

Southgate Water District

Annual Financial Report

December 31, 2018 and 2017

Table of Contents

	Page
INDEPENDENT AUDITOR'S REPORT	i-ii
REQUIRED SUPPLEMENTARY INFORMATION:	
Management Discussion and Analysis	iii-vii
BASIC FINANCIAL STATEMENTS:	
District-wide Financial Statements:	
Statements of Net Position	1
Statements of Revenues, Expenses and Changes in Net Position	2
Statements of Cash Flows	3
Notes to Basic Financial Statements	4-15
SUPPLEMENTARY INFORMATION:	
Schedule of Revenues and Expenditures with Budget Comparison - 2018	16
Schedule of Revenues and Expenditures with Budget Comparison - 2017	17



**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

Report of Independent Certified Public Accountants

Members of the Board of Directors
Southgate Water District

We have audited the accompanying financial statements of Southgate Water District as of and for the years ended December 31, 2018 and 2017 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 opinion.

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of Southgate Water District, as of December 31, 2018 and 2017, and the respective changes in financial position and cash flows thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.



*An Association of
Independent Accounting Firms*

An independently owned member
RSM US Alliance



Other-Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis 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. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise Southgate Water District's financial statements as a whole. The supplementary information 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
July 23, 2019

Southgate Water District Management Discussion and Analysis

The Southgate Water District (the "District") offers the readers of the District's financial statements this narrative overview and analysis of the District's financial performance during the Fiscal Year ended December 31, 2018. Please read it in conjunction with the financial statements.

CONTENTS

In addition to this Management Discussion and Analysis this annual report includes:

Independent Auditor's Report

Financial Statements- *The financial statements of the District report information about the District using accounting methods similar to those used by private sector companies. These statements offer short and long-term financial information about its activities.*

Statement of Net Position - *The Statement of Net Position provides information about the nature and amounts of investments in resources (assets) and obligations to District creditors (liabilities). It also provides the basis for computing the rate of return, evaluating the capital structure of the District and assessing the liquidity and financial flexibility of the District.*

Statement of Activities- *This statement measures the results of the District's operations over the past year and illustrates the manner in which it has funded its operations and activities. It is the basis for determining profitability and credit worthiness.*

Statement of Cash Flows - *The purpose of this statement is to provide information about the District's cash receipts and payments during the reporting period. This statement reports cash receipts, cash payments, and net changes in cash resulting from operations, investing, and financing activities.*

Notes to the Financial Statements explain in more detail much of the information in the financial statements.

Supplementary Information, consisting of:

Budgetary Comparison Schedule - Budgetary Basis Non-GAAP - 2018

Budgetary Comparison Schedule- Budgetary Basis Non-GAAP - 2017

FINANCIAL ANALYSIS OF THE DISTRICT

One of the most important questions asked about the District's finances is "Is the District as a whole better off or worse off as a result of this year's activities?" The Statement of Net Position and Statement of Activities work to answer that question.

A summary of the District's Statement of Net Position is presented in the following table.

	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>'17-'18 Change</u>	<u>'17-'18 %</u>
Current Assets	\$ 2,441,593	\$ 1,985,883	\$ 2,998,904	\$ 1,013,021	51.01%
Property, Plant & Equipment	37,255,642	37,291,992	39,215,972	1,923,980	5.16%
Other Assets	<u>36,313,510</u>	<u>36,689,112</u>	<u>33,602,083</u>	<u>(3,087,029)</u>	<u>-8.41%</u>
Total Assets	76,010,745	75,966,987	75,816,959	(150,028)	-0.20%
Current Liabilities	<u>370,072</u>	<u>296,362</u>	<u>289,050</u>	<u>(7,312)</u>	<u>-2.47%</u>
Total Liabilities	370,072	296,362	289,050	(7,312)	-2.47%
Net Investment in Capital Assets	40,039,013	39,779,976	41,408,568	1,628,592	4.09%
Restricted-TABOR reserve	46,356	43,926	54,247	10,321	23.50%
Unrestricted	<u>35,555,304</u>	<u>35,846,723</u>	<u>34,065,094</u>	<u>(1,781,629)</u>	<u>-4.97%</u>
Total Net Position	<u>\$ 75,640,673</u>	<u>\$ 75,670,625</u>	<u>\$ 75,527,909</u>	<u>\$ (142,716)</u>	<u>-0.19%</u>

Current Assets are primarily cash held in investment trusts to cover cash flow needs together with funds to cover capital improvement projects. Property, Plant and Equipment and Net Investment in Capital Assets reflect the rigorous application of the GASB Statement No. 34 standards to the capital asset schedule and to the calculation of depreciation..

A summary of the District's activities and changes in net position is presented below.

	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>'17-'18 Change</u>	<u>'17-'18 %</u>
Operating Revenue	\$ 1,524,429	\$ 1,524,469	\$ 1,585,098	\$ 60,629	3.98%
Non-Operating Revenue	<u>133,927</u>	<u>382,983</u>	<u>481,336</u>	<u>98,353</u>	<u>25.68%</u>
Total Revenues	1,658,356	1,907,452	2,066,434	158,982	8.33%
Depreciation Expense	1,734,054	1,766,117	1,807,012	40,895	2.32%
Govt/Admin/Other Operating Expense	<u>1,882,357</u>	<u>1,759,575</u>	<u>2,103,614</u>	<u>344,039</u>	<u>19.55%</u>
Total Expenses	3,616,411	3,525,692	3,910,626	384,934	10.92%
Income/Loss Before Contributions	(1,958,055)	(1,618,240)	(1,844,192)	(225,952)	13.96%
Capital Contributions	<u>2,325,119</u>	<u>1,648,192</u>	<u>1,701,476</u>	<u>53,284</u>	<u>3.23%</u>
	367,064	29,952	(142,716)	(172,668)	-576.48%
Net Position- Beginning of Year	<u>75,273,609</u>	<u>75,640,673</u>	<u>75,670,625</u>	<u>29,952</u>	<u>0.04%</u>
Net Position - End of Year	<u>\$ 75,640,673</u>	<u>\$ 75,670,625</u>	<u>\$ 75,527,909</u>	<u>\$ (142,716)</u>	<u>-0.19%</u>

The District funds its activities from interest earnings, new tap sales (included in Capital Contributions), a service charge collected on the District's behalf by the Denver Water Department, and miscellaneous revenues. The District's property tax was eliminated several years ago. Capital projects are funded by tap fees (included in Capital Contributions) augmented by existing reserve funds.

Operating revenues remained consistent with the prior year. Non-operating revenues increased and are reflective of a improved economy and a increased pace of new development. Through prudent budgeting and accumulation of operational and capital reserves the District is able to maintain established programs at the optimal level of service.

Governmental and Administration Expense and Other Operating Expense reflect a increase of expenditures, due primarily to increased employee compensation. "Income/Loss before Contributions" reflects the effects of expenditures exceeding revenues; and the need to use fiscal reserves. That situation is expected to recover with time and the overall health of the District remains strong as reflected in the Net Position – End of Year.

As you review the Financial Statements you will note that the District follows Government Accounting Standards Board Statement No. 40 (GASB 40) relative to disclosures of deposit and investment risk on the District's cash and investments. You will find that the District invests under the provisions and restraints of a written Investment Policy and conforms to the requirements of the Colorado Public Deposit Protection Act (PDPA) relative to use of eligible public depositories. While the District limits its investments to the more conservative and higher rated instruments allowed under the Colorado Statutes, there is opportunity for diversification and the investment portfolio has been laddered to take advantage of any up-turn in the investment market.

Capital Assets

At the end of 2018, the District had invested \$74.2 million, (less \$35 million in accumulated depreciation), in a broad range of infrastructure, including four water reservoirs (with storage capacity of 11 million gallons), one pump station, approximately 235 miles of transmission and distribution lines, maintenance and administration facilities, vehicles, and equipment, as shown in the following table.

	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>'17-'18 Change</u>	<u>'17-'18 %</u>
Water System	\$ 58,513,258	\$ 59,021,025	\$ 63,835,660	\$ 4,814,635	8.16%
Pumping & Storage	5,907,943	5,907,943	5,907,943	-	0.00%
Studies	566,677	566,677	566,677	-	0.00%
Capital Equipment	1,395,044	1,499,712	1,558,924	59,212	3.95%
Building & Land	1,822,240	1,822,240	2,041,052	218,812	12.01%
Water Rights	237,404	237,404	237,404	-	0.00%
Easements	9,240	9,240	9,240	-	0.00%
Construction in Progress	<u>266,091</u>	<u>1,456,123</u>	<u>94,456</u>	<u>(1,361,667)</u>	-93.51%
Subtotal	68,717,897	70,520,364	74,251,356	3,730,992	5.29%
Accumulated Depreciation	<u>(31,462,256)</u>	<u>(33,228,372)</u>	<u>(35,035,384)</u>	<u>(1,807,012)</u>	5.44%
Net Property Plant & Equipment	<u>\$ 37,255,641</u>	<u>\$ 37,291,992</u>	<u>\$ 39,215,972</u>	<u>\$ 1,923,980</u>	5.16%

This table reflects the results of the GASB 34 asset valuation and depreciation efforts. With completion of the pump station and reservoir improvements the capacity related projects set forth in the District's master plan have been fully satisfied. The District's capital focus now shifts entirely to capital preservation, rehabilitation and replacement in the context of its Asset Management program and long term (50 year) fiscal modeling.

LONG-TERM DEBT

The District has no long-term debt and does not anticipate a need to issue new debt in the foreseeable future.

BUDGETARY HIGHLIGHTS

As required by State Law, the District adopts a budget and appropriates funds for the following year by December 15 of each year. If an amendment is necessary, the Board will approve a supplemental appropriation at a public hearing and file it with the State of Colorado. Budget to actual statements are included as Supplemental Information in the audited financial statements. There were no supplemental appropriations made to the 2017 or 2018 budgets.

The District operates within the context of a 50 year fiscal model. The Board of Directors and Management are attentive and fiscally prudent. The District has been successful in meeting the needs of its constituents within the restraints of the tax and budgetary limitations of Colorado's TABOR Amendment.

The following table presents the District's budget and actual expenditures for 2016, 2017 and 2018:

	2016		2017		2018	
	Budget	Actual	Budget	Actual	Budget	Actual
System Charges	\$ 1,800,000	\$ 1,247,386	\$ 1,300,000	\$ 1,244,510	\$ 1,300,000	\$ 993,014
Investment Income	420,000	133,927	420,000	382,983	500,000	481,336
Rates and Charges	1,350,000	1,427,042	1,508,630	1,490,194	1,568,165	1,549,608
Miscellaneous Income	40,000	97,387	40,000	34,275	40,000	35,490
Total Revenues	\$ 3,610,000	\$ 2,905,742	\$ 3,268,630	\$ 3,151,962	\$ 3,408,165	\$ 3,059,448
Admin & Operations	1,667,448	1,431,627	1,688,000	1,369,055	1,791,545	1,706,450
Professional Services	180,000	155,342	182,000	95,132	150,000	101,776
Capital Outlay	4,653,000	947,216	4,045,000	1,398,785	3,945,000	3,022,530
Total Expenditures	6,500,448	2,534,185	5,915,000	2,862,972	5,886,545	4,830,756
Revenues Less Expenditures	<u>\$ (2,890,448)</u>	<u>\$ 371,557</u>	<u>\$ (2,646,370)</u>	<u>\$ 288,990</u>	<u>\$ (2,478,380)</u>	<u>\$ (1,771,308)</u>

System Charges (tap fees) have been unpredictable in recent years due to the fluctuating market conditions and new construction. These charges were flat year over year. Investment yields and market valuation are improved (reflective of the overall economy), yet still slightly below anticipated returns. At Rates and Charges you will observe the service charge collected through the Denver Water Department. It is anticipated that the service charge will increase over coming years. While we had anticipated the need to expend monies from the District's reserves to cover operational expenses and capital improvements in each of the years: 1) 2018 expenditures increased due to capital outlay in the current year, 2) in 2018, system charges and rate charges were lower than anticipated, while capital outlay did not reach the budgeted expectation. With recognition that capital improvements are usually multi-year undertakings that can be affected by many factors, the District budgets for possible maximum expenditure in any given year and re-budgets the unexpended portion, (for in-progress projects), the following fiscal year to continue the capital program

ECONOMIC CONSIDERATIONS

The District is located in the economically attractive southeast corridor of the Denver metropolitan area and has growth potential for some time to come. Most of the District's infrastructure is in place. The District's water resource needs have been met, (through a well drafted water resource agreement with the Denver Water Department and adjudication of ground water as a backup resource).

—
/s/ **David A. Irish,**
District Manager

Note: This Discussion and Analysis contains some forward-looking statements giving our current expectations or forecasts of future events. You can identify these statements by the fact that they do not refer strictly to historical or current facts and include words such as "anticipate", "estimate", "project", "intend", "plan", "believe", "hope", and other words and terms of similar meaning in connection with any discussion of future operating or financial performance. In particular, these include statements relating to future revenues, capital expenditures, the impact of new accounting pronouncements, and other statements regarding matters that are not historical facts or statements of current condition. There are important factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. We undertake no obligation (and expressly disclaim any such obligation) to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise; except as required by law.

Requests for Information

This financial report is designed to give its readers a general overview of the District's finances. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to:

David Irish, District Manager
Southgate Water District
3722 East Orchard Road
Centennial, CO 80121

Basic Financial Statements

Southgate Water District
Statements of Net Position
December 31, 2018 and 2017

	2018	2017
Assets		
Current assets		
Cash and cash equivalents	\$ 2,284,718	\$ 1,270,382
Receivables		
Accounts receivable	391,711	375,359
Interest	89,021	83,804
Prepays	25,144	37,680
Inventory	208,310	218,658
Total current assets	<u>2,998,904</u>	<u>1,985,883</u>
Property, plant and equipment		
Net of accumulated depreciation (Note 4)	39,215,972	37,291,992
Net property, plant and equipment	<u>39,215,972</u>	<u>37,291,992</u>
Other assets		
Investments (Note 3)	31,409,487	34,201,128
Investment in participation agreement, net (Note 5)	2,192,596	2,487,984
Total other assets	<u>33,602,083</u>	<u>36,689,112</u>
Total assets	<u><u>\$75,816,959</u></u>	<u><u>\$75,966,987</u></u>
Liabilities and Net Position		
Current liabilities		
Accounts and retainage payable	\$ 32,768	\$ 52,593
Accrued liabilities	94,106	88,924
Due to other government (Note 7)	-	-
Advances from developers	162,176	154,845
Total current liabilities	<u>289,050</u>	<u>296,362</u>
Net Position		
Net Investment in capital assets	41,408,568	39,779,976
Restricted - TABOR reserve (Note 9)	54,247	43,926
Unrestricted	34,065,094	35,846,723
Total net position	<u><u>\$75,527,909</u></u>	<u><u>\$75,670,625</u></u>

The accompanying notes are an integral part of these financial statements.

Southgate Water District
Statements of Revenues, Expenses and Changes in Net Position
For the Years Ended December 31, 2018 and 2017

	2018	2017
Operating Revenues		
Rates and service charges	\$ 1,549,608	\$ 1,490,194
Plan review and inspection fees	17,700	20,975
Other income	17,790	13,300
Total operating revenues	<u>1,585,098</u>	<u>1,524,469</u>
Operating expenses		
Accounting and audit	28,838	29,114
Elections	581	-
Conferences and seminars	35,019	28,609
Directors' fees	5,250	6,001
Employee compensation (Note 7)	755,841	733,340
Insurance	42,680	37,312
Legal	22,742	28,521
Office expense	141,347	112,379
Special projects	15,202	17,917
Engineering	50,196	37,497
Maintenance	624,963	326,351
Utilities	76,705	79,705
Small equipment	1,333	613
Ground water protection	7,529	26,828
Depreciation (Note 4)	1,807,012	1,766,117
Amortization (Note 5)	295,388	295,388
Total operating expenses	<u>3,910,626</u>	<u>3,525,692</u>
Operating Income (loss)	<u>(2,325,528)</u>	<u>(2,001,223)</u>
Non-operating revenue		
Investment income	<u>481,336</u>	<u>382,983</u>
Loss Before Contributions	(1,844,192)	(1,618,240)
Capital Contributions (Taps and Conveyed Facilities)	<u>1,701,476</u>	<u>1,648,192</u>
Change in Net Position	(142,716)	29,952
Net position—beginning of year	<u>75,670,625</u>	<u>75,640,673</u>
Net position—end of year	<u>\$ 75,527,909</u>	<u>\$ 75,670,625</u>

The accompanying notes are an integral part of these financial statements.

Southgate Water District
Statements of Cash Flows
For the Years Ended December 31, 2018 and 2017

	2018	2017
Cash flows from operating activities		
Cash received from customers	\$ 1,563,529	\$ 1,500,645
Cash paid to suppliers and others	(1,044,144)	(740,015)
Cash paid to employees for services	<u>(755,841)</u>	<u>(757,630)</u>
Net cash from operating activities	<u>(236,456)</u>	<u>3,000</u>
Cash flows from capital and related financing activities		
Purchases and construction of property and equipment	(3,022,530)	(1,398,785)
Payments to (advances from) developers	7,331	(43,356)
Capital contributed—tap fees	<u>993,014</u>	<u>1,244,510</u>
Net cash from capital and related financing activities	<u>(2,022,185)</u>	<u>(197,631)</u>
Cash flows from investing activities		
Net sale (purchase) of investments	2,791,641	(670,990)
Interest received in investment securities	<u>481,336</u>	<u>382,983</u>
Net cash from investing activities	<u>3,272,977</u>	<u>(288,007)</u>
Net change in cash and cash equivalents	1,014,336	(482,638)
Cash and cash equivalents—beginning of year	<u>1,270,382</u>	<u>1,753,020</u>
Cash and cash equivalents—end of year	<u><u>\$ 2,284,718</u></u>	<u><u>\$ 1,270,382</u></u>
Reconciliation of operating loss to net cash from operating activities		
Operating income (loss)	\$ (2,325,528)	\$ (2,001,223)
Adjustments to reconcile operating loss to net cash from operating activities		
Depreciation	1,807,012	1,766,117
Amortization	295,388	295,388
Change in accounts receivable	(21,569)	(23,824)
Change in prepaids	12,536	(402)
Change in inventory	10,348	(2,702)
Change in accounts payable	(19,825)	(20,668)
Change in accrued liabilities	5,182	14,604
Change in due to other governments	<u>-</u>	<u>(24,290)</u>
Net cash from operating activities	<u><u>\$ (236,456)</u></u>	<u><u>\$ 3,000</u></u>
Schedule of noncash investing, capital and financing activities		
Property contributed by developers (Note 4)	<u><u>\$ 708,462</u></u>	<u><u>\$ 412,972</u></u>

The accompanying notes are an integral part of these financial statements.

Southgate Water District

Notes to Basic Financial Statements

December 31, 2018 and 2017

1. Organization

Organization

Southgate Water District (the District) is a quasi-municipal organization established under the State of Colorado Special District Act. The District was established to develop and provide water transmission, pumping and storage facilities. The water supply is provided by the City and County of Denver. Charges for these services are billed and collected directly from District customers by the City and County of Denver.

2. Significant Accounting Policies

General Accounting Policies

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

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

The District presents its financial statements as an enterprise fund. Enterprise funds are used to account for operations (a) which are intended to be self-supporting through user charges or (b) where the Board of Directors has determined that periodic determination of net income is appropriate for management control and accountability.

The District's records are maintained on the accrual basis of accounting. Revenue is recognized when earned and expenses are recognized when the liability is incurred. Depreciation is computed and recorded as an operating expense. Expenditures for property and equipment are shown as increases in net assets. Tap fees, inclusion fees and contributed water lines are recorded as non-operating revenue when the permits are issued or the services are performed.

Southgate Water District
Notes to Basic Financial Statements (continued)
December 31, 2018 and 2017

2. Summary of Significant Accounting Policies (continued)

Fund Accounting - The District uses a proprietary fund type, as is required by the State of Colorado, and in accordance with generally accepted accounting principles.

Capital Assets- Capital assets consist of property, plant and equipment and are recorded at cost. Contributions from developers are recorded at the developers' cost or estimated fair market value. It is the District's policy to capitalize capital expenditures which exceed \$5,000.

Depreciation has been charged by the straight-line method using the following estimated useful lives:

Building	25 years
External transmission lines	40 years
Pump stations and storage facilities	40 years
Water lines	40 years
Field and office equipment	3-5 years
Master plan studies	5 years

Property Tax - Property owners within the District have not been assessed property taxes for the years ended December 31, 2018 and 2017; however, the District still collects delinquent property taxes assessed.

Budgetary Accounting - In accordance with the Colorado State Budget Law, the District's Board of Directors holds public hearings in the fall of each year to approve the budget and appropriate the funds for the ensuing year.

The District's Board of Directors can modify the budget within the appropriation. The appropriation resolution may be amended only after completion of notification and publication requirements. The budget for the proprietary fund is prepared on a basis other than the financial reporting basis.

Cash Equivalents - For purposes of the statement of cash flows, the District considers cash deposits and highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

Southgate Water District
Notes to Basic Financial Statements (continued)
December 31, 2018 and 2017

2. Summary of Significant Accounting Policies (continued)

Contributed Capital- System charges (tap fees) are recorded as revenue when received. The District, from time to time, requires developers to contract at their expense or pay the cost of certain water distribution facilities. The costs of construction are considered to be contributed capital when conveyed to the District.

Personal Leave Benefits - The District has a policy which allows employees to accumulate personal leave benefits on a monthly basis from the date of employment. Employees may accrue a maximum of 400 hours. (See Note 7, Related Party Transactions)

Inventories- Inventories are valued at the lower of cost or market and consist of expendable supplies.

Net Position - Net position represents the difference between assets and liabilities. Net investment in capital assets, net of related debt, consists of capital assets, net of accumulated depreciation, reduced by the outstanding balances of any borrowing used for the acquisition, construction or improvement of those assets. The net position amount is also adjusted by any bond issuance premiums and discounts. Net position is reported as restricted when there are limitations imposed by creditors, grantors or laws or regulations of other governments. All other net position is reported as unrestricted. The District applies restricted resources first when an expense is incurred for purposes for which both restricted and unrestricted net position are available.

Operations - Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with the District's ongoing operations. The District's principal operating revenues are charges to customers for sales and services. Operating expenses include the cost of sales and services, administrative expenses and depreciation on capital assets. All revenues and expenses not meeting this definition are reported as nonoperating revenues and expenses.

Estimates - The preparation of financial statements, in conformity with generally accepted accounting principles, requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Southgate Water District
Notes to Basic Financial Statements (continued)
December 31, 2018 and 2017

3. Cash Deposits, Marketable Securities and Investments

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 specified by 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 uninsured deposits. The State Regulatory Commissions for banks and savings and loan associations are required by statute to monitor the naming of eligible depositories and reporting of the uninsured deposits and assets maintained in the collateral pools.

Colorado statutes define eligible investments for local governments. These include U.S. Treasury obligations, repurchase agreements, Colorado and local governmental obligations and others.

The District had cash balances on deposit with original maturities of less than three months stated at cost, which approximates market, as follows:

December 31, 2018	Carrying	Bank
Composition of cash balances:		
Cash in checking	<u>\$ 2,284,718</u>	<u>\$ 2,464,198</u>
 December 31, 2017		
Composition of cash balances:		
Cash in checking	<u>\$ 1,270,382</u>	<u>\$ 1,565,188</u>

For deposits, custodial credit risk is the risk that in the event of a bank failure, the District's deposits may not be returned. The District does not have a deposit policy for custodial credit risk. As of December 31, 2018 and 2017, the District's bank balance was not exposed to custodial credit risk. Of the bank balances, \$250,000 was covered by federal depository insurance for each of the years ended December 31, 2018 and 2017.

Southgate Water District

Notes to Basic Financial Statements (continued)

December 31, 2018 and 2017

3. Cash Deposits, Marketable Securities and Investments (continued)

As of December 31, 2018 and 2017, \$2,214,198 and \$1,315,188, respectively, were collateralized by PDPA. Deposits that are exposed to custodial credit risk are collateralized with securities held by the pledging financial institution through PDPA.

The District's cash deposits and investments are categorized to give an indication of the level of risk assumed by the District at year end. Category 1 includes deposits not covered by depository insurance and uncollateralized. Category 2 includes deposits not covered by depository insurance and collateralized with securities held by the pledging financial institution. Category 3 includes deposits not covered by depository insurance and collateralized with securities held by the pledging financial institution's trust department or agent but not in the depositor-government's name. The District has not adopted a formal investment policy.

Investments

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

- obligations of the United States and certain U.S. government agency securities,
- certain international agency securities,
- general obligation and revenue bonds of U.S. local government entities,
- bankers' acceptances of certain banks,
- commercial paper,
- written repurchase agreements collateralized by certain authorized securities,
- certain money market funds,
- guaranteed investment contracts, and
- local government investment pools.

Interest Rate Risk - As a means of limiting its exposure to fair value losses arising from prevailing market interest rates, the District's investment policy states that the weighted average maturity of the portfolio shall be no greater than 2.5 years, and all investments shall have a final maturity not exceeding 5 years from the date of purchase.

Credit Risk - The District's investment policy is to apply the prudent person rule where investments are made as a prudent person would be expected to act. The District's investment policy limits investments in fixed income securities to U.S. Treasury bills, notes and bonds; certificates of deposit; commercial paper; money market mutual funds and local government investment pools. The investment policy limits investments in commercial paper to be rated A-1 by Standard & Poor's, P-1 by Moody's Investors Service or F-1 by

Southgate Water District
Notes to Basic Financial Statements (continued)
December 31, 2018 and 2017

3. Cash Deposits, Marketable Securities and Investments (continued)

Fitch at the time of purchase. Money market mutual funds must be registered as an investment company and have a rating of AAAM by Standard & Poor's, Aaa by Moody's Investors Service or AAAN1+ by Fitch. Investments in time certificates of deposit are not rated and must be in FDIC-insured banks or collateralized in accordance with PDPA.

As of December 31, 2018 and 2017, the District's investments in U.S. Treasuries and U.S. instrumentalities were rated AA+ by Standard & Poor's and Aaa by Moody's Investors Service. The District's investments in certificates of deposit are not rated.

Local Government Investment Pools - As of December 31, 2018, the District had \$780,641 invested in the Colorado Local Government Liquid Asset Trust (Colotrust), an investment vehicle established for local government entities in Colorado to pool surplus funds and is registered with the State Securities Commissioner. Colotrust is rated AAAM by Standard and Poor's. Colotrust operates similarly to a money market fund and each share is equal in value to \$1.00. Colotrust offers shares in two portfolios, Colotrust Prime and Colotrust Plus+. The District funds are only invested in Colotrust Plus+. The portfolio may invest in U.S. Treasury securities and repurchase agreements collateralized by U.S. Treasury securities. A designated custodial bank serves as custodian for Colotrust's portfolios pursuant to a custodian agreement.

Substantially all securities owned by Colotrust are held by the Federal Reserve Bank in the account maintained for the custodial banks. The custodian acts as safekeeping agent for Colotrust investment portfolios and provides services as the depository in connection with direct investments and withdrawals. The custodian's internal records segregate investments owned by Colotrust.

At December 31, 2018, the District had the following investments and maturities:

<u>Investment Type</u>	<u>Fair Value</u>	<u>Maturities</u>
U.S.instrumentality	29,187,310	11/27/20 - 4/10/23
Investment pools	780,641	
Certificates of deposit	<u>1,441,536</u>	4/18/19 - 12/29/19
Total	<u>\$ 31,409,487</u>	

Southgate Water District
Notes to Basic Financial Statements (continued)
December 31, 2018 and 2017

3. Cash Deposits, Marketable Securities and Investments (continued)

At December 31, 2017, the District had the following investments and maturities:

<u>Investment Type</u>	<u>Fair Value</u>	<u>Maturities</u>
U.S.instrumentality	28,999,217	4/30/18 - 12/29/22
Investment pools	2,001,659	
Certificates of deposit	<u>3,200,252</u>	4/30/18 - 12/29/19
Total	<u>\$ 34,201,128</u>	

Concentration of Credit Risk - It is the intent of the District to diversify the investments within the portfolio to avoid incurring unreasonable risks inherent in over-investing in specific instruments, individual financial institutions or maturities. The District's policy specifies that at least 40% of the investment portfolio shall be in U.S. Treasury obligations. The maximum amount of the District's total portfolio that can be invested in federal instrumentality securities is 60%, commercial paper is 10% and 30% of the total portfolio in any combination of money market mutual funds and local government investment pools.

Investments in time certificates of deposit are allowed with maturities not exceeding five years from the trade date. The District's total portfolio was within these limits for the years ended December 31, 2018 and 2017.

Cash deposits and investments, as reflected on the December 31, 2018 statement of net position, are as follows:

Cash & cash equivalents	\$ 2,284,718
Investments	<u>31,409,487</u>
Total	<u>\$ 33,694,205</u>

Cash deposits and investments, as reflected on the December 31, 2017 statement of net position, are as follows:

Cash & cash equivalents	\$ 1,270,382
Investments	<u>34,201,128</u>
Total	<u>\$ 35,471,510</u>

Southgate Water District
Notes to Basic Financial Statements (continued)
December 31, 2018 and 2017

4. Property, Plant and Equipment

In accordance with the policy established by the Board of Directors, the District capitalizes items with a useful life greater than one year. An analysis of the changes in property and equipment for the year ended December 31, 2018 follows:

	Balance December 31, 2017	Additions	Retirements	Balance December 31, 2018
Capital assets, not being depreciated:				
Land	\$ 70,864	\$ -	\$ -	\$ 70,864
Water rights	237,404	-	-	237,404
Easements	9,240	-	-	9,240
Construction in progress	<u>1,456,123</u>	<u>94,456</u>	<u>(1,456,123)</u>	<u>94,456</u>
Total capital assets, not being depreciated	<u>1,773,631</u>	<u>94,456</u>	<u>(1,456,123)</u>	<u>411,964</u>
Capital assets, being depreciated:				
Water system	59,021,025	4,814,635	-	63,835,660
Pumping and storage	5,907,943	-	-	5,907,943
Special projects/studies	566,677	-	-	566,677
Capital equipment	1,499,712	59,212	-	1,558,924
Buildings and improvements	<u>1,751,376</u>	<u>218,812</u>	<u>-</u>	<u>1,970,188</u>
Total capital assets, being depreciated	<u>68,746,733</u>	<u>5,092,659</u>	<u>-</u>	<u>73,839,392</u>
Total capital assets	<u>70,520,364</u>	<u>5,187,115</u>	<u>(1,456,123)</u>	<u>74,251,356</u>
Accumulated depreciation	<u>(33,228,372)</u>	<u>(1,807,012)</u>	<u>-</u>	<u>(35,035,384)</u>
Total capital assets, net	<u>\$ 37,291,992</u>	<u>\$ 3,380,103</u>	<u>\$ (1,456,123)</u>	<u>\$ 39,215,972</u>

Southgate Water District
Notes to Basic Financial Statements (continued)
December 31, 2018 and 2017

4. Property, Plant and Equipment (continued)

A summary of changes in property, plant and equipment for the year ended December 31, 2017 is as follows:

	Balance December 31, 2016	Additions	Retirements	Balance December 31, 2017
Capital assets, not being depreciated:				
Land	\$ 70,864	\$ -	\$ -	\$ 70,864
Water rights	237,404	-	-	237,404
Easements	9,240	-	-	9,240
Construction in progress	<u>266,091</u>	<u>1,190,032</u>	<u>-</u>	<u>1,456,123</u>
Total capital assets, not being depreciated	<u>583,599</u>	<u>1,190,032</u>	<u>-</u>	<u>1,773,631</u>
Capital assets, being depreciated:				
Water system	58,513,258	512,991	(5,224)	59,021,025
Pumping and storage	5,907,943	-	-	5,907,943
Special projects/studies	566,677	-	-	566,677
Capital equipment	1,395,044	104,668	-	1,499,712
Buildings and improvements	<u>1,751,376</u>	<u>-</u>	<u>-</u>	<u>1,751,376</u>
Total capital assets, being depreciated	<u>68,134,298</u>	<u>617,659</u>	<u>(5,224)</u>	<u>68,746,733</u>
Total capital assets	<u>68,717,897</u>	<u>1,807,691</u>	<u>(5,224)</u>	<u>70,520,364</u>
Accumulated depreciation	<u>(31,462,256)</u>	<u>(1,766,116)</u>	<u>-</u>	<u>(33,228,372)</u>
Total capital assets, net	<u>\$ 37,255,641</u>	<u>\$ 41,575</u>	<u>\$ (5,224)</u>	<u>\$ 37,291,992</u>

During 2018 and 2017, developers contributed \$708,462 and \$412,972, respectively, for water lines, easements and water rights.

5. Investment in Participation Agreement to Provide Water System Capacity

On January 26, 1982, the District entered into a participation agreement with the Denver Water Board for the construction of transmission, pumping and storage facilities to provide water services to the District. In consideration of the participation charges paid by the District, recorded at a cost of \$11,815,510, the Denver Water Board has reserved a total system capacity capable of supporting 15,740 equivalent 3/4-inch taps.

Southgate Water District
Notes to Basic Financial Statements (continued)
December 31, 2018 and 2017

**5. Investment in Participation Agreement to Provide Water System Capacity
(continued)**

The Denver Water Board controls the availability of taps. Accumulated amortization on the above costs at December 31, 2018 and 2017 is \$9,622,915 and \$9,327,527, respectively. Amortization expense for each of the years ended December 31, 2018 and 2017 is \$295,388.

6. Employee Retirement Benefits

In 1980, the Southgate Sanitation District adopted a defined contribution money purchase pension plan administered by a third-party trustee. The administrator is responsible for establishing plan benefits, contributions and other provisions and for approving all plan amendments. The plan covers all employees of the District who are age 18 and have entered the plan on January 1 following the date of initial employment and other contribution eligibility criteria. The District amended the plan on October 6, 2009, to allow plan entry for employees who are age 18 on the first day of the month following 6 months of employment.

Employees are fully vested after five years of service. The District contributes 7.5% of total employee compensation. There is no employee contribution required. The District's portion of the contribution attributable to 2018 and 2017 salaries was \$38,836 and \$39,285, respectively. There is no liability on the part of the District beyond the annual contribution. (See Note 7, Related Party Transactions)

7. Related Party Transactions

Management and the Board of Directors of both the District and Southgate Sanitation District are not presently identical, although not required to be. One Board Member presently serves the Water District only. The District has an agreement to reimburse Southgate Sanitation District for costs of services provided by Southgate Sanitation District's employees on behalf of the District. These costs include salaries, payroll expenses and employee benefits. For the years ended December 31, 2018 and 2017, reimbursements under the above agreements were \$755,841 and \$727,783, respectively. Related-party accounts payable was \$0 at December 31, 2018 and 2017, respectively.

Southgate Water District
Notes to Basic Financial Statements (continued)
December 31, 2018 and 2017

7. Related Party Transactions (continued)

The District acquired a one-half interest in the building and related office equipment of Southgate Sanitation District under a capital lease which contained a purchase option under which the District purchased an undivided one-half interest in the building and equipment for \$1 at August 15, 1994.

Subsequent to exercising this purchase option, the District entered into a Joint Use Agreement with Southgate Sanitation District which provides for the joint use or right of use to certain assets and property, regardless of how these assets are titled.

8. Risk Management

The District is exposed to various risks of loss related to lawsuits; torts; thefts of, damage to or destruction of assets; errors or omissions; injuries to employees; natural disasters or environmental liabilities due to the nature of its operations. The District maintains commercial insurance for all risks of loss. Settled claims have not exceeded the commercial insurance coverage in any of the past three years.

In addition, the District has completed a vulnerability assessment and updated the emergency response plan as required by the Environmental Protection Agency of the United States government.

9. Tax Spending and Debt Limitation

In 1992, Colorado voters approved Amendment 1, commonly known as the Taxpayer Bill of Rights (TABOR), which adds a new Section 20 to Article X of the Colorado Constitution. TABOR contains tax, spending, revenue and debt limitations which apply to the State of Colorado and all local governments. Enterprises, defined by TABOR as government-owned businesses authorized to issue revenue bonds and receiving less than 10% of annual revenue in grants from all state and local governments combined, are excluded from the provisions of TABOR.

TABOR establishes 1992 as the initial base for spending and revenue limits. Future spending and revenue limits can be adjusted for inflation and local growth without voter approval. TABOR requires the establishment of Emergency Reserves that must be at least 3% of spending (excluding bonded debt service). Excess funds within the spending and revenue limits can be reserved for general use and, when spent in subsequent years, are not subject to

Southgate Water District
Notes to Basic Financial Statements (continued)
December 31, 2018 and 2017

9. Tax Spending and Debt Limitation (continued)

the spending limits mentioned above. The District's TABOR reserve at December 31, 2018 and 2017 is \$54,247 and \$43,926, respectively.

TABOR requires, with certain exceptions, voter approval prior to imposing new taxes, increasing taxes or spending above the limits prescribed above, increasing a mill levy, extending an expiring tax or implementing a tax policy change directly causing a net tax revenue gain to any local government. Multiple fiscal year debt requires voter approval, except for bond refinancing at lower interest rates or adding employees to existing pension plans.

The District's management believes it is in compliance with the provisions of TABOR. However, TABOR is complex and many of the provisions, including the calculation of fiscal year spending limits, growth factors and qualifications as an Enterprise, will require judicial interpretation.

Supplementary Information

Southgate Water District
Schedule of Revenues and Expenditures with Budget Comparison
For the Year Ended December 31, 2018

	Original and Final Budget	Actual Amounts	Variance Favorable (Unfavorable)
Revenue			
System charges	\$ 1,300,000	\$ 993,014	\$ (306,986)
Investment income	500,000	481,336	(18,664)
Rates and service charges	1,568,165	1,549,608	(18,557)
Plan review /inspection	30,000	17,700	(12,300)
Miscellaneous income	10,000	17,790	7,790
	<u>3,408,165</u>	<u>3,059,448</u>	<u>(348,717)</u>
Total revenue			
Expenditures			
Operating expenditures and capital outlay			
Accounting and audit	38,000	28,838	9,162
Elections	70,000	581	69,419
Conferences and seminars	42,500	35,019	7,481
Directors' fees	9,800	5,250	4,550
Employee compensation	804,245	755,841	48,404
Insurance	41,000	42,680	(1,680)
Legal	32,000	22,742	9,258
Office expense	65,000	36,840	28,160
Network administrative maintenance	51,000	48,991	2,009
Software/subscriptions	50,000	55,516	(5,516)
Special projects	28,000	15,202	12,798
Engineering	80,000	50,196	29,804
Maintenance	478,000	624,963	(146,963)
Utilities	80,000	76,705	3,295
Small equipment	22,000	1,333	20,667
Ground water protection	-	7,529	(7,529)
Capital outlay	3,945,000	3,022,530	922,470
Contingency	50,000	-	50,000
	<u>5,886,545</u>	<u>4,830,756</u>	<u>1,055,789</u>
Total expenditures			
Excess of revenue over expenditures	<u>(2,478,380)</u>	<u>\$ (1,771,308)</u>	<u>\$ 707,072</u>
Beginning funds available	<u>35,060,639</u>		
Ending funds available	<u>\$ 32,582,259</u>		
Reconciling difference between budgetary basis and generally accepted accounting principles (GAAP)			
Excess of revenues over expenditures, budgetary basis		\$ (1,771,308)	
Adjustments			
Revenues which are not revenues for budgetary purposes			
Capital contributions		708,462	
Expenses which are not expenditures for budgetary purposes			
Depreciation		(1,807,012)	
Amortization		(295,388)	
Expenditures for budgetary purposes			
Capital outlay		<u>3,022,530</u>	
Change in Net Position (GAAP basis)		<u>\$ (142,716)</u>	

Southgate Water District
Schedule of Revenues and Expenditures with Budget Comparison
For the Year Ended December 31, 2017

	Original and Final Budget	Actual Amounts	Variance Favorable (Unfavorable)
Revenue			
System charges	\$ 1,300,000	\$ 1,244,510	\$ (55,490)
Investment income	420,000	382,983	(37,017)
Rates and service charges	1,508,630	1,490,194	(18,436)
Plan review /inspection	30,000	20,975	(9,025)
Miscellaneous income	<u>10,000</u>	<u>13,300</u>	<u>3,300</u>
Total revenue	<u>3,268,630</u>	<u>3,151,962</u>	<u>(116,668)</u>
Expenditures			
Operating expenditures and capital outlay			
Accounting and audit	38,000	29,114	8,886
Conferences and seminars	30,000	28,609	1,391
Directors' fees	8,000	6,001	1,999
Employee compensation	804,245	733,340	70,905
Insurance	41,000	37,312	3,688
Legal	24,500	28,521	(4,021)
Office expense	65,000	28,824	36,176
Network administrative maintenance	51,000	53,829	(2,829)
Software/subscriptions	50,000	29,726	20,274
Special projects	23,000	17,917	5,083
Engineering	119,500	37,497	82,003
Maintenance	478,055	326,351	151,704
Utilities	65,700	79,705	(14,005)
Small equipment	22,000	613	21,387
Ground water protection	-	26,828	(26,828)
Capital outlay	4,045,000	1,398,785	2,646,215
Contingency	<u>50,000</u>	<u>-</u>	<u>50,000</u>
Total expenditures	<u>5,915,000</u>	<u>2,862,972</u>	<u>3,052,028</u>
Excess of revenue over expenditures	<u>(2,646,370)</u>	<u>\$ 288,990</u>	<u>\$ 2,935,360</u>
Beginning funds available	<u>35,328,667</u>		
Ending funds available	<u>\$ 32,682,297</u>		
Reconciling difference between budgetary basis and generally accepted accounting principles (GAAP)			
Excess of revenues over expenditures, budgetary basis		\$ 288,990	
Adjustments			
Revenues which are not revenues for budgetary purposes			
Capital contributions		403,682	
Expenses which are not expenditures for budgetary purposes			
Depreciation		(1,766,117)	
Amortization		(295,388)	
Expenditures for budgetary purposes			
Capital outlay		<u>1,398,785</u>	
Change in Net Position (GAAP basis)		<u>\$ 29,952</u>	