

**9TH AVENUE METROPOLITAN
DISTRICT NO. 2
City and County of Denver, Colorado**

**FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION**

YEAR ENDED DECEMBER 31, 2018

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**Haynie &
Company**

Certified Public Accountants (a professional corporation)

1221 West Mineral Ave, Ste. 202 Littleton, Colorado 80120-4544 (303) 734-4800 Fax (303) 795-3356

Independent Auditor's Report

Members of the Board of Directors
9th Avenue Metropolitan District No. 2
Denver County, Colorado

We have audited the accompanying financial statements of the governmental activities and the major funds of 9th Avenue Metropolitan District No. 2 as of and for the year ended December 31, 2018 and the related notes to the financial statements, which collectively comprise the District's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the 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 the major funds of 9th Avenue Metropolitan District No. 2, as of December 31, 2018 and the respective changes in financial position 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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Required Supplementary Information

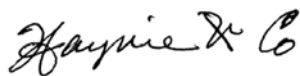
Management has omitted the management's discussion and analysis that accounting principles generally accepted in the United States of America require to be presented to supplement the basic financial statements. Such missing information, although not a part of the basic financial statements, is required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

Accounting principles generally accepted in the United States of America require that the budgetary comparison information for the special revenue funds, as listed in the table of contents, be presented to supplement the basic financial statements. Such 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. This information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the 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.

Other Information

Our audit was conducted for the purpose of forming an opinion on the financial statements that collectively comprise 9th Avenue Metropolitan District No. 2's financial statements as a whole. The supplementary information section is presented for purposes of additional analysis and is not a required part of the financial statements.

The supplementary information as listed in the table of contents is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the 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.



Littleton, Colorado
May 7, 2019

BASIC FINANCIAL STATEMENTS

**9TH AVENUE METROPOLITAN DISTRICT NO. 2
STATEMENT OF NET POSITION
DECEMBER 31, 2018**

	<u>Governmental Activities</u>
ASSETS	
Cash and Investments - Restricted	\$ 3,322,819
Accounts Receivable - County Treasurer	<u>875</u>
Total Assets	<u>3,323,694</u>
LIABILITIES	
Accounts Payable	28,484
Due to 9th Avenue MD 1	11,374
Accrued Interest Payable	23,803
Noncurrent Liabilities:	
Due in More Than One Year	<u>14,370,000</u>
Total Liabilities	<u>14,433,661</u>
NET POSITION	
Unrestricted	<u>(11,109,967)</u>
Total Net Position	<u><u>\$ (11,109,967)</u></u>

See accompanying Notes to Basic Financial Statements.

**9TH AVENUE METROPOLITAN DISTRICT NO. 2
STATEMENT OF ACTIVITIES
YEAR ENDED DECEMBER 31, 2018**

FUNCTIONS/PROGRAMS	Expenses	Program Revenues			Net (Expense) Revenue and Change in Net Position
		Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Governmental Activities
Primary Government:					
Government Activities:					
General Government	\$ 10,718,358	\$ -	\$ -	\$ -	\$ (10,718,358)
Interest and Related Costs on Long-Term Debt	615,100	-	-	-	(615,100)
Total Governmental Activities	\$ 11,333,458	\$ -	\$ -	\$ -	\$ (11,333,458)
GENERAL REVENUES					
Property Taxes					207,251
Specific Ownership Taxes					11,783
Net Investment Income					4,457
Total General Revenues					223,491
CHANGE IN NET POSITION					
Net Position - Beginning of Year					-
NET POSITION - END OF YEAR					\$ (11,109,967)

See accompanying Notes to Basic Financial Statements.

**9TH AVENUE METROPOLITAN DISTRICT NO. 2
BALANCE SHEET – GOVERNMENTAL FUNDS
DECEMBER 31, 2018**

ASSETS	General	Debt Service	Capital Projects	Total Governmental Funds
Cash and Investments - Restricted	\$ -	\$ 2,900,901	\$ 421,918	\$ 3,322,819
Accounts Receivable - County Treasurer	875	-	-	875
Total Assets	\$ 875	\$ 2,900,901	\$ 421,918	\$ 3,323,694
LIABILITIES AND FUND BALANCES				
LIABILITIES				
Accounts Payable	\$ -	\$ -	\$ 28,484	\$ 28,484
Due to 9th Avenue MD 1	875	-	10,499	11,374
Total Liabilities	875	-	38,983	39,858
FUND BALANCES				
Restricted for:				
Debt Service	-	2,900,901	-	2,900,901
Capital Projects	-	-	382,935	382,935
Total Fund Balances	-	2,900,901	382,935	3,283,836
Total Liabilities and Fund Balances	\$ 875	\$ 2,900,901	\$ 421,918	

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

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

Bonds Payable	(14,370,000)
Accrued Interest Payable - Bonds	(23,803)

Net Position of Governmental Activities	<u>\$ (11,109,967)</u>
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**9TH AVENUE METROPOLITAN DISTRICT NO. 2
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES
IN FUND BALANCES – GOVERNMENTAL FUNDS
YEAR ENDED DECEMBER 31, 2018**

	General	Debt Service	Capital Projects	Total Governmental Funds
REVENUES				
Property Taxes	\$ 207,251	\$ -	\$ -	\$ 207,251
Specific Ownership Taxes	11,783	-	-	11,783
Net Investment Income	-	2,001	2,456	4,457
Total Revenues	<u>219,034</u>	<u>2,001</u>	<u>2,456</u>	<u>223,491</u>
EXPENDITURES				
General:				
County Treasurer's Fees	2,073	-	-	2,073
Transfer to 9th Avenue MD 1	216,961	-	10,499,324	10,716,285
Bond Issue Costs	-	-	591,297	591,297
Total Expenditures	<u>219,034</u>	<u>-</u>	<u>11,090,621</u>	<u>11,309,655</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	-	2,001	(11,088,165)	(11,086,164)
OTHER FINANCING SOURCES (USES)				
Bond Issuance	-	-	14,370,000	14,370,000
Transfer from (to) Other Funds	-	2,898,900	(2,898,900)	-
Total Other Financing Sources (Uses)	<u>-</u>	<u>2,898,900</u>	<u>11,471,100</u>	<u>14,370,000</u>
NET CHANGE IN FUND BALANCES	-	2,900,901	382,935	3,283,836
Fund Balances - Beginning of Year	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
FUND BALANCES - END OF YEAR	<u>\$ -</u>	<u>\$ 2,900,901</u>	<u>\$ 382,935</u>	<u>\$ 3,283,836</u>

See accompanying Notes to Basic Financial Statements.

**9TH AVENUE METROPOLITAN DISTRICT NO. 2
RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES
IN FUND BALANCES OF THE GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES
YEAR ENDED DECEMBER 31, 2018**

Net Change in Fund Balances - Total Governmental Funds \$ 3,283,836

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

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

Bond Issuance (14,370,000)

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

Accrued Interest on Bonds - Change in Liability (23,803)

Change in Net Position of Governmental Activities \$ (11,109,967)

**9TH AVENUE METROPOLITAN DISTRICT NO. 2
GENERAL FUND – STATEMENT OF REVENUES, EXPENDITURES, AND
CHANGES IN FUND BALANCE – BUDGET AND ACTUAL
YEAR ENDED DECEMBER 31, 2018**

	Budget Original and Final	Actual Amounts	Variance with Final Budget Positive (Negative)
REVENUES			
Property Taxes	\$ 207,230	\$ 207,251	\$ 21
Specific Ownership Taxes	14,500	11,783	(2,717)
Other Income	1,000	-	(1,000)
Total Revenues	<u>222,730</u>	<u>219,034</u>	<u>(3,696)</u>
EXPENDITURES			
County Treasurer's Fees	2,072	2,073	(1)
Transfer to 9th Avenue MD 1	219,658	216,961	2,697
Contingency	1,000	-	1,000
Total Expenditures	<u>222,730</u>	<u>219,034</u>	<u>3,696</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	-	-	-
Fund Balances - Beginning of Year	<u>-</u>	<u>-</u>	<u>-</u>
FUND BALANCES - END OF YEAR	<u><u>\$ -</u></u>	<u><u>\$ -</u></u>	<u><u>\$ -</u></u>

See accompanying Notes to Basic Financial Statements.

9TH AVENUE METROPOLITAN DISTRICT NO. 2
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 1 DEFINITION OF REPORTING ENTITY

9th Avenue Metropolitan District No. 2 (the District), a quasi-municipal corporation and a political subdivision of the State of Colorado, was organized by order and decree of the District Court of the City and County of Denver (the City) on September 20, 2016, and recorded on September 30, 2016, and is governed pursuant to provisions of the Colorado Special District Act (Title 32, Article 1, Colorado Revised Statutes). The District was organized in conjunction with two other districts, 9th Avenue Metropolitan District No. 1 (District No. 1) and 9th Avenue Metropolitan District No. 3 (District No. 3) (collectively, the Districts) to provide for the financing, acquisition, construction, completion, operation, and maintenance of all public infrastructure and services within and without the Districts' service area, including streets, traffic and safety, water, sanitation, storm drainage, transportation, mosquito control, and park and recreation facilities for the collective use and benefit of the property owners within, and residents of all of the Districts.

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

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

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

Government-Wide and Fund Financial Statements

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

The statement of net position reports all financial and capital resources of the District. The difference between the assets, deferred outflow of resources, liabilities, and deferred inflow of resources of the District is reported as net position.

**9TH AVENUE METROPOLITAN DISTRICT NO. 2
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 the governmental funds. Major individual governmental funds are reported as separate columns in the fund financial statements.

Measurement Focus, Basis of Accounting, and Financial Statement Presentation

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

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

The Capital Projects Fund is used to account for financial resources to be used for the acquisition and construction of capital equipment and facilities.

9TH AVENUE METROPOLITAN DISTRICT NO. 2
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 and other financing uses level and lapses at year-end. The District's Board of Directors can modify the budget by line item within the total appropriation without notification. The appropriation can only be modified upon completion of notification and publication requirements. The budget includes each fund on its basis of accounting unless otherwise indicated.

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

Pooled Cash and Investments

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

Property Taxes

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

Property taxes, net of estimated uncollectible taxes, are recorded initially as deferred inflow of resources in the year they are levied and measurable. The property tax revenues are recorded as revenue in the year they are available or collected.

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.

9TH AVENUE METROPOLITAN DISTRICT NO. 2
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Equity (Continued)

Fund Balance

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

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

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

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

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

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

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

NOTE 3 CASH AND INVESTMENTS

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

Statement of Net Position:

Cash and Investments - Restricted	\$ 3,322,819
Total Cash and Investments	<u><u>\$ 3,322,819</u></u>

9TH AVENUE METROPOLITAN DISTRICT NO. 2
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 3 CASH AND INVESTMENTS (CONTINUED)

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

Investments	\$ 3,322,819
Total Cash and Investments	<u>\$ 3,322,819</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 had no deposits with financial institutions.

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.

**9TH AVENUE METROPOLITAN DISTRICT NO. 2
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>\$ 3,322,819</u>

COLOTRUST

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

**9TH AVENUE METROPOLITAN DISTRICT NO. 2
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 4 LONG-TERM OBLIGATIONS

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

	Balance - December 31, 2017	Additions	Retirements	Balance - December 31, 2018	Due Within One Year
Series 2018 G.O. Bonds	\$ -	\$ 14,370,000	\$ -	\$ 14,370,000	\$ -
Total	<u>\$ -</u>	<u>\$ 14,370,000</u>	<u>\$ -</u>	<u>\$ 14,370,000</u>	<u>\$ -</u>

\$14,370,000 Limited Tax General Obligation Bonds, Series 2018

On December 19, 2018, the District issued Limited Tax General Obligation Bonds in the amount of \$14,370,000 (the 2018 Bonds). The 2018 Bonds bear interest at the rate of 5.00% per annum and are payable semi-annually on June 1 and December 1, beginning on June 1, 2019. Annual mandatory sinking fund principal payments are due on December 1, beginning on December 1, 2022. The 2018 Bonds are limited tax general obligations of the District secured by and payable from and to the extent of the Pledged Revenue, consisting of the District Pledged Revenue and the District No. 3 Pledged Revenue. The proceeds from the sale of the 2018 Bonds were used for the purposes of: (i) acquiring certain real property or real property interests upon which public improvements are or will be located; (ii) funding or reimbursing the costs of construction of certain public improvements; (iii) funding the Reserve Fund; (iv) funding a portion of interest to accrue on the 2018 Bonds; and (v) paying the costs of issuance of the 2018 Bonds.

The 2018 Bonds are secured by amounts on deposit in the Reserve Fund in the amount of \$1,318,200 and by amounts accumulated in the Surplus Fund, if any. A portion of the interest on the 2018 Bonds will be paid from capitalized interest, which was funded with proceeds of the 2018 Bonds. The 2018 Bonds are also secured by amounts, if any, accumulated in the Surplus Fund. Available Pledged Revenue, if any, is to be accumulated in the Surplus Fund, prior to the Release Date, in accordance with the Indenture, up to the Maximum Surplus Amount of \$1,437,000.

The District Pledged Revenue consists of the following, net of any costs of collection (to the extent not previously deducted by definition): (a) all Property Tax Revenues and all Specific Ownership Tax Revenues (in each case whether such revenues are received by the District directly from the City Treasurer or indirectly pursuant to the District Cooperation Agreement); and (b) any other legally available moneys which the District determines, in its absolute discretion, to credit to the Bond Fund.

The District No. 3 Pledged Revenue consists of the following revenues pledged pursuant to the Pledge Agreement, net of any costs of collection (to the extent not previously deducted by definition): (a) all District No. 3 Property Tax Revenues and all District No. 3 Specific Ownership Tax Revenues (in each case whether such revenues are received by District No. 3 directly from the City Treasurer or indirectly pursuant to the District Cooperation Agreement); and (b) any other legally available moneys which District No. 3 determines, in its absolute discretion, to transfer to the District for credit to the Bond Fund.

**9TH AVENUE METROPOLITAN DISTRICT NO. 2
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 4 LONG-TERM OBLIGATIONS (CONTINUED)

\$14,370,000 Limited Tax General Obligation Bonds, Series 2018 (Continued)

Pursuant to the Indenture, the District has covenanted to levy an ad valorem mill levy upon all taxable property of the District each year in an amount which would generate Property Tax Revenues, together with any District No. 3 Property Tax Revenues, sufficient to pay the principal of, premium if any, and interest on the 2018 Bonds as the same become due and payable and replenish the Reserve Fund to the Reserve Requirement, but not in excess of 50 mills, subject to adjustment as explained below.

However, prior to the Release Date (defined below), for so long as the amount on deposit in the Surplus Fund is less than the Maximum Surplus Amount, the Required Mill Levy is to be no less than 20 mills (subject to adjustment), unless a lesser number of mills which would generate Property Tax Revenues (a) sufficient to pay the principal of, premium if any, and interest on the 2018 Bonds as the same become due and payable and replenish the Reserve Fund to the Reserve Requirement, and to fully fund the Surplus Fund to the Maximum Surplus Amount, or (b) when combined with moneys then on deposit in the Bond Fund, the Reserve Fund, and the Surplus Fund, will pay the Bonds in full.

On and after the Release Date, the Required Mill Levy is to be such number of mills not in excess of 50 mills (subject to adjustment), imposed by the District for collection in the succeeding calendar year that would generate Property Tax Revenues (i) sufficient to pay the principal of, premium if any, and interest on the 2018 Bonds as the same become due and payable, or (ii) when combined with moneys then on deposit in the Bond Fund would pay the 2018 Bonds in full.

In any year that a Required Mill Levy of 50 mills (subject to adjustment) would not produce Property Tax Revenues sufficient to pay the principal of, premium if any, and interest on the 2018 Bonds as the same become due and payable, and, prior to the Release Date, replenish the Reserve Fund to the Reserve Requirement, then the mill levy Allocation Standard requires that District No. 3 impose the District No. 3 Required Mill Levy at such number of mills that would generate District No. 3 Property Tax Revenues which, together with the Property Tax Revenues expected to be generated in the following years, would be sufficient to pay the principal of, premium if any, and interest on the 2018 Bonds as the same become due and payable and, prior to the Release Date, replenish the Reserve Fund to the Reserve Requirement, but not in excess of 50 mills (subject to adjustment.)

The Release Date is defined in the Indenture to mean the date on which the Senior Debt to Assessed Ratio is at or below 50%.

**9TH AVENUE METROPOLITAN DISTRICT NO. 2
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 4 LONG-TERM OBLIGATIONS (CONTINUED)

The District's long-term obligations will mature as follows:

<u>Year Ending December 31,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2019	\$ -	\$ 682,575	\$ 682,575
2020	-	718,500	718,500
2021	-	718,500	718,500
2022	5,000	718,500	723,500
2023	5,000	718,250	723,250
2024 - 2028	295,000	3,576,750	3,871,750
2029- 2033	1,090,000	3,425,000	4,515,000
2034 - 2038	2,200,000	3,049,750	5,249,750
2039 - 2043	3,675,000	2,361,250	6,036,250
2044 - 2048	7,100,000	1,245,000	8,345,000
Total	<u>\$ 14,370,000</u>	<u>\$ 17,214,075</u>	<u>\$ 31,584,075</u>

Authorized Debt

On November 3, 2015, a majority of the qualified electors of the District authorized the issuance of indebtedness in an amount not to exceed \$2,080,000,000 at an interest rate not to exceed 18% per annum. At December 31, 2018, the District had authorized but unissued indebtedness in the following amounts allocated for the following purposes:

	Amount Authorized on November 3, 2015	Authorization Used by Series 2018 Bonds	Authorized But Unissued as of December 31, 2018
Street Improvements	\$ 160,000,000	\$ 3,888,017	\$ 156,111,983
Water	160,000,000	4,186,519	155,813,481
Storm and Sanitary Sewer	160,000,000	4,188,721	155,811,279
Traffic and Safety	160,000,000	-	160,000,000
Intergovernmental Agreements	160,000,000	-	160,000,000
Fire Protection, Ambulance Service	160,000,000	-	160,000,000
Perimeter and Interior Security	160,000,000	-	160,000,000
Park and Recreation	160,000,000	2,106,743	157,893,257
Mosquito Control	160,000,000	-	160,000,000
Television Relay and Translation	160,000,000	-	160,000,000
Public Transportation	160,000,000	-	160,000,000
Operations and Maintenance	160,000,000	-	160,000,000
Debt Refunding	160,000,000	-	160,000,000
Total	<u>\$ 2,080,000,000</u>	<u>\$ 14,370,000</u>	<u>\$ 2,065,630,000</u>

The District's Service Plan limits the total debt issuance of the District to \$160,000,000, with a maximum debt mill levy of 50.000 mills.

9TH AVENUE METROPOLITAN DISTRICT NO. 2
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 5 NET POSITION

The District has net position consisting of one component –unrestricted.

The District has a deficit in unrestricted net position. This deficit amount is a result of the District being responsible for the repayment of bonds issued for public improvements, of which the funds for the acquisition of these improvements were transferred to District No. 1, which will acquire and/or construct the improvements.

NOTE 6 RELATED PARTIES

The Developer of the property which constitutes the District is 9th Avenue Denver (Land), LLC. The members of the board of directors are officers of, employees of, or associated with the Developer and may have conflicts of interest in dealing with the District.

NOTE 7 INTERGOVERNMENTAL AGREEMENTS

Denver Urban Renewal Authority (DURA)

All of the property within the boundaries of the Districts (the “Development”) is subject to the 9th and Colorado Urban Renewal Plan approved by an ordinance adopted by the City on July 26, 2013 (the “Urban Renewal Plan”). The Urban Renewal Plan specifies, for purposes of the Urban Renewal Law, a “Redevelopment Area” (referred to herein as the “9th and Colorado Urban Redevelopment Area”) encompassing approximately 41 acres, comprising substantially all of the former campus of the University of Colorado Health Sciences Center.

In connection therewith and in order to further provide for the financing of public improvements within the 9th and Colorado Urban Redevelopment Area, the Denver Urban Renewal Authority (“DURA”) and the City entered into the 9th Avenue Tax Increment Area Cooperation Agreement dated as of December 15, 2014 (the “City/DURA Cooperation Agreement”). In accordance therewith and with the Urban Renewal Law (Section 31-25-101, et seq. C.R.S.), until the 25th anniversary of the date of the approval by the City Council of the 9th Avenue Project (i.e. December 8, 2039) (also referred to herein as the “TIF Period”), all property taxes resulting from imposition of ad valorem property taxes on the assessed valuation of all taxable property in the 9th Avenue Project within 9th and Colorado Urban Redevelopment Area (which includes all of the property within the boundaries of the Districts) in excess of the base assessed valuation thereof (i.e., the incremental assessed valuation) are to be remitted by the City to DURA. According to the City Assessor, the base assessed valuation of taxable property in the Districts is zero.

9TH AVENUE METROPOLITAN DISTRICT NO. 2
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 7 INTERGOVERNMENTAL AGREEMENTS (CONTINUED)

Denver Urban Renewal Authority (DURA) (Continued)

The Districts, District No. 1 and DURA entered into a Cooperation Agreement, dated as of June 21, 2018 (the "District Cooperation Agreement") pursuant to which DURA has agreed to remit during the TIF Period to each of the Districts and District No. 1 all revenues generated from the imposition of ad valorem property taxes by such district on the incremental assessed valuation of property of such district, including property tax revenue resulting from the imposition of the Required Mill Levy and the District No. 3 Required Mill Levy. Accordingly, during the TIF Period, the District and District No. 3 receive their respective Property Tax Revenues, and the District No. 3 Property Tax Revenues, from DURA and not from the City Treasurer. During the TIF Period, the District and District No. 3 may also receive Specific Ownership Taxes and District No. 3 Specific Ownership Taxes from DURA and not from the City Treasurer.

In October 2018, DURA issued bonds in the aggregate principal amount of \$63,760,000 for the purpose of, among other things, reimbursing the Developer for a portion of the costs incurred in financing the construction of certain public improvements in the Development pursuant to the Redevelopment Agreement. The DURA Bonds are secured by a pledge of certain amounts generated within the 9th and Colorado Urban Redevelopment Area by incremental increases in property tax revenues and sales tax revenues, except for those incremental increases in property tax revenues generated within the boundaries of the District and District No. 3 from the imposition of the Required Mill Levy and the District No. 3 Required Mill Levy, respectively, which revenues are pledged to the payment of the Bonds.

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

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

9TH AVENUE METROPOLITAN DISTRICT NO. 2
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 9 TAX, SPENDING, AND DEBT LIMITATIONS

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

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

TABOR requires local governments to establish Emergency Reserves. These reserves must be at least 3% of Fiscal Year Spending (excluding bonded debt service). Local governments are not allowed to use the emergency reserves to compensate for economic conditions, revenue shortfalls, or salary or benefit increases. The District transfers all of its TABOR related revenue to District No. 1. Therefore, the Emergency Reserve associated with this revenue is reported in District No. 1.

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

On November 3, 2015, the District's voters authorized the District to increase property taxes \$5,000,000 annually, for general operations and maintenance. The election also allows the District to collect, spend, and retain all revenues without regard to the limitations contained within Article X, Section 20 of the Colorado Constitution (TABOR).

SUPPLEMENTARY INFORMATION

**9TH AVENUE METROPOLITAN DISTRICT NO. 2
DEBT SERVICE FUND –
SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE –
BUDGET AND ACTUAL
YEAR ENDED DECEMBER 31, 2018**

	Original Budget	Final Budget	Actual Amounts	Variance with Final Budget Positive (Negative)
REVENUES				
Net Investment Income	\$ -	\$ 3,000	\$ 2,001	\$ (999)
Total Revenues	-	3,000	2,001	(999)
EXPENDITURES				
Bond Interest - Series 2018	-	87,817	-	87,817
Contingency	-	12,183	-	12,183
Total Expenditures	-	100,000	-	100,000
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	-	(97,000)	2,001	99,001
OTHER FINANCING SOURCES (USES)				
Transfer from Other Funds	-	3,028,835	2,898,900	(129,935)
Total Other Financing Sources (Uses)	-	3,028,835	2,898,900	(129,935)
EXCESS OF REVENUES AND OTHER FINANCING SOURCES OVER (UNDER) EXPENDITURES AND OTHER FINANCING USES	-	2,931,835	2,900,901	(30,934)
Fund Balance - Beginning of Year	-	-	-	-
FUND BALANCE - END OF YEAR	\$ -	\$ 2,931,835	\$ 2,900,901	\$ (30,934)

**9TH AVENUE METROPOLITAN DISTRICT NO. 2
CAPITAL PROJECTS FUND –
SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE –
BUDGET AND ACTUAL
YEAR ENDED DECEMBER 31, 2018**

	Original Budget	Final Budget	Actual Amounts	Variance with Final Budget Positive (Negative)
REVENUES				
Investment Income	\$ -	\$ -	\$ 2,456	\$ 2,456
Other Revenue	-	69,200	-	(69,200)
Total Revenues	-	69,200	2,456	(66,744)
EXPENDITURES				
Transfer to 9th Avenue MD 1	-	10,783,465	10,499,324	284,141
Bond Issue Costs	-	718,500	591,297	127,203
Contingency	-	69,200	-	69,200
Total Expenditures	-	11,571,165	11,090,621	480,544
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	-	(11,501,965)	(11,088,165)	413,800
OTHER FINANCING SOURCES (USES)				
Bond Issuance	-	14,370,000	14,370,000	-
Bond Premium	-	160,800	-	(160,800)
Transfer to Other Funds	-	(3,028,835)	(2,898,900)	129,935
Total Other Financing Sources (Uses)	-	11,501,965	11,471,100	(30,865)
EXCESS OF REVENUES AND OTHER FINANCING SOURCES OVER (UNDER) EXPENDITURES AND OTHER FINANCING USES	-	-	382,935	382,935
Fund Balance - Beginning of Year	-	-	-	-
FUND BALANCES - END OF YEAR	\$ -	\$ -	\$ 382,935	\$ 382,935

**9TH AVENUE METROPOLITAN DISTRICT NO. 2
SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY
DECEMBER 31, 2018**

\$14,370,000			
Limited Tax General Obligation Bonds - Series 2018			
Dated December 19, 2018			
Principal Due December 1			
Interest Rate 5.00% Payable			
June 1 and December 1			
Year Ending December 31,	Principal	Interest	Total
2019	\$ -	\$ 682,575	\$ 682,575
2020	-	718,500	718,500
2021	-	718,500	718,500
2022	5,000	718,500	723,500
2023	5,000	718,250	723,250
2024	5,000	718,000	723,000
2025	5,000	717,750	722,750
2026	75,000	717,500	792,500
2027	80,000	713,750	793,750
2028	130,000	709,750	839,750
2029	140,000	703,250	843,250
2030	195,000	696,250	891,250
2031	205,000	686,500	891,500
2032	270,000	676,250	946,250
2033	280,000	662,750	942,750
2034	350,000	648,750	998,750
2035	370,000	631,250	1,001,250
2036	450,000	612,750	1,062,750
2037	470,000	590,250	1,060,250
2038	560,000	566,750	1,126,750
2039	585,000	538,750	1,123,750
2040	685,000	509,500	1,194,500
2041	715,000	475,250	1,190,250
2042	825,000	439,500	1,264,500
2043	865,000	398,250	1,263,250
2044	985,000	355,000	1,340,000
2045	1,035,000	305,750	1,340,750
2046	1,165,000	254,000	1,419,000
2047	1,225,000	195,750	1,420,750
2048	2,690,000	134,500	2,824,500
Total	\$ 14,370,000	\$ 17,214,075	\$ 31,584,075

**9TH AVENUE METROPOLITAN DISTRICT NO. 2
SCHEDULE OF ASSESSED VALUATION, MILL LEVY, AND PROPERTY TAXES COLLECTED
DECEMBER 31, 2018**

Year Ended <u>December 31,</u>	Prior Year Net Assessed Valuation for Current Year Tax Levy	Mills Levied		Total Property Taxes		Percent Collected to Levied
		General	Debt	Levied	Collected	
2017	\$ 30	30.000	0.000	\$ 1	\$ -	N/A
2018	6,907,660	30.000	0.000	207,230	207,251	100.01%

Estimated for
the Year Ending
December 31, 2019 \$ - 30.000 20.000 \$ -

NOTE:

Property taxes shown as collected in any one year include collection of delinquent property taxes or abatements of property taxes assessed in prior years. This presentation does not attempt to identify specific years of assessments.

CONTINUING DISCLOSURE ANNUAL FINANCIAL INFORMATION

**9TH AVENUE METROPOLITAN DISTRICT NO. 2
SCHEDULE OF ASSESSED VALUATION, MILL LEVY, AND PROPERTY TAXES COLLECTED
9TH AVENUE METROPOLITAN DISTRICT NO. 3
DECEMBER 31, 2018**

Year Ended <u>December 31,</u>	Prior Year Net Assessed Valuation for Current Year Tax Levy	Mills Levied		Total Property Taxes		Percent Collected to Levied
		General	Debt	Levied	Collected	
2017	\$ 30	0.000	0.000	\$ -	\$ -	N/A
2018	5,787,460	10.000	0.000	57,874	57,874	100.00%

Estimated for
the Year Ending
December 31, 2019 \$ - 30.000 20.000 \$ -

NOTE:

Property taxes shown as collected in any one year include collection of delinquent property taxes or abatements of property taxes assessed in prior years. This presentation does not attempt to identify specific years of assessments.

**9TH AVENUE METROPOLITAN DISTRICT NO. 2
 ASSESSED VALUATION CLASSES AND LARGEST TAXPAYERS
 DECEMBER 31, 2018**

<u>Class</u>	<u>Total Assessed Valuation</u>	<u>Percent of Total Assessed Valuation</u>
Commercial	\$ 4,071,690	43.55%
Vacant land	5,275,600	56.44%
State assessed	500	0.01%
Less: TIF Increment	(9,347,790)	-100.00%
Total	<u>\$ -</u>	<u>0.00%</u>

Largest Taxpayers in the District for 2018

<u>Taxpayer Name</u>	<u>2018 Assessed Valuation</u>	<u>Percentage of Total Assessed Valuation</u>
9th Avenue (Denver) LLC	\$ 9,347,290	99.99%
Public Service Company of Colorado	500	0.01%
Total	<u>\$ 9,347,790</u>	<u>100.00%</u>

**9TH AVENUE METROPOLITAN DISTRICT NO. 2
 ASSESSED VALUATION CLASSES AND LARGEST TAXPAYERS
 9TH AVENUE METROPOLITAN DISTRICT NO. 3, ASSESSED VALUATION HISTORY 9TH AND
 COLORADO URBAN REDEVELOPMENT AREA
 DECEMBER 31, 2018**

**9th Avenue Metropolitan District No. 3
2018 Assessed Valuation of Classes of Property in the District**

<u>Class</u>	<u>Total Assessed Valuation</u>	<u>Percent of Total Assessed Valuation</u>
Residential	\$ 3,319,220	45.66%
Vacant land	3,950,150	54.34%
Less: TIF Increment	(7,269,370)	-100.00%
Total	<u>\$ -</u>	<u>0.00%</u>

**9th Avenue Metropolitan District No. 3
Largest Taxpayers in the District for 2018**

<u>Taxpayer Name</u>	<u>2018 Assessed Valuation</u>	<u>Percentage of Total Assessed Valuation</u>
9th Avenue (Denver) LLC	\$ 6,517,200	89.65%
Grep Overture 9CO Owner LLC	752,170	10.35%
Total	<u>\$ 7,269,370</u>	<u>100.00%</u>

**9th and Colorado Urban Redevelopment Area
History of Assessed Valuation**

	<u>Assessed Valuation</u>
2018	\$ 16,617,160