

SILVERSTONE METROPOLITAN DISTRICT NO. 2

FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2019

**SILVERSTONE METROPOLITAN DISTRICT NO. 2
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YEAR ENDED DECEMBER 31, 2019**

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INDEPENDENT AUDITORS' REPORT

Board of Directors
Silverstone Metropolitan District No. 2
Frederick, Colorado

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities and the major fund of Silverstone Metropolitan District No. 2, as of and for the year ended December 31, 2019, and the related notes to the financial statements, which collectively comprise the entity'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.

Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' 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 fund of Silverstone Metropolitan District No. 2 as of December 31, 2019, and the respective changes in financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the budgetary comparison information on page 19 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.

Management 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.



CliftonLarsonAllen LLP

Greenwood Village, Colorado
March 10, 2020

SILVERSTONE METROPOLITAN DISTRICT NO. 2
STATEMENT OF NET POSITION
DECEMBER 31, 2019

	Governmental Activities
ASSETS	
Unrestricted Cash and Investments	\$ 17,458
Restricted Cash and Investments	635,250
Due from County Treasurer	180
Prepaid Items	2,126
Property Taxes Receivable	29,785
Total Assets	<u>684,799</u>
LIABILITIES	
Accrued Interest Payable	360,322
Noncurrent Liabilities:	
Due in More Than One Year:	
Series 2018A Bonds	5,500,000
Series 2018B Bonds	4,293,500
Total Liabilities	<u>10,153,822</u>
DEFERRED INFLOWS OF RESOURCES	
Property Tax Revenue	29,785
Total Deferred Inflows of Resources	<u>29,785</u>
NET POSITION	
Restricted for TABOR	1,042
(Unrestricted)	<u>(9,499,850)</u>
Total Net Position	<u><u>\$ (9,498,808)</u></u>

See accompanying Notes to Financial Statements.

SILVERSTONE METROPOLITAN DISTRICT NO. 2
STATEMENT OF ACTIVITIES
YEAR ENDED DECEMBER 31, 2019

Functions/Programs	Expenses	Program Revenue	Net (Expense) Revenue and Changes in Net Position Governmental Activities
Governmental Activities:			
General Government	\$ 8,829,300	\$ -	\$ (8,829,300)
Interest and Related Costs on Long-Term Debt	773,573	-	(773,573)
	<u>\$ 9,602,873</u>	<u>\$ -</u>	<u>\$ (9,602,873)</u>
General Revenues:			
Property Taxes			31,599
Specific Ownership Taxes			2,108
Transfers from District No. 1			3,727
Net Investment Income			1,023
Total General Revenues			<u>38,457</u>
Change in Net Position			(9,564,416)
Net Position - Beginning of Year			<u>65,608</u>
Net Position - End of Year			<u>\$ (9,498,808)</u>

See accompanying Notes to Financial Statements.

SILVERSTONE METROPOLITAN DISTRICT NO. 2
BALANCE SHEET
DECEMBER 31, 2019

	General Fund
ASSETS	
Unrestricted Investments	17,458
Restricted Cash	635,250
Due from County Treasurer	180
Prepaid Items	2,126
Property Taxes Receivable	29,785
Total Assets	\$ 684,799
LIABILITIES	
Total Liabilities	\$ -
DEFERRED INFLOWS OF RESOURCES AND FUND BALANCE	
DEFERRED INFLOWS OF RESOURCES	
Property Tax Revenue	29,785
Total Deferred Inflows of Resources	29,785
FUND BALANCE	
Nonspendable	2,126
Restricted for TABOR	1,042
Restricted for Debt Service	635,250
Unassigned	16,596
Total Fund Balance	655,014
Total Liabilities, Deferred Inflows of Resources, and Fund Balance	\$ 684,799

See accompanying Notes to Financial Statements.

**SILVERSTONE METROPOLITAN DISTRICT NO. 2
RECONCILIATION OF THE BALANCE SHEET OF
GOVERNMENTAL FUND TO THE STATEMENT OF NET POSITION
DECEMBER 31, 2019**

Total Fund Balance - Total Governmental Fund	<u>\$ 655,014</u>
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Amounts reported for governmental activities in the statement of net position
are different because:

Accrued interest payable is recognized for governmental activities, but is not due and payable in the current period and, therefore, is not reported as a liability in the government funds.	(360,322)
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Some liabilities are not due in the current period and, therefore, are not
reported in the fund balance sheet.

Series 2018A Limited Tax Bonds	(5,500,000)
Series 2018B Limited Tax Bonds	<u>(4,293,500)</u>

Net Position of Governmental Activities	<u><u>\$ (9,498,808)</u></u>
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**SILVERSTONE METROPOLITAN DISTRICT NO. 2
STATEMENT OF REVENUES, EXPENDITURES, AND
CHANGES IN FUND BALANCE – GOVERNMENTAL FUND
YEAR ENDED DECEMBER 31, 2019**

	General Fund
REVENUES	
Property Taxes	\$ 31,599
Specific Ownership Taxes	2,108
Intergovernmental - Silverstone Metropolitan District No. 1	3,727
Net Investment Income	1,023
Total Revenues	<u>38,457</u>
EXPENDITURES	
Current:	
Intergovernmental - Silverstone Metropolitan District No. 1	8,825,000
County Treasurer's Fees	478
Audit	1,550
Insurance	1,903
Miscellaneous	369
Debt Service:	
Interest	272,251
Loan Fees	141,000
Total Expenditures	<u>9,242,551</u>
Other Financing Sources	
Proceeds from Developer Advances	4,293,500
Proceeds from Debt Issuance	5,500,000
Total Other Financing Sources	<u>9,793,500</u>
NET CHANGE IN FUND BALANCE	589,406
Fund Balance - Beginning of Year	<u>65,608</u>
FUND BALANCE - END OF YEAR	<u><u>\$ 655,014</u></u>

See accompanying Notes to Financial Statements.

**SILVERSTONE METROPOLITAN DISTRICT NO. 2
RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES, AND
CHANGES IN FUND BALANCE OF THE GOVERNMENTAL FUND TO
THE STATEMENT OF ACTIVITIES
YEAR ENDED DECEMBER 31, 2019**

Net Change in Fund Balance - Total Governmental Fund	\$ 589,406
Amounts reported for governmental activities in the statement of activities are different because:	
An increase in accrued interest does not have any impact on governmental fund expenditures. This transaction, however, does reduce the amount of interest expense on the statement of activities.	(360,322)
Debt proceeds provide current financial resources to the governmental fund; however issuing debt increases long-term liabilities in the statement of net position and does not effect the statement of activities.	
Proceeds from Developer Advances	(4,293,500)
Proceeds from Bond Issuance	<u>(5,500,000)</u>
Change in Net Position of Governmental Activities	<u><u>\$ (9,564,416)</u></u>

See accompanying Notes to Financial Statements.

SILVERSTONE METROPOLITAN DISTRICT NO. 2
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2019

NOTE 1 DEFINITION OF REPORTING ENTITY

Silverstone Metropolitan District No. 2 (District) is a quasi-municipal corporation and political subdivision of the State of Colorado that was organized by order and decree of the District Court in Weld County on June 4, 2008. The District operates under a Consolidated Service Plan with Silverstone Metropolitan District No. 1 (District No. 1) and Silverstone Metropolitan District No. 3 (District No. 3) approved by the Town of Frederick (Town) on February 5, 2008. Pursuant to the Service Plan, District No. 2 and District No. 3, the financing districts, are intended to provide funding to the District. District No. 1, the operating district, is intended to manage the financial, construction and operation and maintenance of such improvements as well as the day-to-day operations and administrative management of all three of the Districts. The operating district will be economically dependent upon intergovernmental revenue received from the financing districts in future years.

District No. 1 has the power to provide water, sanitation, storm drainage, streets, traffic and safety controls, park and recreation improvements and other related improvements for the benefit of taxpayers and service users within the Districts' boundaries. The Service Plan requires the District to convey the constructed improvements to the Town or HOA for ownership and maintenance.

The District has no employees and all services are contracted.

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

The District is not financially accountable for any other organization, nor is the District a component unit of any other primary governmental entity, including District No. 1, District No. 3, and the Town.

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. Governmental activities are normally supported by taxes and intergovernmental revenues.

The statement of net position reports all financial resources of the District. The difference between the assets, liabilities and deferred outflows and inflows of resources of the District is reported as a net position.

SILVERSTONE METROPOLITAN DISTRICT NO. 2
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2019

NOTE 2 SUMMARY OF SIGNIFICATN ACCOUNTING POLICIES (CONTINUED)

Government-Wide and Fund Financial Statements

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

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. Grants and similar items are recognized as revenues as soon as all eligibility requirements imposed by the provider have been met. Construction in progress is shown as an increase in assets.

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the government considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. The major sources of revenue susceptible to accrual are intergovernmental revenue and property taxes. Expenditures generally are recorded when a liability is incurred as under accrual accounting. When both restricted and unrestricted resources are available for use, it is the District's policy to use restricted resources first, then unrestricted resources as they are needed.

The District reports the following major governmental fund:

The General Fund is the District's primary operating fund. It accounts for all financial resources of the general government.

Budgets

In accordance with the State Budget Law, the District's Board of Directors holds public hearings in the fall each year to approve the budget and appropriate the funds for the ensuing year. The appropriation is at the total fund expenditures level and lapses at year-end. The District's Board of Directors can modify the budget by line item within the total appropriation without notification. The appropriation can only be modified upon completion of notification and publication requirements. The budget includes each fund on its basis of accounting unless otherwise indicated. The adopted budgets for the General Fund and Debt Service fund have been consolidated and reflected as the General Fund Budget for financial reporting purposes.

SILVERSTONE METROPOLITAN DISTRICT NO. 2
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2019

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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 are recorded initially as deferred inflows 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.

Fund Balance and Net Position

Net position is reported in the governmental activities and is classified as restricted, unrestricted, or net investment in capital assets. Restrictions of net position represent amounts that are not available for appropriation or are legally restricted. Net investment in capital assets includes the values of capital assets. As of December 31, 2019, fund balances of governmental funds are classified as follows:

Nonspendable – amounts that cannot be spent either because they are not spendable in form or because they are legally or contractually required to be maintained intact. This includes amounts that are not expected to be converted to cash, for example, prepaid amounts.

Restricted – amounts that are subject to externally enforceable legal purpose restrictions imposed by creditors, grantors, contributors, or laws and regulations of other governments; or through constitutional provisions or enabling legislation.

Committed – amounts that are subject to a purpose constraint imposed by a formal action of the Board of Directors. The Board is the highest level of decision-making authority for the District. Commitments may be established, modified or rescinded only through resolutions approved by the Board.

Assigned – amounts that are subject to a purpose constraint that represents an intended use established by the District in its budget process. The purpose of the assignment must be narrower than the purpose of the General Fund.

Unassigned – represents the residual classification for the District's General Fund and could report a surplus or deficit. In 2019, the General Fund reported an unassigned fund balance of \$16,596.

SILVERSTONE METROPOLITAN DISTRICT NO. 2
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2019

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Restricted Fund Balance

Emergency Reserves have been provided for as required by Article X, Section 20 of the Constitution of the State of Colorado (see Note 9). In compliance with this requirement, \$1,042 of the General Fund balance has been restricted.

In 2019, the District reported fund balance restricted for debt service of \$635,250.

The District's order of fund balance spending policy is to apply expenditures against restricted fund balance, committed fund balance, assigned fund balance, and unassigned fund balance. The District reserves the right to selectively spend unassigned fund balance.

NOTE 3 CASH AND INVESTMENTS

Cash and investments reflected on the statement of net position as of December 31, 2019 consist of the following:

Restricted Cash	\$ 635,250
Unrestricted Investments	17,458
Total Cash and Investments	<u>\$ 652,708</u>

Cash Deposits

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 equal to the aggregate uninsured deposits.

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

The District's cash deposits were covered under PDPA and not subject to custodial credit risk. At December 31, 2019, the District's cash deposits had a carrying balance of \$635,250.

SILVERSTONE METROPOLITAN DISTRICT NO. 2
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2019

NOTE 3 CASH AND INVESTMENTS (CONTINUED)

Investments

The District has not adopted a formal investment policy; however, it follows state statutes regarding investments. The District also follows investment policies in bond or note agreements when those agreements are more restrictive than state statutes. 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 disclosure requirements or subject to investment custodial credit risk for investments that are in the possession of another party.

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 World Bank 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
- Local government investment pools *
- Certain reverse repurchase agreements
- Certain corporate bonds
- Certain securities lending agreements

As of December 31, 2019, the District had the following investments:

<u>Investment</u>	<u>Maturity</u>	<u>Amortized Cost</u>
Colorado Surplus Asset Fund Trust	Less than One Year	<u>\$ 17,458</u>

Colorado Surplus Asset Trust Fund *

As of December 31, 2019, the District had invested \$17,458 in the Colorado Surplus Asset Fund 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 is rated AAAM by Standard & Poor's and is valued at amortized cost. Based on the valuation method, additional disclosures are not required under GASB Statement No. 72.

SILVERSTONE METROPOLITAN DISTRICT NO. 2
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2019

NOTE 4 RELATED PARTY

Two of the four members of the Board of Directors are employees or are associated with Bellock Construction Company, construction manager and accountants for the District. During 2019, Districts No. 1, No. 2, and No. 3 had the same Board of Directors (see Note 7).

Accounting Services Agreement

An accounting services contract was entered into with Bellock Construction Company on July 24, 2008. Under this agreement, accounting services are provided to both District No. 1 and District No. 2 at the hourly rates of Bellock Construction Company employees. During 2019, the District did not incur accounting service fees.

NOTE 5 LONG TERM OBLIGATIONS

The District's long-term obligations consist of the following for the year ended December 31, 2019:

	Balance at January 1, 2019	Additions	Reductions	Balance at December 31, 2019	Due Within One Year
Series 2018A Limited Tax Bonds	\$ -	\$ 5,500,000	\$ -	\$ 5,500,000	\$ -
Series 2018B Limited Tax Notes	-	4,293,500	-	4,293,500	-
Total	<u>\$ -</u>	<u>\$ 9,793,500</u>	<u>\$ -</u>	<u>\$ 9,793,500</u>	<u>\$ -</u>

Series 2018A Limited Tax Revenue Bonds

On January 7, 2019 the District issued \$5,500,000 of Limited Tax Revenue Bonds. The Bonds will mature on December 1, 2024 and bear interest at a rate of 5.50% payable on June 1 and December 1 to the registered owners of the Bonds from their date of delivery to maturity on each interest payment. The Series 2018A Bonds did not involve a public offering, and the bonds were issued for the purpose of funding the projects under the Service Plan, funding capitalized interest on the Bonds for a period of three years, and paying the costs of issuance of the Bonds. The Bonds constitute limited tax revenue bond obligations of the District as provided herein. The Bonds, together with the interest, shall be payable solely from and to the extent of the Pledged Revenues. Pledge Revenues consist of (i) amounts collected by the District from the imposition of the Required Mill Levy (ii) amounts received from District No. 1 and District No. 3 pursuant to the pledge agreement dated January 1, 2019. The Bonds shall constitute an irrevocable lien upon the Pledged Revenues. Additionally, a guaranty agreement dated January 1, 2019 was made by Silverstone Development Company, Inc. in favor of the bond holders. The agreement states that in the case of the failure or inability of the District to pay any guaranteed obligation when due, the Guarantor irrevocably and unconditionally agrees to pay the amounts due. The District paid \$272,251 of interest and incurred \$297,458 of interest expense for the year ended December 31, 2019.

SILVERSTONE METROPOLITAN DISTRICT NO. 2
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2019

NOTE 5 LONG TERM OBLIGATIONS (CONTINUED)

The 2018A Limited Tax Revenue Bonds will mature as follows:

Year Ending December 31,	Principal	Interest	Total
2020	\$ -	\$ 302,500	\$ 302,500
2021	-	302,500	302,500
2022	-	302,500	302,500
2023	-	302,500	302,500
2024	5,500,000	277,292	5,777,292
Total	<u>\$ 5,500,000</u>	<u>\$ 1,487,292</u>	<u>\$ 6,987,292</u>

Series 2018B Limited Tax Revenue Notes

On January 7, 2019 the District issued Limited Tax Revenue Notes aggregating a maximum of \$11,000,000 par value, and the Notes will mature on December 1, 2048. The Series 2018B Bonds was sold exclusively to Silverstone Metropolitan District Development Company, Inc. The Notes are issued as draw-down Notes. The Notes are issued in Authorized Denominations equal to the principal amount of the Notes as of any given date which shall be equal to (i) the total amount of principal advanced, less (ii) any payment of principal on the Notes received by the registered owner thereof. The Limited Tax Revenue Notes bear an interest rate of 8% payable on each December 1, commencing on December 1, 2019 to the extent of the ability of subordinate revenues. The Notes are subordinate, limited revenue obligations of the District payable solely from the Subordinate Pledged Revenue, after payment of any outstanding Series 2018A Bonds, and the District's current and annual reasonable operation, maintenance and administrative obligations and reasonable budgetary reserves. The bonds constitute an irrevocable lien upon the Subordinate Pledged Revenue, and due to the limited nature of the Subordinate Pledged Revenue, failure to pay principal or interest on the bonds when due shall not constitute an event of default.

On January 7, 2019 The District initially drew \$4,047,500 on the Notes, and two additional draws of \$141,000 and \$105,000 were made before the end of January 2019 bringing the total outstanding principal to \$4,293,500. The District incurred \$335,114 of interest expense for the year ended December 31, 2019.

Debt Authorization

On May 6, 2008 The District voters approved \$120,000,000 of revenue obligation debt at an interest rate not to exceed 18% per annum. At December 31, 2019, the unissued indebtedness of \$110,206,500 for parks and recreation, streets and traffic controls, water, sewer and storm drainage, and safety or refunding the obligations issued for such purposes. In the future, the District may issue a portion or all of the remaining authorized but unissued general obligation debt for purposes of providing public improvements to support development as it occurs within the District's service area.

SILVERSTONE METROPOLITAN DISTRICT NO. 2
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2019

NOTE 6 INTERGOVERNMENTAL REVENUES AND EXPENDITURES

The following intergovernmental revenue and expenses occurred during fiscal year ended December 31, 2019:

	Silverstone Metropolitan District No. 1	Silverstone Metropolitan District No. 2	Silverstone Metropolitan District No. 3	Total Revenues
Silverstone Metropolitan:				
District No. 1	\$ -	\$ 8,825,000	\$ 60,000	\$ 8,885,000
District No. 2	3,727	-	-	3,727
District No. 3	3,713	-	-	3,713
Total Expenditures	<u>\$ 7,440</u>	<u>\$ 8,825,000</u>	<u>\$ 60,000</u>	<u>\$ 8,892,440</u>

NOTE 7 INTERGOVERNMENTAL PLEDGE AGREEMENT

On January 1, 2019 Silverstone Metropolitan Districts No.1, No. 2, and No. 3 entered into a pledge agreement outlining that the Districts shall be collectively liable for the repayment of the Bonds from a respective pledge of revenues available from the imposition of (50) mills, (subject to the change of the residential assessment ratio by the Colorado Legislature) by each District imposed on all taxable property within each District (the "Mill Levy Revenue"), and that such cost sharing allocation is fair and reasonably related to the relative benefit each District receives. Each District, while the Bonds are outstanding, shall annually levy and certify fifty (50), (subject to the change of the residential assessment ratio by the Colorado Legislature) mills upon all taxable property within their boundaries. While the Bonds are outstanding, each District, after receipt of funds sufficient to pay its annual budgeted O&M Costs and Town IGA Costs, hereby agrees to annually pledge its share of the Bond repayment costs as may be funded from its Mill Levy Revenue (the "Pledged Revenue").

NOTE 8 DISTRICT FACILITIES CONSTRUCTION AND SERVICE AGREEMENT (SERVICE CONTRACT) AND OTHER AGREEMENTS

District Facilities Construction and Service Agreement

In order to implement the Service Plan, the District entered into an intergovernmental agreement with Districts No. 1 and No. 3. The agreement shall remain in full force and effect until such time as each of the terms and conditions have been performed in their entirety or until the agreement is terminated by mutual written agreement by the Districts.

The District is to construct the facilities benefiting all of the Districts and transfer them to the Town. Districts No. 2 and No. 3 will, to the extent that it is to benefit, pay the capital costs and the service costs of operation and maintenance of such facilities.

SILVERSTONE METROPOLITAN DISTRICT NO. 2
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2019

**NOTE 8 DISTRICT FACILITIES CONSTRUCTION AND SERVICE AGREEMENT
(SERVICE CONTRACTS) AND OTHER AGREEMENTS (CONTINUED)**

Districts No. 2 and No. 3 are required to fund, on an annual basis, the amount of actual service costs that it would be capable of funding through property tax revenue plus other fee revenue as determined in the annual budget. If the District disagrees as to the amount to be paid, then Districts No. 2 and No. 3 must pay District No. 1 the amount set forth in the annual budget. During fiscal year 2017, the Colorado legislature reduced the residential assessment ratio from 7.96% to 7.20% causing the property tax mill rate for general obligation bonds and service costs to increase from 50 mills to 55.275 mills. The residential assessment ratio decreased to 7.15% in 2019 causing the mills to increase to 55.663 for taxes to be collected in 2020.

NOTE 9 RISK MANAGEMENT

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

The District is a member of the Colorado Special Districts Property and Liability Pool (Pool) as of December 31, 2019. 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 during the past three years.

The District pays annual premiums to the Pool for liability 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.

NOTE 10 TAX, SPENDING AND DEBT LIMITATIONS

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

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

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

SILVERSTONE METROPOLITAN DISTRICT NO. 2
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2019

NOTE 10 TAX, SPENDING AND DEBT LIMITATIONS (CONTINUED)

On May 6, 2008, a majority of the District's electors authorized the District to collect and spend or retain in a reserve all annual District revenue without regard to any limitations under TABOR.

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.

REQUIRED SUPPLEMENTARY INFORMATION

SILVERSTONE METROPOLITAN DISTRICT NO. 2
SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES IN
FUND BALANCE – BUDGET AND ACTUAL
GENERAL FUND
YEAR ENDED DECEMBER 31, 2019

	Original and Final Budgeted Amounts	Actual	Variance with Final Budget Positive (Negative)
REVENUES			
Property Taxes	\$ 31,599	31,599	\$ -
Specific Ownership Taxes	1,580	2,108	528
Intergovernmental - Silverstone			
Metropolitan District No. 1	105,000	3,727	(101,273)
Net Investment Income	-	1,023	1,023
Total Revenues	<u>138,179</u>	<u>38,457</u>	<u>(99,722)</u>
EXPENDITURES			
Current:			
Intergovernmental - Silverstone			
Metropolitan District No. 1	9,000,000	8,825,000	175,000
County Treasurer's Fees	474	478	(4)
Audit	1,650	1,550	100
Insurance	2,000	1,903	97
Miscellaneous	1,350	369	981
Debt Service:			
Interest	302,500	272,251	30,249
Loan Fees	100,000	141,000	(41,000)
Total Expenditures	<u>9,407,974</u>	<u>9,242,551</u>	<u>165,423</u>
EXCESS REVENUES OVER (UNDER)	(9,269,795)	(9,204,094)	65,701
EXPENDITURES			
Other Financing Sources			
Proceeds from Developer Advances	4,407,500	4,293,500	114,000
Proceeds from Debt Issuance	5,500,000	5,500,000	-
Total Other Financing Sources	<u>9,907,500</u>	<u>9,793,500</u>	<u>114,000</u>
Fund Balances - Beginning of Year	<u>48,885</u>	<u>65,608</u>	<u>16,723</u>
FUND BALANCES - END OF YEAR	<u>\$ 686,590</u>	<u>\$ 655,014</u>	<u>\$ 196,424</u>