

TAKODA METROPOLITAN DISTRICT

Financial Statements

Year Ended December 31, 2018

with

Independent Auditors' Report

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Board of Directors
Takoda Metropolitan District
Boulder County, Colorado

Independent Auditors' Report

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities and each major fund of Takoda 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 an opinion 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 the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

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

Other Matters

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

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

Stratagem PC
Certified Public Accountants
Lakewood, Colorado

December 31, 2019

TAKODA METROPOLITAN DISTRICT

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

	<u>General</u>	<u>Debt Service</u>	<u>Capital Projects</u>	<u>Total</u>	<u>Adjustments</u>	<u>Statement of Net Position</u>
ASSETS						
Cash and investments	\$ 1,596	\$ -	\$ -	\$ 1,596	\$ -	\$ 1,596
Cash and investments - restricted	977	472,077	4,350	477,404	-	477,404
Receivable - County Treasurer	123	3,378	-	3,501	-	3,501
Property taxes receivable	31,720	602,695	-	634,415	-	634,415
Receivable - other	-	-	1,427	1,427	-	1,427
Prepaid expenses	2,084	-	-	2,084	-	2,084
Due from other funds	-	4,597	-	4,597	(4,597)	-
Capital assets not being depreciated	-	-	-	-	9,076,523	9,076,523
Total Assets	<u>36,500</u>	<u>1,082,747</u>	<u>5,777</u>	<u>1,125,024</u>	<u>9,071,926</u>	<u>10,196,950</u>
DEFERRED OUTFLOWS OF RESOURCES						
Deferred loss on refunding	-	-	-	-	1,934,854	1,934,854
Total Deferred Outflows of Resources	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,934,854</u>	<u>1,934,854</u>
Total Assets and Deferred Outflows of Resources	<u>\$ 36,500</u>	<u>\$ 1,082,747</u>	<u>\$ 5,777</u>	<u>\$ 1,125,024</u>		
LIABILITIES						
Accounts payable	\$ 86	\$ -	\$ -	\$ 86	-	86
Payable to Confluence	-	-	1,180	1,180	-	1,180
Accrued interest on bonds	-	-	-	-	135,628	135,628
Due to other funds	-	-	4,597	4,597	(4,597)	-
Long-term liabilities:						
Due in more than one year	-	-	-	-	13,528,843	13,528,843
Total Liabilities	<u>86</u>	<u>-</u>	<u>5,777</u>	<u>5,863</u>	<u>13,659,874</u>	<u>13,665,737</u>
DEFERRED INFLOWS OF RESOURCES						
Deferred property taxes	31,720	602,695	-	634,415	-	634,415
Total Deferred Inflows of Resources	<u>31,720</u>	<u>602,695</u>	<u>-</u>	<u>634,415</u>	<u>-</u>	<u>634,415</u>
FUND BALANCE						
Nonspendable:						
Prepays	2,084	-	-	2,084	(2,084)	-
Restricted:						
Emergencies	977	-	-	977	(977)	-
Debt service	-	480,052	-	480,052	(480,052)	-
Unassigned	1,633	-	-	1,633	(1,633)	-
Total Fund Balances	<u>4,694</u>	<u>480,052</u>	<u>-</u>	<u>484,746</u>	<u>(484,746)</u>	<u>-</u>
Total Liabilities, Deferred Inflows of Resources and Fund Balances	<u>\$ 36,500</u>	<u>\$ 1,082,747</u>	<u>\$ 5,777</u>	<u>\$ 1,125,024</u>		
NET POSITION						
Restricted for:						
Emergencies					977	977
Unrestricted					<u>(2,169,325)</u>	<u>(2,169,325)</u>
Total Net Position (Deficit)					<u>\$ (2,168,348)</u>	<u>\$ (2,168,348)</u>

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

TAKODA METROPOLITAN DISTRICT

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

For the Year Ended December 31, 2018

	<u>General</u>	<u>Debt Service</u>	<u>Capital Projects</u>	<u>Total</u>	<u>Adjustments</u>	<u>Statement of Activities</u>
EXPENDITURES						
Accounting and audit	\$ 6,367	\$ 4,125	\$ -	\$ 10,492	\$ -	\$ 10,492
Insurance	2,357	-	-	2,357	-	2,357
Legal	15,241	-	-	15,241	-	15,241
Management fees	5,000	-	-	5,000	-	5,000
Miscellaneous expenses	318	-	-	318	-	318
Regional improvements	1,230	-	-	1,230	-	1,230
Treasurer's fees	375	10,276	-	10,651	-	10,651
Interest on developer notes	-	-	-	-	15,187	15,187
Bond issuance costs	-	268,894	-	268,894	-	268,894
Paying agent fees	-	12	-	12	-	12
Bond principal 2010	-	8,575,000	-	8,575,000	(8,575,000)	-
Bond interest 2010	-	789,633	-	789,633	(238,732)	550,901
Redemption premium	-	1,934,854	-	1,934,854	(1,934,854)	-
Bond interest on Subordinate Bonds	-	555,508	-	555,508	(445,126)	110,382
Bond principal 2013	-	1,475,000	-	1,475,000	(1,475,000)	-
Bond interest 2018 bonds	-	-	-	-	141,925	141,925
Total Expenditures	<u>30,888</u>	<u>13,613,302</u>	<u>-</u>	<u>13,644,190</u>	<u>(12,511,600)</u>	<u>1,132,590</u>
GENERAL REVENUES						
Property taxes	24,989	684,921	-	709,910	-	709,910
Specific ownership taxes	1,332	36,512	-	37,844	-	37,844
Interest income	7	6,525	42	6,574	-	6,574
Total General Revenues	<u>26,328</u>	<u>727,958</u>	<u>42</u>	<u>754,328</u>	<u>-</u>	<u>754,328</u>
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES						
	(4,560)	(12,885,344)	42	(12,889,862)	12,511,600	(378,262)
OTHER FINANCING SOURCES (USES)						
Bond proceeds	-	10,550,000	-	10,550,000	(10,550,000)	-
Original issue premium	-	1,140,172	-	1,140,172	(1,140,172)	-
Supplemental interest proceeds	-	1,589,344	-	1,589,344	(1,589,344)	-
Developer advance	25,624	-	9,376	35,000	(35,000)	-
Total Other Financing Sources (Uses)	<u>25,624</u>	<u>13,279,516</u>	<u>9,376</u>	<u>13,314,516</u>	<u>(13,314,516)</u>	<u>-</u>
NET CHANGE IN FUND BALANCES						
	21,064	394,172	9,418	424,654	(424,654)	
CHANGE IN NET POSITION						
					(378,262)	(378,262)
FUND BALANCE/NET POSITION:						
BEGINNING OF YEAR	(16,370)	85,880	(9,418)	60,092	(1,850,178)	(1,790,086)
END OF YEAR	<u>\$ 4,694</u>	<u>\$ 480,052</u>	<u>\$ -</u>	<u>\$ 484,746</u>	<u>\$ (2,653,094)</u>	<u>\$ (2,168,348)</u>

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

TAKODA METROPOLITAN DISTRICT

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

GENERAL FUND

For the Year Ended December 31, 2018

	Original <u>Budget</u>	Final <u>Budget</u>	<u>Actual</u>	Variance Favorable <u>(Unfavorable)</u>
REVENUES				
Property taxes	\$ 24,989	\$ 24,989	\$ 24,989	\$ -
Specific ownership taxes	1,407	1,400	1,332	(68)
Interest income	<u>100</u>	<u>2,581</u>	<u>7</u>	<u>(2,574)</u>
Total Revenues	<u>26,496</u>	<u>28,970</u>	<u>26,328</u>	<u>(2,642)</u>
EXPENDITURES				
Accounting and audit	3,500	6,200	6,367	(167)
Insurance	2,600	2,357	2,357	-
Legal	5,000	25,000	15,241	9,759
Management fees	4,000	6,000	5,000	1,000
Miscellaneous expenses	1,000	500	318	182
Regional improvements	-	2,000	1,230	770
Treasurer's fees	375	375	375	-
Contingency	1,687	2,568	-	2,568
Emergency reserve	<u>494</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total Expenditures	<u>18,656</u>	<u>45,000</u>	<u>30,888</u>	<u>14,112</u>
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES				
	7,840	(16,030)	(4,560)	11,470
OTHER FINANCING SOURCES (USES)				
Developer advance	<u>-</u>	<u>36,400</u>	<u>25,624</u>	<u>(10,776)</u>
Total Other Financing Sources (Uses)	<u>-</u>	<u>36,400</u>	<u>25,624</u>	<u>(10,776)</u>
NET CHANGE IN FUND BALANCE				
	7,840	20,370	21,064	694
FUND BALANCE				
BEGINNING OF YEAR - RESTATED	<u>(7,840)</u>	<u>(16,370)</u>	<u>(16,370)</u>	<u>-</u>
END OF YEAR	<u>\$ -</u>	<u>\$ 4,000</u>	<u>\$ 4,694</u>	<u>\$ 694</u>

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

TAKODA METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2018

Note 1: Summary of Significant Accounting Policies

The accounting policies of the Takoda Metropolitan District, located in Boulder County, Colorado, conform to the accounting principles generally accepted in the United States of America (“GAAP”) as applicable to governmental units. The Governmental Accounting Standards Board (“GASB”) is the accepted standard setting body for establishing governmental accounting and financial reporting principles. The following is a summary of the more significant policies consistently applied in the preparation of financial statements.

Definition of Reporting Entity

The District was organized in November 2008, as a quasi-municipal corporation established under the State of Colorado Special District Act. The District was established for the purpose of providing streets, traffic safety, water, sewer, drainage and parks and recreation facilities and services within its service area. The District's primary revenues are property taxes, developer advances and bond proceeds. The District is governed by an elected Board of Directors.

As required by GAAP, these financial statements present the activities of the District, which is legally separate and financially independent of other state and local governments. The District follows the GASB pronouncements which provide guidance for determining which governmental activities, organizations and functions should be included within the financial reporting entity. GASB sets forth the financial accountability of a governmental organization's elected governing body as the basic criterion for including a possible component governmental organization in a primary government's legal entity. Financial accountability includes, but is not limited to, appointment of a voting majority of the organization's governing body, ability to impose its will on the organization, a potential for the organization to provide specific financial benefits or burdens and fiscal dependency. The pronouncements also require including a possible component unit if it would be misleading to exclude it.

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

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

Basis of Presentation

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

TAKODA METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2018

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

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

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

Measurement Focus, Basis of Accounting and Financial Statement Presentation

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

Governmental fund financial statements are reported using the *current financial resources measurement focus* and the *modified accrual basis of accounting*. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be *available* when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the District considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. The material sources of revenue subject to accrual are property taxes and interest. Expenditures, other than interest on long-term obligations, are recorded when the liability is incurred or the long-term obligation is paid.

The District reports the following major governmental funds:

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

TAKODA METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2018

Debt Service Fund – The Debt Service Fund is used to account for all financial resources that are restricted, committed or assigned to expenditures for principal, interest and other debt related costs.

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

Budgetary Accounting

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

Subsequent to year end, the District amended its total appropriations in the General Fund from \$18,656 to \$45,000 as a result of increased legal costs from additional district meetings, in the Debt Service Fund from \$720,205 to \$13,170,000 due to refunding of the Series 2010 Bonds and the Series 2013 Bonds with the issuance of the Series 2018 Bonds. However, total expenditures in the Debt Service Fund exceeded the amended appropriated amount. This may be a violation of State Budget law.

Assets, Liabilities and Net Position

Fair Value of Financial Instruments

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

Deposits and Investments

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

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

TAKODA METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2018

Estimates

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

Deferred Outflows/Inflows of Resources

In addition to assets, the statement of financial position will sometimes report a separate section for deferred outflows of resources. This separate financial statement element, *deferred outflows of resources*, represents a consumption of net position that applies to a future period(s) and so will not be recognized as an outflow of resources (expense/expenditure) until then. The District has one item that qualifies for reporting in the category, a deferred loss on refunding is reported in the government-wide statement of net position. A deferred loss on refunding results from the difference in the carrying value of refunded debt and its reacquisition price. This amount is deferred and amortized over the shorter of the life of the refunded or refunding debt.

In addition to liabilities, the statement of financial position will sometimes report a separate section for deferred inflows of resources. This separate financial statement element, *deferred inflows of resources*, represents an acquisition of net position that applies to a future period(s) and so will not be recognized as an inflow of resources (revenue) until that time. The District has one item that qualifies for reporting in this category. Deferred property taxes are deferred and recognized as an inflow of resources in the period that the amounts become available.

Capital Assets

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

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

Long-Term Obligations

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

TAKODA METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2018

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 30 or if in equal installments, at the taxpayers' election, in February and June. Delinquent taxpayers are notified in July or August and the sales of the resultant tax liens on delinquent properties are generally 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 in the year they are levied and measurable since they are not normally available nor are they budgeted as a resource until the subsequent year. The deferred property taxes are recorded as revenue in the subsequent year when they are available or collected.

Fund Equity

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

Nonspendable Fund Balance

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

Restricted Fund Balance

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

The restricted fund balance in the General Fund represents Emergency Reserves that have been provided as required by Article X, Section 20 of the Constitution of the State of Colorado. A total of \$977 of the General Fund balance has been restricted in compliance with this requirement.

The restricted fund balance in the Debt Service Fund in the amount of \$480,052 is restricted for the payment of the debt service costs associated with the Series 2018 Bonds (see Note 4).

TAKODA METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2018

Committed Fund Balance

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

Assigned Fund Balance

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

Unassigned Fund Balance

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

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

When both restricted and unrestricted resources are available for use, it is the District's policy to use restricted resources first, then unrestricted resources as needed.

Net Position

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

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

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

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

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

TAKODA METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2018

Note 2: Cash and Investments

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

Statement of Net Position:

Cash and investments	\$ 1,596
Cash and investments – restricted	<u>477,404</u>
Total	<u>\$ 479,000</u>

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

Deposits with financial institutions	\$ 1,900
Investments – COLOTRUST	<u>477,100</u>
Total	<u>\$ 479,000</u>

Deposits

Custodial Credit Risk

The Colorado Public Deposit Protection Act, (“PDPA”) requires that all units of local government deposit cash in eligible public depositories. State regulators determine eligibility. Amounts on deposit in excess of federal insurance levels must be collateralized. The eligible collateral is determined by the PDPA. PDPA allows the institution to create a single collateral pool for all public funds. The pool is to be maintained by another institution or held in trust for all the uninsured public deposits as a group. The market value of the collateral must be at least equal to 102% of the aggregate uninsured deposits. The State Commissioners for banks and financial services are required by statute to monitor the naming of eligible depositories and reporting of the uninsured deposits and assets maintained in the collateral pools.

The District does not have a formal policy for deposits. None of the District’s deposits were exposed to custodial credit risk.

Investments

Investment Valuation

Certain investments are measured at fair value within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure the fair value of the asset. Level 1 inputs are quoted prices in active markets for identical assets; Level 2 inputs are significant other observable inputs; Level 3 inputs are significant unobservable inputs. The District’s investment is not required to be categorized within the fair value hierarchy. This investment’s value is calculated using the net asset value method (NAV) per share.

TAKODA METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2018

Credit Risk

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

Custodial and Concentration of Credit Risk

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

Interest Rate Risk

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

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

COLOTRUST

The local government investment pool, Colorado Local Government Liquid Asset Trust ("COLOTRUST") is rated AAAM by Standard & Poor's with a weighted average maturity of under 60 days. COLOTRUST is an investment trust/joint venture established for local government entities in Colorado to pool surplus funds. The State Securities Commissioner administers and enforces all State statutes governing COLOTRUST. COLOTRUST records its investments at fair value and the District records its investment in COLOTRUST using the net asset value method. COLOTRUST operates similarly to a money market fund with each share maintaining a value of \$1.00. COLOTRUST offers shares in two portfolios, COLOTRUST PRIME and COLOTRUST PLUS+. Both investments consist of U.S. Treasury bills and notes and repurchase agreements collateralized by U.S. Treasury securities. COLOTRUST PLUS+ may also invest in certain obligations of U.S. government agencies, highest rated commercial paper and repurchase agreements collateralized by certain obligations of U.S. government agencies. Designated custodian banks provide safekeeping and depository services to COLOTRUST. Substantially all securities owned by COLOTRUST are held by the Federal Reserve Bank in the accounts maintained for the custodian banks. The custodians' internal records identify the investments owned by COLOTRUST. At December 31, 2018, the District had \$477,100 invested in COLOTRUST.

TAKODA METROPOLITAN DISTRICT

Notes to Financial Statements
December 31, 2018

Note 3: Capital Assets

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

<u>Governmental Type Activities:</u>	<u>Balance</u> <u>1/1/2018</u>	<u>Additions</u>	<u>Deletions</u>	<u>Balance</u> <u>12/31/2018</u>
<u>Capital assets not being depreciated:</u>				
Construction in progress	\$ 9,076,523	\$ -	\$ -	\$ 9,076,523
Government type assets, net	<u>\$ 9,076,523</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 9,076,523</u>

Upon completion and acceptance, all fixed assets will be conveyed by the District to other local governments. The District will not be responsible for maintenance.

Note 4: Long Term Debt

A description of the long-term obligations as of December 31, 2018, is as follows:

\$10,055,000 General Obligation (Limited Tax Convertible to Unlimited Tax Bonds, Series 2018A and \$534,000 Subordinate General Obligation Limited Tax Bonds, Series 2018B

On October 23, 2018, the District issued \$10,550,000 Limited Tax General Obligation Refunding Bonds, Series 2018 (“Series 2018 Bonds”) and \$2,070,000 (“Maturity Amount”) \$1,589,343.85 (Issue Price) Supplemental Interest Certificates (“Interest Certificates”), or combined (“Series 2018 Obligation”) for the purpose of refunding outstanding obligations of the District, funding a debt service reserve for the Series 2018 Obligation and paying the costs of issuance. The Series 2018 Bonds bear interest at the rate of 6.00%, payable semiannually on each June 1 and December 1, commencing on June 1, 2019. The Interest Certificates bear interest at the rates ranging from 3.20% to 4.40% payable annually on December 1, commencing on December 1, 2020. The Series 2018 Bonds are subject to a mandatory sinking fund redemption commencing on December 1, 2029 and are subject to redemption prior to maturity, at the option of the District, as a whole or in integral multiples of \$5,000, in any order of maturity and in whole or partial maturities, commencing on December 1, 2028, upon payment of par, accrued interest.

The Series 2018 Obligation are secured by the Required Mill Levy, the portion of the Specific Ownership Tax which is collected as a result of the Required Mill Levy, and any other legally available monies as determined by the District.

TAKODA METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2018

As a result of the issuance of the Series 2018 Obligation, the Refunded Bonds are considered to be defeased and the liabilities have been removed from the governmental activities column of the statement of net position. The reacquisition price of the old debt exceeded the net carrying amount by \$1,869,854. This amount is recorded as a deferred outflow and is being amortized over the original remaining life of the Refunded Bonds. The refunding resulted in an economic gain of \$2,116,608 due to the average interest rate of the Series 2018 Obligation being lower than the Refunded Bonds.

Limited Tax General Obligation Bonds Series 2010

On November 1, 2010 the District issued \$9,075,000 of Limited Tax General Obligation Bonds (Capital Appreciation Convertible to Current Interest) Series 2010 (“Series 2010 Bonds”) dated November 1, 2010 with an original issue price of \$7,206,820 for the purpose of funding public capital facilities for the District and paying the costs of issuing the bonds. The Series 2010 Bonds initially accrete at 6% compounded annually. Upon conversion on October 15, 2015, the bonds accrue interest at 8% payable semiannually on each April 15 and October 15, commencing on April 15, 2015. The Series 2010 Bonds are subject to a mandatory sinking fund redemption commencing on October 15, 2015. The Series 2010 Bonds are subject to an early redemption at the option of the District commencing October 15, 2020, and on any date thereafter, upon payment of the following redemption premiums plus accrued interest to the redemption date:

<u>Redemption Date</u>	<u>Redemption Premium</u>
October 15, 2020 to October 14, 2021	101%
October 15, 2021 and Thereafter	100%

The Series 2010 Bonds are secured by Pledged Revenues including the required mill levy imposed each year upon all taxable property of the District in an amount sufficient to pay the Debt Service Requirements as the same become due and payable, but not in excess of 50.000 mills, the portion of the specific ownership tax allocable to the required mill levy, capital fees, and any other legally available moneys that the Board determines in its sole discretion to credit to the Bond Fund.

During 2014, the District repaid 70 of the Series 2010 Bonds at par, with the consent of the bond holder. During 2018, these bonds were fully repaid as described above.

Subordinate Limited Tax General Obligation Bonds Series 2013

On February 14, 2013 the District adopted a resolution authorizing the issuance of \$1,475,000 of Subordinate Limited Tax General Obligation Bonds Series 2013 (“Series 2013 Bonds”). On February 28, 2013 \$738,000 of bonds were issued and on December 20, 2013 \$737,000 additional bonds were issued. On December 3, 2013 the resolution was amended. The Series 2013 Bonds were issued for the purpose of funding public capital facilities for the District and paying the costs of issuing the Series 2013 Bonds. The Series 2013 Bonds accrue interest at 7% payable annually commencing on November 1, 2015 payable to the extent of Pledged Revenue available. The Series 2013 Bonds are subject to a mandatory sinking fund redemption commencing on November 1, 2040 and are subject to an early redemption at the option of the District on any date, upon payment of accrued interest to the redemption date without redemption premium.

TAKODA METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2018

The Series 2013 Bonds are secured by Pledged Revenues including the required mill levy imposed each year upon all taxable property of the District in an amount sufficient to pay the Debt Service Requirements as the same become due and payable, but not in excess of 50.000 mills, the portion of the specific ownership tax allocable to the required mill levy, capital fees, and any other legally available moneys that the Board determines in its sole discretion to credit to the Bond Fund.

During 2018 the Series 2013 Bonds were fully repaid with proceeds from the Series 2018 Obligation as described above.

Reimbursement Agreements

On September 13, 2012, the District entered into a Reimbursement Agreement with The Ryland Group, Inc, (“Ryland”) whereby the District agreed to reimburse Ryland for advances made by Ryland for operations and maintenance costs plus interest. Interest shall accrue at 5% per annum for advances made prior to September 13, 2012, and at 8% per annum for advances made on or after September 13, 2012. This Agreement does not constitute a debt or multiple-fiscal year obligation. Reimbursement of the advances is subject to annual appropriation and is purely discretionary.

On October 11, 2012, the District entered into a Reimbursement Agreement with Takoda Properties, Inc, (“Takoda”) whereby the District agreed to reimburse Takoda for advances made by Takoda for operations and maintenance costs plus interest. Interest shall accrue at 8% per annum. This Agreement does not constitute a debt or multiple-fiscal year obligation. Reimbursement of the advances is subject to annual appropriation and is purely discretionary.

Advance Agreement

During 2012, the District entered into an Advance Agreement with Ryland and Takoda whereby Ryland agreed to advance up to \$5,000 in 2014 and 2015 for general fund expenditures, if general fund expenses exceed general fund property tax revenue. Takoda agreed to make advances of any additional shortfall in revenue in the general fund for 2014 and 2015. These advances will be reimbursed in accordance with the Reimbursement Agreements described above.

Funding Agreement

On March 8, 2018, the District entered into a Funding Agreement with CalAtlantic Group, Inc (“CalAtlantic”) and Takoda whereby CalAtlantic and Takoda agreed to advance up to \$35,000 for operations and maintenance costs. These advances will be reimbursed with interest.

TAKODA METROPOLITAN DISTRICT

Notes to Financial Statements
December 31, 2018

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

	Balance 1/1/2018	Additions	Deletions	Balance 12/31/2018	Current Portion
Limited Tax General Obligations					
Bonds - Series 2010	\$ 8,640,000	\$ -	\$ 8,640,000	\$ -	\$ -
Subordinate Limited Tax General Obligation Bonds Series 2013	1,475,000	-	1,475,000	-	-
Limited Tax General Obligations Refunding Bonds - Series 2018		10,550,000		10,550,000	-
Supplemental Interest Certificates		1,595,641	-	1,595,641	-
Developer advance - Ryland	178,915	35,000	-	213,915	-
Accrued interest - Ryland	21,409	7,706	-	29,115	-
	<u>10,315,324</u>	<u>12,188,347</u>	<u>10,115,000</u>	<u>12,388,671</u>	<u>-</u>
Original issue premium	-	1,140,172	-	1,140,172	-
Total	<u>\$ 10,315,324</u>	<u>\$ 13,328,519</u>	<u>\$ 10,115,000</u>	<u>\$ 13,528,843</u>	<u>\$ -</u>

The following is a summary of the annual long-term debt principal and interest requirements on the Series 2018 Obligation.

	Principal	Interest	Total
2019	\$ -	\$ 698,058	\$ 698,058
2020	70,157	712,844	783,001
2021	144,680	808,320	953,000
2022	191,039	881,961	1,073,000
2023	215,961	937,039	1,153,000
2024-2028	967,507	4,907,493	5,875,000
2029-2033	1,195,000	3,031,800	4,226,800
2034-2038	1,685,000	2,629,200	4,314,200
2039-2043	2,410,000	2,029,200	4,439,200
2044-2048	3,250,000	1,215,000	4,465,000
2049-2050	2,010,000	195,000	2,205,000
	<u>\$ 12,139,344</u>	<u>\$ 18,045,914</u>	<u>\$ 23,515,258</u>

TAKODA METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2018

Debt Authorization

As of December 31, 2018, the District had remaining voted debt authorization of approximately \$21,317,680. The Service Plan limits the debt to a total of \$10,550,000. The District has not budgeted to issue any new debt during 2019.

Note 5: Related Party

All of the Board of Directors are employees, owners or are otherwise associated with the Developer and the Original Developer and may have conflicts of interest in dealing with the District. Management believes that all potential conflicts, if any, have been disclosed to the Board and the Colorado Secretary of State. See Note 4 regarding the Developer Advances payable to the Developer from the District.

Note 6: Tax, Spending and Debt Limitations

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

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

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

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

Note 7: Risk Management

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

TAKODA METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2018

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

Note 8: Intergovernmental Agreement

On September 16, 2008, the District and the City of Louisville ("City") entered into an Intergovernmental Agreement. Per the Intergovernmental Agreement, the District would deposit \$290,000 with the City upon the issuance of bonds by the District. On November 1, 2010, the District issued its Series 2010 Bonds and deposited the \$290,000 in funds with the City to be escrowed. The City shall use the funds solely and exclusively for constructing street improvements. The City shall apply interest accrued on the Regional Improvements Escrow to the costs of constructing the street improvements. The District shall dedicate the street improvements to the City or other appropriate jurisdiction or owner's association as directed by the City. Per the Intergovernmental Agreement and the Service Plan, the District will not issue Debt in excess of \$10,550,000 in total aggregate principal amount.

Note 9: Reconciliation of Government-Wide Financial Statements and Fund Financial Statements

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

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

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

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

SUPPLEMENTAL INFORMATION

TAKODA METROPOLITAN DISTRICT

SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE - BUDGET AND ACTUAL - DEBT SERVICE FUND

For the Year Ended December 31, 2018

	Original <u>Budget</u>	Final <u>Budget</u>	<u>Actual</u>	Variance Favorable <u>(Unfavorable)</u>
REVENUES				
Property taxes	\$ 684,921	\$ 684,921	\$ 684,921	\$ -
Specific ownership taxes	34,802	35,000	36,512	1,512
Interest income	<u>482</u>	<u>6,167</u>	<u>6,525</u>	<u>358</u>
Total Revenues	<u>720,205</u>	<u>726,088</u>	<u>727,958</u>	<u>1,870</u>
EXPENDITURES				
Accounting and audit	-	4,000	4,125	(125)
Treasurer's fees	10,277	10,277	10,276	1
Bond issuance costs	-	705,667	268,894	436,773
Paying agent fees	2,504	2,500	12	2,488
Bond principal 2010	75,000	-	8,575,000	(8,575,000)
Bond interest 2010	632,424	517,556	789,633	(272,077)
Redemption premium	-	-	1,934,854	(1,934,854)
Bond interest on Subordinate Bonds	-	-	555,508	(555,508)
Bond principal 2013	<u>-</u>	<u>-</u>	<u>1,475,000</u>	<u>(1,475,000)</u>
Total Expenditures	<u>720,205</u>	<u>1,240,000</u>	<u>13,613,302</u>	<u>(12,373,302)</u>
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES				
	-	(513,912)	(12,885,344)	(12,371,432)
OTHER FINANCING SOURCES (USES)				
Bond proceeds	-	10,550,000	10,550,000	-
Original issue premium	-	2,210,300	1,140,172	(1,070,128)
Supplemental interest proceeds	-	-	1,589,344	1,589,344
Transfer to escrow agent	<u>-</u>	<u>(11,930,000)</u>	<u>-</u>	<u>11,930,000</u>
Total Other Financing Sources (Uses)	<u>-</u>	<u>830,300</u>	<u>13,279,516</u>	<u>12,449,216</u>
NET CHANGE IN FUND BALANCE				
	-	316,388	394,172	77,784
FUND BALANCE				
BEGINNING OF YEAR	<u>-</u>	<u>85,880</u>	<u>85,880</u>	<u>-</u>
END OF YEAR	<u>\$ -</u>	<u>\$ 402,268</u>	<u>\$ 480,052</u>	<u>\$ 77,784</u>

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

TAKODA METROPOLITAN DISTRICT

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

For the Year Ended December 31, 2018

	Original & Final <u>Budget</u>	<u>Actual</u>	Variance Favorable <u>(Unfavorable)</u>
REVENUES			
Interest income	\$ -	\$ 42	\$ 42
Total Revenues	-	42	42
EXPENDITURES			
Capital improvements	-	-	-
Total Expenditures	-	-	-
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES			
	-	42	42
OTHER FINANCING SOURCES (USES)			
Developer advance	-	9,376	9,376
Total Other Financing Sources (Uses)	-	9,376	9,376
NET CHANGE IN FUND BALANCE			
	-	9,418	9,418
FUND BALANCE			
BEGINNING OF YEAR	-	(9,418)	(9,418)
END OF YEAR	\$ -	\$ -	\$ -

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

TAKODA METROPOLITAN DISTRICT

SUMMARY OF ASSESSED VALUATION, MILL LEVY
AND PROPERTY TAXES COLLECTED

December 31, 2018

<u>Year Ended December 31,</u>	Prior Year Assessed Valuation for Current Year Property Tax Levy	<u>Mills Levied</u>		<u>Total Property Tax</u>		<u>Percent Collected to Levied</u>
		<u>General Fund</u>	<u>Debt Service</u>	<u>Levied</u>	<u>Collected</u>	
2014	\$ 6,725,834	3.717	46.283	\$ 336,292	\$ 336,292	100.00%
2015	\$ 9,380,662	2.708	47.292	\$ 469,033	\$ 709,910	151.36%
2016	\$ 13,199,701	1.894	48.106	\$ 659,985	\$ 33,617	5.09%
2017	\$ 13,332,453	1.875	48.125	\$ 666,623	\$ 666,622	100.00%
2018	\$ 14,198,195	1.760	48.240	\$ 709,910	\$ 709,910	100.00%
Estimated for year ending December 31, 2019	\$ 14,346,134	2.211	42.011	\$ 634,415		

NOTE

Property taxes collected in any one year include collection of delinquent property taxes levied and/or abatements or valuations in prior years. Information received from the County Treasurer does not permit identification of specific year assessment.