquisition Agreement

On April 26, 2013, the District has entered into a Reimbursement and Infrastructure Acquisition Agreement with Walton Foothills Holdings VI, LLC (Developer) pursuant to which the District agrees to reimburse the Developer for advances made to or on behalf of the District plus interest of 8% annually for costs related to the construction of public improvements subject to limitations set forth in the Service Plan. This agreement was amended on May 28, 2014. As of December 31, 2018, outstanding advances under the agreement totaled \$630,401 and accrued interest totaled \$228,793.

**FOOTHILLS 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.

Restricted assets include net position 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:	
Emergency Reserves	\$ 15,400
Debt Service	1,641,877
Total Restricted Net Position	<u>\$ 1,657,277</u>

The District has a deficit in unrestricted net position. This deficit amount was a result of the District being responsible for the repayment of bonds issued for public improvements which are intended to be conveyed to other governmental entities and will be removed from the District's financial records when construction is completed.

NOTE 7 RELATED PARTY

The Developer of the property which constitutes the District is Walton Foothills Holdings VI, LLC. The members of the Board of Directors are employees, owners or are otherwise associated with the Developer and its affiliates and may have conflicts of interest in dealing with the District.

Pursuant to the Management Agreement, the District paid \$250,000 to Walton Foothills Holdings, VI, LLC during 2018. See Note 9.

NOTE 8 COMMITMENTS AND CONTINGENCIES

Construction Commitments

As of December 31, 2018, the District has no unexpended construction related contract commitments.

NOTE 9 AGREEMENTS

Tri-Party Agreement

On September 2, 2014, the District entered into a tri-party agreement with the City of Fort Collins (City) and H&M Hennes & Mauritz LP (H&M). H&M is bound by the PIF declaration, as defined in the lease, which requires H&M to collect from purchasers or recipients of goods or services a public improvement fee (PIF) in an amount not to exceed one percent of the sales of such goods or services and remit such amounts to the designated collection agent. H&M requires that the District obtain the amount of H&M's sales from the City for purposes of verifying H&M's compliance with the PIF obligation.

**FOOTHILLS METROPOLITAN DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 9 AGREEMENTS (CONTINUED)

Management Agreement

On September 12, 2018, the District entered into a Management Agreement with Walton Foothills Holdings VI, LLC, (the Manager) to provide management, oversight and bidding of all maintenance contracts necessary to maintain the District's property, in good condition order and repair. Maintenance may include, but is not limited to, winter road maintenance, summer road maintenance and landscaping maintenance. The District will pay a Management Fee in the amount of \$350,000 annually, to be paid in semi-annual payments, to the Manager. Any unpaid Management Fees shall continue to accrue, without interest and may be paid to the Manager in future years as funds become available. This Agreement shall automatically be renewed effective as January 1 of each succeeding year, subject to annual appropriation by the District, unless earlier otherwise terminated by either Party with at least 30 days written notice. During 2018, the District paid to the Manager a total of \$250,000, leaving an unpaid balance owed of \$100,000 as of December 31, 2018.

Redevelopment and Reimbursement Agreement

On January 17, 2014, the District entered into a redevelopment and reimbursement agreement, as amended on May 12, 2014, August 18, 2014, December 31, 2015, March 28, 2016, and April 3, 2017, with Fort Collins Urban Renewal Authority (Authority), Walton Foothills Holdings VI, LLC (Developer) and the City of Fort Collins (City) wherein the Developer or District has the right to construct improvements known as the Foothills Mall (property) and desires to redevelop the property. The Developer and/or the District shall: 1) construct the project, without limitation, all eligible improvements, 2) be responsible for compliance in all respects with the Development Approvals, and 3) be responsible for payment of fees related to redevelopment of the property and construction of the project. The eligible improvements shall be financed from the net proceeds of the District Bonds. The remainder of the project shall be financed by the Developer. The project was completed in December 2017.

NOTE 10 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 the past fiscal year.

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.

**FOOTHILLS METROPOLITAN DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 11 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 6, 2012, District voters passed an election question to increase property taxes \$20,000,000 annually to pay the District's operational and maintenance costs, 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

**FOOTHILLS METROPOLITAN DISTRICT
DEBT SERVICE FUND
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			
Property Taxes	\$ 760,182	\$ 760,182	\$ -
Specific Ownership Taxes	135,565	147,155	11,590
Net Investment Income	130,000	178,062	48,062
Public Improvement Fees	1,918,887	912,732	(1,006,155)
Tax Increment Fees	2,556,425	2,456,075	(100,350)
Sales Tax Increment	3,046,746	347,140	(2,699,606)
Total Revenues	<u>8,547,805</u>	<u>4,801,346</u>	<u>(3,746,459)</u>
EXPENDITURES			
Debt Service:			
County Treasurer's Fees	15,204	15,204	-
Paying Agent Fees	10,000	6,125	3,875
Bond Interest	4,267,462	4,267,463	(1)
Bond Principal	625,000	625,000	-
Contingency	1,334	-	1,334
Total Expenditures	<u>4,919,000</u>	<u>4,913,792</u>	<u>5,208</u>
NET CHANGE IN FUND BALANCE	3,628,805	(112,446)	(3,741,251)
Fund Balances - Beginning of Year	<u>11,463,637</u>	<u>9,421,697</u>	<u>(2,041,940)</u>
FUND BALANCES - END OF YEAR	<u><u>\$ 15,092,442</u></u>	<u><u>\$ 9,309,251</u></u>	<u><u>\$ (5,783,191)</u></u>

**FOOTHILLS METROPOLITAN DISTRICT
CAPITAL PROJECTS FUND
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	\$ 1,900	\$ 4,840	\$ 2,940
Total Revenues	<u>1,900</u>	<u>4,840</u>	<u>2,940</u>
EXPENDITURES			
Capital Outlay:			
Capital Outlay	375,000	124,963	250,037
Total Expenditures	<u>375,000</u>	<u>124,963</u>	<u>250,037</u>
NET CHANGE IN FUND BALANCE	(373,100)	(120,123)	252,977
Fund Balances - Beginning of Year	<u>373,100</u>	<u>333,720</u>	<u>(39,380)</u>
FUND BALANCES - END OF YEAR	<u>\$ -</u>	<u>\$ 213,597</u>	<u>\$ 213,597</u>

**FOOTHILLS METROPOLITAN DISTRICT
SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY
DECEMBER 31, 2018**

	\$72,950,000 Special Revenue Bonds Series 2014 Dated October 9, 2014 Interest Rate from 5.25% to 6.00% Interest Payable June 1 and December 1 Principal Payable December 1		
Loan, Bonds, and Interest Maturing in the Year Ending December 31,	Principal	Interest	Total
2019	\$ 815,000	\$ 4,234,650	\$ 5,049,650
2020	1,175,000	4,191,862	5,366,862
2021	1,325,000	4,130,175	5,455,175
2022	1,520,000	4,060,613	5,580,613
2023	1,690,000	3,980,812	5,670,812
2024	1,915,000	3,892,088	5,807,088
2025	2,110,000	3,791,550	5,901,550
2026	2,365,000	3,670,225	6,035,225
2027	2,600,000	3,534,237	6,134,237
2028	2,895,000	3,384,738	6,279,738
2029	3,160,000	3,218,275	6,378,275
2030	3,490,000	3,036,575	6,526,575
2031	3,800,000	2,835,900	6,635,900
2032	4,180,000	2,607,900	6,787,900
2033	4,540,000	2,357,100	6,897,100
2034	4,970,000	2,084,700	7,054,700
2035	5,385,000	1,786,500	7,171,500
2036	5,870,000	1,463,400	7,333,400
2037	6,340,000	1,111,200	7,451,200
2038	12,180,000	730,800	12,910,800
Total	\$ 72,325,000	\$ 60,103,300	\$ 132,428,300

SUPPLEMENTAL INFORMATION

Note: Assumes no redemptions, other than mandatory sinking fund redemptions, prior to maturity.
Figures have been rounded.

**FOOTHILLS METROPOLITAN DISTRICT
SCHEDULE OF ASSESSED VALUATION, MILL LEVY, AND PROPERTY TAXES COLLECTED
DECEMBER 31, 2018**

Year Ended December 31,	Prior Year Assessed Valuation for Current Year Property Tax Levy	Mills Levied			Total Property Taxes		Percentage Collected to Levied
		Operations	Debt Service	Refunds and Abatements	Levied	Collected	
2014	\$ 11,668,630	0.000	0.000	0.000	\$ -	\$ -	N/A
2015	10,253,650	10.000	50.000	0.000	615,219	607,568	98.76 %
2016	12,387,830	10.000	50.000	0.611	750,839	747,783	99.59
2017	13,717,791	10.000	50.000	0.222	826,113	826,112	100.00
2018	15,175,707	10.018	50.092	0.000	912,212	912,212	100.00
Estimated for the Year							
Ending December 31,							
2019	\$ 14,986,570	10.058	50.293	0.000	\$ 904,454		

Note: Property taxes collected in any one year include collection of delinquent property taxes assessed in prior years, received from the County Treasurer does not permit identification of specific year of assessment.