

TALLMAN GULCH METROPOLITAN DISTRICT
Douglas County, Colorado

FINANCIAL STATEMENTS
December 31, 2019

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Tallman Gulch Metropolitan District

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities, and each major fund of Tallman Gulch Metropolitan 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 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 and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of 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 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 each major fund of the Tallman Gulch 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 of America.

Other Matters

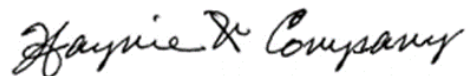
Required Supplementary Information

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

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the Tallman Gulch Metropolitan District's basic financial statements. The other information, as listed in the table of contents, is presented for purposes of additional analysis and is not a required part of the basic financial statements.

The other 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 basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the other supplementary information, as listed in the table of contents, is fairly stated in all material respects in relation to the basic financial statements as a whole.



Littleton, Colorado
July 22, 2020

BASIC FINANCIAL STATEMENTS

TALLMAN GULCH METROPOLITAN DISTRICT
STATEMENT OF NET POSITION
December 31, 2019

	Governmental Activities
ASSETS	
Cash and investments - restricted	\$ 890,258
Receivable from county treasurer	2,321
Prepaid expenditures	15,000
Deposits	13,128
Property taxes receivable	293,320
Due from other funds	106,452
Capital assets, not being depreciated	6,163,248
Total assets	7,483,727
 LIABILITIES	
Accounts payable	3,637
Accrued interest payable	408,269
Due to other funds	106,452
Noncurrent liabilities:	
Due in more than one year	9,924,437
Total liabilities	10,442,795
 DEFERRED INFLOWS OF RESOURCES	
Deferred property tax revenue	293,320
Deferred gain on refunding	2,791,895
Total deferred inflows of resources	3,085,215
 NET POSITION	
Net investment in capital assets:	(3,761,189)
Restricted for:	
Emergency reserves	1,200
Debt service	1,027,159
Unrestricted	(3,311,453)
Total net position	\$ (6,044,283)

These financial statements should be read only in connection with
the accompanying notes to financial statements.

**TALLMAN GULCH METROPOLITAN DISTRICT
STATEMENT OF ACTIVITIES
Year Ended December 31, 2019**

<u>Functions/Programs</u>	<u>Expenses</u>	<u>Program Revenues</u>			<u>Net (Expense) Revenue and Change in Net Position</u>
		<u>Charges for Services</u>	<u>Operating Grants and Contributions</u>	<u>Capital Grants and Contributions</u>	<u>Governmental Activities</u>
Primary government:					
Governmental activities:					
General government	\$ 42,295	\$ -	\$ -	\$ -	\$ (42,295)
Interest and other costs on long-term debt	512,504	-	-	-	(512,504)
	<u>\$ 554,799</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>(554,799)</u>
General revenues:					
Property taxes					252,073
Specific ownership taxes					25,610
Impact fees					105,000
Interest					19,368
Total general revenues					<u>402,051</u>
Change in net position					(152,748)
Net position - beginning					(5,891,535)
Net position - ending					<u>\$ (6,044,283)</u>

These financial statements should be read only in connection with
the accompanying notes to financial statements.

**TALLMAN GULCH METROPOLITAN DISTRICT
BALANCE SHEET
GOVERNMENTAL FUNDS
December 31, 2019**

	General	Debt Service and Improvements	Total Governmental Funds
ASSETS			
Cash and investments - restricted	\$ -	\$ 890,258	\$ 890,258
Receivable from county treasurer	-	2,321	2,321
Accounts receivable	-	15,000	15,000
Deposits	-	13,128	13,128
Property taxes receivable	27,604	265,716	293,320
Due from other funds	-	106,452	106,452
Total assets	\$ 27,604	\$ 1,292,875	\$ 1,320,479
LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES			
LIABILITIES			
Accounts payable	\$ 3,637	\$ -	\$ 3,637
Due to other funds	106,452	-	106,452
Total liabilities	110,089	-	110,089
DEFERRED INFLOWS OF RESOURCES			
Deferred property tax revenue	27,604	265,716	293,320
Total deferred inflows of resources	27,604	265,716	293,320
FUND BALANCES (DEFICIT)			
Nonspendable:			
Prepaid expenditures	-	-	-
Restricted for:			
Emergency reserves	1,200	-	1,200
Debt service	-	1,027,159	1,027,159
Assigned for subsequent year's expenditures	30,478	-	30,478
Unassigned	(141,767)	-	(141,767)
Total fund balances (deficit)	(110,089)	1,027,159	917,070
TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES (DEFICIT)	\$ 27,604	\$ 1,292,875	
Amounts reported for governmental activities in the statement of net position are different because:			
Capital assets used in governmental activities are not financial resources and, therefore, are not reported in the funds			6,163,248
Deferred inflows of resources are not available to pay for current period expenditures and, therefore, are not reported in the funds.			
Bond refunding gain, net			(2,791,895)
Long-term liabilities are not due and payable in the current period and, therefore, are not in the funds:			
Bonds payable			(9,465,000)
Developer advances payable			(366,550)
Accrued interest on long-term obligations			(501,156)
Net position of governmental activities			\$ (6,044,283)

These financial statements should be read only in connection with the accompanying notes to financial statements.

TALLMAN GULCH METROPOLITAN DISTRICT
STATEMENT OF REVENUES, EXPENDITURES AND CHANGE IN FUND BALANCES (DEFICIT)
GOVERNMENTAL FUNDS
Year Ended December 31, 2019

	<u>General</u>	<u>Debt Service and Improvements</u>	<u>Total Governmental Funds</u>
REVENUES			
Property taxes	\$ 23,722	\$ 228,351	\$ 252,073
Specific ownership taxes	-	25,610	25,610
Impact fees	-	105,000	105,000
Interest	228	19,140	19,368
Total revenues	<u>23,950</u>	<u>378,101</u>	<u>402,051</u>
EXPENDITURES			
<u>General</u>			
Audit	5,000	-	5,000
County treasurer fees	360	3,462	3,822
District management and accounting	23,170	-	23,170
Dues and subscriptions	292	-	292
Insurance and bonds	3,645	-	3,645
Legal	5,354	-	5,354
Engineering	1,012	-	1,012
<u>Debt service</u>			
Bond interest - Series 2018A	-	381,938	381,938
Paying agent fees	-	10,346	10,346
<u>Capital outlay</u>			
Capital projects	-	29,502	29,502
Total expenditures	<u>38,833</u>	<u>425,248</u>	<u>464,081</u>
EXCESS OF EXPENDITURES OVER REVENUES	<u>(14,883)</u>	<u>(47,147)</u>	<u>(62,030)</u>
OTHER FINANCING SOURCES (USES)			
Developer advance	18,787	-	18,787
Total other financing sources (uses)	<u>18,787</u>	<u>-</u>	<u>18,787</u>
NET CHANGE IN FUND BALANCE	3,904	(47,147)	(43,243)
FUND BALANCE (DEFICIT) - BEGINNING OF YEAR	<u>(113,993)</u>	<u>1,074,306</u>	<u>960,313</u>
FUND BALANCE (DEFICIT) - END OF YEAR	<u>\$ (110,089)</u>	<u>\$ 1,027,159</u>	<u>\$ 917,070</u>

These financial statements should be read only in connection with
the accompanying notes to financial statements.

**TALLMAN GULCH METROPOLITAN DISTRICT
RECONCILIATION OF THE STATEMENT OF REVENUES,
EXPENDITURES AND CHANGE IN FUND BALANCES (DEFICIT) OF
GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES
Year Ended December 31, 2019**

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

Net change in fund balances - total governmental funds	\$ (43,243)
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The issuance of long-term debt provides current financial resources to governmental funds, while the repayment of principal of long-term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net position. The net effect of these differences in the treatment of long-term debt is as follows:

Amortization of gain on refunding	103,724	
Developer advance	<u>(18,787)</u>	84,937

Governmental funds report capital outlays as expenditures. In the statement of activities, capital outlay is not reported as an expenditure. In addition, some expenses in the statement of activities do require the use of financial resources and, therefore, are not reported as expenditures in governmental funds. The net effect of these differences is as follows:

Capital outlay	29,502
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Some expenses in the Statement of Activities do not require the use of current financial resources and, therefore, are not reported as expenditures in governmental funds:

Net change in accrued interest on long-term liabilities	<u>(223,944)</u>
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Change in net position of governmental activities	<u>\$ (152,748)</u>
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These financial statements should be read only in connection with the accompanying notes to financial statements.

TALLMAN GULCH METROPOLITAN DISTRICT
STATEMENT OF REVENUES, EXPENDITURES AND CHANGE IN FUND BALANCE (DEFICIT)
BUDGET AND ACTUAL
GENERAL FUND
Year Ended December 31, 2019

	<u>Budget Amounts</u>		<u>Actual Amounts</u>	<u>Variance with Final Budget Positive (Negative)</u>
	<u>Original</u>	<u>Final</u>		
REVENUES				
Property taxes	\$ 24,029	\$ 24,000	\$ 23,722	\$ (278)
Interest	20	230	228	(2)
License fee	500	-	-	-
Total revenues	<u>24,549</u>	<u>24,230</u>	<u>23,950</u>	<u>(280)</u>
EXPENDITURES				
Audit	2,000	5,000	5,000	-
Bank charges	50	-	-	-
County treasurer fees	360	400	360	40
District management and accounting	7,000	23,200	23,170	30
Dues and subscriptions	500	300	292	8
Engineering	5,000	1,100	1,012	88
Insurance and bonds	5,300	4,000	3,645	355
Legal	9,000	5,400	5,354	46
Total expenditures	<u>29,210</u>	<u>39,400</u>	<u>38,833</u>	<u>567</u>
EXCESS OF EXPENDITURES OVER REVENUES	<u>(4,661)</u>	<u>(15,170)</u>	<u>(14,883)</u>	<u>287</u>
OTHER FINANCING SOURCES				
Developer advances	5,000	19,000	18,787	(213)
Total other financing sources	<u>5,000</u>	<u>19,000</u>	<u>18,787</u>	<u>(213)</u>
NET CHANGE IN FUND BALANCE	339	3,830	3,904	74
FUND BALANCE - BEGINNING OF YEAR	<u>136</u>	<u>(113,993)</u>	<u>(113,993)</u>	<u>-</u>
FUND BALANCE (DEFICIT) - END OF YEAR	<u>\$ 475</u>	<u>\$ (110,163)</u>	<u>\$ (110,089)</u>	<u>\$ 74</u>

These financial statements should be read only in connection with
the accompanying notes to financial statements.

TALLMAN GULCH METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2019

NOTE 1 - DEFINITION OF REPORTING ENTITY

Tallman Gulch Metropolitan District (the District), a quasi-municipal corporation and political subdivision of the State of Colorado was organized on May 2, 2006 and is governed pursuant to provisions of the Colorado Special District Act. The District's service area is located in Douglas County, Colorado. The District was organized to finance, acquire and construct certain public improvements, including streets and safety controls, water and storm service, park and recreation facilities, mosquito control and television relay.

The District has no employees and all operations and administrative functions 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 District organization, nor is the District a component unit of any other primary governmental entity.

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. For the most part, the effect of interfund activity has been removed from these statements. Governmental activities are normally supported by taxes and intergovernmental revenues.

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

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.

TALLMAN GULCH METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2019

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Program revenues include 1) charges to customers or applicants who purchase, use, or directly benefit from goods, services or privileges provided by a given function or segment, and 2) grants and contributions that are restricted to meeting the operational or capital requirements of a particular function or segment. Taxes and other items not properly included among program revenues are reported instead as general revenues.

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

Measurement Focus, Basis of Accounting and Financial Statement Presentation

The government-wide financial statements are reported using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Grants and similar items are recognized as revenues as soon as all eligibility requirements imposed by the provider have been met. Depreciation is computed and recorded as an operating expense. Expenditures for property and equipment are shown as increases in assets and redemption of bonds, notes, and developer advances are recorded as a reduction in liabilities.

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 property taxes. Expenditures, other than interest on long-term obligations are recorded when the liability is incurred or the long-term obligation paid. All other revenue items are considered to be measurable and available only when cash is received by the District.

The District reports the following major governmental funds:

The General Fund is the District's primary operating fund. It accounts for all financial resources of the general government, except those required to be accounted for in other funds.

The Debt Service and Improvements Fund accounts for the resources accumulated and payments made for principal, interest and related expenses on long-term general obligation debt and for the acquisition and construction of public infrastructure and capital assets of the governmental funds.

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

TALLMAN GULCH METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2019

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Budgets

In accordance with the State Budget Law, the District's Board of Directors holds public hearings in the fall each year to approve the budget and appropriate the funds for the ensuing year. The appropriation is at the total fund expenditures 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.

For the year ended December 31, 2019, supplementary appropriations approved by the District's Board of Directors modified the appropriation in the General Fund from \$29,210 to \$39,400 and the Debt Service and Improvements Fund from \$397,608 to \$438,538.

Pooled Cash and Investments

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

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 due in April or if in equal installments, at the taxpayer's election, in February and June. Delinquent taxpayers are notified in August and generally sales of the tax liens on delinquent properties are held in November or December. The County Treasurer remits the taxes collected monthly to the District.

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

TALLMAN GULCH METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2019

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Capital Assets

Capital assets, which include land and infrastructure assets (streets, water, sanitation, parks and recreation 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 fair value at the date of donation.

Bond Issuance Costs and Deferred Gain on Refunding

In the government-wide financial statements, the deferred gain on refunding is being amortized over the term of the bonds using the straight-line method. At December 31, 2019, the accumulated amortization of the deferred gain on refunding was \$207,448.

Deferred Inflows of Resources

In addition to liabilities, the statement of net 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 revenue continues to be recognized when earned in the government-wide statements. The District has two items that qualify for reporting in this category. Accordingly, the items, deferred property tax revenue and deferred gain on refunding, are deferred and recognize as inflows of resources in the period that the amount becomes available.

Fund Balances – Governmental Funds

The District's governmental fund balances may consist of five classifications based on the relative strength of the spending constraints:

Nonspendable fund balance – the amount of fund balance that is not in spendable form (such as inventory or prepaids) or is legally or contractually required to be maintained intact.

Restricted fund balance – the amounts constrained to specific purposes by their providers (such as grantors, bondholders, and higher levels of government), through constitutional provisions or by enabling legislation.

**TALLMAN GULCH METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2019**

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Committed fund balance – amounts constrained to specific purposes by the District itself, using its highest level of decision-making authority (i.e. Board of Directors). To be reported as committed, amounts cannot be used for any other purpose unless the District takes the same highest level of action to remove or change the constraint.

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

Unassigned fund balance – amounts that are available for any purpose.

When an expenditure is incurred for purposes for which both restricted and unrestricted fund balance is available, the District considers restricted funds to have been spent first. When an expenditure is incurred for which committed, assigned or unassigned fund balances are available, the District considers amounts to have been spent first out of committed funds, then assigned funds, and finally unassigned funds, as needed, unless the District Board of Directors has provided otherwise in its commitment or assignment actions.

Fees

The District imposes impact fees on property within the District. The fees are required to be paid prior to the issuance of a building permit by the City. The District records the revenue when the fees are paid and received.

NOTE 3 - CASH AND INVESTMENTS

Cash and investments as of December 31, 2019 are classified in the accompanying statement of net position as follows:

Cash and investments - restricted	\$ 890,258
Total cash and investments	<u>\$ 890,258</u>

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

Deposits with financial institutions	\$ 467,123
Investments	<u>423,135</u>
Total cash and investments	<u>\$ 890,258</u>

TALLMAN GULCH METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2019

NOTE 3 - CASH AND INVESTMENTS (CONTINUED)

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 102% of the aggregate uninsured deposits.

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

At December 31, 2019, the District's cash deposits had a bank and carrying balance of \$467,123.

Investments

Credit Risk

The District has not adopted a formal investment policy; however, the District follows state statutes regarding investments.

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

- * Obligations of the United States and certain U.S. government agency securities and the World Bank
- General obligation and revenue bonds of U.S. local government entities
- Bankers' acceptances of certain banks
- Commercial paper
- Certain reverse repurchase agreements
- Certain securities lending agreements
- Certain corporate bonds
- Written repurchase agreements collateralized by certain authorized securities
- Certain money market funds
- Guaranteed investment contracts
- * Local government investment pools

**TALLMAN GULCH METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2019**

NOTE 3 - CASH AND INVESTMENTS (CONTINUED)

The District generally limits its concentration of investments to those noted with an asterisk (*) above, 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 risk for investments that are in the possession of another party.

Colorado revised statutes limit investment maturities to five years or less unless formally approved by the Board of Directors. Such actions are generally associated with a debt service reserve or sinking fund requirements.

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

<u>Investment</u>	<u>Maturity</u>	<u>Carrying Value</u>
Colorado Local Government Liquid Asset Trust	Weighted average under 60 days	<u>\$ 423,135</u>

During 2019, the District invested in the Colorado Local Government Liquid Asset Trust (Colotrust) 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 Colotrust. 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+. Both portfolios may invest in U.S. Treasury securities and repurchase agreements collateralized by U.S. Treasury securities. COLOTRUST PLUS+ may also invest in certain obligations of U.S. government agencies, highest rated commercial paper and repurchase agreements collateralized by certain obligations of U.S. government agencies. A designated custodial bank serves as custodian for ColoTrust portfolios pursuant to a custodian agreement. 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.

As of December 31, 2019, the District had \$423,135 invested in COLOTRUST PLUS+ in the name of the District. Colotrust is rated AAAm by S&P Global Ratings.

Cash and investments of \$890,258 are restricted in the Debt Service and Improvements Fund for servicing the District's bond debt (Note 5) and for the payment of project costs.

**TALLMAN GULCH METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2019**

NOTE 3 - CASH AND INVESTMENTS (CONTINUED)

Investment Valuation

Certain investments are measured at fair value on a recurring basis are categorized within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure an asset's fair value: 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. These investments are measured at amortized cost or in certain circumstances the value is calculated using the net asset value (NAV) per share, or its equivalent of the investment. These investments include 2a7-like external investment pools and money market investments. The District held investments in Colotrust at year end for which the investment valuations were determined as follows.

Colotrust determines the NAV of the shares of each portfolio as of the close of business on each day. The NAV per share of each portfolio is computed by dividing the total value of the securities and other assets of the portfolios, less any liabilities, by the total outstanding shares of the portfolios. Liabilities, which include all expenses and fees of Colotrust, are accrued daily. The NAV is calculated at fair value using various inputs to determine value in accordance with FASB guidance. It is the goal of Colotrust to maintain a NAV of \$1.00 per share, however changes in interest rates may affect the fair value of the securities held by Colotrust and there can be no assurance that the NAV will not vary from \$1.00 per share.

NOTE 4 – CAPITAL ASSETS

The following is an analysis of the change in capital assets for the year ended December 31, 2019:

<u>Governmental Activities</u>	<u>Balance at December 31, 2018</u>	<u>Increases</u>	<u>Decreases</u>	<u>Balance at December 31, 2019</u>
Capital assets, not being depreciated:				
Land	\$ 1,407,480	\$ -	\$ -	\$ 1,407,480
Construction in progress	4,726,266	29,502	-	4,755,768
Total capital assets, not being depreciated	<u>6,133,746</u>	<u>29,502</u>	<u>-</u>	<u>6,163,248</u>
Governmental activities capital assets	<u>\$ 6,133,746</u>	<u>\$ 29,502</u>	<u>\$ -</u>	<u>\$ 6,163,248</u>

**TALLMAN GULCH METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2019**

NOTE 5 - LONG-TERM OBLIGATIONS

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

	Balance at December 31, 2018	Additions	Reductions	Balance at December 31, 2019	Due Within One Year
Governmental Activities:					
G.O. Refunding and Improvement Bonds, Series 2018A	\$ 7,275,000	-	-	\$ 7,275,000	-
G.O. Refunding and Improvement Bonds, Series 2018B	1,360,000	-	-	1,360,000	-
Junior Lien Limited Tax G.O. Bonds, Series 2018C	830,000	-	-	830,000	-
Developer advances	347,763	18,787	-	366,550	-
Accrued interest on developer advances	67,405	25,482	-	92,887	-
	<u>\$ 9,880,168</u>	<u>\$ 44,269</u>	<u>\$ -</u>	<u>\$ 9,924,437</u>	<u>\$ -</u>

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

Direct Borrowing Debt:

Limited Tax General Obligation Refunding and Improvement Bonds, Series 2018A

On January 12, 2018, the District issued Limited Tax General Obligation Refunding and Improvement Bonds, Series 2018A (Series 2018A Senior Bonds) in the principal amount of \$7,275,000. The Series 2018A Senior Bonds were issued for the purpose of providing funds for (i) reimbursement of a portion of the costs of acquiring, constructing and installing certain public improvements, (ii) defeasance of the 2011 Bonds, (iii) funding the senior reserve fund (iv) funding a portion of interest to accrued on the Series 2018A Senior Bonds and (v) payment of costs in connection with the issuance of the Series 2018A Senior Bonds.

Interest on the Series 2018A Senior Bonds is payable semiannually on June 1 and December 1, commencing June 1, 2018 at an interest rate of 5.25%. The Series 2018A Senior Bonds are secured by and payable from senior pledged revenue which consists of the moneys derived by the District from the following sources: (i) the senior required mill levy; (ii) capital fees, which includes impact fees, (iii) the portion of the specific ownership tax which is collected as a result of imposition of the senior required mill levy; and (iv) any other legally available monies which the District determines to transfer to the trustee for application as senior pledged revenue. The senior required mill levy is defined, generally, as an ad valorem mill levy imposed on all taxable property of the District each year in an amount that is sufficient to pay the Series 2018A Senior Bonds, but not in excess of 50 mills. The Series 2018A Senior Bonds are also secured by amounts held by the trustee in the reserve fund. The required reserve fund amount is \$324,800. As of December 31, 2019, the balance of the reserve fund was \$326,071.

**TALLMAN GULCH METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2019**

NOTE 5 - LONG-TERM OBLIGATIONS (CONTINUED)

The Series 2018A Senior Bonds are subject to optional redemption, as a whole or in integral multiples of \$1,000, in any order of maturity and in whole or partial maturities, on December 1, 2022, and on any date thereafter, at the redemption price of 103% prior to December 1, 2023, 102% prior to December 1, 2024, 101% prior to December 1, 2025 and 100% on and after December 1, 2025, together with interest accrued and unpaid thereon to the date fixed for redemption.

Significant events of default under the bond include (i) failure to impose the Senior required mill levy or to apply pledged revenue as required, (ii) failure to meet financial performance of the covenants, agreements, or conditions and fail to remedy the same after notice, (iii) a petition if filed for bankruptcy or insolvency.

The following table sets forth the estimated debt service payment schedule for the principal and interest on the Series 2018A Senior Bonds:

	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2020	-	\$ 381,938	\$ 381,938
2021	-	381,938	381,938
2022	55,000	381,938	436,938
2023	100,000	379,050	479,050
2024	135,000	373,800	508,800
2025-2029	645,000	1,774,501	2,419,501
2030-2034	1,015,000	1,565,551	2,580,551
2035-2039	1,435,000	1,257,639	2,692,639
2040-2044	2,020,000	822,676	2,842,676
2045-2047	1,870,000	216,825	2,086,825
	<u>\$ 7,275,000</u>	<u>\$ 7,535,856</u>	<u>\$ 14,810,856</u>

There was a gain on the refunding in the amount of \$2,999,343 which is included as a deferred inflow of resources in the statement of net position, net of accumulated amortization of \$207,448. No present value calculations were provided.

Direct Placement Debt:

Subordinate Limited Tax General Obligation Bonds Series 2018B

On January 12, 2018, the District issued its \$1,360,000 Subordinate Limited Tax General Obligation Bonds, Series 2018B (Series 2018B Bonds). The Series 2018B Bonds are structured as cash flow bonds, have estimated scheduled payments of principal starting in 2028 and are subordinate to the Series 2018A Senior Bonds. The Series 2018B Bonds were issued for the purpose of providing funds for reimbursement of a portion of the costs of acquiring, constructing

TALLMAN GULCH METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2019

NOTE 5 - LONG-TERM OBLIGATIONS (CONTINUED)

and installing certain public improvements and payment of costs in connection with the issuance of the Series 2018B Senior Bonds.

Interest on the Series 2018B Bonds is payable annually on December 15, commencing December 15, 2020 at an interest rate of 8.0%. Unpaid interest on the Series 2018B Bonds will compound annually on each December 15. Both interest and principal are payable solely from and only to extent of available subordinate pledged revenue which consists of the moneys derived by the District from the following sources: (i) the subordinate required mill levy; (ii) subordinate capital fees, (iii) the portion of the specific ownership tax which is collected as a result of imposition of the subordinate required mill levy; and (iv) any other legally available monies which the District determines to transfer to the trustee for application as subordinate pledged revenue. The subordinate required mill levy is defined, generally, as an ad valorem mill levy imposed in an amount of 50 mills less the ad valorem mill levy required to be used, paid, pledged, or otherwise applied in connection with any senior bonds, including the Series 2018A Senior Bonds.

The Series 2018B Bonds are subject to optional redemption prior to maturity, as a whole or in integral multiples of \$1,000, in any order of maturity and in whole or partial maturities, on December 15, 2022, and on any date thereafter, at the redemption price of 103% prior to December 15, 2023, 102% prior to December 15, 2024, 101% prior to December 15, 2025 and 100% on and after December 15, 2025, together with interest accrued and unpaid thereon to the date fixed for redemption.

Significant events of default under the bond include (i) failure to impose the Subordinate required mill levy or to apply pledged revenue as required, (ii) failure to meet financial performance of the covenants, agreements, or conditions and fail to remedy the same after notice, (iii) a petition if filed for bankruptcy or insolvency.

The 2018B Bonds are cash flow bonds, therefore no debt amortization schedule is presented.

Junior Lien Limited Tax General Obligation Bonds Series 2018C

On January 12, 2018, the District issued its \$830,000 Junior Lien Limited Tax General Obligation Bonds, Series 2018C (Series 2018C Bonds). The Series 2018C Bonds are structured as cash flow bonds, have no scheduled payments of principal prior to the final maturity date and are subordinate to the Series 2018A Senior Bonds and the Series 2018B Bonds. The Series 2018C Bonds were issued for the purpose of providing funds for reimbursement of a portion of the costs of acquiring, constructing and installing certain public improvements. Interest on the Series 2018C Bonds is payable annually on December 15, commencing December 15, 2035 at an interest rate of 9.0%. Unpaid interest on the Series 2018C Bonds will compound annually on each December 15. Both interest and principal are payable solely from and only to extent of available junior lien pledged revenue which consists of the moneys derived by the District from

TALLMAN GULCH METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2019

NOTE 5 - LONG-TERM OBLIGATIONS (CONTINUED)

the following sources: (i) the junior lien required mill levy; (ii) junior lien capital fees, (iii) the portion of the specific ownership tax which is collected as a result of imposition of the junior lien required mill levy; and (iv) any other legally available monies which the District determines to transfer to the trustee for application as junior lien pledged revenue. The junior lien required mill levy is defined, generally, as an ad valorem mill levy imposed in an amount of 50 mills less the ad valorem mill levy required to be used, paid, pledged, or otherwise applied in connection with any senior/subordinate bonds, including the Series 2018A Senior Bonds and Series 2018B Bonds.

The Series 2018C Bonds are subject to optional redemption prior to maturity, as a whole or in integral multiples of \$1,000, in any order of maturity and in whole or partial maturities, on December 21, 2022, and on any date thereafter, at the redemption price of 103% prior to December 15, 2023, 102% prior to December 15, 2024, 101% prior to December 15, 2025 and 100% on and after December 15, 2025, together with interest accrued and unpaid thereon to the date fixed for redemption.

Significant events of default under the bond include (i) failure to impose the Junior required mill levy or to apply pledged revenue as required, (ii) failure to meet financial performance of the covenants, agreements, or conditions and fail to remedy the same after notice, (iii) a petition if filed for bankruptcy or insolvency.

The 2018C Bonds are cash flow bonds, therefore no debt amortization schedule is presented.

Developer Advances

Advance and Reimbursement Agreements by and between Tallman Gulch Metropolitan District and CRAFT-AREP III Tallman Associates, LLC

The District entered into an Advance and Reimbursement Agreement with CRAFT-AREP III Tallman Associates, LLC (“CRAFT-AREP”) on March 3, 2015 (the “Advance and Reimbursement Agreement”) to establish the terms and conditions pursuant to which CRAFT-AREP would make advances for operations and maintenance costs to the District and the District would reimburse CRAFT-AREP for the advances. Under the Advance and Reimbursement Agreement, the District is required to reimburse CRAFT-AREP for advances with interest at a rate of seven percent (7%) per annum. Payments made by the District are subject to annual appropriation and budget approval and are not to be made from funds otherwise required for operations, capital improvements and debt service costs and expenses of the District. Amounts payable under the Advance and Reimbursement Agreement are subordinate to any bonded indebtedness of the District. As of December 31, 2019, there was \$366,550 in principal and \$92,887 in accrued and unpaid interest outstanding under the District’s Advance and Reimbursement Agreement. The improvements financed with the advances are located in the District for the benefit of the District.

TALLMAN GULCH METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2019

NOTE 5 - LONG-TERM OBLIGATIONS (CONTINUED)

Authorized Debt

At December 31, 2019, the District has authorized debt of \$42,000,000 and unissued indebtedness of \$32,322,250. The District has not budgeted to issue any new debt during 2020.

NOTE 6 – FUND EQUITY

At December 31, 2019, the District reported the following classifications of fund equity.

Restricted Fund Balance

The restricted fund balance in the General Fund in the amount of \$1,200 is comprised of the Emergency Reserves that have been provided for as required by Article X, Section 20 of the Constitution of the State of Colorado.

The restricted fund balance in the amount of \$1,014,031 is to be used exclusively for debt service requirements.

Assigned Fund Balance

The assigned fund balance in the General Fund in the amount of \$30,478 is assigned for subsequent year's expenditures.

Unassigned Fund Balance

The District anticipates that the deficit unassigned fund balance in the amount of \$141,767 will be eliminated with developer advances.

NOTE 7 - NET POSITION

The District's net position consists of three components – net investment in capital assets, restricted and unrestricted.

The net investment in capital assets consists of capital assets and is reduced by outstanding balances of long-term obligations attributable to the acquisition, construction, or improvement of those assets. As of December 31, 2019, the District had a net deficit in capital assets in the amount of \$3,761,189.

Restricted net position includes amounts that are restricted for use either externally by creditors, grantors, contributors, or laws and regulations of other governments; or imposed by law through constitutional provisions or enabling legislation. The District's restricted net position at December 31, 2019 consists of \$1,200 for emergency reserves and \$1,027,159 is to be used exclusively for debt service requirements and capital improvements.

TALLMAN GULCH METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2019

NOTE 7 - NET POSITION (CONTINUED)

In the government-wide financial statements, the District's unrestricted net deficit as of December 31, 2019 totaled \$3,311,453, primarily due to capital improvements that were funded with long-term debt that have been dedicated to other entities, while the long-term debt remains an obligation of the District.

NOTE 8 - RELATED PARTIES

All of the members of the Board of Directors of the District are employees, owners or otherwise associated with CRAFT-AREP, and may have conflicts of interest in dealing with the District. The District entered into an Advance and Reimbursement Agreement dated March 3, 2015 with CRAFT-AREP (see Note 4). Specific details of transactions with CRAFT-AREP regarding organization, advances and debt are described elsewhere in these notes.

NOTE 9 - RISK MANAGEMENT

Except as provided in the Colorado Governmental Immunity Act, the District may be 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). The Pool is an organization created by intergovernmental agreement to provide property, liability, public officials' liability, boiler and machinery and workers compensation coverage to its members. Settled claims have not exceeded this coverage in any of the past three fiscal years.

The District pays annual premiums to the Pool for liability, property, public officials' liability and workers compensation 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, commonly known as the Taxpayer's Bill of Rights (TABOR), contains tax, spending, revenue and debt limitations which apply to the State of Colorado and all local governments, except Enterprise.

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

TALLMAN GULCH METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
December 31, 2019

NOTE 10 - TAX, SPENDING AND DEBT LIMITATIONS (CONTINUED)

excess of the Fiscal Year Spending limit must be refunded unless the voters approve retention of such revenue.

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

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

On May 2, 2006, a majority of the District's electors authorized the District to collect, retain and spend any and all amounts annually from any revenue sources whatsoever, other than ad valorem taxes, as a voter-approved revenue change without regard to any spending, revenue-raising or other limitation contained within Article X, Section 20 of the Colorado Constitution and without limiting in any year the amount of other revenues that may be collected and spent by the District.

This information is an integral part of the accompanying financial statements.

SUPPLEMENTAL INFORMATION

TALLMAN GULCH METROPOLITAN DISTRICT
SCHEDULE OF REVENUES, EXPENDITURES AND CHANGE IN FUND BALANCE (DEFICIT)
BUDGET AND ACTUAL
DEBT SERVICE AND IMPROVEMENTS FUND
Year Ended December 31, 2019

	<u>Budget Amounts</u>		<u>Actual Amounts</u>	<u>Variance with Final Budget Positive (Negative)</u>
	<u>Original</u>	<u>Final</u>		
REVENUES				
Property taxes	\$ 231,305	\$ 229,000	\$ 228,351	\$ (649)
Specific ownership taxes	9,000	25,600	25,610	10
Impact fees	150,000	105,000	105,000	-
Interest	20,000	19,100	19,140	40
Total revenues	<u>410,305</u>	<u>378,700</u>	<u>378,101</u>	<u>(599)</u>
EXPENDITURES				
Audit	8,000	-	-	-
County treasurer fees	3,470	3,500	3,462	38
Bond interest - Series 2018	381,938	381,938	381,938	-
Legal	3,000	-	-	-
Management and accounting	1,000	-	-	-
Paying agent fees	200	10,400	10,346	54
Capital outlay	-	42,700	29,502	13,198
Total expenditures	<u>397,608</u>	<u>438,538</u>	<u>425,248</u>	<u>13,290</u>
NET CHANGE IN FUND BALANCE	12,697	(59,838)	(47,147)	12,691
FUND BALANCE - BEGINNING OF YEAR	<u>994,826</u>	<u>1,074,306</u>	<u>1,074,306</u>	<u>-</u>
FUND BALANCE - END OF YEAR	<u>\$ 1,007,523</u>	<u>\$ 1,014,468</u>	<u>\$ 1,027,159</u>	<u>\$ 12,691</u>

OTHER INFORMATION

TALLMAN GULCH METROPOLITAN DISTRICT
SCHEDULE OF BOND DEBT SERVICE REQUIREMENTS TO MATURITY
December 31, 2019

\$7,275,000

**Limited Tax General Obligation Refunding
and Improvement Bonds, Series 2018A**

Dated January 1, 2018

Interest Rate of 5.25%

Interest due on June 1 and December 1

Principal due on December 1

	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2020	\$ -	\$ 381,938	\$ 381,938
2021	-	381,938	381,938
2022	55,000	381,938	436,938
2023	100,000	379,050	479,050
2024	135,000	373,800	508,800
2025	85,000	366,713	451,713
2026	125,000	362,250	487,250
2027	130,000	355,688	485,688
2028	150,000	348,862	498,862
2029	155,000	340,988	495,988
2030	175,000	332,850	507,850
2031	185,000	323,663	508,663
2032	205,000	313,950	518,950
2033	215,000	303,188	518,188
2034	235,000	291,900	526,900
2035	245,000	279,563	524,563
2036	270,000	266,700	536,700
2037	285,000	252,525	537,525
2038	310,000	237,563	547,563
2039	325,000	221,288	546,288
2040	355,000	204,225	559,225
2041	375,000	185,588	560,588
2042	405,000	165,900	570,900
2043	425,000	144,638	569,638
2044	460,000	122,325	582,325
2045	480,000	98,175	578,175
2046	520,000	72,975	592,975
2047	870,000	45,675	915,675
	<u>\$ 7,275,000</u>	<u>\$ 7,535,856</u>	<u>\$ 14,810,856</u>

**TALLMAN GULCH METROPOLITAN DISTRICT
SCHEDULE OF ASSESSED VALUATION,
MILL LEVY AND PROPERTY TAXES COLLECTED
December 31, 2019**

Year Ended December 31,	Prior Year Assessed Valuation for Current Year Property Tax Levy	Mills Levied	Total Property Taxes		Percentage Collected to Levied
			Levied	Collected	
2010	\$ 1,146,120	25.000	\$ 28,653	\$ 28,149	98.24%
2011	\$ 1,194,080	25.000	\$ 29,852	\$ 29,569	99.05%
2012	\$ 815,470	55.000	\$ 44,851	\$ 44,851	100.00%
2013	\$ 815,522	55.000	\$ 44,854	\$ 48,154	107.36%
2014	\$ 531,508	55.000	\$ 29,233	\$ 28,786	98.47%
2015	\$ 531,370	55.000	\$ 29,225	\$ 29,226	100.00%
2016	\$ 513,130	55.000	\$ 28,223	\$ 28,222	100.00%
2017	\$ 737,710	55.000	\$ 40,574	\$ 40,574	100.00%
2018	\$ 1,883,220	58.741	\$ 110,622	\$ 110,622	100.00%
2019	\$ 4,346,780	58.741	\$ 255,334	\$ 252,073	98.72%
Estimated for the year ending December 31, 2020	\$ 4,993,440	58.741	\$ 293,320		

NOTE:

Property taxes collected in any one year include collection of delinquent property taxes assessed in prior years, as well as reductions for property tax refunds or abatements. Information received from the county treasurer does not permit identification of specific year of assessment.