

MURPHY CREEK METROPOLITAN DISTRICT NO. 1

Financial Statements

Year Ended December 31, 2018

with

Independent Auditors' Report

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Board of Directors
Murphy Creek Metropolitan District No. 1
Arapahoe County, Colorado

Independent Auditors' Report

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities and each major fund of Murphy Creek Metropolitan District No. 1 (the "District") as of and for the year ended December 31, 2018, and the related notes to the financial statements, which collectively comprise the District's basic financial statements, as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards general accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each major fund of Murphy Creek Metropolitan District No. 1 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

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.

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

Stratagem PC
Certified Public Accountants
Lakewood, Colorado

September 30, 2019

MURPHY CREEK METROPOLITAN DISTRICT NO. 1

BALANCE SHEET/STATEMENT OF NET POSITION
GOVERNMENTAL FUNDS
December 31, 2018

	<u>General</u>	<u>Capital Projects</u>	<u>Total</u>	<u>Adjustments</u>	<u>Statement of Net Position</u>
ASSETS					
Cash and investments	\$ 59,140	\$ -	\$ 59,140	\$ -	\$ 59,140
Cash and investments - restricted	2,685	3,497	6,182	-	6,182
Accounts receivable - other	630	-	630	-	630
Prepaid expenses	4,750	-	4,750	-	4,750
Capital assets not being depreciated	-	-	-	3,249,145	3,249,145
	<u>-</u>	<u>-</u>	<u>-</u>		
Total Assets	<u>\$ 67,205</u>	<u>\$ 3,497</u>	<u>\$ 70,702</u>	3,249,145	3,319,847
LIABILITIES					
Accounts payable	\$ 2,087	\$ -	\$ 2,087	-	2,087
Due to District #4	21,050	-	21,050	-	21,050
Long-term liabilities:					
Due in more than one year	-	-	-	7,894,713	7,894,713
	<u>-</u>	<u>-</u>	<u>-</u>		
Total Liabilities	<u>23,137</u>	<u>-</u>	<u>23,137</u>	7,894,713	7,917,850
FUND BALANCE					
Restricted:					
Emergencies	2,685	-	2,685	(2,685)	-
Capital Projects	-	3,497	3,497	(3,497)	-
Unassigned	36,633	-	36,633	(36,633)	-
	<u>36,633</u>	<u>-</u>	<u>36,633</u>		
Total Fund Balances	<u>44,068</u>	<u>3,497</u>	<u>47,565</u>	(47,565)	-
	<u>44,068</u>	<u>3,497</u>	<u>47,565</u>		
Total Liabilities and Fund Balances	<u>\$ 67,205</u>	<u>\$ 3,497</u>	<u>\$ 70,702</u>		
NET POSITION					
Restricted for:					
Emergencies				2,685	2,685
Capital Projects				3,497	3,497
Unrestricted				<u>(4,604,185)</u>	<u>(4,604,185)</u>
Total Net Position (Deficit)				<u>\$ (4,598,003)</u>	<u>\$ (4,598,003)</u>

The notes to the financial statements are an integral part of these statements.

MURPHY CREEK METROPOLITAN DISTRICT NO. 1

STATEMENT OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCES/STATEMENT OF ACTIVITIES
GOVERNMENTAL FUNDS

For the Year Ended December 31, 2018

	<u>General</u>	Capital <u>Project</u>	<u>Total</u>	<u>Adjustments</u>	Statement of <u>Activities</u>
EXPENDITURES					
Accounting and audit	\$ 11,870	\$ -	\$ 11,870	\$ -	\$ 11,870
Insurance	6,341	-	6,341	-	6,341
Legal and collection	59,136	-	59,136	-	59,136
Election	6,569	-	6,569	-	6,569
Administration/management	4,400	-	4,400	-	4,400
Miscellaneous	90	-	90	-	90
Interest expense - developer note	-	-	-	321,779	321,779
Total Expenditures	<u>88,406</u>	<u>-</u>	<u>88,406</u>	<u>321,779</u>	<u>410,185</u>
PROGRAM REVENUES					
Developer advance	<u>11,170</u>	<u>-</u>	<u>11,170</u>	<u>(11,170)</u>	<u>-</u>
Total Program Revenues	<u>11,170</u>	<u>-</u>	<u>11,170</u>	<u>(11,170)</u>	<u>-</u>
Net Program Income (Expenses)	(77,236)	-	(77,236)	(332,949)	(410,185)
GENERAL REVENUES					
Transfers in - Districts #2	111,858	-	111,858	-	111,858
Transfers in - Districts #4	356	-	356	-	356
Interest income	<u>1,216</u>	<u>-</u>	<u>1,216</u>	<u>-</u>	<u>1,216</u>
Total General Revenues	<u>113,430</u>	<u>-</u>	<u>113,430</u>	<u>-</u>	<u>113,430</u>
NET CHANGE IN FUND BALANCES	36,194	-	36,194	(36,194)	
CHANGES IN NET POSITION				(296,755)	(296,755)
FUND BALANCE/NET POSITION:					
BEGINNING OF YEAR	<u>7,874</u>	<u>3,497</u>	<u>11,371</u>	<u>(4,312,619)</u>	<u>(4,301,248)</u>
END OF YEAR	<u>\$ 44,068</u>	<u>\$ 3,497</u>	<u>\$ 47,565</u>	<u>\$ (4,645,568)</u>	<u>\$ (4,598,003)</u>

The notes to the financial statements are an integral part of these statements.

MURPHY CREEK METROPOLITAN DISTRICT NO. 1

STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE - BUDGET AND ACTUAL - GENERAL FUND

For the Year Ended December 31, 2018

	Original & Final		Variance
	Budget	Actual	Favorable (Unfavorable)
REVENUES			
Transfers in - Districts #2	\$ 114,995	\$ 111,858	\$ (3,137)
Transfers in - Districts #4	358	356	(2)
Clubhouse rental and other income	15,140	-	(15,140)
Interest income	-	1,216	1,216
Developer advance	-	11,170	11,170
	<u>130,493</u>	<u>124,600</u>	<u>(5,893)</u>
EXPENDITURES			
Accounting and audit	17,500	11,870	5,630
Insurance	15,000	6,341	8,659
Legal and collection	50,000	59,136	(9,136)
Election	10,000	6,569	3,431
Administration/management	5,000	4,400	600
Miscellaneous	500	90	410
Bad debt	2,500	-	2,500
Contingency	27,382	-	27,382
Emergency reserve	3,015	-	3,015
	<u>130,897</u>	<u>88,406</u>	<u>42,491</u>
NET CHANGE IN FUND BALANCE	(404)	36,194	36,598
FUND BALANCE - BEGINNING OF YEAR	<u>404</u>	<u>7,874</u>	<u>7,470</u>
FUND BALANCE - END OF YEAR	<u>\$ -</u>	<u>\$ 44,068</u>	<u>\$ 44,068</u>

The notes to the financial statements are an integral part of these statements.

MURPHY CREEK METROPOLITAN DISTRICT NO. 1

Notes to Financial Statements December 31, 2018

Note 1: Summary of Significant Accounting Policies

The accounting policies of the Murphy Creek Metropolitan District No. 1 (“the District”), located in the City of Aurora (“Aurora”) in Arapahoe County, Colorado, conform to the accounting principles generally accepted in the United States of America (“GAAP”) as applicable to governmental units. The Governmental Accounting Standards Board (“GASB”) is the accepted standard setting body for establishing governmental accounting and financial reporting principles. The following is a summary of the more significant policies consistently applied in the preparation of financial statements.

Definition of Reporting Entity

The District was organized on November 16, 1998, as a quasi-municipal corporation and political subdivision of the State of Colorado established under the State of Colorado Special District Act. The District was established to manage the financing, construction, operation and maintenance of the public facilities located within the District and Murphy Creek Metropolitan District No. 2 (“District No. 2”), Murphy Creek Metropolitan District No. 3 (“District No. 3”) and Murphy Creek Metropolitan District No. 4 (“District No. 4”). The District is governed by an elected Board of Directors (the “Board”).

The District was organized concurrently with District No. 2, District No. 3 and District No. 4. Effective November 27, 2001, District No. 4 was dissolved and all property previously within its boundaries was included in District No. 3. District No. 4 was later reorganized on December 5, 2005. On August 8, 2016, Aurora approved an Amended and Restated Consolidated Service Plan for the District, and District No. 2, District No. 3 and District No. 4 and a Service Plan for Murphy Creek Metropolitan District No. 5 (“District No. 5”) (the “Service Plan”). The District, District No. 2, and District No. 4 and District No. 5 are collectively referred to herein as the “Districts”. The Districts and District No. 3 have the power to provide water, sanitation, streets, traffic and safety controls, television relay and translator services, transportation and park and recreation improvements and other related improvements for the benefit of taxpayers and service users within the Districts’ and District No. 3’s boundaries. The Service Plan requires the Districts and District No. 3 to convey the streets, water, sanitation and storm drainage improvements to Aurora for ownership and maintenance.

MURPHY CREEK METROPOLITAN DISTRICT NO. 1

Notes to Financial Statements December 31, 2018

The Service Plan contemplates the District serving as the “operating district”, with District No. 2, District No. 3, District No. 4 and District No. 5 serving as the “taxing districts”. The operating district is responsible for providing the day to day operations and administrative management of all five districts. This arrangement was originally memorialized in the Service Contract among the District and District No. 2, District No. 3 and District No. 4 (See Note 6). On April 26, 2017, the District along with District No. 2, District No. 3 and District No. 4 entered into a Termination Agreement whereby the Service Contract was terminated (See Note 6). District No. 3 now operates separately from the Districts. The Districts entered into a separate District Administrative Services Agreement on April 26, 2017, wherein the parties thereto confirm the District’s role as the operating district and District No. 2, District No. 4 and District No. 5 (collectively, “District Nos. 2, 4, and 5”) serve as the taxing districts (See Note 6).

The District’s main source of revenue is the annual revenue received from District Nos. 2, 4 and 5 as reimbursement for actual service costs and construction costs. These revenues are based on funding through property tax revenues, and system development fees.

As required by GAAP, these financial statements present the activities of the District, which is legally separate and financially independent of other state and local governments. The District follows the GASB pronouncements which provide guidance for determining which governmental activities, organizations and functions should be included within the financial reporting entity. GASB sets 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 pronouncements also require including a possible component unit if it would be misleading to exclude it.

The District is not financially accountable for any other organization. The District has no component units as defined by the GASB.

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

Basis of Presentation

The accompanying financial statements are presented per GASB Statement No. 34 - Special Purpose Governments.

MURPHY CREEK METROPOLITAN DISTRICT NO. 1

Notes to Financial Statements December 31, 2018

The government-wide financial statements (i.e. the governmental funds balance sheet/statement of net position and the governmental funds statement of revenues, expenditures, and changes in fund balances/statement of activities) report information on all of the governmental activities of the District. The statement of net position reports all financial and capital resources of the District. The difference between the (a) assets and deferred outflows of resources and the (b) liabilities and deferred inflows of resources of the District is reported as net position. The statement of activities demonstrates the degree to which expenditures/expenses of the governmental funds are supported by general revenues. For the most part, the effect of interfund activity has been removed from these statements.

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*.

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 the related cash flows. Property taxes are recognized as revenues in the year for which they are collected.

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 material sources of revenue subject to accrual are property taxes and interest. Expenditures, other than interest on long-term obligations, are recorded when the liability is incurred or the long-term obligation is paid.

The District reports the following major governmental funds:

General Fund - The General Fund is the general operating fund of the District. It is used to account for all financial resources not accounted for and reported in another fund.

MURPHY CREEK METROPOLITAN DISTRICT NO. 1

Notes to Financial Statements December 31, 2018

Capital Projects Fund – The Capital Projects Fund is used to account for all financial resources that are restricted, committed or assigned to expenditures for capital outlays, including the acquisition or construction of capital facilities and other assets.

Budgetary Accounting

Budgets are adopted on a non-GAAP basis for the governmental funds. In accordance with the Local Government Budget Law of Colorado, the Board holds public hearings in the fall of each year to approve the budget and appropriate the funds for the ensuing year. The Board 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 appropriation is at the total fund expenditures level and lapses at year end.

Assets, Liabilities and Net Position

Fair Value of Financial Instruments

The District's financial instruments include cash and cash equivalents, accounts receivable and accounts payable. The District estimates that the fair value of all financial instruments at December 31, 2018, does not differ materially from the aggregate carrying values of its financial instruments recorded in the accompanying balance sheet. The carrying amount of these financial instruments approximates fair value because of the short maturity of these instruments.

Deposits and Investments

The District's cash and cash equivalents are considered to be cash on hand and short-term investments with maturities of three months or less from the date of acquisition. Investments for the government are reported at fair value.

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 minimum number of bank accounts. 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.

Estimates

The preparation of these financial statements in conformity with GAAP requires the District management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

MURPHY CREEK METROPOLITAN DISTRICT NO. 1

Notes to Financial Statements December 31, 2018

Deferred Outflows/Inflows of Resources

In addition to assets, the statement of financial position will sometimes report a separate section for deferred outflows of resources. This separate financial statement element, *deferred outflows of resources*, represents a consumption of net position that applies to a future period(s) and so will not be recognized as an outflow of resources (expense/expenditure) until then. The District does not have any items that qualify for reporting under this category.

In addition to liabilities, the statement of financial position will sometimes report 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(s) and so will not be recognized as an inflow of resources (revenue) until that time. The District does not have any items that qualify for reporting under this category.

Long-Term Obligations

In the government-wide financial statements, long-term debt and other long-term obligations are reported as liabilities in the applicable governmental activities.

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 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 and an estimated useful life in excess of two years. Such assets are recorded at historical or estimated historical cost if purchased or constructed. Donated capital assets are recorded at estimated acquisition value at the date of donation.

The costs of normal maintenance and repairs that do not add to the value of the assets 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 using the straight-line method. Depreciation on property that will remain assets of the District is reported on the Statement of Activities as a current charge. Improvements that will be conveyed to other governmental entities are classified as construction in progress and are not depreciated. Land and certain landscaping improvements are not depreciated. No depreciation expense was recognized during 2018.

Fund Equity

Fund balance of governmental funds is reported in various categories based on the nature of any limitations requiring the use of resources for specific purposes. Because circumstances differ among governments, not every government or every governmental fund will present all of these components. The following classifications make the nature and extent of the constraints placed on a government's fund balance more transparent:

MURPHY CREEK METROPOLITAN DISTRICT NO. 1

Notes to Financial Statements December 31, 2018

Nonspendable Fund Balance

Nonspendable fund balance includes amounts that cannot be spent because they are either not spendable in form (such as inventory or prepaids) or are legally or contractually required to be maintained intact.

Restricted Fund Balance

The restricted fund balance includes amounts restricted for a specific purpose by external parties such as grantors, bondholders, constitutional provisions or enabling legislation.

The restricted balance in the General Fund represents Emergency Reserves that have been provided as required by Article X, Section 20 of the Constitution of the State of Colorado. A total of \$2,685 of the General Fund balance has been restricted in compliance with this requirement.

The restricted fund balance in the Capital Projects Fund in the amount of \$3,497 is restricted for the payment of the costs for capital improvements within the District.

Committed Fund Balance

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

Assigned Fund Balance

Assigned fund balance includes amounts the District intends to use for a specific purpose. Intent can be expressed by the Board or by an official or body to which the Board delegates the authority.

Unassigned Fund Balances

Unassigned fund balance includes amounts that are available for any purpose. Positive amounts are reported only in the General Fund all other funds can report negative amounts.

For the classification of Governmental Fund balances, the District considers an expenditure to be made from the most restrictive first when more than one classification is available.

Net Position

Net Position represents the difference between assets and deferred outflows of resources less liabilities and deferred inflows of resources. The District can report three categories of net position, as follows:

Net investment in capital assets – consists of net capital assets, reduced by outstanding balances of any related debt obligations and deferred inflows of resources attributable to the acquisition, construction, or improvement of those assets and increased by balances of deferred outflows or resources related to those assets.

MURPHY CREEK METROPOLITAN DISTRICT NO. 1

Notes to Financial Statements
December 31, 2018

Restricted net position – net position is considered restricted if their use is constrained to a particular purpose. Restrictions are imposed by external organizations such as federal or state laws. Restricted net position is reduced by liabilities and deferred inflows of resources related to the restricted assets.

Unrestricted net position – consists of all other net position that does not meet the definition of the above two components and is available for general use by the District.

When an expense is incurred for purposes for which both restricted and unrestricted net position are available, the District will use the most restrictive net position first.

Note 2: Cash and Investments

As of December 31, 2018, cash is classified in the accompanying financial statements as follows:

Statement of Net Position:

Cash and investments	\$ 59,140
Cash and investments – restricted	<u>6,182</u>
	<u>\$ 65,322</u>

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

Deposits with financial institutions	\$ 5,361
Investments – COLOTRUST	<u>59,961</u>
Total	<u>\$ 65,322</u>

Deposits

Custodial Credit Risk

The Colorado Public Deposit Protection Act, (“PDPA”) requires that all units of local government deposit cash in eligible public depositories. State regulators determine eligibility. 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 is to be maintained by another institution, or held in trust for all the uninsured public deposits as a group. The market value of the collateral must be at least equal to 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.

The District does not have a formal policy for deposits. As of December 31, 2018, none of the District’s deposits were exposed to custodial credit risk.

MURPHY CREEK METROPOLITAN DISTRICT NO. 1

Notes to Financial Statements December 31, 2018

Investments

Investment Valuation

Certain investments are measured at fair value 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; Level 3 inputs are significant unobservable inputs. The District's investment is not required to be categorized within the fair value hierarchy. The District's investment's value is calculated using the net asset value method (NAV) per share.

Credit Risk

The District has not adopted a formal investment policy; however, the District follows state statutes regarding investments. Colorado statutes specify the types of investments meeting defined rating and risk criteria in which local governments may invest. These investments include obligations of the United States and certain U.S. Government agency entities, certain money market funds, guaranteed investment contracts, and local government investment pools.

Custodial and Concentration of Credit Risk

None of the District's investments are subject to custodial or concentration of credit risk.

Interest Rate Risk

Colorado revised statutes limit investment maturities to five years or less unless formally approved by the Board.

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

COLOTRUST

The local government investment pool, Colorado Local Government Liquid Asset Trust ("COLOTRUST") is rated AAAM by Standard & Poor's with a weighted average maturity of under 60 days. COLOTRUST is an investment trust/joint venture established for local government entities in Colorado to pool surplus funds. The State Securities Commissioner administers and enforces all State statutes governing COLOTRUST. COLOTRUST records its investments at fair value and the District records its investment in COLOTRUST using the net asset value method. COLOTRUST operates similarly to a money market fund with each share maintaining a value of \$1.00. COLOTRUST offers shares in two portfolios, COLOTRUST PRIME and COLOTRUST PLUS+. Both investments consist of U.S. Treasury bills and notes 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 repurchase agreements collateralized by certain obligations of U.S. government agencies. Designated custodian banks provide safekeeping and depository services to COLOTRUST. Substantially all securities owned by COLOTRUST are held by the Federal Reserve Bank in the accounts maintained for the custodian banks. The custodians' internal records identify the investments owned by COLOTRUST. At December 31, 2018, the District had \$59,961 invested in COLOTRUST.

MURPHY CREEK METROPOLITAN DISTRICT NO. 1

Notes to Financial Statements
December 31, 2018

Note 3: Capital Assets

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

	Balance 1/1/2018	Additions	Deletions	Balance 12/31/2018
<u>Governmental Type Activities:</u>				
<u>Capital assets not being depreciated:</u>				
General engineering and construction	\$ 42,077	\$ -	\$ -	\$ 42,077
Water	1,000,000	-	-	1,000,000
Streets	1,457,068	-	-	1,457,068
Sanitation	750,000	-	-	750,000
Government type assets, net	<u>\$ 3,249,145</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 3,249,145</u>

No depreciation has been provided as all assets were previously transferred to the City of Aurora or are considered to be construction in progress at December 31, 2018.

It is the policy of Aurora to accept the maintenance responsibility for the streets, water, sanitation, and storm drainage facilities within Aurora only after a probationary period following completion of construction. Upon final acceptance by Aurora, the costs of transferred improvements will be removed. Improvements in the amount of \$27,190,622 have been transferred to Aurora.

Note 4: Long Term Obligations

On March 15, 2006, the District entered into Reimbursement and Acquisition Agreements with Murphy Creek Development, Inc. (“the Developer”) for reimbursement of District eligible public infrastructure costs incurred by the Developer related to improvements benefiting property located within District Nos. 2 and 4, as they existed at the time. In conjunction with the above agreement, the District authorized promissory notes in an amount up to \$8,100,000 for District No. 2 and \$25,000,000 for District No. 4. The notes carry an interest rate of 8.0% per annum and mature December 31, 2016. If not paid by December 31, 2016, the interest rate on the notes will be 300 basis points above the 20 year “AAA” Municipal Market Data rate. Effective November 16, 2016, the maturity date and change in interest rates on the notes was extended to December 31, 2021.

Due to the uncertainty of the timing of the principal and interest payments on the Promissory Notes, a schedule of the timing of these payments is not available.

MURPHY CREEK METROPOLITAN DISTRICT NO. 1

Notes to Financial Statements
December 31, 2018

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

	Balance 1/1/2018	Additions	Retirements	Balance 12/31/2018
Promissory Note - District 2	\$ 849,833	\$ -	\$ -	\$ 849,833
Promissory Note - District 4	3,103,105	-	-	3,103,105
Promissory Note - District 5	29,238	46,867	-	76,105
Interest on notes	3,543,891	321,779	-	3,865,670
	<u>\$ 7,526,067</u>	<u>\$ 368,646</u>	<u>\$ -</u>	<u>\$ 7,894,713</u>

On November 3, 1998, a majority of the eligible electors of the District authorized the issuance of indebtedness in an amount not to exceed \$75,000,000 at an interest rate not to exceed 18% per annum and repayment terms not to exceed 20 years after the date of issuance. On May 2, 2000, a majority of eligible electors of the District authorized the issuance of indebtedness in an additional amount not to exceed \$55,750,000 at an interest rate not to exceed 18% per annum with repayment terms between 20 and 40 years after date of issuance. On November 8, 2016, a majority of the eligible electors of the District authorized the issuance of indebtedness in an additional amount not to exceed \$150,000,000 at an interest rate not to exceed 18% and repayment terms not to exceed 40 years after the date of issuance. The District has not budgeted to issue any debt in 2019.

Note 5: Related Parties

All of the Board members are owners or members of or are otherwise associated with the Developer or Murphy Creek LLC, the co-Developer and major landowner within the District. The District has issued promissory notes to the Developer (see Note 4). Management believes that all potential conflicts, if any, have been disclosed to the Board.

Note 6: Agreements with Other Governments
Intergovernmental Agreement with Aurora

On August 8, 2016, the Districts, District No. 3 and Aurora entered into an Amended and Restated Intergovernmental Agreement (“IGA”), as required by the Service Plan. Under the IGA, *inter alia*, the Districts must obtain the approval of the Aurora City Council prior to any inclusion of property in or exclusion of property from the boundaries of the Districts other than as set forth in the Service Plan and for any consolidation with any other special districts. Prior to the issuance of any privately placed debt, the District is required to obtain a certificate from an External Financial Advisor certifying to the reasonableness of the interest rate and the structure. Pursuant to the IGA and the Service Plan, the District is required to levy a regional mill levy and to remit it to an Aurora Regional Improvement (ARI) Authority or to Aurora under certain circumstances.

MURPHY CREEK METROPOLITAN DISTRICT NO. 1

Notes to Financial Statements December 31, 2018

The Service Plan requires the Districts to dedicate certain public improvements to Aurora or other appropriate jurisdiction or owner's association for ownership and maintenance. The District is not authorized to operate or maintain any part of the improvements, other than park and recreation improvements, drainage improvements, including detention and retention ponds, trickle channels and all necessary or proper equipment or appurtenances thereto, unless the provision of such operation and maintenance is pursuant to an intergovernmental agreement with Aurora.

Facilities Construction and Service Agreement

Facilities Construction and Service Agreement ("Service Contract") – To implement its Service Plan, the District has an intergovernmental agreement District No. 2, District No. 3 and District No. 4. The agreement remains in full force until such time as each of the terms and conditions of the agreement has been performed in their entirety or until the agreement is terminated by mutual written agreement by all parties thereto.

The District is to own, operate, maintain, and construct the facilities benefiting all Districts. To the extent that District No. 2, District No. 3 and District No. 4 are to benefit, they will pay the total capital costs and service costs of operation and maintenance of such facilities. The District received \$111,858 from District No.2, and \$356 from District No. 4 during 2018.

On April 26, 2017, the District along with District No. 2, District No. 3 and District No. 4 entered into a Termination of District Facilities Construction and Service Agreement ("Termination Agreement") whereby the parties agreed to terminate the Service Contract. The Termination Agreement provides that: 1.) all outstanding operational fees imposed by the Districts and District No.3 would be remitted to the District to offset prior costs of District No. 2, District No. 3 and District No. 4. 2.) The Capital Facilities Fees collected within the boundaries of District No. 3 shall be considered to be pledged revenue for the Series 2006 Bonds in satisfaction of the terms of the Indenture of Trust before being utilized for the completion of any Remaining District 3 Facilities as described and defined in the Termination Agreement. 3.) Upon completion of the Remaining District 3 Facilities any Capital Facility Fees Revenue being held by the District shall be remitted to District No 3 and any future Capital Facility Fee revenue collected after the completion of the Remaining District 3 Facilities have been paid in full shall be retained by District No. 3. District No. 3 will operate independently of the Districts. All assets owned by the District that are within the boundaries of the District No. 3 were transferred to District No. 3.

MURPHY CREEK METROPOLITAN DISTRICT NO. 1

Notes to Financial Statements December 31, 2018

District Amenities Sharing Agreement

On April 26, 2017, the District entered into a District Amenities Sharing Agreement with District No. 3 (the “District Amenities Sharing Agreement”). The District Amenities Sharing Agreement acknowledges that there are facilities located within District No. 3 which also benefit the Districts, and future facilities constructed by District No. 1 and located within the Districts that will benefit District No. 3. As such, costs incurred by District No. 3 to operate and maintain the facilities should be shared on a proportionate basis by each district. Annually a determination shall be made of the annual operation costs incurred by each district, and these costs will be allocated based upon the number of certificates of occupancy issued by the City for residential units located within each of the district’s boundaries. To date no residential development has occurred within the Districts triggering these obligations. On May 16, 2019, District No. 3 provided Notice of Termination of the District Amenities Sharing Agreement to the District.

District Administrative Services Agreement

On April 26, 2017, the District entered into a District Administrative Services Agreement with District No. 2, District No. 4, and District No. 5 (the “District Administrative Services Agreement”). The District Administrative Services Agreement confirms the District’s role as the operating district and District No. 2, District No. 4 and District No.5 serve as the taxing districts. The purpose of the District Administrative Services Agreement is to set forth the rights and obligations of the taxing districts to fully fund the operating district, and the operating district to provide administrative services on behalf of the Districts.

Note 7: Tax, Spending and Debt Limitations

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

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

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

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.

MURPHY CREEK METROPOLITAN DISTRICT NO. 1

Notes to Financial Statements December 31, 2018

On November 3, 1998 and again on November 8, 2016, the voters approved the District to be permitted to maintain fiscal year spending and collect annual District revenues from sources not excluded from fiscal year spending in 1999 and each year thereafter as a voter-approved revenue change without regard to any expenditure, revenue-raising or other limitation contained within Article X, Section 20 of the Colorado Constitution or any other statutory or constitutional expenditure or revenue-raising limitation.

Note 8: Risk Management

Except as provided in the Colorado Governmental Immunity Act, §§ 24-10-101, et seq., CRS, the District may be exposed to various risks of loss related to torts, theft of, damage to, or destruction of assets; errors or omissions; injuries to agents; and natural disasters. The District has elected to participate in the Colorado Special Districts Property and Liability Pool (“the Pool”) which is an organization created by intergovernmental agreement to provide common liability and casualty insurance coverage to its members at a cost that is considered economically appropriate. Settled claims have not exceeded this commercial coverage in any of the past three fiscal years.

The District pays annual premiums to the Pool for auto, public officials’ liability, and property and general liability coverage. In the event aggregated losses incurred by the Pool exceed its amounts recoverable from reinsurance contracts and its accumulated reserves, the District may be called upon to make additional contributions to the Pool on the basis proportionate to other 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: Reconciliation of Government-Wide Financial Statements and Fund Financial Statements

The Government Funds Balance Sheet/Statement of Net Position includes an adjustments column. The adjustments have the following elements:

- 1) Capital improvements used in government activities are not financial resources and, therefore are not reported in the funds; and
- 2) long-term liabilities such as developer notes, accrued developer note interest payable, are not due and payable in the current period and, therefore, are not in the funds.

The Statement of Governmental Fund Revenues, Expenditures, and Changes in Fund Balances/Statement of Activities includes an adjustments column. The adjustments have the following elements:

- 1) Governmental funds report capital outlays as expenditures, however, in the statement of activities, the costs of those assets are held as construction in process pending transfer to other governmental entities; and,
- 2) governmental funds report interest expense on the modified accrual basis; however, interest expense is reported on the full accrual method on the Statement of Activities.

SUPPLEMENTAL INFORMATION

MURPHY CREEK METROPOLITAN DISTRICT NO. 1

SCHEDULE OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCE - BUDGET AND ACTUAL -
CAPITAL PROJECTS FUND

For the Year Ended December 31, 2018

	Original/Final <u>Budget</u>	<u>Actual</u>	Variance Favorable <u>(Unfavorable)</u>
REVENUES			
Transfer from District #2	\$ 2,000,000	\$ -	\$ (2,000,000)
Transfer from District #4	<u>4,000,000</u>	<u>-</u>	<u>(4,000,000)</u>
Total Revenues	<u>6,000,000</u>	<u>-</u>	<u>(6,000,000)</u>
EXPENDITURES			
Legal	50,000	-	50,000
Accounting	10,000	-	10,000
Capital outlay	<u>5,943,497</u>	<u>-</u>	<u>5,943,497</u>
Total Expenditures	<u>6,003,497</u>	<u>-</u>	<u>6,003,497</u>
NET CHANGE IN FUND BALANCE	(3,497)	-	3,497
FUND BALANCE - BEGINNING OF YEAR	<u>3,497</u>	<u>3,497</u>	<u>-</u>
FUND BALANCE - END OF YEAR	<u>\$ -</u>	<u>\$ 3,497</u>	<u>\$ 3,497</u>

The notes to the financial statements are an integral part of these statements.