

REATA RIDGE VILLAGE METROPOLITAN DISTRICT NO. 2

Financial Statements

Year Ended December 31, 2019

with

Independent Auditors' Report

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## **INDEPENDENT AUDITOR'S REPORT**

To the Board of Directors  
Reata Ridge Valley Metropolitan District No.2

We have audited the accompanying financial statements of the governmental activities and each major fund of Reata Ridge Valley Metropolitan District No. 2, as of and for the year ended December 31, 2019, and the related notes to the financial statements, which collectively comprise the 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 opinions 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 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 Reata Ridge Valley Metropolitan District No. 2, as of December 31, 2019, 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 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 the 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 basic financial statements of Reata Ridge Valley Metropolitan District No. 2. The schedule of Revenues, Expenditures and Changes in Fund Balance – Budget to Actual – Debt Service Fund and Capital Projects Fund, on pages 18 and 19, is presented for purposes of additional analysis and is not a required part of the basic financial statements.

The Schedule of Revenues, Expenditures and Changes in Fund Balance – Budget to Actual – Debt Service Fund and Capital Projects Fund is the responsibility of management and was derived from and relate 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. In our opinion, the Schedule of Revenues, Expenditures and Changes in Fund Balance – Budget to Actual – Debt Service Fund and Capital Projects Fund is fairly stated in all material respects in relation to the basic financial statements as a whole.

The Summary of Assessed Valuation, Mill Levy and Property Taxes Collected on page 20 is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such 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. We are not aware of any material modifications that should be made to the supplementary information. We have not audited the supplementary information and do not express an opinion on such information.

*Wipfli LLP*

Wipfli LLP  
Denver, Colorado

June 17, 2020

**REATA RIDGE VILLAGE METROPOLITAN DISTRICT NO. 2**

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>
<b>ASSETS</b>						
Cash	\$ 26,270	\$ -	\$ -	\$ 26,270	\$ -	\$ 26,270
Cash - restricted	-	668,335	103,309	771,644	-	771,644
Receivable - County Treasurer	395	-	-	395	-	395
Property taxes receivable	32,864	10,198	-	43,062	-	43,062
Prepaid expenses	2,375	-	-	2,375	-	2,375
Capital assets not being depreciated	-	-	-	-	7,445,637	7,445,637
<b>Total Assets</b>	<u>\$ 61,904</u>	<u>\$ 678,533</u>	<u>\$ 103,309</u>	<u>\$ 843,746</u>	<u>7,445,637</u>	<u>8,289,383</u>
<b>LIABILITIES</b>						
Accounts payable	\$ 2,484	\$ -	\$ -	\$ 2,484	-	2,484
Long-term liabilities:						
Due in more than one year	-	-	-	-	9,164,610	9,164,610
<b>Total Liabilities</b>	<u>2,484</u>	<u>-</u>	<u>-</u>	<u>2,484</u>	<u>9,164,610</u>	<u>9,167,094</u>
<b>DEFERRED INFLOWS OF RESOURCES</b>						
Deferred property taxes	32,864	10,198	-	43,062	-	43,062
<b>Total Deferred Inflows of Resources</b>	<u>32,864</u>	<u>10,198</u>	<u>-</u>	<u>43,062</u>	<u>-</u>	<u>43,062</u>
<b>FUND BALANCES/NET POSITION</b>						
Fund Balances:						
Nonspendable:						
Prepays	2,375	-	-	2,375	(2,375)	-
Restricted:						
Emergencies	996	-	-	996	(996)	-
Debt service	-	668,335	-	668,335	(668,335)	-
Capital projects	-	-	103,309	103,309	(103,309)	-
Assigned:						
Subsequent years disbursements	23,185	-	-	23,185	(23,185)	-
<b>Total Fund Balances</b>	<u>26,556</u>	<u>668,335</u>	<u>103,309</u>	<u>798,200</u>	<u>(798,200)</u>	<u>-</u>
<b>Total Liabilities, Deferred Inflows of Resources and Fund Balances</b>	<u>\$ 61,904</u>	<u>\$ 678,533</u>	<u>\$ 103,309</u>	<u>\$ 843,746</u>		
<b>Net Position:</b>						
Restricted for:						
Emergencies					996	996
Debt service					668,335	668,335
Capital projects					103,309	103,309
Unrestricted					<u>(1,693,413)</u>	<u>(1,693,413)</u>
<b>Total Net Position</b>					<u>\$ (920,773)</u>	<u>\$ (920,773)</u>

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

**REATA RIDGE VILLAGE METROPOLITAN DISTRICT NO. 2**

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>
<b>EXPENDITURES</b>						
Accounting and audit	\$ 5,799	\$ -	\$ -	\$ 5,799	\$ -	\$ 5,799
Insurance	2,924	-	-	2,924	-	2,924
Legal	3,786	-	-	3,786	-	3,786
Treasurer's fees	659	-	-	659	-	659
Bond issuance costs	-	-	288,760	288,760	-	288,760
Capital outlay	-	-	7,412,726	7,412,726	(7,412,726)	-
Developer advances - principal	5,108	-	4,245,211	4,250,319	(4,250,319)	-
Developer advances - interest	15,356	-	658,569	673,925	(100)	673,825
Total Expenditures	<u>33,632</u>	<u>-</u>	<u>12,605,266</u>	<u>12,638,898</u>	<u>(11,663,145)</u>	<u>975,753</u>
<b>GENERAL REVENUES</b>						
Property taxes	43,471	-	-	43,471	-	43,471
Specific ownership taxes	4,360	-	-	4,360	-	4,360
Interest income	435	-	-	435	-	435
Total General Revenues	<u>48,266</u>	<u>-</u>	<u>-</u>	<u>48,266</u>	<u>-</u>	<u>48,266</u>
<b>EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES</b>	14,634	-	(12,605,266)	(12,590,632)	11,663,145	(927,487)
<b>OTHER FINANCING SOURCES (USES)</b>						
Bond proceeds	-	-	5,739,000	5,739,000	(5,739,000)	-
Bond premium	-	-	225,184	225,184	(225,184)	-
Developer advances	-	-	7,412,726	7,412,726	(7,412,726)	-
Transfers in (out)	-	668,335	(668,335)	-	-	-
Total Other Financing Sources (Uses)	<u>-</u>	<u>668,335</u>	<u>12,708,575</u>	<u>13,376,910</u>	<u>(13,376,910)</u>	<u>-</u>
<b>NET CHANGES IN FUND BALANCES</b>	14,634	668,335	103,309	786,278	(786,278)	
<b>CHANGE IN NET POSITION</b>					(927,487)	(927,487)
<b>FUND BALANCES/NET POSITION:</b>						
BEGINNING OF YEAR	<u>11,922</u>	<u>-</u>	<u>-</u>	<u>11,922</u>	<u>(5,208)</u>	<u>6,714</u>
END OF YEAR	<u>\$ 26,556</u>	<u>\$ 668,335</u>	<u>\$ 103,309</u>	<u>\$ 798,200</u>	<u>\$ (1,718,973)</u>	<u>\$ (920,773)</u>

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

## REATA RIDGE VILLAGE METROPOLITAN DISTRICT NO. 2

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

For the Year Ended December 31, 2019

	Original and Final <u>Budget</u>	<u>Actual</u>	Variance Favorable <u>(Unfavorable)</u>
<b>REVENUES</b>			
Property taxes	\$ 43,471	\$ 43,471	\$ -
Specific ownership taxes	3,478	4,360	882
Interest income	-	435	435
	<hr/>	<hr/>	<hr/>
Total Revenues	46,949	48,266	1,317
<b>EXPENDITURES</b>			
Accounting and audit	8,000	5,799	2,201
Dues	650	-	650
Insurance	2,800	2,924	(124)
Legal	15,000	3,786	11,214
Miscellaneous expenses	1,000	-	1,000
Treasurer's fees	652	659	(7)
Repay developer advances	20,464	20,464	-
Contingency	7,000	-	7,000
Emergency reserve	843	-	843
	<hr/>	<hr/>	<hr/>
Total Expenditures	56,409	33,632	22,777
 NET CHANGE IN FUND BALANCE	 (9,460)	 14,634	 24,094
 <b>FUND BALANCE:</b>			
BEGINNING OF YEAR	<hr/> 9,460	<hr/> 11,922	<hr/> 2,462
END OF YEAR	<hr/> <u>\$ -</u>	<hr/> <u>\$ 26,556</u>	<hr/> <u>\$ 26,556</u>

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

## REATA RIDGE VILLAGE METROPOLITAN DISTRICT NO. 2

### Notes to Financial Statements December 31, 2019

#### Note 1: Summary of Significant Accounting Policies

The accounting policies of the Reata Ridge Village Metropolitan District No. 2, located in the Town of Parker, 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 May 3, 2016, as a quasi-municipal corporation and political subdivision of the State of Colorado established under the State of Colorado Special District Act. The District was established to finance and construct certain public infrastructure improvements that benefit the property owners and taxpayers of the District. The District's primary revenues are property taxes and transfers from Reata Ridge Village Metropolitan District No. 1. 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.

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

## REATA RIDGE VILLAGE METROPOLITAN DISTRICT NO. 2

### Notes to Financial Statements December 31, 2019

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.

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.

## REATA RIDGE VILLAGE METROPOLITAN DISTRICT NO. 2

### Notes to Financial Statements December 31, 2019

#### Budgetary Accounting

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.

On October 2, 2019, the District amended its total appropriations in the Capital Projects Fund from \$0 to \$6,600,516 and in the Debt Service Fund from \$0 to \$5,000 primarily due to the issuance of the Series 2019A & Series 2019B<sub>(3)</sub> Bonds (see Note 4). On July 27, 2020, the District amended its total appropriations in the Capital Projects Fund from \$6,600,516 to \$13,376,910 primarily due to the acceptance of assets in the current year.

#### 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

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.

The District follows the practice of pooling cash 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.

##### 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.

##### 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.

## REATA RIDGE VILLAGE METROPOLITAN DISTRICT NO. 2

### Notes to Financial Statements December 31, 2019

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.

#### Bond Premium

The Bond Premium from the Series 2019A Bonds are being amortized over the respective terms of the bonds using the interest/straight-line method. Accumulated amortization of the bond premium amounted to \$0 at December 31, 2019.

#### Capital Assets

Capital assets, which include property, plant, equipment and infrastructure assets (e.g. roads, bridges, 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 three 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.

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.

#### 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.

#### 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.

REATA RIDGE VILLAGE METROPOLITAN DISTRICT NO. 2

Notes to Financial Statements  
December 31, 2019

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.

Fund Balance

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.

The nonspendable fund balance in the General Fund in the amount of \$2,375 represents prepaid expenditures.

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 \$996 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 \$668,335 is restricted for the payment of the debt service costs associated with the Series 2019A and Series2019B<sub>(3)</sub> Bonds (see Note 4).

The restricted fund balance in the Capital Projects Fund in the amount of \$103,309 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.

REATA RIDGE VILLAGE METROPOLITAN DISTRICT NO. 2

Notes to Financial Statements  
December 31, 2019

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.

The assigned fund balance in the General Fund represents the amount appropriated for use in the budget for the year ending December 31, 2020.

Unassigned Fund Balance

Unassigned fund balance includes amounts that are available for any purpose. Positive amounts are reported only in the General Fund.

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.

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.

The District has a deficit in unrestricted net position as of December 31, 2019. This deficit amount is the result of the District being responsible for the payment of debt issued for public improvements that were conveyed to other governmental entities and which costs were removed from the District's financial records.

REATA RIDGE VILLAGE METROPOLITAN DISTRICT NO. 2

Notes to Financial Statements  
December 31, 2019

Note 2: Cash

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

Statement of Net Position:

Cash	\$ 26,270
Cash – Restricted	<u>771,644</u>
Total	<u>\$ 797,914</u>

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

Deposits with financial institutions	\$ 26,270
Investments – CSAFE	<u>771,644</u>
	<u>\$ 797,914</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.

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. Investments not measured at fair value and not categorized include governmental money market funds (PFM Funds Governmental Select series); money market funds (generally held by Bank Trust Departments in their role as paying agent or trustee); and CSAFE which record their investments at amortized cost. The District’s investments are not required to be categorized within the fair value hierarchy. This investments’ values are calculated using the net asset value method (NAV) per share.

REATA RIDGE VILLAGE METROPOLITAN DISTRICT NO. 2

Notes to Financial Statements  
December 31, 2019

Credit Risk

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

CSAFE

The local government investment pool Colorado Surplus Asset Fund Trust ("CSAFE"), is rated AAAM by Standard and Poor's and the maturity is weighted average under 60 days. CSAFE is an investment vehicle established by state statute for local government entities to pool surplus assets. The State Securities Commissioner administers and enforces all State statutes governing the Trust. The Trust is similar to a money market fund, with each share valued at \$1.00. CSAFE may invest in U.S. Treasury securities, repurchase agreements collateralized by U.S. Treasury securities, certain money market funds, and highest rated commercial paper. A designated custodial bank serves as custodian for CSAFE's portfolio pursuant to custodian agreements. The custodian acts as safekeeping agent for CSAFE's investment portfolio and provides services as the depository in connection with direct investments and withdrawals. The custodians' internal records identify the investments owned by CSAFE. At December 31, 2019, the District had \$771,644 invested in CSAFE held by a trustee.

Note 3: Capital Assets

An analysis of the changes in capital assets for the year ended December 31, 2019, follows:

<u>Governmental Type Activities:</u>	<u>Balance</u> <u>1/1/2019</u>	<u>Additions</u>	<u>Deletions</u>	<u>Balance</u> <u>12/31/2019</u>
<u>Capital assets not being depreciated:</u>				
Organizational costs	\$ 32,911	\$ -	\$ -	\$ 32,911
Construction in progress	<u>-</u>	<u>7,412,726</u>	<u>-</u>	<u>7,412,726</u>
Total capital assets not being depreciated	<u>32,911</u>	<u>7,412,726</u>	<u>-</u>	<u>7,445,637</u>
Government type assets, net	<u>\$ 32,911</u>	<u>\$ 7,412,726</u>	<u>\$ -</u>	<u>\$ 7,445,637</u>

REATA RIDGE VILLAGE METROPOLITAN DISTRICT NO. 2

Notes to Financial Statements  
December 31, 2019

Note 4: Long Term Debt

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

Series 2019A Limited Tax General Obligation Bonds

The District issued \$4,510,000 of Limited Tax General Obligation Bonds, Series 2019A (the “Series 2019A Bonds”) dated December 31, 2019. The Series 2019A Bonds were issued for the purposes of funding the costs of public improvements for the benefit of the District and Reata Ridge Village Metropolitan District No. 1, providing capitalized interest for payment of a portion of the interest of the Series 2019A Bonds, funding the Series 2019A Reserve Fund and paying the costs of issuance of the Series 2019A Bonds. The Series 2019A Bonds bear interest at the rate of 5.00%, payable semiannually on each June 1 and December 1, commencing on June 1, 2020. The Series 2019A Bonds are secured by Pledged Revenues including the Issuer Senior Required Mill Levy (as defined in the Indenture of Trust for the Series 2019A Bonds or the “Series 2019A Indenture”), the District No. 1 Senior Required Mill Levy (as defined in the Series 2019A Indenture), specific ownership taxes attributable to the Issuer’s and District No. 1’s Senior Required Mill Levies and any other legally available moneys that the District determines, in its absolute discretion, to transfer to the Senior Indenture Trustee for application as Senior Pledged Revenue. The Series 2019A Bonds are also secured by a Reserve Requirement in the amount of \$348,250 and a Surplus Fund Requirement of \$451,000. As long as the amount on deposit in the Surplus Fund is less than the Surplus Fund Requirement, the Required Mill levy shall equal 50 mills from the District and 47.678 mills from District No. 1. As of December 31, 2019, the District has \$348,250 deposited in the Reserve Fund and \$0 deposited in the Surplus Fund.

The Series 2019A Bonds are subject to a mandatory sinking fund redemption commencing on December 1, 2022. The Series 2019A Bonds are also 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, on December 1, 2024, and on any date thereafter, upon payment of the principal so redeemed and accrued interest thereon to the date of redemption, plus a redemption premium as follows:

- 3% of the amount redeemed from December 1, 2024 to November 30, 2025
  - 2% of the amount redeemed from December 1, 2025 to November 30, 2026
  - 1% of the amount redeemed from December 1, 2026 to November 30, 2027
- Redemptions on and after December 1, 2027 are at par

## REATA RIDGE VILLAGE METROPOLITAN DISTRICT NO. 2

### Notes to Financial Statements December 31, 2019

#### Series 2019B<sub>(3)</sub> Subordinate Limited Tax General Obligation Bonds

On December 31, 2019, the District issued \$1,229,000 of Subordinate Limited Tax General Obligation Bonds (the "Series 2019B<sub>(3)</sub> Bonds"). The Series 2019B<sub>(3)</sub> Bonds were issued for the purposes of funding the costs of public improvements for the benefit of the District and Reata Ridge Village Metropolitan District No. 1 and paying the costs of issuance of the Series 2019B Bonds. The Series 2019B<sub>(3)</sub> Bonds bear interest at the rate of 8.00%, payable annually on December 15, commencing on December 15, 2020, to the extent that Subordinate Pledged Revenue is available. The Series 2019B<sub>(3)</sub> Bonds are secured by Pledged Revenues including the Issuer Subordinate Required Mill Levy (as defined in the Indenture of Trust for the Series 2019B<sub>(3)</sub> Bonds or the "Series 2019B<sub>(3)</sub> Indenture"), the District No. 1 Subordinate Required Mill Levy (as defined in the Series 2019B<sub>(3)</sub> Indenture), specific ownership taxes attributable to the Issuer's and District No. 1's Subordinate Required Mill Levies and any other legally available moneys that the District determines, in its absolute discretion, to transfer to the Subordinate Indenture Trustee for application as Subordinate Pledged Revenue.

The Series 2019B<sub>(3)</sub> Bonds are "cash flow" bonds meaning that no regularly scheduled principal payments are due prior to the maturity date, and interest not paid will accrue and compound until there is sufficient Subordinate Pledged Revenue for payment. In the event any amounts due and owing on the Series 2019B<sub>(3)</sub> Bonds remain outstanding on December 16, 2059, such amounts shall be deemed discharged and shall no longer be due and outstanding.

#### Developer Advances - Capital

On December 5, 2017, the District, District No. 1, and Reata Ridge Realty Partners, LLC (the "Developer") entered into an Infrastructure Acquisition and Reimbursement Agreement (the "Acquisition Agreement"). Pursuant to the Acquisition Agreement, the Districts acknowledged that the Developer had incurred certain costs related to the public infrastructure for the benefit of the Districts and expects to incur additional costs. Per the Acquisition Agreement, the Districts will reimburse the Developer for all District Eligible Costs to the extent constituting Repayment Obligations (as defined in the Acquisition Agreement), acquire Public Infrastructure constructed for the benefit of the Districts from the Developer that is not being dedicated to other governmental entities, and to pay all reasonable costs thereto and reimburse the Developer for any costs incurred by the Developer for Public Infrastructure that is being dedicated to third parties on behalf of the Districts. The Repayment Obligation shall bear simple interest at a rate of 8% per annum from the date any such Repayment Obligation is incurred, to the earlier of the date a Reimbursement Obligation (as defined in the Acquisition Agreement) is issued or the date of payment of such amount in full. The Districts intend to repay all District Eligible Costs, together with interest thereon, subject to annual appropriation and budget approval. In 2018 and 2019, the District repaid Developer Advances in the amount of \$5,173 and \$4,918,935, respectively.

REATA RIDGE VILLAGE METROPOLITAN DISTRICT NO. 2

Notes to Financial Statements  
December 31, 2019

Developer Advances - Operations

On August 4, 2016, the District, District No. 1, and the Developer entered into a Funding and Reimbursement Agreement (Operations and Maintenance) (the "O&M Agreement"). Pursuant to the O&M Agreement, the Developer agrees to loan the Districts, one or more sums of money as requested by the Districts for the Costs (as defined in the O&M Agreement) or to be incurred by the Districts and the Districts acknowledged that the Developer had incurred Costs on behalf of the Districts prior to the execution of this Agreement. The Reimbursement Obligation (as defined in the O&M Agreement) shall bear simple interest at a rate of 8% per annum from the date any such advance is made, to the earlier of the date a Reimbursement Obligation is issued to evidence such advance, or the date of repayment of such amount. The term for repayment of this obligation shall not extend beyond 40 years from the date of this agreement and shall be specifically subject to the Districts' electoral and Service Plan authorization. The Districts intend to repay any advances for Costs from ad valorem taxes, fees or other legally available revenues from the Districts, net of any debt service or current operations and maintenance costs of the Districts. Any mill levy certified by the Districts for the purposes of repaying advances made hereunder shall not exceed 50 mills and shall be further subject to any restrictions provided in the Districts' Service Plan, electoral authorizations or any applicable laws. In 2018 and 2019, the District repaid Developer Advances in the amount of \$21,918 and \$5,309, respectively.

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

	<u>Balance</u> <u>1/1/2019</u>	<u>Additions</u>	<u>Deletions</u>	<u>Balance</u> <u>12/31/2019</u>	<u>Current</u> <u>Portion</u>
General Obligation Bonds					
Series 2019A	\$ -	\$ 4,510,000	\$ -	\$ 4,510,000	\$ -
Subordinate General					
Obligation Bonds Series					
2019B	-	1,229,000	-	1,229,000	-
Developer Advance -					
Operations	5,108	-	5,108	-	-
Developer Advance -					
Operations Interest	13	188	201	-	-
Developer Advance -					
Capital	32,911	7,412,726	4,245,211	3,200,426	-
Developer Advance -					
Capital Interest	87	673,637	673,724	-	-
	<u>38,119</u>	<u>13,825,551</u>	<u>4,924,244</u>	<u>8,939,426</u>	<u>-</u>
Bond Premium - Series					
2019A Bonds	-	225,184	-	225,184	(9,579)
	<u>\$ 38,119</u>	<u>\$ 14,050,735</u>	<u>\$ 4,924,244</u>	<u>\$ 9,164,610</u>	<u>\$ (9,579)</u>

REATA RIDGE VILLAGE METROPOLITAN DISTRICT NO. 2

Notes to Financial Statements  
December 31, 2019

A portion of the Developer Advance Capital and Accrued Interest were paid by the General Fund.

The following is a summary of the annual long-term debt principal and interest requirements for the Series 2019A Bonds.

	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2020	\$ -	\$ 207,335	\$ 207,335
2021	-	225,500	225,500
2022	5,000	225,500	230,500
2023	45,000	225,250	270,250
2024	55,000	223,000	278,000
2025-2029	340,000	1,070,250	1,410,250
2030-2034	520,000	968,000	1,488,000
2035-2039	740,000	817,750	1,557,750
2040-2044	1,040,000	603,750	1,643,750
2045-2049	<u>1,765,000</u>	<u>307,750</u>	<u>2,072,750</u>
	<u>\$4,510,000</u>	<u>\$4,874,085</u>	<u>\$9,384,085</u>

As of December 31, 2019, the District had remaining voted debt authorization of approximately \$103,761,000. The District has not budgeted to issue any additional debt in 2020. Per the District and Reata Ridge Village Metropolitan District No. 1's ("District No. 1) Service Plan and the Intergovernmental Agreement with the Town of Parker, the Districts shall have the authority to issue debt for regional improvements in an amount not to exceed \$6,600,000.

Note 5: Related Party

All 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.

REATA RIDGE VILLAGE METROPOLITAN DISTRICT NO. 2

Notes to Financial Statements  
December 31, 2019

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.

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) Capital improvements used in government activities are not financial resources and, therefore are not reported in the funds; and
- 2) 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 Statement of Governmental Fund Revenues, Expenditures, and Changes in Fund Balances/Statement of Activities includes an adjustments column. The adjustments have the following elements:

## REATA RIDGE VILLAGE METROPOLITAN DISTRICT NO. 2

### Notes to Financial Statements December 31, 2019

- 1) Governmental funds report capital outlays as expenditures, however, in the statement of activities, the costs of those assets are held as construction in process pending transfer to other governmental entities or depreciated over their useful lives;
- 2) 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;
- 3) governmental funds report developer advances and/or bond proceeds as revenue; and,
- 4) 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: Intergovernmental Agreements

##### Town of Parker Intergovernmental Agreement

On August 4, 2016, the District and District No. 1 entered into an Intergovernmental Agreement with the Town of Parker (the "Town). Under this agreement, the Districts must obtain the approval of the Town Council prior to any inclusion of property outside of the service area into the boundaries of the Districts. Prior to issuance of any privately placed debt, the Districts shall obtain a certificate from an External Financial Advisor certifying the reasonableness of the interest rate and the structure. The Agreement requires the Districts to dedicate the public improvements to the Town or other appropriate jurisdiction or owners association for ownership and maintenance consistent with the final approved plat(s) and subdivision agreements for the Property located within the Districts' boundaries, other rules and regulations of the Town, and applicable provisions of the Town Code. The District shall not be authorized to operate and maintain any part or all of the Public Improvements. Per the Agreement, the Districts shall not issue debt in excess of \$6,600,000.

##### Capital Pledge Agreement

On December 31, 2019, the District and District No. 1 entered into a Capital Pledge Agreement. Under the Capital Pledge Agreement, District No. 1 pledged the Senior and Subordinate Capital Revenue to the repayment of the District's Series 2019A and Series 2019B<sub>(3)</sub> Bonds from revenues generated from the imposition of a capital mill levy. District No. 1 shall impose an ad valorem mill levy upon all taxable property of District No. 1 each year sufficient (when combined with other revenues of District No. 1 and the District) to pay annual bond costs, replenish the District's Reserve Fund to the reserve requirement, if necessary, and fund the Surplus Fund but not in excess of 47.678 mills less the District No. 1 Operations Levy (as described in the Pledge Agreement), subject to adjustment. The Capital Pledge Agreement will terminate on the first date on which no District obligations are outstanding, provided, however, that in no event shall the term of this Agreement extend beyond the Maximum Debt Mill Levy Imposition Term (as described in the Pledge Agreement).

The notes to the Financial Statements are an integral part of the accompanying financial statements.

SUPPLEMENTAL INFORMATION

## REATA RIDGE VILLAGE METROPOLITAN DISTRICT NO. 2

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

For the Year Ended December 31, 2019

	<u>Original Budget</u>	<u>Final Budget</u>	<u>Actual</u>	<u>Variance Favorable (Unfavorable)</u>
<b>REVENUES</b>				
Interest income	\$ -	\$ -	\$ -	\$ -
Miscellaneous income	-	-	-	-
Total Revenues	-	-	-	-
<b>EXPENDITURES</b>				
Paying agent fees	-	5,000	-	5,000
Total Expenditures	-	5,000	-	5,000
<b>EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES</b>	-	(5,000)	-	5,000
<b>OTHER FINANCING SOURCES (USES)</b>				
Transfers in (out)	-	649,957	668,335	18,378
Total Other Financing Sources (Uses)	-	649,957	668,335	18,378
<b>NET CHANGE IN FUND BALANCE</b>	-	644,957	668,335	23,378
<b>FUND BALANCE:</b>				
BEGINNING OF YEAR	-	-	-	-
END OF YEAR	\$ -	\$ 644,957	\$ 668,335	\$ 23,378

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

**REATA RIDGE VILLAGE METROPOLITAN DISTRICT NO. 2**

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

For the Year Ended December 31, 2019

	Original <u>Budget</u>	Final <u>Budget</u>	<u>Actual</u>	Variance Favorable <u>(Unfavorable)</u>
<b>REVENUES</b>				
Interest income	\$ -	\$ -	\$ -	\$ -
Total Revenues	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>EXPENDITURES</b>				
Bond issuance costs	-	392,069	288,760	103,309
Capital outlay	-	7,412,726	7,412,726	-
Repay developer advances	<u>-</u>	<u>4,903,780</u>	<u>4,903,780</u>	<u>-</u>
Total Expenditures	<u>-</u>	<u>12,708,575</u>	<u>12,605,266</u>	<u>103,309</u>
<b>EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES</b>				
	-	(12,708,575)	(12,605,266)	103,309
<b>OTHER FINANCING SOURCES (USES)</b>				
Bond proceeds	-	5,739,000	5,739,000	-
Bond premium	-	225,184	225,184	-
Developer advances	-	7,412,726	7,412,726	-
Transfers in (out)	<u>-</u>	<u>(668,335)</u>	<u>(668,335)</u>	<u>-</u>
Total Other Financing Sources (Uses)	<u>-</u>	<u>12,708,575</u>	<u>12,708,575</u>	<u>-</u>
<b>NET CHANGE IN FUND BALANCE</b>	-	-	103,309	103,309
<b>FUND BALANCE:</b>				
BEGINNING OF YEAR	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
END OF YEAR	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 103,309</u>	<u>\$ 103,309</u>

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

REATA RIDGE VILLAGE METROPOLITAN DISTRICT NO. 2

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

<u>Levy Year Ended December 31,</u>	<u>Collection Year Ended December 31,</u>	<u>Assessed Valuation</u>	<u>% Increase</u>	<u>Mills Levied</u>		<u>Total Property Tax</u>		<u>Percent Collected to Levied</u>
				<u>General Fund</u>	<u>Debt Service</u>	<u>Levied</u>	<u>Collected (1)</u>	
2018	2019	\$ 869,410		50.000	0.000	\$ 43,471	\$ 43,471	100.00%
2019	2020	\$ 861,240		38.159	11.841	\$ 43,062		

**NOTE**

(1) 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.