

BELLEVIEW STATION METROPOLITAN DISTRICT NO. 2
City and County of Denver, Colorado

FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION

YEAR ENDED DECEMBER 31, 2018

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Bellevue Station Metropolitan District No. 2
City and County of Denver, Colorado

We have audited the accompanying financial statements of the governmental activities and each major fund of Bellevue Station Metropolitan District No. 2 (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 Bellevue Station Metropolitan District No. 2, 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.

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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 statements in an appropriate operational, economic, or historical context. Our opinion on the basic financial statements is not affected by this missing information.

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the District's 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
August 21, 2019

BASIC FINANCIAL STATEMENTS

BELLEVUE STATION METROPOLITAN DISTRICT NO. 2
STATEMENT OF NET POSITION
DECEMBER 31, 2018

	Governmental Activities
ASSETS	
Cash and Investments	\$ 30,182
Cash and Investments - Restricted	8,095,905
Receivable from County Treasurer	8,570
Prepaid Expenses	8,271
Capital Assets, Not Being Depreciated	18,012,794
Property Taxes Receivable	<u>2,165,212</u>
Total Assets	<u>28,320,934</u>
LIABILITIES	
Accounts Payable	1,794
Accrued Interest Payable - Senior Bonds	140,631
Noncurrent Liabilities:	
Due Within One Year	26,397
Due in More than One Year	<u>41,658,122</u>
Total Liabilities	<u>41,826,944</u>
DEFERRED INFLOWS OF RESOURCES	
Property Tax Revenue	<u>2,165,212</u>
Total Deferred Inflows of Resources	<u>2,165,212</u>
NET POSITION	
Restricted for:	
Emergency Reserves	12,400
Debt Service	1,842,248
Unrestricted	<u>(17,525,870)</u>
Total Net Position	<u><u>\$ (15,671,222)</u></u>

See accompanying Notes to Basic Financial Statements.

BELLEVUE STATION METROPOLITAN DISTRICT NO. 2
STATEMENT OF ACTIVITIES
YEAR ENDED DECEMBER 31, 2018

		Program Revenues			Net Revenues (Expenses) and Change in Net Position
Expenses	Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Governmental Activities	
FUNCTIONS/PROGRAMS					
Governmental Activities:					
General Government	\$ 1,661,081	\$ -	\$ -	\$ -	
Interest and Related Costs on Long-Term Debt	2,249,651	-	-	-	
Total Governmental Activities	\$ 3,910,732	\$ -	\$ -	\$ -	
GENERAL REVENUES					
Property Taxes				1,977,992	
Specific Ownership Taxes				115,475	
Net Investment Income				174,124	
Total General Revenues				2,267,591	
CHANGE IN NET POSITION					
				(1,643,141)	
Net Position - Beginning of Year				(14,028,081)	
NET POSITION - END OF YEAR					
				\$ (15,671,222)	

See accompanying Notes to Basic Financial Statements.

**BELLEVUE STATION METROPOLITAN DISTRICT NO. 2
BALANCE SHEET
GOVERNMENTAL FUNDS
DECEMBER 31, 2018**

	General	Debt Service	Capital Projects	Total Governmental Funds
ASSETS				
Cash and Investments	\$ 30,182	\$ -	\$ -	\$ 30,182
Cash and Investments - Restricted	12,400	5,525,630	2,557,875	8,095,905
Receivable from County Treasurer	1,695	6,875	-	8,570
Prepaid Expenditures	8,271	-	-	8,271
Property Taxes Receivable	428,254	1,736,958	-	2,165,212
Total Assets	<u>\$ 480,802</u>	<u>\$ 7,269,463</u>	<u>\$ 2,557,875</u>	<u>\$ 10,308,140</u>
LIABILITIES, DEFERRED INFLOWS OF RESOURCES, AND FUND BALANCES				
LIABILITIES				
Accounts Payable	961	\$ -	\$ 833	\$ 1,794
Total Liabilities	961	-	833	1,794
DEFERRED INFLOWS OF RESOURCES				
Property Tax Revenue	428,254	1,736,958	-	2,165,212
Total Deferred Inflows of Resources	428,254	1,736,958	-	2,165,212
FUND BALANCES				
Nonspendable:				
Prepaid Expenses	8,271	-	-	8,271
Restricted for:				
Emergency Reserves	12,400	-	-	12,400
Debt Service	-	5,532,505	-	5,532,505
Capital Projects	-	-	2,557,042	2,557,042
Unassigned	30,916	-	-	30,916
Total fund balances	51,587	5,532,505	2,557,042	8,141,134
Total Liabilities, Deferred Inflows of Resources and Fund Balances	<u>\$ 480,802</u>	<u>\$ 7,269,463</u>	<u>\$ 2,557,875</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 as assets in the funds.				18,012,794
Long-term liabilities, including bonds payable, are not due and payable in the current period and, therefore, are not reported in the funds.				
Series 2017A Bonds Payable				(33,590,000)
Series 2007B Bonds Payable				(3,820,000)
Bond Premiums Payable				(76,829)
Accrued Interest Payable - Subordinate Bonds				(3,549,626)
Accrued Interest Payable - Senior Bonds				(140,631)
Developer Advance Payable				(461,252)
Accrued Interest on Developer Advance				(186,812)
Net Position of Governmental Activities				<u>\$ (15,671,222)</u>

See accompanying Notes to Basic Financial Statements.

BELLEVUE STATION METROPOLITAN DISTRICT NO. 2
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	\$ 391,247	\$ 1,586,745	\$ -	\$ 1,977,992
Specific Ownership Taxes	22,841	92,634	-	115,475
Net Investment Income	267	115,048	58,809	174,124
Total Revenues	<u>414,355</u>	<u>1,794,427</u>	<u>58,809</u>	<u>2,267,591</u>
EXPENDITURES				
Current:				
Accounting	17,739	-	-	17,739
Audit	4,850	-	-	4,850
Administrative Fee - Denver	3,000	-	-	3,000
County Treasurer's Fees	3,913	15,867	-	19,780
Insurance and Bonds	7,993	-	-	7,993
Transfers to Belleview Station No. 1	343,409	-	1,279,275	1,622,684
Dues and licenses	796	-	-	796
Miscellaneous	106	-	-	106
Debt Service:				
Paying Agent Fees	-	4,000	-	4,000
Bond Interest - Series 2017	-	1,687,575	-	1,687,575
Total Expenditures	<u>381,806</u>	<u>1,707,442</u>	<u>1,279,275</u>	<u>3,368,523</u>
NET CHANGE IN FUND BALANCES	32,549	86,985	(1,220,466)	(1,100,932)
Fund Balances - Beginning of Year	<u>19,038</u>	<u>5,445,520</u>	<u>3,777,508</u>	<u>9,242,066</u>
FUND BALANCES - END OF YEAR	<u>\$ 51,587</u>	<u>\$ 5,532,505</u>	<u>\$ 2,557,042</u>	<u>\$ 8,141,134</u>

See accompanying Notes to Basic Financial Statements.

**BELLEVUE STATION METROPOLITAN DISTRICT NO. 2
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 Changes in Fund Balances - Total Governmental Funds \$ (1,100,932)

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

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.

Amortization of Current Year Bond Premium	6,545
Accrued Interest on Developer Advances - Change in Liability	(34,594)
Accrued Interest on 2007B Bonds - Change in Liability	<u>(514,160)</u>

Change in Net Position of Governmental Activities \$ (1,643,141)

**BELLEVUE STATION METROPOLITAN DISTRICT NO. 2
GENERAL FUND
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE –
BUDGET AND ACTUAL
YEAR ENDED DECEMBER 31, 2018**

	Budget Amounts		Actual Amounts	Variance- Positive (Negative)
	Original	Final		
REVENUES				
Property Taxes	\$ 395,861	\$ 395,861	\$ 391,247	\$ (4,614)
Specific Ownership Taxes	27,710	24,542	22,841	(1,701)
Net Investment Income	-	364	267	(97)
Total Revenues	<u>423,571</u>	<u>420,767</u>	<u>414,355</u>	<u>(6,412)</u>
EXPENDITURES				
Current:				
Accounting	16,000	20,000	17,739	2,261
Audit	5,000	5,000	4,850	150
Administrative Fee - Denver	3,000	3,000	3,000	-
County Treasurer's Fees	3,959	3,959	3,913	46
Dues and Licenses	-	796	796	-
Insurance	7,500	7,993	7,993	-
Miscellaneous	500	500	106	394
Transfers to Bellevue MD No.1	375,000	375,000	343,409	31,591
Contingency	-	8,752	-	8,752
Total Expenditures	<u>410,959</u>	<u>425,000</u>	<u>381,806</u>	<u>43,194</u>
NET CHANGE IN FUND BALANCE	12,612	(4,233)	32,549	36,782
Fund Balance - Beginning of Year	<u>7,419</u>	<u>19,038</u>	<u>19,038</u>	<u>-</u>
FUND BALANCE - END OF YEAR	<u><u>\$ 20,031</u></u>	<u><u>\$ 14,805</u></u>	<u><u>\$ 51,587</u></u>	<u><u>\$ 36,782</u></u>

See accompanying Notes to Basic Financial Statements.

BELLEVUE STATION METROPOLITAN DISTRICT NO. 2
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 1 DEFINITION OF REPORTING ENTITY

Bellevue Station Metropolitan District No. 2 (formerly Madre Metropolitan District No. 2) (the District), a quasi-municipal corporation and political subdivision of the state of Colorado, was organized in conjunction with Bellevue Station Metropolitan District No. 1 (District No. 1) and Bellevue Station Metropolitan District No. 3 (District No. 3) (collectively the Districts) by order and decree of the District Court for the City and County of Denver, Colorado, on December 9, 2005, and is governed pursuant to provisions of the Colorado Special District Act (Title 32, Article 1, Colorado Revised Statutes). The District's boundaries are located in the City and County of Denver, Colorado (Denver). The District was organized to provide financing for the construction of streets, water, sanitary sewer, storm drainage, traffic and safety signals, and park and recreation improvements.

As discussed in the District's Service Plan, which is dated July 11, 2005, and was approved by Denver City Council, District No. 1 is designated as the control district and will be responsible for coordinating the financing and construction of all public services and improvements mentioned above. The improvements will be for the use and benefit of the residents of the Districts, as well as for all citizens of the metropolitan Denver area and the state of Colorado. District No. 2 and District No. 3 will function as taxing districts. District No. 2 has issued general obligation debt and may issue additional debt in the future. The District currently levies taxes for operations, maintenance, and debt service. Taxes collected for operations and maintenance are transferred to District No. 1 for use. District No. 3 may, in the future, issue general obligation bonds to be used to fund improvements and/or levy taxes for operations, maintenance, debt service or capital expenditures of District No. 1.

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, including District Nos. 1 and 3.

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

BELLEVUE STATION METROPOLITAN DISTRICT NO. 2
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

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 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 instead as general revenues.

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

Measurement Focus, Basis of Accounting, and Financial Statement Presentation

The government-wide financial statements are reported using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Property taxes are recognized as revenues in the year for which they are levied. Redemption of bonds is recorded as a reduction in liabilities.

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the government considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. The major sources of revenue susceptible to accrual are property taxes and specific ownership taxes. 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.

BELLEVUE STATION METROPOLITAN DISTRICT NO. 2
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Measurement Focus, Basis of Accounting, and Financial Statement Presentation (Continued)

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.

Budgets

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

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

Pooled Cash and Investments

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

Property Taxes

Property taxes are levied by the District's Board of Directors. The levy is based on assessed valuations determined by the County Assessor generally as of January 1 of each year. The levy is normally set by December 15 by certification to the County Commissioners to put the tax lien on the individual properties as of January 1 of the following year. The County Treasurer collects the determined taxes during the ensuing calendar year. The taxes are payable by April or if in equal installments, at the taxpayer's election, in February and June. Delinquent taxpayers are notified in August and generally sales of the tax liens on delinquent properties are held in November or December. The County Treasurer remits the taxes collected monthly to the District.

BELLEVUE STATION METROPOLITAN DISTRICT NO. 2
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property Taxes (Continued)

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.

Facility Fees

During 2007, the District imposed upon property owners within the District a facility fee. The first 500 water taps purchased from Denver Suburban Water District (DSWD) will have a rate of \$3,925 times the size equivalency. After the first 500 taps purchased from DSWD, or if a tap is purchased from an entity other than DSWD, the facility fee rate is \$7,850 times the size equivalency.

Tap size equivalencies are as follows:

- ¾" = 1
- 1" = 2
- 1 ¼" = 3
- 1 ½" = 4
- 2" = 8
- 3" = 18
- 4" = 36
- 6" = 94

On March 28, 2013, the Denver Suburban Water District (DSWS) was officially dissolved. According to the Dissolution and Assumption of Services Intergovernmental Agreement between Denver Suburban Water District and the Goldsmith Metropolitan District, effective as of September 1, 2012, the Goldsmith Metropolitan District assumes all services previously provided by the Denver Suburban Water District.

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.

**BELLEVUE STATION METROPOLITAN DISTRICT NO. 2
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Equity

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.

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	\$ 30,182
Cash and Investments - Restricted	8,095,905
Total Cash and Investments	<u>\$ 8,126,087</u>

BELLEVUE STATION METROPOLITAN DISTRICT NO. 2
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 3 CASH AND INVESTMENTS (CONTINUED)

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

Investments	8,126,087
Total Cash and Investments	<u>\$ 8,126,087</u>

Deposits with Financial Institutions

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

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

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

**BELLEVUE STATION METROPOLITAN DISTRICT NO. 2
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 3 CASH AND INVESTMENTS (CONTINUED)

Investments (Continued)

- . Written repurchase agreements and certain reverse repurchase agreements collateralized by certain authorized securities
- . Certain money market funds
- . Guaranteed investment contracts
- * Local government investment pools

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

<u>Investment</u>	<u>Maturity</u>	<u>Amount</u>
Colorado Local Government Liquid Asset Trust (COLOTRUST)	Weighted Average Under 60 Days	\$ 5,501,221
Colorado Surplus Asset Fund Trust (CSAFE)	Weighted Average Under 60 Days	2,624,866
Total		<u>\$ 8,126,087</u>

COLOTRUST

The District invested in the Colorado Local Government Liquid Asset Trust (COLOTRUST) (the Trust), an investment vehicle established for local government entities in Colorado to pool surplus funds. The State Securities Commissioner administers and enforces all state statutes governing the Trust. The Trust operates similarly to a money market fund and each share is equal in value to \$1.00. The Trust offers shares in two portfolios, COLOTRUST PRIME and COLOTRUST PLUS+. Both portfolios may invest in U.S. Treasury securities and repurchase agreements collateralized by U.S. Treasury securities. COLOTRUST PLUS+ may also invest in certain obligations of U.S. government agencies, highest rated commercial paper and any security allowed under CRS 24-75-601. A designated custodial bank serves as custodian for the Trust's portfolios pursuant to a custodian agreement. The custodian acts as safekeeping agent for the Trust's investment portfolios and provides services as the depository in connection with direct investments and withdrawals. The custodian's internal records segregate investments owned by the Trust. COLOTRUST is rated AAAM by Standard & Poor's. COLOTRUST records its investments at fair value and the District records its investment in COLOTRUST at net asset value as determined by fair value. There are no unfunded commitments, the redemption frequency is daily, and there is no redemption notice period.

**BELLEVUE STATION METROPOLITAN DISTRICT NO. 2
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

Capital Assets

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

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

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.

There were no depreciable fixed assets at year end, as the capital assets are classified as construction in progress and are intended to be dedicated to other governmental entities.

	Balance at December 31, 2017	Additions	Dedication to Other Governments	Balance at December 31, 2018
Capital Assets, Not Being Depreciated:				
Construction in Progress	<u>\$ 18,012,794</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 18,012,794</u>

BELLEVUE STATION METROPOLITAN DISTRICT NO. 2
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 5 LONG-TERM OBLIGATIONS

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

	Balance at December 31, 2017	Additions	Reductions	Retirement of Long-Term Obligations	Balance at December 31, 2018	Due Within One Year
G.O. Subordinate Bonds -						
Series 2007B	\$ 3,820,000	\$ -	\$ -	\$ -	\$ 3,820,000	
G.O. Bonds - Series 2017	33,590,000	-	-	-	33,590,000	20,000
Accrued Interest -						
Subordinate Bonds Series 2007B	3,035,466	514,160	-	-	3,549,626	-
Developer Advances	461,252	-	-	-	461,252	-
Bond Premium	83,374	-	-	6,545	76,829	6,397
Accrued Interest - Developer Advances	152,218	34,594	-	-	186,812	-
Total	<u>\$ 41,142,310</u>	<u>\$ 548,754</u>	<u>\$ -</u>	<u>\$ 6,545</u>	<u>\$ 41,684,519</u>	<u>\$ 26,397</u>

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

General Obligation Bonds

\$3,820,000 Subordinate General Obligation Limited Tax Convertible Compound Interest Bonds, Series 2007B, dated February 22, 2007, with interest of 7.50% per annum. From December 1, 2007, to December 1, 2009 interest shall be payable annually, then from December 1, 2009, to December 1, 2011, interest on the bonds shall not be payable currently, but shall accrue and compound on each December 1, then from December 1, 2012, through maturity the principal, interest, and accrued interest shall be payable each December 1. The Series 2007B Bonds are subject to mandatory redemption beginning on December 1, 2015. In addition, the Series 2007B Bonds are subject to redemption prior to maturity, at the option of the District, in whole or in part, on February 28, 2010, and on any date thereafter, upon payment of the Redemption Price thereof. The District did not make any payments on the Series 2007B Bonds in 2018.

General Obligation (Limited tax convertible to unlimited tax) Refunding and Improvement Bonds, Series 2017. On February 23, 2017, the District issued \$33,590,000 of Tax Exempt General Obligation Refunding and Improvement Bonds (the 2017 Bonds). The 2017 Bonds were issued with interest rates of 4.500% – 5.125% per annum. Interest is payable semi-annually on June 1 and December 1, commencing on June 1, 2017. Mandatory principal payments are due on December 1, commencing on December 1, 2019, with final payment due on December 1, 2046. The 2017 Bonds cannot be prepaid prior to December 1, 2021. From December 1, 2021 to November 30, 2022 bonds can be prepaid at a redemption premium of 3%. From December 1, 2022 to November 30, 2023 bonds can be prepaid at a redemption premium of 2%. From December 1, 2023 to November 30, 2024 bonds can be prepaid at a redemption premium of 1%. After November 30, 2024 bonds can be redeemed without premium.

BELLEVUE STATION METROPOLITAN DISTRICT NO. 2
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 5 LONG-TERM OBLIGATIONS (CONTINUED)

General Obligation Bonds (Continued)

The 2017 Bonds are secured by (1) the Required Mill Levy, (2) that portion of the Specific Ownership Tax allocable to the Required Mill Levy, (3) Capital fees, if imposed, and (4) any other legally available moneys which the District determines in its sole discretion to apply as pledged revenue. Proceeds of the 2017 bonds were used to (1) repay Developer advances, (2) refund Series 2007A bonds, (3) finance the cost of capital improvements, and (4) pay the costs of issuing the 2017 Bonds.

Prior to the date that the Debt to Assessed Ratio is less than 50%, the Required Mill Levy shall be an ad valorem mill levy imposed upon all taxable property of the District each year in an amount sufficient, when combined with other legally available moneys in the Bond Fund, to pay the principal of, premium if any, and interest on the Bonds as the same become due and payable but not in excess of fifty (50) mills (as adjusted). Such maximum and minimum mill levies are subject to adjustment per the Gallagher Amendment from December 20, 2016 and are currently 50.554 mills. For purposes of the foregoing, a change in the ratio of actual valuation to assessed valuation shall be deemed to be a change in the method of calculating assessed valuation. Once the Debt to Assessed Ratio is 50% or less, the Required Mill Levy shall be an ad valorem mill levy imposed upon all taxable property of the District each year in an amount sufficient to pay the principal of, premium if any, and interest on the Bonds as the same become due and payable, without limitation of rate and in amounts sufficient to make such payments when due. There is also a minimum mill levy of 40 mills as long as the Surplus Fund is less than the Maximum Surplus Amount.

The District's long-term G.O. Senior Bond obligations will mature as follows:

<u>Year Ending December 31,</u>	<u>Governmental Activities</u>		
	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2019	\$ 20,000	\$ 1,687,575	\$ 1,707,575
2020	40,000	1,686,675	1,726,675
2021	80,000	1,684,875	1,764,875
2022	140,000	1,681,275	1,821,275
2023	210,000	1,674,975	1,884,975
2024-2028	2,580,000	8,149,875	10,729,875
2029-2033	4,755,000	7,321,175	12,076,175
2034-2038	6,710,000	5,949,731	12,659,731
2039-2043	9,230,000	3,996,475	13,226,475
2044-2046	9,825,000	1,161,838	10,986,838
Total	<u>\$ 33,590,000</u>	<u>\$ 34,994,469</u>	<u>\$ 68,584,469</u>

BELLEVUE STATION METROPOLITAN DISTRICT NO. 2
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 5 LONG-TERM OBLIGATIONS (CONTINUED)

Authorized Debt

On November 1, 2005, the District's electors authorized the issuance of indebtedness in an amount not to exceed \$1,005,000,000. At December 31, 2018, the District had authorized but unissued indebtedness in the following amounts allocated for the following purposes:

	Authorized November 1, 2005 Election	Authorization Used for 2007 Bonds	Authorization Used for 2017 Bonds	Remaining at December 31, 2018
Street Improvements	\$ 125,000,000	\$ 14,862,423	\$ 5,106,285	\$ 105,031,292
Traffic and Safety Controls	125,000,000	-	-	125,000,000
Water Supply	125,000,000	1,338,086	352,157	123,309,757
Sanitary Sewer	125,000,000	10,288,919	3,345,497	111,365,584
Parks and Recreational Facilities	125,000,000	2,790,364	-	122,209,636
IGA - Public Improvements	125,000,000	-	-	125,000,000
IGA - Debt	125,000,000	-	-	125,000,000
Operations and Maintenance	5,000,000	-	-	5,000,000
Bond Refunding*	125,000,000	-	3,051,061	121,948,939
Total	<u>\$ 1,005,000,000</u>	<u>\$ 29,279,792</u>	<u>\$ 11,855,000</u>	<u>\$ 963,865,208</u>

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 within the District's service area. *Per the Service Plan, the District is limited to issuing \$125,000,000 in debt, however, debt refinanced at a lower interest rate does not require the use of electoral authorization. In addition, the maximum debt service mill levy for the District is 50 mills, as adjusted for changes in the ratio of actual value to assessed value of property within the District.

NOTE 6 NET POSITION

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

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

	Governmental Activities
Restricted Net Position:	
Emergencies	\$ 12,400
Debt Service	1,842,248
Total	<u>\$ 1,854,648</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 bonds issued for public improvements, which are being constructed by Bellevue Station Metropolitan District No. 1 and will be conveyed to other governmental entities.

BELLEVUE STATION METROPOLITAN DISTRICT NO. 2
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 7 RELATED PARTIES

The Developer of the property which constitutes the District is Front Range Land and Development Company (Developer). The members of the Board of Directors of the District are owners of or are otherwise associated with the Developer and may have conflicts of interest in dealing with the District. Additionally, members of the Board of Directors own 100% of the 2007B bonds.

Advance and Reimbursement Agreement

The District and the Developer have entered into an Advance and Reimbursement Agreement dated January 12, 2006. Pursuant to the Advance and Reimbursement Agreement, the Developer has agreed to advance funds for financing the costs associated with the formation of the District, District operations, and construction of District improvements after formation. Advances made by the Developer shall accrue interest at 7.5% per annum from the time of deposit into the District's account until repaid. The District shall make payments for the advances, subject to annual appropriation and budget approval, from funds available within any fiscal year and not otherwise required for operations, capital improvements, or debt service costs. At December 31, 2018, the principal balance due to the Developer is \$461,252, along with \$186,812 of accrued interest.

NOTE 8 RISK MANAGEMENT

Except as provided in the Colorado Governmental Immunity Act, §24-10-101, et seq., C.R.S., the District may be exposed to various risks of loss related to torts; thefts of, damage to, or destruction of assets; errors or omissions; injuries to employees; or acts of God.

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

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

BELLEVUE STATION METROPOLITAN DISTRICT NO. 2
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 9 TAX, SPENDING AND DEBT LIMITATIONS

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

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

On November 1, 2005, the District voters passed an election question allowing the District to increase property taxes up to \$5,000,000 annually, without limitation of rate, to pay the District's operations, maintenance, and other expenses.

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

**BELLEVUE STATION METROPOLITAN DISTRICT NO. 2
DEBT SERVICE FUND
SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE –
BUDGET AND ACTUAL
YEAR ENDED DECEMBER 31, 2018**

	Budget Amounts		Actual Amounts	Variance- Positive (Negative)
	Original	Final		
REVENUES				
Property Taxes	\$ 1,605,376	\$ 1,605,376	\$ 1,586,745	\$ (18,631)
Specific Ownership Taxes	112,376	99,000	92,634	(6,366)
Net Investment Income	54,000	98,000	115,048	17,048
Total Revenues	<u>1,771,752</u>	<u>1,802,376</u>	<u>1,794,427</u>	<u>(7,949)</u>
EXPENDITURES				
Paying Agent Fees	3,000	4,000	4,000	-
County Treasurer's Fees	16,054	16,054	15,867	187
Bond Interest - Series 2017	1,687,575	1,687,575	1,687,575	-
Contingency	-	12,371	-	12,371
Total Expenditures	<u>1,706,629</u>	<u>1,720,000</u>	<u>1,707,442</u>	<u>12,558</u>
NET CHANGE IN FUND BALANCE	65,123	82,376	86,985	4,609
Fund Balance - Beginning of Year	<u>5,426,224</u>	<u>5,445,520</u>	<u>5,445,520</u>	<u>-</u>
FUND BALANCE - END OF YEAR	<u><u>\$ 5,491,347</u></u>	<u><u>\$ 5,527,896</u></u>	<u><u>\$ 5,532,505</u></u>	<u><u>\$ 4,609</u></u>

**BELLEVIEW STATION METROPOLITAN DISTRICT NO. 2
CAPITAL PROJECTS FUND
SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE –
BUDGET AND ACTUAL
YEAR ENDED DECEMBER 31, 2018**

	Budget Amounts		Actual Amounts	Variance- Positive (Negative)
	Original	Final		
REVENUES				
Net Investment Income	\$ 38,000	\$ 60,796	\$ 58,809	\$ (1,987)
Total Revenues	38,000	60,796	58,809	(1,987)
EXPENDITURES				
Debt Service:				
Paying Agent/Trustee Fees	1,000	1,000	-	1,000
Capital Projects:				
Transfers to Belleview MD No. 1	-	1,279,275	1,279,275	-
Contingency	-	19,725	-	19,725
Total Expenditures	1,000	1,300,000	1,279,275	20,725
NET CHANGE IN FUND BALANCE	37,000	(1,239,204)	(1,220,466)	18,738
Fund Balance - Beginning of Year	3,767,508	3,777,508	3,777,508	-
FUND BALANCE - END OF YEAR	<u>\$ 3,804,508</u>	<u>\$ 2,538,304</u>	<u>\$ 2,557,042</u>	<u>\$ 18,738</u>

BELLEVUE STATION METROPOLITAN DISTRICT NO. 2
SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY – SERIES 2017 BONDS
DECEMBER 31, 2018

<u>Bonds and Interest Maturing in the Year Ending December 31,</u>	\$33,590,000 Series 2017 General Obligation (Limited Tax Convertible to Unlimited Tax) Refunding and Improvement Bonds Interest Rate 4.5% - 5.125% Interest Payable June 1 and December 1 Principal Payable December 1		
	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2019	\$ 20,000	\$ 1,687,575	\$ 1,707,575
2020	40,000	1,686,675	1,726,675
2021	80,000	1,684,875	1,764,875
2022	140,000	1,681,275	1,821,275
2023	210,000	1,674,975	1,884,975
2024	290,000	1,665,525	1,955,525
2025	390,000	1,652,475	2,042,475
2026	500,000	1,634,925	2,134,925
2027	620,000	1,612,425	2,232,425
2028	780,000	1,584,525	2,364,525
2029	815,000	1,549,425	2,364,425
2030	895,000	1,512,750	2,407,750
2031	935,000	1,468,000	2,403,000
2032	1,030,000	1,421,250	2,451,250
2033	1,080,000	1,369,750	2,449,750
2034	1,180,000	1,315,750	2,495,750
2035	1,240,000	1,256,750	2,496,750
2036	1,345,000	1,194,750	2,539,750
2037	1,415,000	1,127,500	2,542,500
2038	1,530,000	1,054,981	2,584,981
2039	1,610,000	976,569	2,586,569
2040	1,740,000	894,056	2,634,056
2041	1,830,000	804,881	2,634,881
2042	1,975,000	711,094	2,686,094
2043	2,075,000	609,875	2,684,875
2044	2,230,000	503,531	2,733,531
2045	2,345,000	389,244	2,734,244
2046	5,250,000	269,063	5,519,063
Total	<u>\$ 33,590,000</u>	<u>\$ 34,994,469</u>	<u>\$ 68,584,469</u>

**BELLEVUE STATION METROPOLITAN DISTRICT NO. 2
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
		General	Debt Service	Levied	Collected	
2012	\$ 3,480,770	10.000	40.000	\$ 174,039	\$ 174,039	100.00 %
2013	3,410,310	10.000	40.000	170,515	170,458	99.97
2014	4,459,590	10.000	40.000	222,980	222,790	99.92
2015	6,288,980	10.000	40.000	314,449	304,949	96.98
2016	10,368,900	10.000	40.000	518,445	518,445	100.00
2017	15,333,280	10.000	40.000	766,664	766,664	100.00
2018	39,586,130	10.000	40.554	2,001,237	1,977,992	98.84
Estimated for the year ending December 31, 2019	\$ 42,825,460	10.000	40.559	\$ 2,165,212		

NOTE:

Property taxes collected in any one year include collection of delinquent property taxes assessed in prior years, as well as reductions for property tax refunds or abatements. Information received from the County Treasurer does not permit identification of specific year of assessment.