

PAINTED PRAIRIE METROPOLITAN DISTRICT NO. 1

Financial Statements

Year Ended December 31, 2019

with

Independent Auditor's Report

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Independent Auditor's Report

Board of Directors
Painted Prairie Metropolitan District No. 1
Arapahoe County, Colorado

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities and each major fund of Painted Prairie Metropolitan District No. 1 (the "District") as of and for the year ended December 31, 2019, and the related notes to the financial statements, which collectively comprise the District's basic financial statements, as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each major fund of Painted Prairie Metropolitan District No. 1 as of December 31, 2019, and the respective changes in financial position and the respective budgetary comparison for the general fund for the year then ended in accordance with accounting principles generally accepted in the United States.

Other Matters

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

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

Wipfli LLP
Lakewood, Colorado

September 30, 2020

Painted Prairie Metropolitan District No. 1

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

	<u>General</u>	Capital <u>Projects</u>	<u>Total</u>	<u>Adjustments</u>	Statement of <u>Net Position</u>
ASSETS					
Cash	\$ 109,948	\$ -	\$ 109,948	\$ -	\$ 109,948
Cash - restricted	3,495	3,039,087	3,042,582	-	3,042,582
Receivable from District No. 2	3,500	-	3,500		3,500
Prepaid expenses	255	-	255	-	255
Accounts Receivable - Developer	-	2,386,174	2,386,174	(2,386,174)	-
Capital assets not being depreciated	-	-	-	31,328,555	31,328,555
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Total Assets	<u>\$ 117,198</u>	<u>\$ 5,425,261</u>	<u>\$ 5,542,459</u>	<u>28,942,381</u>	<u>34,484,840</u>
LIABILITIES					
Accounts payable	\$ 34,345	\$ 4,107,749	\$ 4,142,094	-	4,142,094
Retainage payable	-	1,317,512	1,317,512	-	1,317,512
Due to other districts	498	-	498	-	498
Long-term liabilities:					
Due in more than one year	-	-	-	17,570,263	17,570,263
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Total Liabilities	<u>34,843</u>	<u>5,425,261</u>	<u>5,460,104</u>	<u>17,570,263</u>	<u>23,030,367</u>
FUND BALANCES/NET POSITION					
Fund Balances:					
Nonspendable:					
Prepays	255	-	255	(255)	-
Restricted:					
Emergencies	3,495	-	3,495	(3,495)	-
Unassigned	78,605	-	78,605	(78,605)	-
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Total Fund Balances	<u>82,355</u>	<u>-</u>	<u>82,355</u>	<u>(82,355)</u>	<u>-</u>
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Total Liabilities and Fund Balance	<u>\$ 117,198</u>	<u>\$ 5,425,261</u>	<u>\$ 5,542,459</u>		
Net Position:					
Net investment in capital assets				13,758,292	13,758,292
Restricted for:					
Emergencies				3,495	3,495
Unrestricted				(2,307,314)	(2,307,314)
				<u> </u>	<u> </u>
Total Net Position				<u>\$ 11,454,473</u>	<u>\$ 11,454,473</u>

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

Painted Prairie Metropolitan District No. 1

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>Capital Projects</u>	<u>Total</u>	<u>Adjustments</u>	<u>Statement of Activities</u>
EXPENDITURES					
Accounting and audit	\$ 18,072	\$ 18,834	\$ 36,906	\$ (18,834)	\$ 18,072
Management fees	2,250	-	2,250	-	2,250
Insurance	20,687	-	20,687	-	20,687
Legal	46,685	153,661	200,346	(153,661)	46,685
Capital expenditures	-	28,055,313	28,055,313	(28,055,313)	-
Miscellaneous expenses	192	-	192	-	192
Repay developer advances - principal	-	-	-	-	-
Developer advances - interest	-	95,820	95,820	239,604	335,424
Total Expenditures	<u>87,886</u>	<u>28,323,628</u>	<u>28,411,514</u>	<u>(27,988,204)</u>	<u>423,310</u>
GENERAL REVENUES					
Property taxes	5	-	5	-	5
Transfer from District No. 2	1	9,360,751	9,360,752	-	9,360,752
Miscellaneous income	751	-	751	-	751
Total General Revenues	<u>757</u>	<u>9,360,751</u>	<u>9,361,508</u>	<u>-</u>	<u>9,361,508</u>
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES					
	(87,129)	(18,962,877)	(19,050,006)	27,988,204	8,938,198
OTHER FINANCING SOURCES					
Developer advances	54,554	18,914,548	18,969,102	(18,969,102)	-
Total Other Financing Sources	<u>54,554</u>	<u>18,914,548</u>	<u>18,969,102</u>	<u>(18,969,102)</u>	<u>-</u>
NET CHANGES IN FUND BALANCES					
	(32,575)	(48,329)	(80,904)	80,904	
CHANGE IN NET POSITION					
				8,938,198	8,938,198
FUND BALANCES/NET POSITION:					
BEGINNING OF YEAR	114,930	48,329	163,259	2,353,016	2,516,275
END OF YEAR	<u>\$ 82,355</u>	<u>\$ -</u>	<u>\$ 82,355</u>	<u>\$ 11,372,118</u>	<u>\$ 11,454,473</u>

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

Painted Prairie Metropolitan District No. 1

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

For the Year Ended December 31, 2019

	Original & Final <u>Budget</u>	<u>Actual</u>	Variance Favorable (Unfavorable)
REVENUES			
Property taxes	\$ 1	\$ 5	\$ 4
Transfer from District No. 2	4,241	1	(4,240)
Miscellaneous income	<u>-</u>	<u>751</u>	<u>751</u>
Total Revenues	<u>4,242</u>	<u>757</u>	<u>(3,485)</u>
EXPENDITURES			
Accounting and audit	20,000	18,072	1,928
Management fees	30,000	2,250	27,750
Insurance	5,000	20,687	(15,687)
Legal	45,000	46,685	(1,685)
Miscellaneous expenses	5,000	192	4,808
Contingency	5,529	-	5,529
Emergency reserve	<u>3,150</u>	<u>-</u>	<u>3,150</u>
Total Expenditures	<u>113,679</u>	<u>87,886</u>	<u>25,793</u>
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	<u>(109,437)</u>	<u>(87,129)</u>	<u>22,308</u>
OTHER FINANCING SOURCES			
Developer advances	<u>8,788</u>	<u>54,554</u>	<u>45,766</u>
Total Other Financing Sources	<u>8,788</u>	<u>54,554</u>	<u>45,766</u>
NET CHANGE IN FUND BALANCE	(100,649)	(32,575)	68,074
FUND BALANCE:			
BEGINNING OF YEAR	<u>100,649</u>	<u>114,930</u>	<u>14,281</u>
END OF YEAR	<u>\$ -</u>	<u>\$ 82,355</u>	<u>\$ 82,355</u>

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

PAINTED PRAIRIE METROPOLITAN DISTRICT NO. 1

Notes to Financial Statements December 31, 2019

Note 1: Summary of Significant Accounting Policies

The accounting policies of the Painted Prairie Metropolitan District No. 1 (“District”), located in the City of Aurora in Arapahoe 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 16, 2006, as a quasi-municipal corporation and political subdivision under the State of Colorado Special District Act. The District, along with the Painted Prairie Metropolitan Districts Nos. 2-9 (“Painted Prairie Districts”) collectively operate pursuant to an Amended and Restated Consolidated Service Plan dated May 25, 2017 (the “Service Plan”) approved by the City on July 24, 2017. The District was established to provide for the financing and construction of Public Improvements for the use and benefit of the residents and property owners within the service area. The District's primary revenues are transfers from District No. 2. 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.

PAINTED PRAIRIE METROPOLITAN DISTRICT NO. 1

Notes to Financial Statements December 31, 2019

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

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

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

Measurement Focus, Basis of Accounting and Financial Statement Presentation

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

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

The District reports the following major governmental funds:

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

PAINTED PRAIRIE METROPOLITAN DISTRICT NO. 1

Notes to Financial Statements December 31, 2019

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

Budgetary Accounting

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

Assets, Liabilities and Net Position

Fair Value of Financial Instruments

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

Deposits and Investments

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

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

Estimates

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

PAINTED PRAIRIE METROPOLITAN DISTRICT NO. 1

Notes to Financial Statements December 31, 2019

Deferred Outflows/Inflows of Resources

In addition to assets, the statement of financial position will sometimes report a separate section for deferred outflows of resources. This separate financial statement element, *deferred outflows of resources*, represents a consumption of net position that applies to a future period(s) and so will not be recognized as an outflow of resources (expense/expenditure) until then. The District has no items that qualify for reporting in this category.

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

Capital Assets

Capital assets, which include property, plant, equipment and infrastructure assets (e.g. roads, 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 two years. Such assets are recorded at historical or estimated historical cost if purchased or constructed. Donated capital assets are recorded at acquisition value at the date of donation. The costs of normal maintenance and repairs that do not add to the value of the assets or materially extend the life of the asset are not capitalized. Improvements are capitalized and depreciated over the remaining useful lives of the related fixed assets, as applicable using the straight-line method. Depreciation on property that will remain assets of the District is reported on the Statement of Activities as a current charge. Improvements that will be conveyed to other governmental entities are classified as construction in progress and are not depreciated. Land and certain landscaping improvements are not depreciated. The District recognized no depreciation expense in 2019.

Property Taxes

Property taxes are levied by the District's Board of Directors. The levy is based on assessed valuations determined by the County Assessor generally as of January 1 of each year. The levy is normally set by December 15 by certification to the County Commissioners to put the tax lien on the individual properties as of January 1 of the following year. The County Treasurer collects the determined taxes during the ensuing calendar year. The taxes are payable by April 30 or if in equal installments, at the taxpayers' election, in February and June. Delinquent taxpayers are notified in July or August and the sales of the resultant tax liens on delinquent properties are generally held in November or December. The County Treasurer remits the taxes collected monthly to the District. Property taxes, net of estimated uncollectible taxes, are recorded initially as deferred inflows in the year they are levied and measurable since they are not normally available nor are they budgeted as a resource until the subsequent year. The deferred property taxes are recorded as revenue in the subsequent year when they are available or collected.

PAINTED PRAIRIE METROPOLITAN DISTRICT NO. 1

Notes to Financial Statements December 31, 2019

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.

Fund Equity

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

Nonspendable Fund Balance

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

The nonspendable fund balance in the General Fund in the amount of \$255 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 \$3,495 of the General Fund balance has been reserved in compliance with this requirement.

Committed Fund Balance

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

Assigned Fund Balance

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

PAINTED PRAIRIE METROPOLITAN DISTRICT NO. 1

Notes to Financial Statements
December 31, 2019

Unassigned Fund Balance

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

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.

Note 2: Cash and Investments

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

Cash	\$ 109,948
Cash - restricted	<u>3,042,582</u>
Total	<u>\$ 3,152,530</u>

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

Deposits with financial institutions	\$ <u>3,152,530</u>
Total	\$ <u>3,152,530</u>

PAINTED PRAIRIE METROPOLITAN DISTRICT NO. 1

Notes to Financial Statements
December 31, 2019

Deposits

Custodial Credit Risk

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

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

Investments

The District had no investments at December 31, 2019.

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>				
Construction in progress	<u>\$ 3,100,747</u>	<u>\$28,227,809</u>	<u>\$ -</u>	<u>\$31,328,556</u>
Total capital assets not being depreciated	<u>3,100,747</u>	<u>28,227,809</u>	<u>-</u>	<u>31,328,556</u>
Government type assets, net	<u>\$ 3,100,747</u>	<u>\$28,227,809</u>	<u>\$ -</u>	<u>\$31,328,556</u>

PAINTED PRAIRIE METROPOLITAN DISTRICT NO. 1

Notes to Financial Statements
December 31, 2019

Note 4: Long-Term Obligations

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

	Balance 1/1/2019	Additions	Deletions	Balance 12/31/2019	Current Portion
Developer advance- Capital	\$ 438,774	\$16,762,422	\$ 95,820	\$17,105,376	\$ -
Developer advance- Operations	59,956	54,554	-	114,510	-
Accrued interest - Capital	10,263	328,947	-	339,210	-
Accrued interest - Operations	4,690	6,477	-	11,167	-
Total	<u>\$ 513,683</u>	<u>\$17,152,400</u>	<u>\$ 95,820</u>	<u>\$17,570,263</u>	<u>\$ -</u>

Debt Authorization

On May 2, 2006 a majority of the qualified electors of the District authorized the issuance of indebtedness in the amount not to exceed \$120,000,000 and on November 7, 2017 additional indebtedness in the amount not to exceed \$1,500,000,000 was authorized. Pursuant to the Service Plan, the Painted Prairie Districts are collectively permitted to issue bond indebtedness of up to \$900,000,000. As of December 31, 2019, the Painted Prairie Districts had issued \$15,755,000 of debt. The District has not budgeted to issue any new debt during 2020.

Facilities Funding and Acquisition

On February 5, 2018, the Painted Prairie Districts entered into a Facilities Funding and Acquisition Agreement (“FFAA”) with RRC Development Inc, (“RRC”). On August 7, 2018 RRC assigned all of its rights, title and interest in the FFAA to Painted Prairie Owner Phase 1, LLC , a Delaware limited liability company (the “Developer”). The FFAA provides that, the Developer may i) construct Public Improvements with the District on behalf of the District, and subject to future acquisition and reimbursement by the District, or ii) may provide advances to the District so that the District is able to construct Public Improvements. The District agreed to reimburse the advances together with interest at 6%, per annum subject to annual appropriations and budget approval from legally available funds. As of December 31, 2019, \$17,444,586 was due under this agreement consisting of \$17,105,376 in principal and \$339,210 in accrued interest.

Operations Reimbursement Agreement

On February 5, 2018, the District entered into an Operations Reimbursement Agreement (“ORA”) with RRC. On August 7, 2018 RRC assigned all of its rights, title and interest in the ORA to the Developer. The Developer agreed to advance funds for operating expenses until December 31, 2018. The District agreed that it will, from available sources, reimburse the Developer for all Operating Advances together with simple interest at a rate of 8% per annum, subject to annual appropriations and budget approval from legally available funds. As of December 31, 2019, \$125,677 was due under this agreement consisting of \$114,510 in principal and \$11,167 in accrued interest.

PAINTED PRAIRIE METROPOLITAN DISTRICT NO. 1

Notes to Financial Statements December 31, 2019

On December 12, 2019, the District approved a Termination of Reimbursement Agreement, with RRC and the Developer. The Parties hereby agree that any amounts owed to RRC or the Developer under the Prior Agreements before July 12, 2016 are forgiven in their entirety. The Parties hereby agree that any amounts owed to RRC or Holdings under the Prior Agreements after July 13, 2016 are now due and owing to the Developer.

Note 5: Other Agreements

Park and Rec. Fee

On November 5, 2019, the District adopted a Resolution Concerning the Imposition of a Park and Rec. Fee, which imposes a “Park and Rec. Fee” on all property within the District boundaries. The Park and Rec. Fee is to be used for funding certain direct and indirect costs associated with the upkeep, repair, replacement, improvement, reconstruction, operation and maintenance of certain amenities and facilities benefiting property and inhabitants within the District, and the general public, which amenities and facilities generally include parks, playgrounds, trails, open space, green belts, landscaping, and other park and recreation facilities, appurtenances and rights-of-way. The Park and Rec. Fee shall be due, owing and payable in full by the owner of a lot at the time a building permit is issued for any residential unit on said lot. Any Park and Rec. Fee not paid in full within fifteen days after the scheduled due date shall be assessed a late fee as further set forth therein. The Park and Rec. Fee is not pledged to the payment of the Bonds.

Infrastructure Acquisition Agreement

The District and Painted Prairie Public Improvement Authority (“Authority”) entered into an Infrastructure Acquisition Agreement on December 23, 2019, whereby the Authority shall convey and the District shall acquire all or a portion of the Completed Public Improvements for ownership, operation and maintenance after receipt and approval by the District of various Acquisition Documents. Upon acquisition of the Completed Public Improvements, the District will be responsible for the operations, maintenance, repair and replacement of such improvements. The costs of operations, maintenance, repair and replacement shall be borne by the District.

Painted Prairie IGA

The Painted Prairie Districts have entered into an Intergovernmental Agreement dated July 26, 2018 (the “PPIGA”). The PPIGA provides that the District will serve as the coordinating or operating district for the construction of all Public Improvements serving the Painted Prairie Development. Accordingly, the District will own and/or maintain all Public Improvements of the Painted Prairie Districts that are not otherwise dedicated to the City or another governmental entity. Pursuant to the PPIGA, the District will be generally responsible for coordinating the financing, construction, ownership, operation, and maintenance of the Public Improvements on behalf of the other Painted Prairie Districts.

PAINTED PRAIRIE METROPOLITAN DISTRICT NO. 1

Notes to Financial Statements
December 31, 2019

Amended and Restated Intergovernmental Agreement Regarding Financing, Constructing and Installing Public Improvements

The District and Painted Prairie Metropolitan District No. 2 (“District 2”) entered into an Amended and Restated Intergovernmental Agreement Regarding Financing, Constructing and Installing Public Improvements effective as of May 17, 2019, whereby the District represented that all of Public Improvements have been or will be constructed, installed and completed in conformance with all duly approved designs, plans and specifications and the requirements, standards and specifications of the City or other governmental entity, as applicable; and the Public Improvements will be owned, operated and maintained by a governmental entity for public use. The District and District No. 2 acknowledged that District 2 has funded disbursement requests from the Project Fund to fund Costs of Public Improvements constructed and installed by the District. . District No. 2 has substantiated and accepted these Costs as being reasonable for the related Public Improvements. Subject to the terms of the Operations and Reimbursement IGA and this Agreement, the District shall continue to construct, install and complete the Public Improvements and District No. 2 will fund the Costs of such Public Improvements upon conditions outlined in the agreement. The term of this Agreement shall end on the date that: (a) the Costs have been paid in full to the District or (b) no monies remain in the Project Fund. Any Costs remaining unpaid under this Agreement as of the date of termination shall be considered discharged and satisfied in full.

Aurora IGA

The Painted Prairie Districts have entered into an Intergovernmental Agreement dated July 24, 2017 with the City (the “Aurora IGA”). The Aurora IGA contains, among other things, many of the limitations provided in the Service Plan. The Aurora IGA also prevents the Painted Prairie Districts from operating or maintaining any Public Improvements, other than park and recreation improvements, unless the provision of such operation and maintenance is pursuant to an intergovernmental agreement with the City.

The Aurora IGA provides that the District may not issue any debt until such time as (a) the City has approved the Painted Prairie Approved Development Plan; and (b) the Painted Prairie Districts have approved the imposition of the Aurora Regional Improvement Mill Levy (as defined in the Districts’ Service Plan). As of the date hereof, (a) the City has approved the Painted Prairie Approved Development Plan; and (b) the Painted Prairie Districts have approved the imposition of the Aurora Regional Improvement Mill Levy.

PAINTED PRAIRIE METROPOLITAN DISTRICT NO. 1

Notes to Financial Statements December 31, 2019

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.

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 3, 2006, a majority of the District’s electors authorized the District to collect and spend or retain in a reserve all currently levied taxes and fees of the District without regard to any limitations under Article X, Section 20 of the Colorado Constitution.

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.

PAINTED PRAIRIE METROPOLITAN DISTRICT NO. 1

Notes to Financial Statements
December 31, 2019

Note 8: Related Parties

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 9: Reconciliation of Government-Wide Financial Statements and Fund Financial Statements

The Government 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 developer advances and accrued interest are not due and payable in the current period and, therefore, are not in the funds.

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

- 1) governmental funds report 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 in the statement of activities; and,
- 3) governmental funds report developer advances as revenue and report interest as expenditures; however, these are reported as changes to long-term liabilities on the government-wide financial statements.

SUPPLEMENTAL INFORMATION

Painted Prairie Metropolitan District No. 1

SCHEDULE OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCE - BUDGET AND ACTUAL -
CAPITAL PROJECTS FUND
For the Year Ended December 31, 2019

	Original & Final <u>Budget</u>	<u>Actual</u>	Variance Favorable <u>(Unfavorable)</u>
REVENUES			
Transfer from District No. 2	\$ -	\$ 9,360,751	\$ 9,360,751
Total Revenues	<u>-</u>	<u>9,360,751</u>	<u>9,360,751</u>
EXPENDITURES			
Accounting and audit	-	18,834	(18,834)
Legal	-	153,661	(153,661)
Capital expenditures	30,000,000	28,055,313	1,944,687
Developer advances - interest	<u>-</u>	<u>95,820</u>	<u>(95,820)</u>
Total Expenditures	<u>30,000,000</u>	<u>28,323,628</u>	<u>1,676,372</u>
DEFICIENCY OF REVENUES OVER EXPENDITURES	<u>(30,000,000)</u>	<u>(18,962,877)</u>	<u>11,037,123</u>
OTHER FINANCING SOURCES			
Developer advances	<u>30,000,000</u>	<u>18,914,548</u>	<u>(11,085,452)</u>
Total Other Financing Sources	<u>30,000,000</u>	<u>18,914,548</u>	<u>(11,085,452)</u>
NET CHANGE IN FUND BALANCE	-	(48,329)	(48,329)
FUND BALANCE:			
BEGINNING OF YEAR	<u>-</u>	<u>48,329</u>	<u>48,329</u>
END OF YEAR	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

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