

**PIONEER METROPOLITAN DISTRICT NO. 3
Weld County, Colorado**

**FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION**

YEAR ENDED DECEMBER 31, 2018

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Board of Directors
Pioneer Metropolitan District No. 3
Weld County, Colorado

Independent Auditors' Report

We have audited the accompanying financial statements of the governmental activities and each major fund of the Pioneer Metropolitan District No. 3, as of and for the year ended December 31, 2018, and the related notes to the financial statements, which collectively comprise the District's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the District'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 District's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting principles 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 the Pioneer Metropolitan District No. 3 as of December 31, 2018, and the respective changes in financial position and the respective budgetary comparison for the General Fund for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other-Matters

Required Supplementary Information

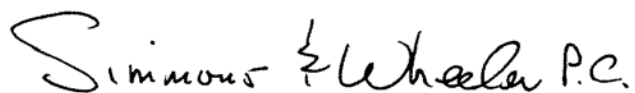
Management has omitted the management's discussion and analysis that accounting principles generally accepted in the United States of America require to be presented to supplement the basic financial statements. Such missing information, although not a part of the basic financial statements, is required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

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise Pioneer Metropolitan District No. 3's basic financial statements. The supplementary information as listed in the table of contents is presented for purposes of 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. Such 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 supplementary information is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

The continuing disclosure, as listed in the table of contents, has not been subjected to the auditing procedures applied in the audit of the basic financial statements and, accordingly, we do not express an opinion or provide any assurance on them.



Englewood, CO
October 21, 2019

BASIC FINANCIAL STATEMENTS

**PIONEER METROPOLITAN DISTRICT NO. 3
STATEMENT OF NET POSITION
DECEMBER 31, 2018**

	<u>Governmental Activities</u>
ASSETS	
Cash and Investments	\$ 666,668
Cash and Investments - Restricted	41,020
Taxes Receivable - County Treasurer	79
Property Taxes Receivable	14,021
Receivable from Pioneer Regional	10,005
Receivable from Resource	6,849
Due from District No. 2	244
Due from District No. 4	307
Due from District No. 5	6,943
Due from Developer	9,520
Prepaid Expense	6,257
Capital Assets	<u>6,042,037</u>
Total Assets	<u>6,803,950</u>
LIABILITIES	
Accounts Payable	102,934
Retainage Payable	11,648
Accrued Interest Payable	24,500
Noncurrent Liabilities:	
Due in More Than One Year	<u>4,522,000</u>
Total Liabilities	<u>4,661,082</u>
DEFERRED INFLOWS OF RESOURCES	
Property Tax Revenue	<u>14,021</u>
Total Deferred Inflows of Resources	<u>14,021</u>
NET POSITION	
Net Investment in Capital Assets	3,887,037
Restricted for:	
Emergency Reserves	10,200
Debt Service	12,146
Capital Projects	408,674
Unrestricted	<u>(2,189,210)</u>
Total Net Position	<u><u>\$ 2,128,847</u></u>

See accompanying Notes to Basic Financial Statements.

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

		Program Revenues			Net Revenues (Expenses) and Changes in Net Position
FUNCTIONS/PROGRAMS	Expenses	Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Governmental Activities
Primary Government:					
Governmental Activities:					
General Government	\$ 211,845	\$ -	\$ 312,395	\$ -	\$ 100,550
Interest and Related Costs on Long-Term Debt	339,978	-	1,041,317		701,339
	<u>\$ 551,823</u>	<u>\$ -</u>	<u>\$ 1,353,712</u>	<u>\$ -</u>	<u>801,889</u>
GENERAL REVENUES					
Property Tax					13,588
Specific Ownership Tax					1,054
Other Revenue					406
Net Investment Income					30,115
Total General Revenues					<u>45,163</u>
CHANGE IN NET POSITION					
					847,052
Net Position - Beginning of Year					<u>1,281,795</u>
NET POSITION - END OF YEAR					
					<u>\$ 2,128,847</u>

See accompanying Notes to Basic Financial Statements.

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

	General	Debt Service	Capital Projects	Total Governmental Funds
ASSETS				
Cash and Investments	\$ 164,366	\$ -	\$ 502,302	\$ 666,668
Cash and Investments - Restricted	10,200	30,820	-	41,020
Receivable From County Treasurer	18	61	-	79
Property Taxes Receivable	3,236	10,785	-	14,021
Receivable from Pioneer Regional	10,005	-	-	10,005
Receivable from Resources	6,849	-	-	6,849
Due from District No. 2	56	188	-	244
Due from District No. 4	71	236	-	307
Due from District No. 5	1,602	5,341	-	6,943
Due from Developer	-	-	9,520	9,520
Prepaid Expense	6,207	-	50	6,257
Total Assets	\$ 202,610	\$ 47,431	\$ 511,872	\$ 761,913
LIABILITIES, DEFERRED INFLOWS OF RESOURCES, AND FUND BALANCES				
LIABILITIES				
Accounts Payable	11,384	-	91,550	102,934
Retainage Payable	-	-	11,648	11,648
Total Liabilities	11,384	-	103,198	114,582
DEFERRED INFLOWS OF RESOURCES				
Property Tax Revenue	3,236	10,785	-	14,021
Total Deferred Inflows of Resources	3,236	10,785	-	14,021
FUND BALANCES				
Nonspendable for:				
Prepaid Expenses	6,207	-	50	6,257
Restricted for:				
Emergency Reserves	10,200	-	-	10,200
Debt Service	-	36,646	-	36,646
Assigned for:				
Capital Projects	-	-	408,624	408,624
Unassigned	171,583	-	-	171,583
Total Fund Balances	187,990	36,646	408,674	633,310
TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES				
	\$ 202,610	\$ 47,431	\$ 511,872	
Amounts reported for governmental activities in the statement of net position are different because:				
Capital assets are recorded as assets on the statement of net position, but are recorded as expenditures in the funds.				
Capital Assets				\$ 6,042,037
Long-term liabilities, including bonds payable, are not due and payable in the current period and, therefore, are not reported in the funds.				
Bonds Payable				(4,522,000)
Accrued Interest on Bonds Payable				(24,500)
Net Position of Governmental Activities				\$ 2,128,847

See accompanying Notes to Basic Financial Statements.

PIONEER METROPOLITAN DISTRICT NO. 3
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	\$ 3,136	\$ 10,452	\$ -	\$ 13,588
Specific Ownership Tax	243	811	-	1,054
Net Investment Income	9,056	9,274	11,785	30,115
Other Income	94	312	-	406
Transfer from Pioneer Metro No. 2	10,178	33,927	-	44,105
Transfer from Pioneer Metro No. 4	12,788	42,625	-	55,413
Transfer from Pioneer Metro No. 5	289,429	964,765	-	1,254,194
Total Revenues	<u>324,924</u>	<u>1,062,166</u>	<u>11,785</u>	<u>1,398,875</u>
EXPENDITURES				
Current:				
Accounting	45,583	-	17,105	62,688
Audit	8,400	-	-	8,400
County Treasurer's Fee	47	157	-	204
Dues and Licenses	1,560	-	-	1,560
Elections	481	-	-	481
Insurance and Dues	10,205	-	-	10,205
Legal Services	41,262	-	82,766	124,028
Miscellaneous	129	-	1,776	1,905
Pioneer Regional - Insurance	700	-	-	700
Pioneer Regional - Legal	781	-	-	781
Resource - Insurance	700	-	-	700
Resource - Legal	193	-	-	193
Debt Service:				
Bond Principal - Series 2016	-	714,000	-	714,000
Bond Interest - Series 2016	-	340,340	-	340,340
Paying Agent Fees	-	3,500	-	3,500
Capital Projects:				
Capital Outlay	-	-	563,204	563,204
Engineering	-	-	20,030	20,030
Repay Developer Advances	-	-	8,332	8,332
Water Conservation Program	-	-	122,016	122,016
Huwa Detention Pond	-	-	76,835	76,835
Wilson Detention Pond	-	-	663,000	663,000
Total Expenditures	<u>110,041</u>	<u>1,057,997</u>	<u>1,555,064</u>	<u>2,723,102</u>
EXCESS (DEFICIENCY) OF REVENUES OVER (UNDER) EXPENDITURES	<u>214,883</u>	<u>4,169</u>	<u>(1,543,279)</u>	<u>(1,324,227)</u>
OTHER FINANCING SOURCES (USES)				
Transfers to Other Funds	(400,000)	-	(8)	(400,008)
Transfers from Other Funds	-	8	400,000	400,008
Total Other Financing Sources (Uses)	<u>(400,000)</u>	<u>8</u>	<u>399,992</u>	<u>-</u>
EXCESS (DEFICIENCY) OF REVENUES AND OTHER FINANCING SOURCES OVER (UNDER) EXPENDITURES AND OTHER FINANCING SOURCES	<u>(185,117)</u>	<u>4,177</u>	<u>(1,143,287)</u>	<u>(1,324,227)</u>
Fund Balances - Beginning of Year	<u>373,107</u>	<u>32,469</u>	<u>1,551,961</u>	<u>1,957,537</u>
FUND BALANCES - END OF YEAR	<u>\$ 187,990</u>	<u>\$ 36,646</u>	<u>\$ 408,674</u>	<u>\$ 633,310</u>

See accompanying Notes to Basic Financial Statements.

**PIONEER METROPOLITAN DISTRICT NO. 3
RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES
IN FUND BALANCES OF THE GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES
YEAR ENDED DECEMBER 31, 2018**

Net Change in Fund Balances - Governmental Funds \$ (1,324,227)

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

Governmental funds report capital outlays as expenditures. In the statement of activities, capital outlay is not reported as an expenditure. However, the statement of activities will report as depreciation expense the allocation of the cost of any depreciable asset over the estimated useful life of the asset.

Capital Outlay 1,445,085

Long-term debt (e.g., bonds, Developer advances) provides current financial resources to governmental funds, while the repayment of the principal of long-term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net position. Also, governmental funds report the effect of premiums, discounts, and similar items when debt is first issued, whereas these amounts are deferred and amortized in the statement of activities. The net effect of these differences in the treatment of long-term debt and related items is as follows:

Bond Principal Payment 714,000
Repay Developer Advances 8,332

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

Accrued Interest on Bonds - Change in Liability 3,862

Change in Net Position of Governmental Activities \$ 847,052

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

	Original and Final Budget	Actual Amounts	Variance with Final Budget Positive (Negative)
REVENUES			
Property Taxes	\$ 3,135	\$ 3,136	\$ 1
Specific Ownership Tax	190	243	53
Net Investment Income	1,320	9,056	7,736
Other Income	-	94	94
Carriage Fees	5,000	-	(5,000)
Transfer from Pioneer Metro No. 2	10,019	10,178	159
Transfer from Pioneer Metro No. 4	12,594	12,788	194
Transfer from Pioneer Metro No. 5	285,097	289,429	4,332
Total Revenues	<u>317,355</u>	<u>324,924</u>	<u>7,569</u>
EXPENDITURES			
Current:			
Accounting	50,000	45,583	4,417
Audit	8,000	8,400	(400)
Contingency	22,853	-	22,853
County Treasurer's Fees	47	47	-
Dues and Licenses	1,700	1,560	140
Election	2,000	481	1,519
Insurance	14,000	10,205	3,795
Legal Services	60,000	41,262	18,738
Miscellaneous	100	129	(29)
Pond Maintenance	75,000	-	75,000
Pioneer Regional - Accounting	1,000	-	1,000
Pioneer Regional - Insurance	1,300	700	600
Pioneer Regional - Legal	1,000	781	219
Resource - Accounting	1,000	-	1,000
Resource - Insurance	1,000	700	300
Resource - Legal	1,000	193	807
Total Expenditures	<u>240,000</u>	<u>110,041</u>	<u>129,959</u>
EXCESS (DEFICIENCY) OF REVENUES OVER (UNDER) EXPENDITURES	77,355	214,883	137,528
OTHER FINANCING SOURCES (USES)			
Transfers to Other Fund	(400,000)	(400,000)	-
Total Other Financing Sources (Uses)	<u>(400,000)</u>	<u>(400,000)</u>	<u>-</u>
NET CHANGE IN FUND BALANCES	(322,645)	(185,117)	137,528
Fund Balances - Beginning of Year	<u>368,143</u>	<u>373,107</u>	<u>4,964</u>
FUND BALANCES - END OF YEAR	<u>\$ 45,498</u>	<u>\$ 187,990</u>	<u>\$ 142,492</u>

See accompanying Notes to Basic Financial Statements.

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

NOTE 1 DEFINITION OF REPORTING ENTITY

Pioneer Metropolitan District No. 3 (District), a quasi-municipal corporation and political subdivision of the State of Colorado, was organized by court order and recorded with the Weld County Clerk and Recorder on August 29, 2006, and is governed pursuant to provisions of the Colorado Special District Act (Title 32, Article 1, Colorado Revised Statutes). The District's service area is located in Weld County, Colorado. The District was organized to provide financing for the design, acquisition, construction, installation, and maintenance of essential public-purpose facilities, such as water, sanitation, storm drainage, streets, safety protection, parks and recreation, transportation, television relay and translation, mosquito control, and limited fire protection.

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

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

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

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The more significant accounting policies of the District are described as follows:

Government-wide and Fund Financial Statements

The government-wide financial statements include the statement of net position and the statement of activities. These financial statements include all of the activities of the District. The effect of interfund activity has been removed from these statements. Governmental activities are normally supported by taxes and intergovernmental revenues.

The 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.

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

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Government-wide and Fund Financial Statements (Continued)

The statement of activities demonstrates the degree to which the direct 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.

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

The District reports the following major governmental funds:

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

The Debt Service Fund accounts for the resources accumulated and payments made for principal and interest on long-term 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.

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

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Budgets

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

Pooled Cash and Investments

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

Property Taxes

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

Property taxes, net of estimated uncollectible taxes, are recorded initially as deferred inflows 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.

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 column 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.

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

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Capital Assets (Continued)

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

Water Rights

The cost of water rights includes acquisition cost, legal and engineering costs related to the development and augmentation of those rights. Since the rights have a perpetual life, they are not amortized. All other costs, including costs incurred for the protection of those rights, are expensed.

Deferred Inflows of Resources

In addition to liabilities, the statement of net position reports a separate section for deferred inflows of resources. This separate financial statement element, deferred inflows of resources, represents an acquisition of net position that applies to a future period and so will not be recognized as an inflow of resources (revenue) until that time. The District has one item that qualifies for reporting in this category. Accordingly, the item, deferred property tax revenue, is deferred and recognized as an inflow of resources in the period that the amount becomes available.

Equity

Net Position

For government-wide presentation purposes when both restricted and unrestricted resources are available for use, it is the District's practice to use restricted resources first, then unrestricted resources as they are needed.

Fund Balance

Fund balance for governmental funds should be reported in classifications that comprise a hierarchy based on the extent to which the government is bound to honor constraints on the specific purposes for which spending can occur. Governmental funds report up to five classifications of fund balance: nonspendable, restricted, committed, assigned, and unassigned.

Because circumstances differ among governments, not every government or every governmental fund will present all of these components. The following classifications describe the relative strength of the spending constraints:

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

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

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

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Equity (Continued)

Fund Balance (Continued)

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	\$ 666,668
Cash and Investments - Restricted	41,020
Total Cash and Investments	<u>\$ 707,688</u>

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

Deposits with Financial Institutions	\$ 56,078
Investments	651,610
Total Cash and Investments	<u>\$ 707,688</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.

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

NOTE 3 CASH AND INVESTMENTS (CONTINUED)

Deposits with Financial Institutions (Continued)

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

At December 31, 2018, the District's cash deposits had a bank balance of \$56,078 and a carrying balance of \$56,078.

Investments

The District's policy is to follow state statutes regarding investments.

The District generally limits its concentration of investments to those noted with an asterisk (*) below, which are believed to have minimal credit risk, minimal interest rate risk and no foreign currency risk. Additionally, the District is not subject to concentration risk or investment custodial risk disclosure requirements for investments that are in the possession of another party.

Colorado revised statutes limit investment maturities to five years or less unless formally approved by the Board of Directors. Such actions are generally associated with a debt service reserve or sinking fund requirements.

Colorado statutes specify investment instruments meeting defined rating and risk criteria in which local governments may invest which include:

- . Obligations of the United States, certain U.S. government agency securities and securities of the World Bank
- . General obligation and revenue bonds of U.S. local government entities
- . Certain certificates of participation
- . Certain securities lending agreements
- . Bankers' acceptances of certain banks
- . Commercial paper
- . Written repurchase agreements and certain reverse repurchase agreements collateralized by certain authorized securities
- . Certain money market funds
- . Guaranteed investment contracts
- * Local government investment pools

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

<u>Investment</u>	<u>Maturity</u>	<u>Amount</u>
Colorado Surplus Asset Fund Trust (CSAFE)	Weighted average under 60 days	\$ 651,610

**PIONEER METROPOLITAN DISTRICT NO. 3
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

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

	Balance at December 31, 2017	Increases	Decreases	Balance at December 31, 2018
Capital Assets, not Being Depreciated:				
Water Rights	\$ 2,836,541	\$ -	\$ -	\$ 2,836,541
Construction in Progress	1,760,411	1,445,085	-	3,205,496
Governmental Activities Capital Assets	<u>\$ 4,596,952</u>	<u>\$ 1,445,085</u>	<u>\$ -</u>	<u>\$ 6,042,037</u>

The balance shown above consists of certain water rights in the Larimer Fox Hill Aquifer and the Arapahoe Aquifer. It also includes expenses related to Lost Creek Well and project management related acquisition of water rights.

**PIONEER METROPOLITAN DISTRICT NO. 3
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 - December 31, 2017	Additions	Reductions	Balance - December 31, 2018	Due Within One Year
General Obligation Bonds:					
Series 2016	\$ 5,236,000	\$ -	\$ 714,000	\$ 4,522,000	\$ -
Developer Advance	8,332	-	8,332	-	-
	<u>\$ 5,244,332</u>	<u>\$ -</u>	<u>\$ 722,332</u>	<u>\$ 4,522,000</u>	<u>\$ -</u>

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

\$6,414,000 Limited Tax General Obligation Refunding and Improvement Bonds, Series 2016 (the Series 2016 Bonds), were issued on September 30, 2016. The proceeds from the sale of the Series 2016 Bonds were used to finance the costs of certain water related public improvements, currently refund the District's outstanding Limited Tax General Obligation Bonds, Taxable Series 2012, and pay the costs of issuance of the Series 2016 Bonds.

The Series 2016 Bonds bear interest at 6.50% payable semi-annually on June 1 and December 1, beginning on December 1, 2016. The Series 2016 Bonds are structured as cash flow bonds, meaning that there are no scheduled payments of principal prior to the final maturity date. The Series 2016 Bonds mature on December 1, 2046. The flow of funds directs the Trustee to credit the interest account with the amounts necessary to fund current interest for the Bond Year and additional pledged revenues are deposited to the Redemption Account. On October 15th of each year the Trustee will determine how many bonds can be redeemed (in integral multiples of \$1,000) on December 1 and any additional funds on hand will be transferred to the Interest Account to go towards the funding of the following year's interest payments. Any accrued unpaid interest on the Series 2016 Bonds will compound semi-annually on June 1 and December 1. The Series 2016 Bonds are secured by and payable solely from and to the extent of Pledged Revenue consisting of monies derived by the District, net of any costs of collection, from: (i) the District's Required Mill Levy; (ii) all Capital Pledge Agreement Revenues; and (iii) Specific Ownership Tax which is collected as a result of the imposition of the District's Required Mill Levy.

The Indenture provides a Required Mill Levy be imposed upon all taxable property in the District in the amount of 50 mills, subject to adjustment for changes in the method of calculating assessed valuation after January 1, 2006. The Capital Pledge Agreements require Pioneer Metropolitan Districts No. 2, 4, and 5 to also impose 50 mills, subject to adjustment for changes in the method of calculating assessed valuation after January 1, 2006, upon all taxable property in the respective Districts.

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

NOTE 5 LONG-TERM OBLIGATIONS (CONTINUED)

The Series 2016 Bonds are subject to optional redemption prior to maturity, at the option of the District, as a whole or in integral multiples of \$1,000, on December 1, 2021, and on any date thereafter, upon payment of par and accrued interest, and a redemption premium equal to a percentage of the principal amount so redeemed, as follows.

<u>Date of Redemption</u>	<u>Redemption Premium</u>
December 1, 2021, to November 30, 2022	3.00 %
December 1, 2022, to November 30, 2023	2.00
December 1, 2023, to November 30, 2024	1.00
December 1, 2024, and thereafter	0.00

Capital Pledge Agreements

Each of Pioneer Metropolitan Districts No. 2, 4, and 5 entered into Capital Pledge Agreements with the District (collectively, the Capital Pledge Agreements). Under such Capital Pledge Agreements, each of Districts No. 2, 4, and 5 covenant to levy an ad valorem mill levy each year upon all taxable property of each of such Districts in the amount of 50 mills. The Districts will transfer all ad valorem tax revenue derived from such levy and all Specific Ownership Tax revenue allocable to such levy to the District for payment on the Series 2016 Bonds.

Developer Advance

The Developer advanced \$8,332 to the District in 2014 to pay for operating costs of the District. There is not currently an agreement in place documenting the District's obligation to repay the advance. However, the advance is an obligation of the District that may only be repaid if, and when, funds are available. Such repayment is subject to budget and appropriation. In 2018, the District repaid the full amount due.

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

NOTE 5 LONG-TERM OBLIGATIONS (CONTINUED)

Authorized Debt

On May 2, 2006, a majority of the qualified electors of the District who voted in the election authorized the issuance of indebtedness in an amount not to exceed \$3,680,000,000. On May 4, 2010, and on May 6, 2014, a majority of the qualified electors of the District who voted in the election authorized the issuance of indebtedness in an amount not to exceed \$3,680,000,000 and \$4,010,000,000, respectively. At December 31, 2018, the District had authorized but unissued indebtedness in the following amounts allocated for the following purposes:

	Debt Authorized	Authorization Used for Series 2012 Bonds	Authorization Used for Series 2016 Bonds	Authorized But Unissued
Streets	\$ 990,000,000	\$ -	\$ -	\$ 990,000,000
Water	990,000,000	3,695,000	2,671,000	983,634,000
Sanitary Sewer	990,000,000	145,000	-	989,855,000
Parks and Recreation	990,000,000	-	-	990,000,000
Traffic and Safety	990,000,000	-	-	990,000,000
Mosquito Control	990,000,000	-	-	990,000,000
Public Transportation	990,000,000	-	-	990,000,000
Fire Protection	990,000,000	-	-	990,000,000
Television Relay and Translation	990,000,000	-	-	990,000,000
Security Service	330,000,000	-	-	330,000,000
Operations and Maintenance	150,000,000	310,000	-	149,690,000
Debt Refunding	990,000,000	-	3,743,000	986,257,000
Intergovernmental Contracts	990,000,000	-	-	990,000,000
	<u>\$ 11,370,000,000</u>	<u>\$ 4,150,000</u>	<u>\$ 6,414,000</u>	<u>\$ 11,359,436,000</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 as it occurs within the District's service area. However, as of the date of this audit, the amount and timing of any debt issuance is not determinable.

NOTE 6 NET POSITION

The District's net position consists of three components – net investment in capital assets, restricted, and unrestricted.

Net investment in capital assets consists of capital assets, net of accumulated depreciation and reduced by the outstanding balances of bonds, mortgages, notes, or other borrowings that are attributable to the acquisition, construction, or improvement of those assets.

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

NOTE 6 NET POSITION (CONTINUED)

As of December 31, 2018, the District had net investment in capital assets calculated as follows:

	Governmental Activities
Net Investment in Capital Assets:	
Capital Assets, Net	\$ 6,042,037
Noncurrent Portion of Outstanding Long-term Obligations	(2,155,000)
Net Investment in Capital Assets	\$ 3,887,037

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

	Governmental Activities
Restricted Net Assets:	
Emergency Reserves	\$ 10,200
Debt Service	12,146
Capital Projects	408,674
Total Restricted Net Assets	\$ 431,020

The District has a deficit in unrestricted net position.

NOTE 7 RELATED PARTY

The members of the Board of Directors are employees, owners or are otherwise associated with HP Farms Holding, LLC (the Property Owner) and Gateway American Resources, LLC (the Developer). The Property Owner and the Developer may have conflicts of interest in dealing with the District. During 2018, the District paid \$315,875 to the Developer for the management of a water delivery project and a water gathering and infrastructure project.

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

NOTE 8 AGREEMENTS

Memorandum of Understanding, dated November 12, 2008 (as amended March 26, 2012)

As contemplated by the Service Plan, Pioneer Regional Metropolitan District (Pioneer Regional) was designated as the "Service District" and Pioneer Metropolitan Districts No. 1 through 6, inclusive, were designated as the "Financing Districts." The Service Plans for the Service District and each of the Financing Districts provided that the Service District and the Financing Districts would enter into a Facilities Funding Construction and Operations Agreement (the "FFCO") in order to establish the rights and obligations of the Service District and Financing Districts to provide for the financing, construction, operation, and maintenance of certain public infrastructure required for the planned future development within the Districts (the Future Development). Prior to completing discussions on the terms of the FFCO, the Service District and the Financing Districts entered into a Memorandum of Understanding (the "MOU") dated November 12, 2008 (as amended March 26, 2012), by and among Pioneer Metropolitan Districts No. 1 through 6 and Pioneer Regional, whereby the Financing Districts agreed to reimburse the Service District for certain expenses incurred by the Service District for the benefit of each of the Financing Districts.

Such expenses are those incurred by the Service District in connection with the organization and administration of the Districts, District No. 1 and District No. 6, and in the planning and designing of improvements to serve the Future Development (the Reimbursable Costs), as defined therein. The MOU was amended on March 26, 2012, to release the Districts from their obligations under the MOU and to allow the Districts to enter in to the 2012 FFCO (defined below) as contemplated by the Service Plans for the Districts. The amendment to the MOU, however, contemplates that the FFCO will be amended in the future to ensure transition and/or use of any public improvements constructed thereunder to Pioneer Regional as the Service District.

Facilities Funding Construction and Operations Agreement

As anticipated by the amendment to the MOU as noted above, on March 26, 2012, the District entered into a Facilities Funding, Construction and Operations Agreement with Pioneer Metropolitan Districts No. 2, 4, and 5, (the 2012 FFCO). Pursuant to the 2012 FFCO, the District is generally responsible for coordinating the financing, construction, ownership, operation and maintenance of public improvements, while Districts No. 2, 4, and 5, serving as the "Financing Districts," are generally responsible for producing property tax and other revenue sufficient to pay the costs of operations and debt service expenses incurred for the purpose of providing such improvements and services.

In addition, the District, in its capacity as the "Coordinating District" under the FFCO has agreed to pay the Reimbursable Costs.

The 2012 FFCO allows for a future amendment to include Pioneer Regional, District No. 1 and District No. 6 to ensure transition and/or use of any public improvements constructed thereunder to Pioneer Regional, as the provider of services to end users within the Districts, and the eventual transition to each of the Districts to provide services to its future residents and/or commercial users.

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

NOTE 8 AGREEMENTS (CONTINUED)

Pioneer Community Reimbursement IGA

In accordance with the MOU, Pioneer Regional incurred certain costs on behalf of the Financing Districts. Pursuant to the Intergovernmental Agreement Regarding Assignment of Reimbursement Obligations; Consent to Construction; and Collection of Regional Mill Levy dated as of March 26, 2012, between Pioneer Regional and the District (the Pioneer Community Reimbursement IGA), Pioneer Regional assigned to the District certain obligations it had with respect to the Reimbursement Obligations and Organization Costs and Services (each, as defined therein) which are collectively referred to therein as the "Pioneer Community Reimbursement Obligations." Pioneer Regional has agreed to adjust the formula in determining its rates to be charged to end users in the Future Development in exchange for the District assuming the Pioneer Community Reimbursement Obligations.

Pioneer Regional is obligated to provide water and wastewater service to the future residents and commercial development of the Districts. As noted above, in exchange for the District's assumption of the Pioneer Community Reimbursement Obligations, Pioneer Regional agreed that it will adjust the calculation considered in establishing its rate structure so that no charges are passed along that would have otherwise been assessed as a result of Pioneer Regional's former obligations pursuant to the MOU. This is expected to result in a decrease in the tap fee rates ultimately payable for connection to water and wastewater systems for service.

Under the Pioneer Community Reimbursement IGA, Pioneer Regional agreed that it will not object to the District's construction of (or causing the construction of) future water and wastewater infrastructure that would otherwise be the responsibility of Pioneer Regional pursuant to its Service Plan. The District agreed to give Pioneer Regional advance written notice prior to constructing any water and wastewater improvements. In addition, pursuant to the First Amendment to the MOU and the Pioneer Community Reimbursement IGA, Pioneer Regional and the District will enter into an agreement prior to the connection of any resident to water or wastewater service to ensure Pioneer Regional has adequate access to such infrastructure to provide the services contemplated under its Service Plan and to establish an orderly transition of the use and ownership of the improvements to each of the Districts.

Finally, each of the Financing Districts will be obligated to impose a regional improvements mill levy (the Regional Mill Levy), the proceeds of which are to be remitted to Pioneer Regional to be used for the provision of regional water and wastewater improvements. Pursuant to the Pioneer Regional Community Reimbursement IGA, the District will cause each of the other Financing Districts to impose the Regional Mill Levy and will collect and remit the revenue derived from such levy to Pioneer Regional. Pioneer Regional is to use such revenue for payment of its on-going operations expenses and certain reimbursement obligations which were retained by Pioneer Regional and not assigned to or assumed by the District and for any other purpose authorized by its Service Plan. The District did not make any payments related to this agreement during 2018.

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

NOTE 8 AGREEMENTS (CONTINUED)

Pioneer Community Reimbursement IGA (Continued)

The Pioneer Community Reimbursement IGA was amended by that certain First Amendment to Intergovernmental Agreement Regarding Assignment of Reimbursement Obligations; Consent to Construction; and Collection of Regional Mill levy dated May 28, 2013 (the First Amendment to Pioneer IGA). Pursuant to the First Amendment to Pioneer IGA, the District agreed to make funds available to Pioneer Regional for Pioneer Regional's implementation of the Program (defined below) adopted by the Board of Directors of Pioneer Regional. Pursuant to the First Amendment to Pioneer IGA, such funds may be used for payment of any incentive payments, water infrastructure or water as may be necessary for Pioneer Regional's implementation of the Program. During 2018, the District made an incentive payment under the Program to Greenleaf Acres, LLC in the amount of \$122,016.

Agricultural Water Conservation Pilot Program

Pioneer Regional is intended to provide retail water and wastewater services within the Pioneer communities, including the service area of the District. A Planned Unit Development (PUD) was approved for the Pioneer Communities in 2013 which zoning document approved certain agricultural uses within the Pioneer Communities. Since Pioneer Regional will be providing water services, it determined that implementation of a water conservation program by the agricultural users within the Pioneer Communities will benefit all of the residents and inhabitants in the Pioneer Communities. In May 2013 the Board of Directors of Pioneer Regional adopted the Pioneer Regional Agricultural Water Conservation Pilot Program. The Program was created to promote and incentivize on-farm physical improvements, soils amendment, crop selection, irrigation management practices and water measurement that promote water conservation and increase crop density and yield ("Conservation Measures"). Pioneer Regional's goal is to ensure water is being used efficiently and that it is being put to beneficial use. Under the Program, financial incentives are made available to farmers and ranchers (Growers) for a 12 year period beginning in 2013. In order to participate in the Program, a Grower must meet certain eligibility requirements, including, but not limited to actively farming or ranching within the Program Area a total of not less than 500 acres for commercial purposes only. In addition, the Conservation Measures to be implemented must be located within the taxing boundaries of one of the Districts No. 2 through 5. As noted above, the First Amendment to the Pioneer Community Reimbursement IGA was entered into between Pioneer Regional and the District to evidence the District's agreement to making funding available for the Program. At this time, one participation agreement under the Program has been executed, as described below.

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

NOTE 8 AGREEMENTS (CONTINUED)

Pioneer Regional Metropolitan District Participation Agreement Agricultural Water Conservation Pilot Program – Greenleaf Acres, LLC

On July 8, 2013, Pioneer Regional entered into its first participation agreement under the Program with Greenleaf Acres, LLC (Greenleaf) (the Greenleaf Participation Agreement). Pursuant to the Greenleaf Participation Agreement, Greenleaf has elected to participate in the Program with respect to 920 acres of its property. The term of the Greenleaf Participation Agreement is for 12 years. Greenleaf must make an annual election of the Conservation Measures it intends to implement in any particular growing season (the Plan). If Greenleaf fulfills its Plan in accordance with the Program requirements, then Greenleaf will be entitled to certain incentive payments.

Pursuant to the First Amendment to Pioneer IGA, the District is required to make an incentive payment to Greenleaf consisting of a combination of water delivery and/or cash, as set forth in the Greenleaf Participation Agreement. In the event the total assessed valuation of real property located within Pioneer Metropolitan Districts No. 2 – 5 decreases in any year from the total assessed valuation for collection year 2013, the Greenleaf Participation Agreement provides that the District has the right to decrease the amount of the incentive payment by an amount that is proportionate to the decrease in total assessed valuation.

The scheduled cash payment for 2018 was \$100,000. The total assessed valuation decreased by 15.12% from 2013 collection year to 2018 collection year. Accordingly, the cash payment due for 2018 was \$84,875. The District did not deliver 200 acre feet of water to Greenleaf in 2018. The cash value of that water was \$37,141. During 2018, the District paid Greenleaf \$122,016 for its obligation.

Resource Colorado Water and Sanitation Metropolitan District Reimbursement IGA

The District, Resource Colorado Water and Sanitation Metropolitan District (Resource), Resource Colorado Water and Sanitation District acting by and through Resource Colorado Water and Sanitation District GAR Water Activity Enterprise No. 1 (Enterprise No. 1), and Resource Colorado Water and Sanitation District acting by and through Resource Colorado Water and Sanitation District Water Activity Enterprise (the Original Enterprise), entered into that certain Intergovernmental Agreement Regarding Assignment of Reimbursement Obligations and Consent to Construction on April 19, 2012 (Resource IGA).

Pursuant to the Resource IGA, Resource, the Original Enterprise, and Enterprise No. 1 agree to assign, and the District agrees to assume, their respective responsibilities for repayment of those reimbursement obligations pursuant to those certain Gateway American Resources Operation Funding Agreements, the Quebec Corp. Operation Funding Agreements, the Gateway American Resources Project Funding Agreement and the Quebec Corp. Project Funding Agreement (as defined therein) (the Reimbursement Obligations). In exchange, Resource, the Original Enterprise, and Enterprise No. 1 agree not to include the costs incurred in any rate structure for service established by Resource, the Original Enterprise or Enterprise No. 1 for future services provided to the Districts' service area (the Pioneer Community).

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

NOTE 8 AGREEMENTS (CONTINUED)

**Resource Colorado Water and Sanitation Metropolitan District Reimbursement IGA
(Continued)**

In addition, pursuant to the Resource IGA, Resource on behalf of itself and the Pioneer Community Enterprise consents to and agrees that it will not object to the District's construction, or causing such construction to be done, in the future, of water infrastructure that may be construed as a Resource and/or Pioneer Community Enterprise obligation under Resource's Service Plan provided the District gives Resource advance written notice together with a copy of the construction plans prior to commencement of such construction. Further, the Parties agree that if the District undertakes any water or sewer infrastructure construction, it will enter into an agreement with Pioneer Regional as contemplated in the First Amendment to MOU between Pioneer Regional and Pioneer prior to the connection of a resident for water or sewer service to a Pioneer Regional Improvement to ensure both Pioneer Regional (as the contracting entity with Resource) and Resource have adequate access to such infrastructure to provide its services under its respective Service Plan and such that Resource can satisfy the terms and provisions of the Will Serve Letter (defined therein).

Memorandum of Understanding, dated November 2, 2015

The District entered into a Memorandum of Understanding (the MOU) as of November 2, 2015, by and between Pioneer Regional and Resource. Pioneer Regional and Resource declared Inactive Status effective January 1, 2016. Pioneer Regional and Resource anticipate a shortfall in funding necessary to fund Pioneer Regional and Resources' General Fund expenditures during the period of Inactive Status (the Inactive Period Shortfall). The District will cause the Pioneer Districts to impose the Regional Mill Levy for budget years 2016 through 2020, the proceeds of which will be retained by the District. Pursuant to the MOU, the District agrees to directly pay for any operation and maintenance expenses of Pioneer Regional and Resource which may be required to maintain their corporate existence and compliance with applicable laws, rules and regulations of the State of Colorado and Weld County.

NOTE 9 INTERFUND AND OPERATING TRANSFERS

The transfer from the General Fund to the Capital Projects Fund represents an excess of general funds to be allocated to capital projects. The transfer from the Capital Projects Fund to the Debt Service Fund represents the transfer of the balance of the Series 2016 Project Account to the Series 2016 Interest Account.

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

NOTE 10 RISK MANAGEMENT

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

The District is a member of the Colorado Special Districts Property and Liability Pool (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, and workers compensation coverage. In the event aggregated losses incurred by the Pool exceed amounts recoverable from reinsurance contracts and funds accumulated by the Pool, the Pool may require additional contributions from the Pool members. Any excess funds which the Pool determines are not needed for purposes of the Pool may be returned to the members pursuant to a distribution formula.

NOTE 11 TAX, SPENDING AND DEBT LIMITATIONS

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

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

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

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.

On May 2, 2006, the electorate approved the removal of limitations imposed by the TABOR Amendment and any other law that purports to limit the District's revenue or expenditures, a \$10,000,000 annual property tax increase for operations, a \$330,000,000 annual property tax increase for intergovernmental agreements, and a \$330,000,000 annual property tax increase for regional improvements.

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

NOTE 12 COMMITMENTS AND CONTINGENCIES

As of December 31, 2018, the District had unexpended construction related contract commitments of approximately \$332,765.

SUPPLEMENTARY INFORMATION

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

	Original and Final Budget	Actual Amounts	Variance with Final Budget Positive (Negative)
REVENUES			
Property Taxes	\$ 10,452	\$ 10,452	\$ -
Specific Ownership Tax	630	811	181
Net Investment Income	9,500	9,274	(226)
Other Income	-	312	312
Transfer from Pioneer Metro No. 2	33,399	33,927	528
Transfer from Pioneer Metro No. 4	41,981	42,625	644
Transfer from Pioneer Metro No. 5	950,325	964,765	14,440
Total Revenues	<u>1,046,287</u>	<u>1,062,166</u>	<u>15,879</u>
EXPENDITURES			
County Treasurer's Fees	160	157	3
Bond Principal - Series 2016	713,000	714,000	(1,000)
Bond Interest - Series 2016	340,340	340,340	-
Paying Agent Fees	7,500	3,500	4,000
Contingency	-	-	-
Total Expenditures	<u>1,061,000</u>	<u>1,057,997</u>	<u>3,003</u>
EXCESS (DEFICIENCY) OF REVENUES OVER (UNDER) EXPENDITURES	(14,713)	4,169	18,882
OTHER FINANCING SOURCES (USES)			
Transfers from Other Fund	-	8	8
Total Other Financing Sources (Uses)	<u>-</u>	<u>8</u>	<u>8</u>
NET CHANGE IN FUND BALANCE	(14,713)	4,177	18,890
Fund Balances - Beginning of Year	<u>21,018</u>	<u>32,469</u>	<u>11,451</u>
FUND BALANCES - END OF YEAR	<u>\$ 6,305</u>	<u>\$ 36,646</u>	<u>\$ 30,341</u>

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

	Original and Final Budget	Actual Amounts	Actual Amounts	Variance with Final Budget Positive (Negative)
REVENUES				
Net Investment Income	\$ 3,000	\$ 3,000	\$ 11,785	\$ 8,785
Total Revenues	3,000	3,000	11,785	8,785
EXPENDITURES				
Accounting	30,000	30,000	17,105	12,895
Capital Outlay	2,500,000	2,500,000	563,204	1,936,796
Contingency	83,128	83,128	-	83,128
Engineering	50,000	50,000	20,030	29,970
Huwa Detention Pond	100,000	100,000	76,835	23,165
Legal Services	150,000	150,000	82,766	67,234
Miscellaneous	500	500	1,776	(1,276)
Repay Developer Advances	-	-	8,332	(8,332)
Water Conservation Program	123,372	123,372	122,016	1,356
Wilson Detention Pond	663,000	663,000	663,000	-
Total Expenditures	3,700,000	3,700,000	1,555,064	2,144,936
EXCESS (DEFICIENCY) OF REVENUES OVER (UNDER) EXPENDITURES	(3,697,000)	(3,697,000)	(1,543,279)	2,153,721
OTHER FINANCING SOURCES (USES)				
Transfers from Other Fund	400,000	400,000	400,000	-
Transfers to Other Fund	-	-	(8)	(8)
Developer Advance	2,000,000	2,000,000	-	(2,000,000)
Total Other Financing Sources (Uses)	2,400,000	2,400,000	399,992	(2,000,008)
NET CHANGE IN FUND BALANCE	(1,297,000)	(1,297,000)	(1,143,287)	153,713
Fund Balances - Beginning of Year	1,364,545	1,364,545	1,551,961	187,416
FUND BALANCES - END OF YEAR	\$ 67,545	\$ 67,545	\$ 408,674	\$ 341,129

**CONTINUING DISCLOSURE
(UNAUDITED)**

**PIONEER METROPOLITAN DISTRICT NO. 3
HISTORY OF THE PIONEER METROPOLITAN
DISTRICT NOS. 2, 3, 4 AND 5 ASSESSED VALUATION
DECEMBER 31, 2018
(UNAUDITED)**

Levy/ Collection Year	All Districts	Percent Change
2007/2008	\$ 6,046,880	-
2008/2009	5,815,530	(3.83)
2009/2010	7,455,400	28.20
2010/2011	1,809,098	(75.73)
2011/2012	888,940	(50.86)
2012/2013	23,375,230	2529.56
2013/2014	16,227,776	(30.58)
2014/2015	9,207,560	(43.26)
2015/2016	14,254,810	54.82
2016/2017	30,324,070	112.73
2017/2018	19,839,760	(34.57)
2018/2019	19,221,900	(3.11)

**PIONEER METROPOLITAN DISTRICT NO. 3
HISTORICAL ASSESSED AND ACTUAL VALUATION OF
OIL AND GAS PROPERTIES IN WELD COUNTY
DECEMBER 31, 2018
(UNAUDITED)**

Levy/ Collection Year	Actual Valuation	Percent Change	Assessed Valuation	Percent Change
2007/2008	\$ 2,219,722,237		\$ 1,749,119,710	
2008/2009	2,160,997,296	(2.65)	1,709,997,160	(2.24)
2009/2010	3,541,190,356	63.87	2,868,304,890	67.74
2010/2011	2,135,827,100	(39.69)	1,673,838,130	(41.64)
2011/2012	3,114,664,791	45.83	2,439,298,540	45.73
2012/2013	4,393,771,015	41.07	3,282,053,530	34.55
2013/2014	5,135,073,446	16.87	3,900,510,227	18.84
2014/2015	7,530,472,671	46.65	5,738,450,900	47.12
2015/2016	10,068,678,775	33.71	7,669,479,580	33.65
2016/2017	7,114,656,477	(29.34)	4,959,441,120	(35.34)
2017/2018	6,898,968,972	(3.03)	4,611,244,810	(7.02)
2018/2019	9,728,642,565	41.02	6,828,903,860	48.09

**PIONEER METROPOLITAN DISTRICT NO. 3
TOTAL TAXES LEVIED AND COLLECTED IN THE
PIONEER METROPOLITAN DISTRICT NOS. 2, 3, 4 AND 5
DECEMBER 31, 2018
(UNAUDITED)**

Levy/ Collection Year	Total Taxes Levied	Total Taxes Collected	Percent of Levy Collected	Total Mill Levy for Each District
2012/2013	\$ 1,519,390	\$ 1,517,919	99.90 %	65.00
2013/2014	1,054,815	1,054,805	100.00	65.00
2014/2015	598,493	564,393	94.30	65.00
2015/2016	960,475	960,475	100.00	65.00
2016/2017	1,971,066	1,971,066	100.00	65.00
2017/2018	1,289,583	1,289,585	100.00	65.00
2018/2019	1,249,425			65.00

**PIONEER METROPOLITAN DISTRICT NO. 3
2018 TAXPAYERS AND ASSESSED VALUATION WITHIN THE
PIONEER METROPOLITAN DISTRICT NOS. 2, 3, 4 AND 5
DECEMBER 31, 2018
(UNAUDITED)**

Taxpayer	Taxable Value District No. 2	Taxable Value District No. 3	Taxable Value District No. 4	Taxable Value District No. 5	Total District	Percent of Districts' Total Assessed Valuation
Kerr McGee Oil & Gas Onshore LP	\$ -	\$ -	\$ -	\$ 15,457,030	\$ 15,457,030	80.4 %
Kerr McGee Gathering LLC	102,450	-	125,750	553,430	781,630	4.1
Anadarko Watterberg Oil Complex LLC	-	-	-	624,860	624,860	3.3
DCP Operating Company	228,250	215,690	63,900	-	507,840	2.6
Public Service Co of Colo (Xcel)	145,890	-	199,290	103,130	448,310	2.3
Noble Energy Inc	32,440	-	383,910	-	416,350	2.2
Colorado Interstate Gas Co	-	-	-	274,100	274,100	1.4
Discovery DJ Services LLC	-	-	-	236,060	236,060	1.2
Greenleaf Acres LLC	-	-	-	169,090	169,090	0.9
Green River DevCo	-	-	128,450	-	128,450	0.7
Crestone Peak Resources, LP	-	-	102,520	-	102,520	0.5
Pioneer Holdco LLC	4,260	10	19,100	-	23,370	0.1
Rivera Carmelo Jr	-	-	-	18,360	18,360	0.1
Front Range Resources LLC	-	-	-	17,260	17,260	0.1
CSI Compressco Leasing LLC	-	-	9,930	-	9,930	0.1
Metzger Bradley W	-	-	-	6,740	6,740	0.0
Total Assessed Value in District	<u>\$ 513,290</u>	<u>\$ 215,700</u>	<u>\$ 1,032,850</u>	<u>\$ 17,460,060</u>	<u>\$ 19,221,900</u>	<u>100.0 %</u>

**PIONEER METROPOLITAN DISTRICT NO. 3
 ASSESSED VALUATION OF CLASSES OF PROPERTY IN THE
 PIONEER METROPOLITAN DISTRICT NOS. 2, 3, 4 AND 5
 DECEMBER 31, 2018
 (UNAUDITED)**

Property Class	2012 Assessed Valuation	Percentage of 2012 Assessed Valuation	2013 Assessed Valuation	Percentage of 2013 Assessed Valuation	2014 Assessed Valuation	Percentage of 2014 Assessed Valuation
Residential	\$ 44,910	0.19%	\$ 19,070	0.12%	\$ 19,070	0.21%
Agricultural	123,710	0.52%	147,500	0.91%	147,500	1.60%
Oil and Gas	23,012,610	97.28%	15,722,406	96.89%	8,224,440	89.32%
State						
Assessed	475,240	2.01%	338,800	2.09%	816,880	8.87%
Total	<u>\$ 23,656,470</u>	<u>100.00%</u>	<u>\$ 16,227,776</u>	<u>100.00%</u>	<u>\$ 9,207,890</u>	<u>100.00%</u>

Property Class	2015 Assessed Valuation	Percentage of 2015 Assessed Valuation	2016 Assessed Valuation	Percentage of 2016 Assessed Valuation	2017 Assessed Valuation	Percentage of 2017 Assessed Valuation
Residential	\$ 31,740	0.22%	\$ 31,740	0.10%	\$ 14,300	0.07%
Agricultural	183,260	1.29%	187,740	0.62%	203,260	1.02%
Oil and Gas	12,310,350	86.36%	28,175,010	92.91%	18,103,210	91.25%
State						
Assessed	1,729,460	12.13%	1,929,580	6.36%	1,518,990	7.66%
Total	<u>\$ 14,254,810</u>	<u>100.00%</u>	<u>\$ 30,324,070</u>	<u>100.00%</u>	<u>\$ 19,839,760</u>	<u>100.00%</u>

Property Class	2018 Assessed Valuation	Percentage of 2018 Assessed Valuation
Residential	\$ 14,300	0.07%
Agricultural	203,260	1.06%
Oil and Gas	17,500,300	91.04%
State		
Assessed	1,504,040	7.82%
Total	<u>\$ 19,221,900</u>	<u>100.00%</u>