

**THE BRANDS EAST METROPOLITAN
DISTRICT NO. 4
Larimer County, Colorado**

**FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION**

YEAR ENDED DECEMBER 31, 2018

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Report of Independent Certified Public Accountants

To the Board of Directors
The Brands East Metropolitan District No. 4

We have audited the accompanying financial statements of the governmental activities and the major funds of The Brands East Metropolitan District No. 4 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 of 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 the major funds of The Brands East Metropolitan District No. 4, as of December 31, 2018 and the respective changes in financial position and the respective budgetary comparison for the General Fund for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters*Required Supplementary Information*

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

Other Information

Our audit was conducted for the purpose of forming an opinion on the financial statements that collectively comprise The Brands East Metropolitan District No. 4's financial statements as a whole. The supplementary information section is presented for purposes of additional analysis and is not a required part of the financial statements.

The supplementary information as listed in the table of contents is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.



Littleton, Colorado
April 15, 2019

BASIC FINANCIAL STATEMENTS

**THE BRANDS EAST METROPOLITAN DISTRICT NO. 4
STATEMENT OF NET POSITION
DECEMBER 31, 2018**

	Governmental Activities
ASSETS	
Cash and Investments - Restricted	\$ 265,051
Receivable - County Treasurer	109
Interest Receivable	652
Property Taxes Receivable	34,709
Total Assets	300,521
LIABILITIES	
Due to District No. 1	319
Accrued Interest Payable	9,361
Noncurrent Liabilities:	
Due Within One Year	20,000
Due in More Than One Year	2,680,000
Total Liabilities	2,709,680
DEFERRED INFLOWS OF RESOURCES	
Property Tax Revenues	34,709
Total Deferred Inflows of Resources	34,709
NET POSITION	
Restricted for:	
Emergency Reserves	500
Capital Projects	1,167
Unrestricted	(2,445,535)
Total Net Position	\$ (2,443,868)

See accompanying Notes to Basic Financial Statements.

**THE BRANDS EAST METROPOLITAN DISTRICT NO. 4
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	\$ 2,195,962	\$ -	\$ -	\$ -	\$ (2,195,962)
Interest and Related Costs on Long-Term Debt	265,919	-	-	-	(265,919)
	<u>\$ 2,461,881</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>(2,461,881)</u>
GENERAL REVENUES					
Property Taxes					14,699
Specific Ownership Taxes					1,277
Interest Income					1,698
Total General Revenues					<u>17,674</u>
CHANGE IN NET POSITION					(2,444,207)
Net Position - Beginning of Year					339
NET POSITION - END OF YEAR					<u>\$ (2,443,868)</u>

See accompanying Notes to Basic Financial Statements.

**THE BRANDS EAST METROPOLITAN DISTRICT NO. 4
BALANCE SHEET
GOVERNMENTAL FUNDS
DECEMBER 31, 2018**

	General	Debt Service	Capital Projects	Total Governmental Fund
ASSETS				
Cash and Investments - Restricted	\$ 260	\$ 194,542	\$ 70,249	\$ 265,051
Receivable - County Treasurer	109	-	-	109
Interest Receivable		288	364	652
Property Taxes Receivable	-	34,709	-	34,709
Total Assets	\$ 369	\$ 229,539	\$ 70,613	\$ 300,521
LIABILITIES, DEFERRED INFLOWS OF RESOURCES, AND FUND BALANCES				
LIABILITIES				
Due to District No. 1	\$ 319	\$ -	\$ -	\$ 319
Total Liabilities	319	-	-	319
DEFERRED INFLOWS OF RESOURCES				
Property Tax Revenues	-	34,709	-	34,709
Total Deferred Inflows of Resources	-	34,709	-	34,709
FUND BALANCES				
Restricted for:				
Emergency Reserves	500	-	-	500
Debt Service	-	194,830	-	194,830
Unassigned	(450)	-	70,613	70,163
Total Fund Balances	50	194,830	70,613	265,493
Total Liabilities, Deferred Inflows of Resources, and Fund Balances	\$ 369	\$ 229,539	\$ 70,613	
Amounts reported for governmental activities in the statement of net position are different because:				
Long-term liabilities, including bonds payable, are not due and payable in the current period and, therefore, are not reported in the funds.				
Loans Payable				(2,700,000)
Accrued Loan Interest				(9,361)
Net Position of Governmental Activities				\$ (2,443,868)

See accompanying Notes to Basic Financial Statements.

THE BRANDS EAST METROPOLITAN DISTRICT NO. 4
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES
GOVERNMENTAL FUNDS
YEAR ENDED DECEMBER 31, 2018

	General	Debt Service	Capital Projects	Total Governmental Fund
REVENUES				
Property Taxes	\$ 14,699	\$ -	\$ -	\$ 14,699
Specific Ownership Taxes	1,277	-	-	1,277
Interest Income	49	482	1,167	1,698
Total Revenues	<u>16,025</u>	<u>482</u>	<u>1,167</u>	<u>17,674</u>
EXPENDITURES				
County Treasurer's Fees	295	-	-	295
Loan Issue Costs	-	-	256,558	256,558
Transfers to District No. 1	16,019	-	2,179,648	2,195,667
Total Expenditures	<u>16,314</u>	<u>-</u>	<u>2,436,206</u>	<u>2,452,520</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	(289)	482	(2,435,039)	(2,434,846)
OTHER FINANCING SOURCES (USES)				
Loan Proceeds	-	-	2,700,000	2,700,000
Transfers to/from Other Funds	-	194,348	(194,348)	-
Total Other Financing Sources (Uses)	<u>-</u>	<u>194,348</u>	<u>2,505,652</u>	<u>2,700,000</u>
NET CHANGE IN FUND BALANCES	(289)	194,830	70,613	265,154
Fund Balances - Beginning of Year	<u>339</u>	<u>-</u>	<u>-</u>	<u>339</u>
FUND BALANCES - END OF YEAR	<u>\$ 50</u>	<u>\$ 194,830</u>	<u>\$ 70,613</u>	<u>\$ 265,493</u>

See accompanying Notes to Basic Financial Statements.

**THE BRANDS EAST METROPOLITAN DISTRICT NO. 4
RECONCILIATION OF THE STATEMENTS OF REVENUES, EXPENDITURES, AND CHANGES
IN FUND BALANCES OF THE GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES
YEAR ENDED DECEMBER 31, 2018**

Net Change in Fund Balances - Total Governmental Funds \$ 265,154

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

The issuance of long-term debt (e.g., bonds, Developer advances) 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. Also, governmental funds record the effect of premiums, discounts, and similar items when debt is first issued as expenditures, whereas these amounts are deferred and amortized in the statement of activities.

Loans issuance (2,700,000)

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

Accrued Interest on Loans - Change in Liability (9,361)

Change in Net Position of Governmental Activities \$ (2,444,207)

**THE BRANDS EAST METROPOLITAN DISTRICT NO. 4
GENERAL FUND
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES –
BUDGET AND ACTUAL
YEAR ENDED DECEMBER 31, 2018**

	Budget Amounts		Actual Amounts	Variance with Final Budget
	Original	Final		Positive (Negative)
REVENUES				
Property Taxes	\$ 14,699	\$ 14,699	\$ 14,699	\$ -
Specific Ownership Taxes	1,176	1,300	1,277	(23)
Interest Income	-	50	49	(1)
Total revenues	<u>15,875</u>	<u>16,049</u>	<u>16,025</u>	<u>(24)</u>
EXPENDITURES				
County Treasurer's Fees	294	295	295	-
Transfers to District No. 1	15,869	16,043	16,019	24
Total expenditures	<u>16,163</u>	<u>16,338</u>	<u>16,314</u>	<u>24</u>
NET CHANGE IN FUND BALANCES	(288)	(289)	(289)	-
Fund Balances - Beginning of Year	<u>338</u>	<u>339</u>	<u>339</u>	<u>-</u>
FUND BALANCES - END OF YEAR	<u><u>\$ 50</u></u>	<u><u>\$ 50</u></u>	<u><u>\$ 50</u></u>	<u><u>\$ -</u></u>

See accompanying Notes to Basic Financial Statements.

THE BRANDS EAST METROPOLITAN DISTRICT NO. 4
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 1 DEFINITION OF REPORTING ENTITY

The Brands East Metropolitan District No. 4 (the District), (formerly known as Eagle Crossing Windsor Metropolitan District No. 4), a quasi-municipal corporation and a political subdivision of the state of Colorado, was organized by order and decree of the District Court in and for Larimer County, Colorado, on January 20, 2015, and is governed pursuant to provisions of the Colorado Special District Act (Title 32, Article 1, Colorado Revised Statutes).

The District was organized to provide financing for the planning, design, acquisition, construction, installation, relocation, redevelopment, operations, and maintenance of the public improvements within the District including streets, parks and recreation, water and wastewater facilities, transportation, mosquito control, safety protection, fire protection, television relay and translation, and security. The District was organized in conjunction with three other related Districts. The Brands East Metropolitan District No.1, No. 2, and No. 3 (formerly known as Eagle Crossing Windsor Metropolitan District No. 1, No. 2, and No. 3). The District, along with The Brands East Metropolitan District Nos. 2-3, serve as the Financing Districts, which are responsible for providing the tax base needed to support financing of capital improvements. The Brands East Metropolitan District No. 1 serves as the Operating District which is responsible for coordinating the financing, construction, and maintenance of all Pubic Improvements and other services for the Financing Districts.

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. Governmental activities are normally supported by taxes and intergovernmental revenues.

THE BRANDS EAST METROPOLITAN DISTRICT NO. 4
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 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.

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 as general revenues.

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

Measurement Focus, Basis of Accounting, and Financial Statement Presentation

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

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the District considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. The major sources of revenue susceptible to accrual are property taxes. All other revenue items are considered to be measurable and available only when cash is received by the District. The District has determined that Developer advances are not considered as revenue susceptible to accrual. Expenditures, other than interest on long-term obligations, are recorded when the liability is incurred or the long-term obligation due.

The District reports the following major governmental funds:

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

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

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

THE BRANDS EAST METROPOLITAN DISTRICT NO. 4
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Budgets

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

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

Pooled Cash and Investments

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

Property Taxes

Property taxes are levied by the District's Board of Directors. The levy is based on assessed valuations determined by the County Assessor generally as of January 1 of each year. The levy is normally set by December 15 by certification to the County Commissioners to put the tax lien always 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, sale 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 unearned property tax revenues are recorded as revenue in the year they are available or collected.

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.

THE BRANDS EAST METROPOLITAN DISTRICT NO. 4
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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.

In the government-wide financial statements, fund equity is classified as net position. Net position may be classified into three components: net investment in capital assets, restricted and unrestricted.

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

THE BRANDS EAST METROPOLITAN DISTRICT NO. 4
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 - Restricted	\$ 265,051
Total Cash and Investments	<u>\$ 265,051</u>

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

Deposits with Financial Institutions	\$ 70,493
Investments	194,558
Total Cash and Investments	<u>\$ 265,051</u>

Cash Deposits

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

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

At December 31, 2018, the District's cash deposits had a bank balance and a carrying balance of \$70,493.

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.

**THE BRANDS EAST METROPOLITAN DISTRICT NO. 4
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 3 CASH AND INVESTMENTS (CONTINUED)

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 of the World Bank
- . Certain international agency securities
- . 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 collateralized by certain authorized securities
- . Certain money market funds
- . Guaranteed investment contracts
- . Local government investment pools

Fair Value Measurement and Application

The District categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure the fair value of the asset. Level 1 inputs are quoted prices in active markets for identical assets, Level 2 inputs are significant other observable inputs, and Level 3 inputs are significant unobservable inputs. Investments not measured at fair value and not categorized include governmental money market funds (PFM Funds Governmental Select series), money market funds (generally held by Bank Trust Departments in their role as paying agent or trustee), CSAFE (which are recorded at amortized cost), and COLOTRUST (which are recorded at net asset value).

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

<u>Investment</u>	<u>Maturity</u>	<u>Amount</u>
First American Government Obligation Fund	Weighted Average Under 60 Days	<u>\$ 194,558</u>

First American Government Obligation Fund

The debt service money that is included in the trust accounts at U.S. Bank is invested in the First American Government Obligation Fund. This portfolio is a money market mutual fund which invests in the U.S. Government Securities, which are fully guaranteed as to principal and interest by the United States, with maturities of 19 days or less and repurchase agreements collateralized by U.S. Government Securities. The Fund is rated AAAM by Standard & Poor's.

THE BRANDS EAST METROPOLITAN DISTRICT NO. 4
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 4 LONG-TERM OBLIGATIONS

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

	Balance - December 31, 2017	Additions	Retirements	Balance - December 31, 2018	Due Within One Year
Governmental Activities:					
Series 2018 Tax-Exempt Loan	\$ -	\$ 2,700,000	\$ -	\$ 2,700,000	\$ 20,000
Total	<u>\$ -</u>	<u>\$ 2,700,000</u>	<u>\$ -</u>	<u>\$ 2,700,000</u>	<u>\$ 20,000</u>

\$2,700,000 Tax-Exempt Loan, Series 2018A, dated November 8, 2018. The District entered into a loan agreement with U.S. Bank to obtain a tax-exempt, non-bank qualified, draw down term loan up to \$15,000,000 (Loan). The Loan is due on December 1, 2023, with an interest rate of 3.86%, paid semiannually on June 1st and December 1st and principal due on December 1st. Proceeds from this Loan were used to repay Developer-paid costs of public improvements, funded the Debt Service Reserve Fund and Capitalized Interest Fund, and covered issue costs. \$2,700,000 was drawn upon closing and an additional \$1,300,000 will be drawn upon receipt of the certificate of occupancy for the Springhill Suites Hotel. Future draws are based on certain other conditions. A non-use fee of .25% per annum of the unfunded portion of the Loan will be due and payable semi-annually.

The Loan is 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) pledged net PIF revenues, (4) pledged net sales tax revenues, (5) pledged PILOT revenues, and (6) any other legally available monies which the District determines to be treated as Pledged Revenue. The Loan is also secured by amounts held by the Trustee in the Reserve Fund. Required Mill Levy means an ad valorem mill levy imposed upon all taxable property of the District each year in an amount sufficient to pay the principal and any interest on the Loan as they become due and payable and to make up any deficiencies in the Reserve Fund. The maximum Required Mill Levy is 39.000 mills, adjusted for change in the ratio of actual value to assessed value of property within the District.

The District's long-term obligations relating to the Series 2018A Note will mature as follows:

<u>Year Ending December 31,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2019	\$ 20,000	\$ 112,326	\$ 132,326
2020	25,000	105,172	130,172
2021	30,000	103,907	133,907
2022	40,000	102,732	142,732
2023	2,585,000	101,167	2,686,167
Total	<u>\$ 2,700,000</u>	<u>\$ 525,304</u>	<u>\$ 3,225,304</u>

THE BRANDS EAST METROPOLITAN DISTRICT NO. 4
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 4 LONG-TERM OBLIGATIONS (CONTINUED)

Authorized Debt

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

	Authorized November 4, 2014 Election	Authorization Used	Authorized But Unissued
Streets	\$ 15,000,000	\$ (1,897,548)	\$ 13,102,452
Safety Protection	15,000,000	(10,657)	14,989,343
Water	15,000,000	(271,280)	14,728,720
Sanitary and Storm Sewer	15,000,000	(446,069)	14,553,931
Public Transportation	15,000,000	(74,446)	14,925,554
Mosquito Control	15,000,000	-	15,000,000
Safety Protection	15,000,000	-	15,000,000
Fire Protection	15,000,000	-	15,000,000
Television Relay and Translation	15,000,000	-	15,000,000
Security	15,000,000	-	15,000,000
Operations and Maintenance	15,000,000	-	15,000,000
Debt Refunding	15,000,000	-	15,000,000
IGA for Public Improvements	15,000,000	-	15,000,000
Private Agreements as Debt	15,000,000	-	15,000,000
Special Assessment	15,000,000	-	15,000,000
Total	<u>\$ 225,000,000</u>	<u>\$ (2,700,000)</u>	<u>\$ 222,300,000</u>

Pursuant to the Service Plan, the maximum general obligation indebtedness for all of Financing Districts (as defined below) combined is to not exceed \$15,000,000.

NOTE 5 NET POSITION

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

The restricted net position includes 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 a restricted net position as of December 31, 2018, as follows:

	Governmental Activities
Restricted Net Position:	
Emergency Reserves	\$ 500
Capital Projects	1,167
Total Restricted Net Position	<u>\$ 1,667</u>

The District has a deficit in unrestricted net position. This deficit amount is a result of the District being responsible for the repayment of long-term debt and accrued interest issued for public improvements constructed or acquired by District No. 1 (Operating District), for the benefit of the Districts, which public improvements are either owned or maintained by District No. 1 or will be conveyed to other governmental entities.

THE BRANDS EAST METROPOLITAN DISTRICT NO. 4
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 6 AGREEMENTS

District Coordinating Services Agreement (District Nos. 1-4)

On March 27, 2018 (effective January 1, 2018), the District and District Nos. 1-3 entered into a District Coordinating Services Agreement (the "Coordinating Services Agreement") for the purpose of establishing the respective obligations of the Districts will respect to the coordination, oversight, and funding of certain administrative costs of the Districts (Administrative Services) and costs related to the continued operation and maintenance (O&M Services) of certain Public Improvements benefitting the Districts, and their residents and taxpayers.

Pursuant to the Coordinating Services Agreement, District No. 1 was designated as the "coordinating district" (the "Coordinating District") and the District along with District Nos. 2 and 3 were each designated as "financing districts" (the "Financing Districts"). The Coordinating District agrees to perform the Administrative for the Financing Districts, which include but is not limited to serving as the "official custodian" and repository for the Financing Districts' records, coordination of all Board meetings, review and preparation of financial reports, analysis of financial conditions, insurance and election administration, budget preparation, and construction administration and supervision, etc. In addition, the Coordinating District will also own, operate and maintain any Public Improvements not dedicated to other governmental entities including common areas, parks, entry monuments, landscaping, open space tracts, recreational facilities and other community amenities. The Financing Districts shall be responsible for any and all costs, fees, charges and expenses incurred by the Coordinating Districts in providing the Administrative and O&M Services through the imposition of ad valorem mill levy against the taxable property lying within their respective boundaries.

Common Finance Plan Resolution

On November 6, 2018, District Nos. 1-3 and the District adopted a Joint Resolution Regarding Intent to Implement Common Plan of Finance (the "Common Finance Plan Resolution") for the benefit of all Districts. The financial plan of the Districts is to: (i) issue no more debt than the Districts can reasonably pay within thirty years of each series of debt from revenues derived from the maximum Debt Mill Levy and other legally available revenues, and (ii) satisfy all other financial obligations arising out of the Districts' administrative and operations and maintenance activities.

District No. 1 has entered into several Infrastructure Acquisition and Reimbursement Agreement (the "IARA's") with developers and builders within the Project Area to reimburse the Developers for certified District eligible costs and acquire any public improvements that is to be owned by District No. 1. Pursuant to the Common Finance Plan Resolution, the District declared its intent, upon issuance of the Series 2018A Special Revenue Note, to transfer all available revenues to District No. 1 for the payment of such capital costs, including amounts owed by District No. 1 pursuant to the IARA's. District Nos. 2 and 3 also entered into Capital Pledge Agreements with the District to support the payment of debt Service on the Note.

THE BRANDS EAST METROPOLITAN DISTRICT NO. 4
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 6 AGREEMENTS (CONTINUED)

Capital Pledge Agreements

On November 8, 2018, the Financing Districts entered into an agreement with U.S. Bank pursuant to which they will impose the required mill levy each year to generate the property tax revenues to be pledged towards the repayment of the Series 2018A Note (discussed in Note 4 above). District Nos. 2 and 3 will remit their net tax revenues to the District.

BAA and PIF Revenues Assignment Agreement

On November 8, 2018, the District and District No. 1 have entered into a BAA and PIF Revenues Assignment Agreement whereas in exchange for the District incurring indebtedness in the form of Loans, District No. 1 has agreed to remit all Assigned Revenues (as defined below), net of the annual operation amount, to the District for the benefit of repaying the Series 2018A Note and any additional Loans with U.S. Bank.

District No. 1's Assigned Revenues include the pledged net sales tax revenues and pledged net PIF revenues. For the purpose of providing for costs of the public improvements within the Districts, Eagle Crossing Development Inc. and Eagle Crossing Windsor, LLC (collectively, the "Developers") and the Town of Windsor has entered into a Business Assistance Agreement Regarding The Brands East dated March 27, 2017 (the "Business Assistance Agreement, or "BAA"), pursuant to which the Town is required to rebate to the Developers certain Town Sales Tax generated within the Brands East Project, including but not limited to, the property located within the boundaries of the Districts. Furthermore, pursuant to an Agreement Regarding Remittance of Business Assistance Agreement Revenues dated November 8, 2018, the Developers have agreed to pay District No. 1 all Town Sales Tax payable to the Developers in accordance with the BAA.

Additionally, the Developers have designated District No. 1 as the primary Public Improvement Fees (PIF) recipient in various Assignment and Designation of Primary PIF Recipient agreements, and have assigned all gross PIF Revenues to District No. 1. Gross PIR Revenues mean the revenues derived from the imposition of the PIF on PIF sales initiated, consummated, conducted, transacted, or otherwise occurring within the boundaries of the Financing Districts, payable to District No. 1 in accordance with the provisions of the applicable PIF Covenant and the PIF Assignments, which include (i) the Assignment and Designation of Primary PIF Recipient The Brands East – Windsor (Fossil Ridge) dated November 6, 2018, between Eagle Crossing Windsor, LLC and the District No. 1, (ii) the Assignment and Designation of Primary PIF Recipient The Brands East – Windsor dated November 6, 2018 between Eagle Crossing Windsor, LLC and District No. 1, and (iii) the Assignment and Designation of Primary PIF Recipient Eagle Crossing – Windsor dated November 6, 2018, between Eagle Crossing Windsor, LLC and District No. 1.

NOTE 7 RELATED PARTIES

The Developers of the property which constitutes the District are Eagle Crossing Development, Inc., Eagle Crossing Windsor, LLC, and Trollco Inc. Certain members of the Board of Directors of the Districts are officers or employees of or related to the Developers or an entity affiliated with the Developers or the majority owner of the Developers, and may have conflicts of interest in dealing with the District.

THE BRANDS EAST METROPOLITAN DISTRICT NO. 4
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 8 RISK MANAGEMENT

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

The District is a member of the Colorado Special Districts Property and Liability Pool (the Pool). The Pool is an organization created by intergovernmental agreement to provide property, liability, public officials' liability, boiler and machinery, and workers' compensation coverage to its members. Settled claims have not exceeded this coverage in any of the past three fiscal years.

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

NOTE 9 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. On November 4, 2014, a majority of the District's electors authorized the District to collect and spend or retain in a reserve all currently levied taxes and fees of the District without regard to any limitations under TABOR.

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

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

SUPPLEMENTARY INFORMATION

**THE BRANDS EAST METROPOLITAN DISTRICT NO. 4
DEBT SERVICE FUND
SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES –
BUDGET AND ACTUAL
YEAR ENDED DECEMBER 31, 2018**

	Original and Final Budget	Actual Amounts	Variance with Final Budget Positive (Negative)
REVENUES			
Interest Income	\$ -	\$ 482	\$ 482
Total Revenues	-	482	482
EXPENDITURES			
Total Expenditures	-	-	-
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	-	482	482
OTHER FINANCING SOURCES (USES)			
Transfers From Other Funds	-	194,348	194,348
Total Other Financing Sources (Uses)	-	194,348	194,348
NET CHANGE IN FUND BALANCES	-	194,830	194,830
Fund Balances - Beginning of Year	-	-	-
FUND BALANCES - END OF YEAR	<u>\$ -</u>	<u>\$ 194,830</u>	<u>\$ 194,830</u>

**THE BRANDS EAST METROPOLITAN DISTRICT NO. 4
CAPITAL PROJECTS FUND
SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES –
BUDGET AND ACTUAL
DECEMBER 31, 2018**

	Budget Amounts		Actual Amounts	Variance with Final Budget Positive (Negative)
	Original	Final		
REVENUES				
Interest Income	\$ -	\$ -	\$ 1,167	\$ 1,167
Total Revenues	-	-	1,167	1,167
EXPENDITURES				
Transfers to District No. 1	-	2,179,648	2,179,648	-
Loan Issue Costs	-	256,558	256,558	-
Contingency	-	69,446	-	69,446
Total Expenditures	-	2,505,652	2,436,206	69,446
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	-	(2,505,652)	(2,435,039)	70,613
OTHER FINANCING SOURCES (USES)				
Loan Proceeds	-	2,700,000	2,700,000	-
Transfers To Other Funds	-	(194,348)	(194,348)	-
Total other financing source (uses)	-	2,505,652	2,505,652	-
NET CHANGE IN FUND BALANCES	-	-	70,613	70,613
Fund Balances - Beginning of Year	-	-	-	-
FUND BALANCES - END OF YEAR	\$ -	\$ -	\$ 70,613	\$ 70,613

THE BRANDS EAST METROPOLITAN DISTRICT NO. 4
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 for		Total Property Taxes		Percent Collected to Levied
		General	Debt Service	Levied	Collected	
2016	\$ 453,893	39.000	0.000	\$ 17,702	\$ 17,702	100.00 %
2017	453,893	30.000	0.000	13,617	13,617	100.00
2018	489,954	30.000	0.000	14,699	14,699	100.00
Estimated for the Year Ending December 31, 2019	\$ 1,156,965	0.000	30.000	\$ 34,709		