

**SOUTHEAST PUBLIC IMPROVEMENT
METROPOLITAN DISTRICT
Arapahoe, Denver and
Douglas Counties, Colorado**

**FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION**

YEAR ENDED DECEMBER 31, 2018

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Southeast Public Improvement Metropolitan District
Arapahoe, Denver and Douglas Counties, Colorado

We have audited the accompanying financial statements of the governmental activities and each major fund of Southeast Public Improvement Metropolitan District (the District), as of and for the year ended December 31, 2018, and the related notes to the financial statements, which collectively comprise the District's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each major fund of Southeast Public Improvement Metropolitan District, as of December 31, 2018, and the respective changes in financial position thereof, and the budgetary comparison for the general fund for the year then ended in accordance with accounting principles generally accepted in the United States of America.

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Fiscal Focus Partners, LLC

Other Matters

Required Supplementary Information

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

Other Information

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

Fiscal Focus Partners, LLC

Greenwood Village, Colorado
July 3, 2019

BASIC FINANCIAL STATEMENTS

**SOUTHEAST PUBLIC IMPROVEMENT METROPOLITAN DISTRICT
STATEMENT OF NET POSITION
DECEMBER 31, 2018**

	Governmental Activities
ASSETS	
Cash and Investments	\$ 1,019,016
Cash and Investments - Restricted	6,425,495
Receivable - County Treasurer	37,376
Property Taxes Receivable	5,316,333
Total Assets	12,798,220
LIABILITIES	
Accounts Payable	164,820
Due to County	10,089
Accrued Interest Payable	6,207
Noncurrent Liabilities:	
Due Within One Year	150,000
Due in More Than One Year	2,535,000
Total Liabilities	2,866,116
DEFERRED INFLOWS OF RESOURCES	
Deferred Property Tax Revenue	5,316,333
Total Deferred Inflows of Resources	5,316,333
NET POSITION	
Restricted for:	
Emergency Reserves	170,000
Debt Service	284,913
Unrestricted	4,160,858
Total Net Position	\$ 4,615,771

See accompanying Notes to Basic Financial Statements.

**SOUTHEAST PUBLIC IMPROVEMENT METROPOLITAN DISTRICT
STATEMENT OF ACTIVITIES
YEAR ENDED DECEMBER 31, 2018**

		Program Revenues			Net Revenues (Expenses) and Changes in Net Position
Expenses	Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Governmental Activities	
FUNCTIONS/PROGRAMS					
Primary Government:					
Governmental Activities:					
General Government	\$ 2,765,023	\$ -	\$ -	\$ (2,765,023)	
Contributions to Other governments	1,217,160	-	-	(1,217,160)	
Interest and Related Costs on Long-Term Debt	73,586	-	-	(73,586)	
Total Governmental Activities	\$ 4,055,769	\$ -	\$ -	(4,055,769)	
 GENERAL REVENUES					
Property Taxes				5,176,492	
Specific Ownership Taxes				427,429	
Net Investment Income				151,598	
Other Revenue				1,417	
Total General Revenues				5,756,936	
 CHANGE IN NET POSITION					
				1,701,167	
Net Position - Beginning of Year				2,914,604	
 NET POSITION - END OF YEAR					
				\$ 4,615,771	

See accompanying Notes to Basic Financial Statements.

**SOUTHEAST PUBLIC IMPROVEMENT METROPOLITAN DISTRICT
BALANCE SHEET
GOVERNMENTAL FUNDS
DECEMBER 31, 2018**

ASSETS	General	Debt Service	Capital Projects	Total Governmental Funds
Cash and Investments	\$ 1,019,016	\$ -	\$ -	\$ 1,019,016
Cash and Investments - Restricted	170,000	284,913	5,970,582	6,425,495
Receivable - County Treasurer	37,376	-	-	37,376
Property Taxes Receivable	5,316,333	-	-	5,316,333
Total Assets	6,542,725	284,913	5,970,582	12,798,220
LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES				
LIABILITIES				
Accounts Payable	13,286	-	151,534	164,820
Due to County	10,089	-	-	10,089
Total Liabilities	23,375	-	151,534	174,909
DEFERRED INFLOWS OF RESOURCES				
Deferred Property Tax Revenue	5,316,333	-	-	5,316,333
Total Deferred Inflows of Resources	5,316,333	-	-	5,316,333
FUND BALANCES				
Restricted for:				
Emergency Reserves	170,000	-	-	170,000
Debt Service	-	284,913	-	284,913
Committed to:				
Capital Projects	-	-	5,819,048	5,819,048
Assigned to:				
Subsequent Year's Expenditures	1,033,017	-	-	1,033,017
Unassigned	-	-	-	-
Total Fund Balances	1,203,017	284,913	5,819,048	7,306,978
Total Liabilities, Deferred Inflows of Resources and Fund Balances	\$ 6,542,725	\$ 284,913	\$ 5,970,582	

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

Long-term liabilities, including loan payable, are not due and payable in the current period and, therefore, are not reported in the funds.

Loan Payable	(2,685,000)
Accrued Interest Payable	(6,207)
	(2,691,207)

Net Position of Governmental Activities	\$ 4,615,771
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See accompanying Notes to Basic Financial Statements.

**SOUTHEAST PUBLIC IMPROVEMENT METROPOLITAN DISTRICT
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES
GOVERNMENTAL FUNDS
YEAR ENDED DECEMBER 31, 2018**

	General	Debt Service	Capital Projects	Total Governmental Funds
REVENUES				
Property Taxes	\$ 5,176,492	\$ -	\$ -	\$ 5,176,492
Specific Ownership Taxes	427,429	-	-	427,429
Net Investment Income	31,732	7,025	112,841	151,598
Other Revenue	1,417	-	-	1,417
Total Revenues	<u>5,637,070</u>	<u>7,025</u>	<u>112,841</u>	<u>5,756,936</u>
EXPENDITURES				
Current:				
Accounting	22,805	-	-	22,805
Audit	4,500	-	-	4,500
County Treasurer's Fees	74,406	-	-	74,406
Directors' Fees	2,400	-	-	2,400
District Management	26,374	-	-	26,374
Dues and Subscriptions	1,238	-	-	1,238
Election Expense	262	-	-	262
Insurance	3,890	-	-	3,890
Legal	23,964	-	-	23,964
Miscellaneous	184	-	-	184
DSEDP Membership Fee	2,080,000	-	-	2,080,000
DSTMA - Administrative Support	150,000	-	-	150,000
DSTMA - Landscape	187,000	-	-	187,000
DSTMA - Operations	185,000	-	-	185,000
Service Plan Review Fee	3,000	-	-	3,000
Debt Service:				
Loan Principal	-	150,000	-	150,000
Loan Interest	-	71,612	-	71,612
Paying Agent Fees	-	500	-	500
Capital Outlay:				
Zone 1 Belleview Corridor Improvements	-	-	216,827	216,827
Zone 3 Arapahoe & I-25 E Intersection	-	-	557,651	557,651
Zone 3 Arapahoe Rd Medians	-	-	300,000	300,000
Zone 6 Lone Tree Link	-	-	71,341	71,341
Zone 7 Lone Tree Link	-	-	71,341	71,341
Total Expenditures	<u>2,765,023</u>	<u>222,112</u>	<u>1,217,160</u>	<u>4,204,295</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	2,872,047	(215,087)	(1,104,319)	1,552,641
OTHER FINANCING SOURCES (USES)				
Transfers In (Out)	<u>(2,818,600)</u>	<u>250,000</u>	<u>2,568,600</u>	<u>-</u>
Total Other Financing Sources (Uses)	<u>(2,818,600)</u>	<u>250,000</u>	<u>2,568,600</u>	<u>-</u>
NET CHANGE IN FUND BALANCES	53,447	34,913	1,464,281	1,552,641
Fund Balances - Beginning of Year	<u>1,149,570</u>	<u>250,000</u>	<u>4,354,767</u>	<u>5,754,337</u>
FUND BALANCES - END OF YEAR	<u>\$ 1,203,017</u>	<u>\$ 284,913</u>	<u>\$ 5,819,048</u>	<u>\$ 7,306,978</u>

See accompanying Notes to Basic Financial Statements.

**SOUTHEAST PUBLIC IMPROVEMENT METROPOLITAN DISTRICT
RECONCILIATION OF THE STATEMENTS OF REVENUES, EXPENDITURES, AND CHANGES
IN FUND BALANCES OF THE GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES
YEAR ENDED DECEMBER 31, 2018**

Net Change in Fund Balances - Total Governmental Funds	\$ 1,552,641
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Amounts reported for governmental activities in the statement of activities are different because:

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

Accrued Interest on Debt - Change in Liability	(1,474)
Series 2015 Loan Principal	<u>150,000</u>

Change in Net Position of Governmental Activities	<u><u>\$ 1,701,167</u></u>
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**SOUTHEAST PUBLIC IMPROVEMENT METROPOLITAN DISTRICT
GENERAL FUND
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE –
BUDGET AND ACTUAL
YEAR ENDED DECEMBER 31, 2018**

	Original and Final Budget	Actual Amounts	Variance with Final Budget Positive (Negative)
REVENUES			
Property Taxes	\$ 5,236,165	\$ 5,176,492	\$ (59,673)
Specific Ownership Taxes	471,255	427,429	(43,826)
Net Investment Income	10,000	31,732	21,732
Other Income	-	1,417	1,417
Total Revenues	<u>5,717,420</u>	<u>5,637,070</u>	<u>(80,350)</u>
EXPENDITURES			
Current:			
Accounting	28,000	22,805	5,195
Audit	4,500	4,500	-
County Treasurer's Fees	78,542	74,406	4,136
Directors' Fees	2,800	2,400	400
District Management	26,000	26,374	(374)
Dues and Subscriptions	1,300	1,238	62
Insurance	3,800	3,890	(90)
Legal	30,000	23,964	6,036
Miscellaneous	1,000	184	816
Election Expense	3,000	262	2,738
DSEDP Membership Fee	2,080,000	2,080,000	-
DSTMA - Administrative Support	150,000	150,000	-
DSTMA - Landscape	187,000	187,000	-
DSTMA - Operations	185,000	185,000	-
Service Plan Review Fee	2,500	3,000	(500)
Total Expenditures	<u>2,783,442</u>	<u>2,765,023</u>	<u>18,419</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	2,933,978	2,872,047	(61,931)
OTHER FINANCING SOURCES (USES)			
Transfers In (Out)	(2,818,600)	(2,818,600)	-
Total Other Financing Sources (Uses)	<u>(2,818,600)</u>	<u>(2,818,600)</u>	<u>-</u>
NET CHANGE IN FUND BALANCE	115,378	53,447	(61,931)
Fund Balance - Beginning of Year	<u>988,837</u>	<u>1,149,570</u>	<u>160,733</u>
FUND BALANCE - END OF YEAR	<u>\$ 1,104,215</u>	<u>\$ 1,203,017</u>	<u>\$ 98,802</u>

See accompanying Notes to Basic Financial Statements.

**SOUTHEAST PUBLIC IMPROVEMENT METROPOLITAN DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 1 DEFINITION OF REPORTING ENTITY

Southeast Public Improvement Metropolitan District (the District), a quasi-municipal corporation was organized on May 6, 2004, and is governed pursuant to provisions of the Colorado Special District Act. The District's service area is located in Arapahoe, Denver and Douglas Counties, Colorado. The District was established for the purpose of constructing, acquiring, operating and maintaining various transportation related facilities and services in the Southeast I-25 corridor of the Denver Metro area. The District was organized to be the successor to the Joint Southeast Public Improvement Association (JSPIA), which legally dissolved December 31, 2004.

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

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

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

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

Government-Wide and Fund Financial Statements

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

**SOUTHEAST PUBLIC IMPROVEMENT METROPOLITAN DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Government-Wide and Fund Financial Statements (Continued)

The statement of activities demonstrates the degree to which the direct and indirect expenses of a given function or segment are offset by program revenues. Direct expenses are those that are clearly identifiable with a specific function or segment. Program revenues include: 1) charges to customers or applicants who purchase, use, or directly benefit from goods, services or privileges provided by a given function or segment, and 2) grants and contributions that are restricted to meeting the operational or capital requirements of a particular function or segment. Taxes and other items not properly included among program revenues are reported instead as general revenues.

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

Measurement Focus, Basis of Accounting, and Financial Statement Presentation

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

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

**SOUTHEAST PUBLIC IMPROVEMENT METROPOLITAN DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Budgets

In accordance with the State Budget Law, the District's Board of Directors holds public hearings in the fall each year to approve the budget and appropriate the funds for the ensuing year. The appropriation is at the total fund expenditures 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 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 a deferred inflow of resources in the year they are levied and measurable. The deferred property tax revenues are recorded as revenue in the year they are available or collected.

Deferred Inflow/Outflow 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.

SOUTHEAST PUBLIC IMPROVEMENT METROPOLITAN DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Equity

Net Position

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

Fund Balance

Fund balance for governmental funds should be reported in classifications that comprise a hierarchy based on the extent to which the government is bound to honor constraints on the specific purposes for which spending can occur. Governmental funds report up to five classifications of fund balance: nonspendable, restricted, committed, assigned, and unassigned. Because circumstances differ among governments, not every government or every governmental fund will present all of these components. The following classifications describe the relative strength of the spending constraints:

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

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

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

Assigned Fund Balance – The portion of fund balance that is constrained by the government's intent to be used for specific purposes, but is neither restricted nor committed. Intent is expressed by the Board of Directors to be used for a specific purpose. Constraints imposed on the use of assigned amounts are more easily removed or modified than those imposed on amounts that are classified as committed.

Unassigned Fund Balance – The residual portion of fund balance that does not meet any of the criteria described above.

If more than one classification of fund balance is available for use when an expenditure is incurred, it is the District's practice to use the most restrictive classification first.

**SOUTHEAST PUBLIC IMPROVEMENT METROPOLITAN DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 3 CASH AND INVESTMENTS

Cash and investments as of December 31, 2018, are classified in the accompanying financial statements as follows:

Statement of Net Position:	
Cash and Investments	\$ 1,019,016
Cash and Investments - Restricted	<u>6,425,495</u>
Total Cash and Investments	<u><u>\$ 7,444,511</u></u>

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

Deposits with Financial Institutions	\$ 72,396
Investments	<u>7,372,115</u>
Total Cash and Investments	<u><u>\$ 7,444,511</u></u>

Deposits with Financial Institutions

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

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

At December 31, 2018, the District's cash deposits had a bank balance and a carrying balance of \$72,396.

Investments

The District has not adopted a formal investment policy; however, the District follows state statutes regarding investments.

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

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

**SOUTHEAST PUBLIC IMPROVEMENT METROPOLITAN DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 3 CASH AND INVESTMENTS (CONTINUED)

Investments (Continued)

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

- . Obligations of the United States, certain U.S. government agency securities 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 Local Government Liquid Asset Trust (COLOTRUST)	Weighted average under 60 days	<u>\$ 7,372,115</u>

COLOTRUST

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

**SOUTHEAST PUBLIC IMPROVEMENT METROPOLITAN DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 4 LONG-TERM OBLIGATIONS

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

	Balance at December 31, 2017	Additions	Deletions	Balance at December 31, 2018	Due Within One Year
Tax-Free Loan					
Refunding Issue					
Variable Rate Tax					
Series 2015	\$ 2,835,000	\$ -	\$ 150,000	\$ 2,685,000	\$ 150,000
Total	<u>\$ 2,835,000</u>	<u>\$ -</u>	<u>\$ 150,000</u>	<u>\$ 2,685,000</u>	<u>\$ 150,000</u>

General Obligation Debt

\$3,135,000 General Obligation Limited Tax Variable Rate Refunding Loan, Series 2015, dated November 18, 2015, with a variable interest rate of 65% of LIBOR plus 1.25%. Interest is payable semi-annually on June 1 and December 1. Principal is payable annually on December 1 through its maturity in 2030. The variable interest rate at December 31, 2018, was 2.76%.

The loan is secured by and payable from the Pledged Revenue consisting of monies derived by the District from the following sources, net of any collection costs: 1) the required mill levy, 2) the portion of the Specific Ownership Tax which is collected as a result of the imposition of the required mill levy and 3) any other legally available monies which the District determines to be treated as Pledged Revenue. Required Mill Levy means an ad valorem mill levy imposed upon commercial property of the District each year in an amount sufficient to pay the principal, premium, if any, and interest on the loan as the same become due and payable and to make up any deficiencies in the Reserve Fund. The Maximum Mill Levy is 2.000 mills, adjusted for changes in the ratio of actual value to assessed value of property within the District. As of December 31, 2018, the adjusted maximum mill levy is 2.000 mills. For collection year 2018, the District levied 2.000 mills.

Using the interest rate at December 31, 2018, of 2.76%, the estimated annual requirement to amortize the Series 2015 Loan is as follows:

<u>For Year Ending December 31,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2019	\$ 150,000	\$ 74,106	\$ 224,106
2020	150,000	69,966	219,966
2021	155,000	65,826	220,826
2022	155,000	61,686	216,686
2023	155,000	57,408	212,408
2024-2028	805,000	222,042	1,027,042
2029-2030	1,115,000	57,822	1,172,822
Total	<u>\$ 2,685,000</u>	<u>\$ 608,856</u>	<u>\$ 3,293,856</u>

**SOUTHEAST PUBLIC IMPROVEMENT METROPOLITAN DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 4 LONG-TERM OBLIGATIONS (CONTINUED)

General Obligation Debt (Continued)

On May 4, 2004, a majority of the qualified electors of the District authorized the issuance of indebtedness in an amount not to exceed \$75,000,000 at an interest rate to be determined by the District's Board of Directors. At December 31, 2018, the District had authorized but unissued indebtedness in the following amounts allocated for the following purposes:

	Amount Authorized on May 4, 2004	Authorization Used Series 2004 Bonds	Authorized But Unissued
Transportation	\$ 25,000,000	\$ 7,925,000	\$ 17,075,000
Street Improvements	25,000,000	-	25,000,000
Street Safety	25,000,000	-	25,000,000
	<u>\$ 75,000,000</u>	<u>\$ 7,925,000</u>	<u>\$ 67,075,000</u>

Per the Service Plan, the maximum total mill levy for the District is 2.000 mills, as adjusted for changes in the ratio of actual value to assessed value of property within the District. The 2.000 mills shall be levied only against commercial property located within the District's boundaries.

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.

NOTE 5 NET POSITION

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

The restricted component of 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:

Restricted Net Position:	
Emergencies	\$ 170,000
Debt Service	284,913
Total Restricted Net Position	<u>\$ 454,913</u>

The District's unrestricted net position as of December 31, 2018, is \$4,160,858.

**SOUTHEAST PUBLIC IMPROVEMENT METROPOLITAN DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 6 INTERGOVERNMENTAL AGREEMENTS

Denver South Economic Development Partnership (DSEDP) and Denver South Transportation Management Association (TMA) Commitment Agreement

On November 3, 2009, the District entered into a yearly funding agreement (as amended in 2013) with the Southeast Business Partnership, now renamed Denver South Economic Development Partnership (DSEDP), where the District will provide DSEDP the necessary funding to promote a synergistic relationship with DSEDP and TMA through a seamless, coordinated administrative and operational framework for the mutual benefit of all parties. During 2018, the District funded \$2,080,000 for the defrayal of DSEDP costs and \$522,000 for TMA. The TMA funding consisted of \$150,000 for general and administrative costs, \$187,000 for landscape improvement materials and matched \$185,000 of local jurisdictional contributions for transportation and management. All such District funds will be limited to an amount generated by a mill levy not to exceed one mill.

Vision 2025 Major and Special Project Funding Statement

On November 1, 2008, the TMA and the District wrote a policy statement related to the District's Vision 2020 Project application and approval criteria. Vision 2020 will be extended to 2025 and the policy statement will be modified as described below. Pursuant to the statement, a major project is defined as transportation improvements, which may include architectural or landscape enhancements. Only local jurisdictions (i.e., cities or counties) within the zone in which the project is proposed may make application to the TMA. A maximum of \$7 million, which consists of a 50/50 partnership between the TMA and the local jurisdiction, is available per zone. Such funds may be allocated between each type of improvement; i.e., interchange vs. transit oriented development area. Additionally, a bonus incentive pool of \$7 million, split 50/50 between TMA funding and local jurisdiction funding, is available with the intent to reserve these monies for projects that are greater in scale, preferably impact several zones, and have extraordinary third-party cost participation.

In addition to the major project funding described above, the statement also allocates up to \$500,000 a year for special projects. These projects are defined as being smaller scale and not part of a major project. Minimum funding for special projects is \$50,000 per location. In the absence of local participation, the \$250,000 yearly District match will accrue on an annual basis.

During 2018, \$1,217,161 in matching funds for major projects was awarded to local jurisdictions.

South I-25 Urban Corridor Capital Project Implementation Agreement – Southeast Light Rail Extension Project

On June 16, 2015, the District entered into a capital project implementation agreement with the City of Lone Tree ("City") for the Southeast Light Rail Extension Project ("Project"). In 2016, the Regional Transportation District ("RTD") began construction, which will extend transit services approximately 2.3 miles from the current end-of-the line location at I-25 and Lincoln Avenue to a location south of I-25 and RidgeGate Parkway.

**SOUTHEAST PUBLIC IMPROVEMENT METROPOLITAN DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 6 INTERGOVERNMENTAL AGREEMENTS (CONTINUED)

South I-25 Urban Corridor Capital Project Implementation Agreement – Southeast Light Rail Extension Project (Continued)

The purpose of the agreement is to memorialize the District's agreement to participate financially in the Project and to establish the process by which SPIMD's participation will be accomplished. The City, together with the District, Douglas County, and Rampart Range, has agreed to contribute a cash sum of Twenty Five Million Dollars (\$25,000,000) in total costs associated with the Project. The District's contribution will match the City's contribution, not to exceed Three Million Dollars (\$3,000,000).

On October 18, 2017, the District made payments of \$1,000,000 to the City of Lone Tree pursuant to this agreement. No payments were made under this agreement during 2018.

Centennial 25 Metro District Joint Funding Agreement

On March 21, 2017, the District entered into a joint funding agreement with the Centennial 25 Metropolitan District. The purpose of the agreement is to memorialize Centennial 25's agreement to make a one-time financial contribution of \$300,000 to SPIMD's provision of public improvements and services to the benefit of Centennial 25 taxpayers. The funds are only to be used to pay costs directly associated with public improvements or services located within the County Line Zone (Zone 5). The District received the full amount of \$300,000 in April 2017.

NOTE 7 INTERFUND TRANSFERS

The transfer of \$2,568,600 from the General Fund to the Capital Projects Fund was for funding of future capital projects. The transfer of \$250,000 from the General Fund to the Debt Service Fund was for payment of current debt service requirements and to maintain an ending fund balance in the Debt Service Fund of approximately \$250,000.

NOTE 8 RISK MANAGEMENT

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

The District is a member of the Colorado Special Districts Property and Liability Pool (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, 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.

**SOUTHEAST PUBLIC IMPROVEMENT METROPOLITAN DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 9 TAX, SPENDING AND DEBT LIMITATIONS

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

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

On May 4, 2004, a majority of the District's electors authorized the District to collect and spend or retain, in a reserve, \$4,000,000 in 2004 and by whatever amount is generated in 2005 and every year thereafter, through a mill levy not to exceed 2.000 mills (as adjusted for laws and changes in assessment ratio) without regard to any limitations under TABOR.

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

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

SUPPLEMENTARY INFORMATION

**SOUTHEAST PUBLIC IMPROVEMENT METROPOLITAN DISTRICT
DEBT SERVICE FUND
SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE –
BUDGET AND ACTUAL
YEAR ENDED DECEMBER 31, 2018**

	Original and Final Budget	Actual Amounts	Variance with Final Budget Positive (Negative)
REVENUES			
Net Investment Income	\$ 2,000	\$ 7,025	\$ 5,025
Total Revenues	<u>2,000</u>	<u>7,025</u>	<u>5,025</u>
EXPENDITURES			
Loan Principal	150,000	150,000	-
Loan Interest	56,700	71,612	(14,912)
Paying Agent Fees	6,000	500	5,500
Contingency	37,300	-	37,300
Total Expenditures	<u>250,000</u>	<u>222,112</u>	<u>27,888</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	(248,000)	(215,087)	32,913
OTHER FINANCING SOURCES (USES)			
Transfers In (Out)	250,000	250,000	-
Total Other Financing Sources (Uses)	<u>250,000</u>	<u>250,000</u>	<u>-</u>
NET CHANGE IN FUND BALANCE	2,000	34,913	32,913
Fund Balance - Beginning of Year	<u>348,749</u>	<u>250,000</u>	<u>(98,749)</u>
FUND BALANCE - END OF YEAR	<u>\$ 350,749</u>	<u>\$ 284,913</u>	<u>\$ (65,836)</u>

**SOUTHEAST PUBLIC IMPROVEMENT METROPOLITAN DISTRICT
CAPITAL PROJECTS FUND
SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE –
BUDGET AND ACTUAL
YEAR ENDED DECEMBER 31, 2018**

	Original and Final Budget	Actual Amounts	Variance with Final Budget Positive (Negative)
REVENUES			
Net Investment Income	\$ 40,000	\$ 112,841	\$ 72,841
Total Revenues	<u>40,000</u>	<u>112,841</u>	<u>72,841</u>
EXPENDITURES			
Zone 1 Belleview Corridor Improvements	750,000	216,827	533,173
Zone 2 Orchard Rd Interchange Improvement	250,000	-	250,000
Zone 3 Arapahoe & I-25 E Intersection	587,000	557,651	29,349
Zone 3 Arapahoe Rd Medians	300,000	300,000	-
Zone 4 Dry Creek Operational Improvements	200,000	-	200,000
Zone 4 Dry Creek Pedestrian Bridge	300,000	-	300,000
Zone 5 County Line Rd Operational Improvements	1,500,000	-	1,500,000
Zone 6 Lone Tree Link	-	71,341	(71,341)
Zone 6 SE Light Rail Extension	1,000,000	-	1,000,000
Zone 7 Lone Tree Link	-	71,341	(71,341)
Zone 7 Ridgeway Pkwy Widening	1,100,000	-	1,100,000
Total Expenditures	<u>5,987,000</u>	<u>1,217,160</u>	<u>4,769,840</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	(5,947,000)	(1,104,319)	4,842,681
OTHER FINANCING SOURCES (USES)			
Transfers In	2,568,600	2,568,600	-
Total Other Financing Sources (Uses)	<u>2,568,600</u>	<u>2,568,600</u>	<u>-</u>
NET CHANGE IN FUND BALANCE	(3,378,400)	1,464,281	4,842,681
Fund Balance - Beginning of Year	<u>3,756,490</u>	<u>4,354,767</u>	<u>598,277</u>
FUND BALANCE - END OF YEAR	<u>\$ 378,090</u>	<u>\$ 5,819,048</u>	<u>\$ 5,440,958</u>

**SOUTHEAST PUBLIC IMPROVEMENT METROPOLITAN DISTRICT
SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY
DECEMBER 31, 2018**

Loan and Interest Maturing in the Year Ending December 31,	\$3,130,000 Tax-Free Loan Refunding Issue, Series 2015 Variable Rate: Assumes 2.76% throughout, (12/1/30 Balloon) Dated November 18, 2015 Interest Payable June 1st and December 1st Principal Payable December 1st		
	Principal	Interest	Total
2019	\$ 150,000	\$ 74,106	\$ 224,106
2020	150,000	69,966	219,966
2021	155,000	65,826	220,826
2022	155,000	61,686	216,686
2023	155,000	57,408	212,408
2024	160,000	53,130	213,130
2025	160,000	48,852	208,852
2026	160,000	44,436	204,436
2027	160,000	40,020	200,020
2028	165,000	35,604	200,604
2029	165,000	31,188	196,188
2030	950,000	26,634	976,634
	\$ 2,685,000	\$ 608,856	\$ 3,293,856

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

Year ended December 31,	Prior Year Assessed Valuation for Current Year Property Tax Levy	Mills Levied for		Total Property Taxes		Percent Collected to Levied
		General	Debt	Levied	Collected	
2014	\$ 1,890,450,001	2.000	-	\$ 3,776,421	\$ 3,701,447	98.01 %
2015	1,905,845,650	2.000	-	3,806,852	3,737,891	98.19
2016	2,170,167,198	2.000	-	4,340,335	4,278,812	98.58
2017	2,185,343,400	2.000	-	4,370,686	4,348,100	99.48
2018	2,618,082,803	2.000	-	5,236,165	5,176,492	98.86
Estimated for calendar year ending December 31, 2019	\$ 2,658,165,994	2.000	-	\$ 5,316,333		

Notes:

Property taxes collected in any one year include collection of delinquent property taxes levied in prior years. Information received from the County Treasurer does not permit identification of specific year of levy.