

SALISBURY HEIGHTS METROPOLITAN DISTRICT

Financial Statements

Year Ended December 31, 2019

with

Independent Auditor's Report

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Independent Auditor's Report

Board of Directors
Salisbury Heights Metropolitan District
Douglas County, Colorado

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities and each major fund of Salisbury Heights Metropolitan District (the "District") as of and for the year ended December 31, 2019, 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; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each major fund of Salisbury Heights Metropolitan District as of December 31, 2019, and the respective changes in financial position and the respective budgetary comparison for the general fund for the year then ended in accordance with accounting principles generally accepted in the United States.

Other Matters

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

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

The continuing disclosure annual financial information, as listed in the table of contents, has not been subject to the auditing procedures applied in the audit of the basic financial statements and, accordingly, we do not express an opinion or provide any assurance on them.

Wipfli LLP
Lakewood, Colorado

September 24, 2020

Salisbury Heights Metropolitan District

BALANCE SHEET/STATEMENT OF NET POSITION
GOVERNMENTAL FUNDS
December 31, 2019

	<u>General</u>	<u>Debt Service</u>	<u>Capital Projects</u>	<u>Total</u>	<u>Adjustments</u>	<u>Statement of Net Position</u>
ASSETS						
Cash and investments	\$ 116,071	\$ -	\$ -	\$ 116,071	\$ -	\$ 116,071
Cash and investments - restricted	1,142	324,526	42,709	368,377	-	368,377
Receivable - County Treasurer	352	1,077	-	1,429	-	1,429
Property taxes receivable	38,880	166,020	-	204,900	-	204,900
Prepaid expenses	<u>400</u>	<u>-</u>	<u>-</u>	<u>400</u>	<u>-</u>	<u>400</u>
Total Assets	<u>\$ 156,845</u>	<u>\$ 491,623</u>	<u>\$ 42,709</u>	<u>\$ 691,177</u>	<u>-</u>	<u>691,177</u>
LIABILITIES						
Accounts payable	\$ 11,500	\$ -	\$ -	\$ 11,500	-	11,500
Accrued interest	-	-	-	-	122,942	122,942
Long-term liabilities:						
Due within one year	-	-	-	-	10,000	10,000
Due in more than one year	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>4,239,799</u>	<u>4,239,799</u>
Total Liabilities	<u>11,500</u>	<u>-</u>	<u>-</u>	<u>11,500</u>	<u>4,372,741</u>	<u>4,384,241</u>
DEFERRED INFLOWS OF RESOURCES						
Deferred property taxes	<u>38,880</u>	<u>166,020</u>	<u>-</u>	<u>204,900</u>	<u>-</u>	<u>204,900</u>
Total Deferred Inflows of Resources	<u>38,880</u>	<u>166,020</u>	<u>-</u>	<u>204,900</u>	<u>-</u>	<u>204,900</u>
FUND BALANCES/NET POSITION						
Fund Balances:						
Nonspendable:						
Prepays	400	-	-	400	(400)	-
Restricted:						
Emergencies	1,142	-	-	1,142	(1,142)	-
Debt service	-	325,603	-	325,603	(325,603)	-
Capital projects	-	-	42,709	42,709	(42,709)	-
Unassigned	<u>104,923</u>	<u>-</u>	<u>-</u>	<u>104,923</u>	<u>(104,923)</u>	<u>-</u>
Total Fund Balances	<u>106,465</u>	<u>325,603</u>	<u>42,709</u>	<u>474,777</u>	<u>(474,777)</u>	<u>-</u>
Total Liabilities, Deferred Inflows of Resources and Fund Balances	<u>\$ 156,845</u>	<u>\$ 491,623</u>	<u>\$ 42,709</u>	<u>\$ 691,177</u>		
Net Position:						
Restricted for:						
Emergencies					1,142	1,142
Debt service					202,661	202,661
Capital projects					42,709	42,709
Unrestricted					<u>(4,144,476)</u>	<u>(4,144,476)</u>
Total Net Position					<u>\$(3,897,964)</u>	<u>\$(3,897,964)</u>

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

Salisbury Heights Metropolitan District

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

For the Year Ended December 31, 2019

	<u>General</u>	<u>Debt Service</u>	<u>Capital Projects</u>	<u>Total</u>	<u>Adjustments</u>	<u>Statement of Activities</u>
EXPENDITURES						
Accounting and audit	\$ 8,921	\$ -	\$ -	\$ 8,921	\$ -	\$ 8,921
Insurance	3,145	-	-	3,145	-	3,145
Legal and election	9,626	-	-	9,626	-	9,626
Management	4,191	-	-	4,191	-	4,191
Miscellaneous expenses	176	-	-	176	-	176
Treasurer's fees	589	1,770	-	2,359	-	2,359
Bond interest expense	-	128,975	-	128,975	44,680	173,655
Trustee fees	-	5,500	-	5,500	-	5,500
Interest expense - developer advance	-	-	-	-	92,020	92,020
Total Expenditures	<u>26,648</u>	<u>136,245</u>	<u>-</u>	<u>162,893</u>	<u>136,700</u>	<u>299,593</u>
GENERAL REVENUES						
Property taxes	39,047	118,107	-	157,154	-	157,154
Specific ownership taxes	3,916	11,846	-	15,762	-	15,762
Interest income	1,574	5,631	682	7,887	-	7,887
Total General Revenues	<u>44,537</u>	<u>135,584</u>	<u>682</u>	<u>180,803</u>	<u>-</u>	<u>180,803</u>
NET CHANGES IN FUND BALANCES	17,889	(661)	682	17,910	(17,910)	
CHANGE IN NET POSITION					(118,790)	(118,790)
FUND BALANCES/NET POSITION:						
BEGINNING OF YEAR	<u>88,576</u>	<u>326,264</u>	<u>42,027</u>	<u>456,867</u>	<u>(4,236,041)</u>	<u>(3,779,174)</u>
END OF YEAR	<u>\$ 106,465</u>	<u>\$ 325,603</u>	<u>\$ 42,709</u>	<u>\$ 474,777</u>	<u>\$ (4,372,741)</u>	<u>\$ (3,897,964)</u>

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

Salisbury Heights Metropolitan District

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

For the Year Ended December 31, 2019

	Original & Final		Variance
	Budget	Actual	Favorable (Unfavorable)
REVENUES			
Property taxes	\$ 39,048	\$ 39,047	\$ (1)
Specific ownership taxes	2,338	3,916	1,578
Interest income	-	1,574	1,574
Total Revenues	41,386	44,537	3,151
EXPENDITURES			
Accounting and audit	9,500	8,921	579
Insurance	3,500	3,145	355
Legal and election	15,000	9,626	5,374
Management	4,000	4,191	(191)
Miscellaneous expenses	1,000	176	824
Treasurer's fees	586	589	(3)
Contingency	87,049	-	87,049
Emergency reserve	1,008	-	1,008
Total Expenditures	121,643	26,648	94,995
NET CHANGE IN FUND BALANCE	(80,257)	17,889	98,146
FUND BALANCE:			
BEGINNING OF YEAR	80,258	88,576	8,318
END OF YEAR	\$ 1	\$ 106,465	\$ 106,464

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

SALISBURY HEIGHTS METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2019

Note 1: Summary of Significant Accounting Policies

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

Definition of Reporting Entity

The District was organized on July 15, 2014 as a quasi-municipal corporation established under the State of Colorado Special District Act. The District was established to finance and construct certain public infrastructure improvements that benefit the citizens of the District. The District's primary revenues are property taxes. The District is governed by an elected Board of Directors.

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

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

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

Basis of Presentation

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

SALISBURY HEIGHTS METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2019

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

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

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

Measurement Focus, Basis of Accounting and Financial Statement Presentation

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

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

The District reports the following major governmental funds:

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

SALISBURY HEIGHTS METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2019

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

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

Budgetary Accounting

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

Assets, Liabilities and Net Position

Fair Value of Financial Instruments

The District's financial instruments include cash and cash equivalents, accounts receivable and accounts payable. The District estimates that the fair value of all financial instruments at December 31, 2019, does not differ materially from the aggregate carrying values of its financial instruments recorded in the accompanying balance sheet. The carrying amount of these financial instruments approximates fair value because of the short maturity of these instruments.

Deposits and Investments

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

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

Estimates

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

SALISBURY HEIGHTS METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2019

Deferred Outflows/Inflows of Resources

In addition to assets, the statement of financial position will sometimes report a separate section for deferred outflows of resources. This separate financial statement element, *deferred outflows of resources*, represents a consumption of net position that applies to a future period(s) and so will not be recognized as an outflow of resources (expense/expenditure) until then. The District does not have any items that qualify for reporting in this category.

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

Capital Assets

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

The costs of normal maintenance and repairs that do not add to the value of the assets or materially extend the life of the asset are not capitalized. Improvements are capitalized and depreciated over the remaining useful lives of the related fixed assets, as applicable using the straight-line method. Depreciation on property that will remain assets of the District is reported on the Statement of Activities as a current charge. Improvements that will be conveyed to other governmental entities are classified as construction in progress and are not depreciated. Land and certain landscaping improvements are not depreciated.

The District has conveyed all of the capital improvements of the District to other entities. As a result, the capital improvements owned by the District have been removed from the District's assets.

SALISBURY HEIGHTS METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2019

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 taxpayers' election, in February and June. Delinquent taxpayers are notified in July or August and the sales of the resultant tax liens on delinquent properties are generally held in November or December. The County Treasurer remits the taxes collected monthly to the District.

Property taxes, net of estimated uncollectible taxes, are recorded initially as deferred inflows in the year they are levied and measurable since they are not normally available nor are they budgeted as a resource until the subsequent year. The deferred property taxes are recorded as revenue in the subsequent year when they are available or collected.

Long-Term Obligations

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

Developer Advances

Developer advances are not considered liabilities until the funds are actually received by the District.

Fund Equity

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

Nonspendable Fund Balance

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

SALISBURY HEIGHTS METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2019

Restricted Fund Balance

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

The restricted fund balance in the General Fund represents Emergency Reserves that have been provided as required by Article X, Section 20 of the Constitution of the State of Colorado. A total of \$1,142 of the General Fund balance has been restricted in compliance with this requirement.

The restricted fund balance in the Debt Service Fund in the amount of \$325,600 is restricted for the payment of the debt service costs associated with Series 2017 Bonds (see Note 3).

The restricted fund balance in the Capital Projects Fund in the amount of \$42,709 is restricted for the payment of the costs for capital improvements within the District.

Committed Fund Balance

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

Assigned Fund Balance

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

Unassigned Fund Balance

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

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

Net Position

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

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

SALISBURY HEIGHTS METROPOLITAN DISTRICT

Notes to Financial Statements
December 31, 2019

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

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

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

Note 2: Cash and Investments

As of December 31, 2019, cash and investments are classified in the accompanying financial statements as follows:

Statement of Net Position:	
Cash and investments	\$ 116,071
Cash and investments - Restricted	<u>368,377</u>
Total	<u>\$ 484,448</u>

Cash and investments as of December 31, 2019 consist of the following:

Deposits with financial institutions	\$ 55,031
COLOTRUST	112,423
Investments – Fidelity Investments Money Market Treasury Portfolio – Class IV Fund	<u>316,994</u>
	<u>\$ 484,448</u>

Deposits

Custodial Credit Risk

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

The District follows state statutes for deposits. None of the District’s deposits were exposed to custodial credit risk.

SALISBURY HEIGHTS METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2019

Investments

Investment Valuation

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

Credit Risk

The District's investment policy requires that the District follow state statutes for investments. Colorado statutes specify the types of investments meeting defined rating and risk criteria in which local governments may invest. These investments include obligations of the United States and certain U.S. Government agency entities, certain money market funds, guaranteed investment contracts, and local government investment pools.

Custodial and Concentration of Credit Risk

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

Interest Rate Risk

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

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

COLOTRUST

The local government investment pool, Colorado Local Government Liquid Asset Trust ("COLOTRUST") is rated AAAM by Standard & Poor's with a weighted average maturity of under 60 days. COLOTRUST is an investment trust/joint venture established for local government entities in Colorado to pool surplus funds. The State Securities Commissioner administers and enforces all State statutes governing COLOTRUST. COLOTRUST records its investments at fair value and the District records its investment in COLOTRUST using the net asset value method. COLOTRUST operates similarly to a money market fund with each share maintaining a value of \$1.00. COLOTRUST offers shares in two portfolios, COLOTRUST PRIME and COLOTRUST PLUS+. Both investments consist of U.S. Treasury bills and notes and repurchase agreements collateralized by U.S. Treasury securities. COLOTRUST PLUS+ may also invest in certain obligations of U.S. government agencies, highest rated commercial paper and repurchase agreements collateralized by certain obligations of U.S. government agencies. Designated custodian banks provide safekeeping and depository services to COLOTRUST. Substantially all securities owned by COLOTRUST are held by the Federal Reserve Bank in the accounts maintained for the custodian banks. The custodians' internal records identify the investments owned by COLOTRUST. At December 31, 2019, the District had \$112,423 invested in COLOTRUST.

SALISBURY HEIGHTS METROPOLITAN DISTRICT

Notes to Financial Statements
December 31, 2019

Fidelity Investments Money Market Treasury Portfolio – Class IV Fund

During 2019, the District’s funds that were included in the trust accounts at UMB Bank were invested in the Fidelity Investments Money Market Treasury Portfolio – Class IV Fund (“Portfolio”). This Portfolio is a money market fund and each share is equal in value to \$1.00. All investments within the Portfolio are recorded at fair value and the District records its investment in the Portfolio at NAV. The Portfolio is AAAM rated and invests exclusively in U.S. Treasury securities and repurchase agreements collateralized by U.S. Treasury securities. The maturity of the underlying securities is 32 days or less. As of December 31, 2019, the District has \$316,994 invested in the fund, all of which was restricted for the repayment of bond principal and interest.

Note 3: Long-Term Debt

The following is an analysis of changes in long-term debt for the year ending December 31, 2019:

	Balance 1/1/2019	Additions	Deletions	Balance 12/31/2019	Current Portion
General Obligation Bonds Series 2017A	\$2,345,000	\$ -	\$ -	\$2,345,000	\$ 10,000
Subordinate GO Bonds Series 2017B	509,000	-	-	509,000	-
Developer advance - Capital	1,150,245	-	-	1,150,245	-
Interest on Developer Advance - Capital	153,534	92,020	-	245,554	-
Total	<u>\$4,157,779</u>	<u>\$ 92,020</u>	<u>\$ -</u>	<u>\$4,249,799</u>	<u>\$ 10,000</u>

A description of the long-term obligations as of December 31, 2019, is as follows:

\$2,345,000 General Obligation (Limited Tax Convertible to Unlimited Tax) Bonds, Series 2017A and \$509,000 Subordinate General Obligation Limited Tax Bonds, Series 2017B

On May 3, 2017, the District issued \$2,345,000 of General Obligation (Limited Tax Convertible to Unlimited Tax) Bonds, Series 2017A (“Series 2017A Bonds”), and \$509,000 of Subordinate General Obligation Limited Tax Bonds, Series 2017B (“Series 2017B Bonds”), for the purpose of funding and reimbursing a portion of the costs of certain Public Improvements and paying the cost of issuance of the Bonds, and, with respect to the Series 2017A Bonds only, funding the Senior Reserve Fund and funding a portion of interest to accrue on the Series 2017A Bonds. The Series 2017A Bonds bear interest at the rate of 5.500%, payable semiannually on each June 1 and December 1, commencing on June 1, 2017. The Series 2017B Bonds bear interest at the rate of 7.75%, payable annually on December 15, commencing on December 15, 2017, to the extent that Pledged Revenue is available. The Series 2017A Bonds are subject to a mandatory sinking fund redemption commencing on December 1, 2020 and are subject to redemption prior to maturity, at the option of the District, as a whole or in integral multiples of \$1,000, in any order of maturity and in whole or partial maturities, commencing on December 1, 2022, upon payment of par, accrued interest, and a redemption premium that ranges between 0% and 3%.

SALISBURY HEIGHTS METROPOLITAN DISTRICT

Notes to Financial Statements
December 31, 2019

The Series 2017A Bonds are secured by the Senior Required Mill Levy, the Capital Fees, if any, the portion of the Specific Ownership Tax which is collected as a result of the Senior Required Mill Levy, and any other legally available moneys as determined by the District. The Series 2017A Bonds are also secured by the Senior Reserve Fund and the Senior Surplus Fund. The Series 2017B Bonds are secured by the Subordinate Required Mill Levy, the Subordinate Capital Fee Revenue, if any, the portion of the Specific Ownership Tax which is collected as a result of the Subordinate Required Mill Levy, and any other legally available moneys as determined by the District.

The following is a summary of the annual long-term debt principal and interest requirements for the Series 2017A Bonds. Due to the uncertainty in the timing of principal and interest payments on the 2017B Bonds no summary is presented.

	Principal	Interest	Total
2020	\$ 10,000	\$ 128,975	\$ 138,975
2021	20,000	128,425	148,425
2022	25,000	127,325	152,325
2023	25,000	125,950	150,950
2024	30,000	124,575	154,575
2025-2029	195,000	595,375	790,375
2030-2034	300,000	530,750	830,750
2035-2039	435,000	434,225	869,225
2040-2044	625,000	294,800	919,800
2045-2047	680,000	86,625	766,625
	\$ 2,345,000	\$ 2,577,025	\$ 4,922,025

Debt Authorization

As of December 31, 2019, the District had remaining voted debt authorization of approximately \$40,501,000. The District has not budgeted to issue any new debt during 2020. Per the District's Service Plan, the District can not issue debt in excess of \$3,335,000.

Note 4: Agreements

Operation Funding Agreements

The District and the Developer have entered into Operation Funding Agreements for each of the years 2014-2015 and 2016 (individually, the "2014-15 Operation Agreement" and "2016 Operation Agreement" and, collectively, the "Operation Agreements"), pursuant to which the Developer has agreed to advance funds to the District for operations and maintenance expenses to the extent that other District revenues are insufficient to pay such expenses on a periodic basis as needed for fiscal years 2014 and 2015 in an amount of up to \$50,000 and for 2016 in an amount of up to \$4,515. Simple interest will accrue on each Developer advance from the date of deposit into the District's account or date of direct payment by the Developer at a rate of 8% per annum until paid. Each

SALISBURY HEIGHTS METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2019

Operation Agreement provides for the repayment of principal before interest, with amounts due under the 2014-2015 Operation Agreement having priority over amounts due pursuant to the 2016 Operation Agreement. The 2014-2015 Operation Agreement and 2016 Operation Agreement, and any obligation of the District to reimburse the Developer thereunder expire on December 31, 2055 and December 31, 2056, respectively, unless terminated earlier by the mutual agreement of the Developer and the District. In the event the District has not reimbursed the Developer for any Developer Advance(s) made pursuant to the Operation Agreement on or before such dates, any amount of principal and accrued interest outstanding on such dates, respectively, will be deemed to be forever discharged and satisfied in full.

Facilities Funding and Acquisition Agreement.

Pursuant to the Facilities Funding and Acquisition Agreement between the District and the Developer, effective December 4, 2014, (the "FFA Agreement"), the District agreed to reimburse the Developer for advances made for District organization expenses, construction related expenses (up to \$4,687,997), and/or acquisition of Public Improvements plus additional amounts advanced by the Developer pursuant to the terms therein. For organization expenses and construction related expenses, simple interest accrues at the rate of 8% per annum until paid. The FFA Agreement provides that payments to the Developer will apply first to accrued and unpaid interest and then to principal amounts owed. The term of the FFA Agreement will expire on December 31, 2044, and any principal and accrued interest then outstanding shall be deemed forever discharged and satisfied in full.

The Developer has agreed to design, construct, and complete certain Public Improvements in accordance with the provisions of the FAA Agreement for District acquisition upon completion. The Public Improvements will be constructed in full conformance with the design standards and specifications as established and in use by the District or other appropriate jurisdiction and in accordance with the provisions of the FAA Agreement and the District's Service Plan. For construction related costs incurred by the Developer, the FAA Agreement requires an independent engineer to verify that such Public Improvements have been constructed or installed in accordance with approved plans and specifications and that the costs incurred by the Developer for construction of the subject Public Improvements are market reasonable prior to the District's acceptance of such costs and the obligation to reimburse the Developer for such costs.

Additionally, the District's obligations to reimburse the Developer for any and all funds advanced or otherwise payable to the Developer under and pursuant to the FFA Agreement (whether the Developer has already advanced or otherwise paid such funds or intends to make such advances or payments in the future) will terminate automatically upon certain events as described in the FFA Agreement. The termination of the District's reimbursement obligations as set forth in this paragraph are absolute and binding upon the Developer, its successors and assigns.

SALISBURY HEIGHTS METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2019

No payment was required of the District unless and until the District issued bonds in an amount sufficient to reimburse the Developer for all or a portion of the Organization Expenses, Developer Advances and/or Verified Costs. In addition, the District agrees to utilize any available moneys not otherwise pledged to payment of bonds, used for operation and maintenance expenses, or otherwise encumbered, to reimburse the Developer. Reimbursement of the Developer is subject to annual appropriation of funds by the District. The District's obligation to reimburse the Developer pursuant to the FAA Agreement does not represent a debt or indebtedness of the District or multiple fiscal year obligation of the District. During 2017, the District issued the Series 2017A and the Series 2017B bonds in an aggregate amount of \$2,854,000, the net proceeds were used to repay the Developer. The total amount due under this agreement as of December 31, 2019 was \$1,395,799.

Note 5: Related Party

During 2016, a majority of the Board of Directors are employees, owners or are otherwise associated with the Developer and may have conflicts of interest in dealing with the District. Management believes that all potential conflicts, if any, have been disclosed to the Board.

Note 6: Tax, Spending and Debt Limitations

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

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

On May 6, 2014 a majority of the District's electors authorized the District to collect and spend or retain in a reserve all currently levied taxes and fees of the District without regard to any limitations under Article X, Section 20 of the Colorado Constitution.

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

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

SALISBURY HEIGHTS METROPOLITAN DISTRICT

Notes to Financial Statements
December 31, 2019

Note 7: Risk Management

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

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

Note 8: Reconciliation of Government-Wide Financial Statements and Fund Financial Statements

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

- 1) long-term liabilities such as bonds payable and accrued bond interest payable are not due and payable in the current period and, therefore, are not in the funds.

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

- 1) governmental funds report interest expense on the modified accrual basis; however, interest expense is reported on the full accrual method on the Statement of Activities; and
- 2) governmental funds report long-term debt payments as expenditures, however, in the statement of activities, the payment of long-term debt is recorded as a decrease of long-term liabilities.

Note 9: Subsequent Event

Following the District’s November 2019 Board meeting, all five (5) directors of the Board of Directors (the “District Board”) were no longer eligible to serve. As of the date of this Audit, all five (5) director seats remain vacant. The District consultants are working to find interested individuals to serve on the District Board pursuant to Section 32-1-905(2.5), C.R.S

SUPPLEMENTAL INFORMATION

Salisbury Heights Metropolitan District

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

For the Year Ended December 31, 2019

	Original & Final		Variance
	Budget	Actual	Favorable (Unfavorable)
REVENUES			
Property taxes	\$ 118,107	\$ 118,107	\$ -
Specific ownership taxes	7,042	11,846	4,804
Interest income	388	5,631	5,243
Total Revenues	125,537	135,584	10,047
EXPENDITURES			
Bond interest expense	128,975	128,975	-
Trustee fees	5,500	5,500	-
Treasurer's fees	1,770	1,770	-
Total Expenditures	136,245	136,245	-
FUND BALANCE:			
BEGINNING OF YEAR	322,131	326,264	4,133
END OF YEAR	\$ 311,423	\$ 325,603	\$ 14,180

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

Salisbury Heights Metropolitan District

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

For the Year Ended December 31, 2019

	Original & Final <u>Budget</u>	<u>Actual</u>	Variance Favorable <u>(Unfavorable)</u>
REVENUES			
Interest income	\$ 236	\$ 682	\$ 446
Total Revenues	236	682	446
EXPENDITURES			
Repay developer note	42,000	-	42,000
Total Expenditures	42,000	-	42,000
NET CHANGE IN FUND BALANCE	(41,764)	682	42,446
FUND BALANCE:			
BEGINNING OF YEAR	41,764	42,027	263
END OF YEAR	\$ -	\$ 42,709	\$ 42,709

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

Salisbury Heights Metropolitan District

SUMMARY OF ASSESSED VALUATION, MILL LEVY
AND PROPERTY TAXES COLLECTED
December 31, 2019

For Collection Year Ended December 31,	Prior Year Assessed Valuation for Current Year Property Tax Levy	Mills Levied		Total Property Tax		Percent Collected to Levied
		General Fund	Debt Service	Levied	Collected	
2016	\$ 896,200	42.827	0.000	\$ 38,382	\$ 38,382	100.00%
2017	\$ 1,716,670	42.827	0.000	\$ 73,520	\$ 73,520	100.00%
2018	\$ 2,437,150	15.204	29.775	\$ 109,621	\$ 109,620	100.00%
2019	\$ 3,319,210	11.764	35.583	\$ 157,155	\$ 157,154	100.00%
Estimated for year ending December 31, 2020	\$ 4,297,570	9.047	38.631	\$ 204,900		

NOTE

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

CONTINUING DISCLOSURE ANNUAL FINANCIAL INFORMATION - UNAUDITED

Salisbury Heights Metropolitan District
TEN LARGEST OWNERS OF TAXABLE PROPERTY
WITHIN THE DISTRICT

UNAUDITED

<u>Taxpayer Name</u>	<u>2019 Assessed Valuation</u>	<u>Percentage of Total Assessed Valuation</u>
Homeowner #1	\$ 44,560	1.0%
Homeowner #2	43,960	1.0%
Homeowner #3	43,260	1.0%
Homeowner #4	42,860	1.0%
Homeowner #5	42,290	1.0%
Homeowner #6	41,590	1.0%
Homeowner #7	40,140	0.9%
Homeowner #8	39,840	0.9%
Homeowner #9	39,690	0.9%
Homeowner #10	<u>39,680</u>	<u>0.9%</u>
 Total	 <u>\$ 417,870</u>	 <u>9.6%</u>

SALISBURY HEIGHTS METROPOLITAN DISTRICT
 ASSESSED AND ACTUAL VALUATION OF CLASSES
 OF PROPERTY IN THE DISTRICT
 UNAUDITED

UNAUDITED

<u>Class</u>	<u>Assessed Valuation</u>	<u>Percent of Assessed Valuation</u>	<u>Actual Valuation</u>	<u>Percent of Actual Valuation</u>
Vacant	\$ 280	0.01%	\$ 960	0.00%
Commercial	7,950	0.18%	27,410	0.05%
State Assessed	4,300	0.10%	14,754	0.02%
Residential	<u>4,285,040</u>	<u>99.71%</u>	<u>59,930,726</u>	<u>99.93%</u>
 Total	 <u>\$ 4,297,570</u>	 <u>100.00%</u>	 <u>\$ 59,973,850</u>	 <u>100.00%</u>

NOTE

Percentage is based on a 2019 certified assessed valuation of \$4,297,570