

**BROADWAY PARK NORTH METROPOLITAN DISTRICT NO. 3
FORMERLY KNOW AS
BMP METROPOLITAN DISTRICT NO. 3
Denver County, Colorado**

**FINANCIAL STATEMENTS
DECEMBER 31, 2019**

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Independent Auditor's Report

Board of Directors
Broadway Park North Metropolitan District No. 3
Denver County, Colorado

Report for the Financial Statements

We have audited the accompanying financial statements of the governmental activities and each major fund of Broadway Park North Metropolitan District No. 3 (District) as of and for the year ended December 31, 2019, and the related notes to the financial statements, which collectively comprise the District's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express opinions on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. 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 Broadway Park North Metropolitan District No. 3, as of December 31, 2019, and the respective changes in financial position and the budgetary comparison for the General Fund for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

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

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the District's financial statements as a whole. The supplemental information listed in the table of contents is presented for purposes of 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 relate 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 of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

The other information listed in the table of contents has not been subjected to the auditing procedures applied in the audit of the basic financial statements and, accordingly, we do not express an opinion or provide any assurance on it.

SCHILLING & COMPANY, INC.

Highlands Ranch, Colorado
July 28, 2020

BASIC FINANCIAL STATEMENTS

Broadway Park North Metropolitan District No. 3
FKA BMP Metropolitan District No. 3
BALANCE SHEET/STATEMENT OF NET POSITION
GOVERNMENTAL FUNDS
December 31, 2019

	<u>General</u>	<u>Debt Service</u>	<u>Total</u>	<u>Adjustments</u>	<u>Statement of Net Position</u>
ASSETS					
Cash	\$ 84,963	\$ -	\$ 84,963	\$ -	\$ 84,963
Cash - restricted	-	29,766	29,766	-	29,766
Cash with County treasurer	375	-	375	-	375
Property taxes receivable	<u>79,144</u>	<u>-</u>	<u>79,144</u>	<u>-</u>	<u>79,144</u>
Total Assets	<u>\$ 164,482</u>	<u>\$ 29,766</u>	<u>\$ 194,248</u>	<u>-</u>	<u>194,248</u>
LIABILITIES					
Due to District No. 1	\$ 83,378	\$ -	\$ 83,378	-	83,378
Accrued interest	-	-	-	8,044	8,044
Long-term liabilities:					
Due within one year	-	-	-	3,375,000	3,375,000
Due in more than one year	<u>-</u>	<u>-</u>	<u>-</u>	<u>325,002</u>	<u>325,002</u>
Total Liabilities	<u>83,378</u>	<u>-</u>	<u>83,378</u>	<u>3,708,046</u>	<u>3,791,424</u>
DEFERRED INFLOWS OF RESOURCES					
Deferred property taxes	<u>79,144</u>	<u>-</u>	<u>79,144</u>	<u>-</u>	<u>79,144</u>
Total Deferred Inflows of Resources	<u>79,144</u>	<u>-</u>	<u>79,144</u>	<u>-</u>	<u>79,144</u>
FUND BALANCES/NET POSITION					
Fund Balances:					
Restricted:					
Debt service	-	29,766	29,766	(29,766)	-
Unassigned	<u>1,960</u>	<u>-</u>	<u>1,960</u>	<u>(1,960)</u>	<u>-</u>
Total Fund Balances	<u>1,960</u>	<u>29,766</u>	<u>31,726</u>	<u>(31,726)</u>	<u>-</u>
Total Liabilities, Deferred Inflows of Resources and Fund Balances	<u>\$ 164,482</u>	<u>\$ 29,766</u>	<u>\$ 194,248</u>		
Net Position:					
Restricted for:					
Debt service				21,722	21,722
Unrestricted				<u>(3,698,042)</u>	<u>(3,698,042)</u>
Total Net Position				<u>\$ (3,676,320)</u>	<u>\$ (3,676,320)</u>

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

Broadway Park North Metropolitan District No. 3
FKA BMP Metropolitan District No. 3
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>Total</u>	<u>Adjustments</u>	<u>Statement of Activities</u>
EXPENDITURES					
Treasurer's fees	\$ 501	\$ -	\$ 501	\$ -	\$ 501
Treasurer's fees -regional	217	-	217	-	217
Bond principal	-	95,000	95,000	(95,000)	-
Bond interest	-	99,242	99,242	(226)	99,016
Interest on abated taxes	55	-	55	-	55
Repay developer	21,980	-	21,980	(21,980)	-
Intergovernmental expense District No. 1	53,245	-	53,245	-	53,245
Intergovernmental expense District No. 2	-	290,877	290,877	-	290,877
	<u>75,998</u>	<u>485,119</u>	<u>561,117</u>	<u>(117,206)</u>	<u>443,911</u>
GENERAL REVENUES					
Property taxes	50,218	-	50,218	-	50,218
Specific ownership taxes	3,566	-	3,566	-	3,566
Property taxes - regional	21,678	-	21,678	-	21,678
Specific ownership taxes - regional	1,539	-	1,539	-	1,539
Transfer from District No. 2	-	208,198	208,198	-	208,198
Interest income	-	7	7	-	7
	<u>77,001</u>	<u>208,205</u>	<u>285,206</u>	<u>-</u>	<u>285,206</u>
NET CHANGES IN FUND BALANCES	1,003	(276,914)	(275,911)	275,911	
CHANGE IN NET POSITION				(158,705)	(158,705)
FUND BALANCES/NET POSITION:					
BEGINNING OF YEAR	<u>957</u>	<u>306,680</u>	<u>307,637</u>	<u>(3,825,252)</u>	<u>(3,517,615)</u>
END OF YEAR	<u>\$ 1,960</u>	<u>\$ 29,766</u>	<u>\$ 31,726</u>	<u>\$ (3,708,046)</u>	<u>\$ (3,676,320)</u>

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

Broadway Park North Metropolitan District No. 3
FKA BMP Metropolitan District No. 3
STATEMENT OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCE - BUDGET AND ACTUAL -
GENERAL FUND

For the Year Ended December 31, 2019

	Original & Final		Variance
	<u>Budget</u>	<u>Actual</u>	Favorable <u>(Unfavorable)</u>
REVENUES			
Property taxes	\$ 52,140	\$ 50,218	\$ (1,922)
Specific ownership taxes	3,093	3,566	473
Property taxes - regional	22,507	21,678	(829)
Specific ownership taxes - regional	<u>1,336</u>	<u>1,539</u>	<u>203</u>
Total Revenues	<u>79,076</u>	<u>77,001</u>	<u>(2,075)</u>
EXPENDITURES			
Treasurer's fees	521	501	20
Treasurer's fees - regional	247	217	30
Repay developer	23,596	21,980	1,616
Transfer to District No. 1	54,345	53,245	1,100
Interest on abated taxes	-	55	(55)
Emergency reserve	<u>367</u>	<u>-</u>	<u>367</u>
Total Expenditures	<u>79,076</u>	<u>75,998</u>	<u>3,078</u>
NET CHANGE IN FUND BALANCE	-	1,003	1,003
FUND BALANCE:			
BEGINNING OF YEAR	<u>1,150</u>	<u>957</u>	<u>(193)</u>
END OF YEAR	<u>\$ 1,150</u>	<u>\$ 1,960</u>	<u>\$ 810</u>

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

BROADWAY PARK NORTH METROPOLITAN DISTRICT NO. 3
FKA BMP METROPOLITAN DISTRICT NO. 3
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2019

NOTE 1 – DEFINITION OF REPORTING ENTITY

Broadway Park North Metropolitan District No. 3 (District) was organized on December 8, 2010 as BMP Metropolitan District No. 3 in Denver County as a quasi-municipal corporation and political subdivision of the State of Colorado and is governed pursuant to the provisions of the Colorado Special District Act together with Broadway Park North Metropolitan District No. 1 (District No. 1) and Broadway Park North Metropolitan District No. 2, (District No. 2). The District, District No. 1 and District No. 2 are collectively referred to as the Districts. On August 2, 2018, the Districts changed their names from BMP Metropolitan District No. 1, BMP Metropolitan District No. 2 and BMP Metropolitan District No. 3. The Districts have entered into a Memorandum of Understanding (MOU) dated December 10, 2010 which outlines the functions of each District in order to provide all construction, administration, and operation and maintenance services for the Districts in the most efficient manner. Under the MOU, District No. 1 is acting as the Management District which is responsible for managing, implementing and coordinating the financing, acquisition, construction, completion, operation and maintenance of all public infrastructure and services, including without limitation all streets, safety projection, water, sewer and storm drainage, transportation, mosquito control, and park and recreation facilities. District No. 1 has entered into agreements with the developer of the Districts to provide for the financing for operations. The District and District No. 2 are the Financing Districts which will remit taxes, bond proceeds and/or other revenue to the Management District to be used for construction costs, operation and maintenance costs and the Regional Mill Levy to the City. On December 5, 2013, the Districts approved the First Amendment to the Memorandum of Understanding which provides for the District to issue debt to pay for the shortfall in funding for the Dakota Outfall Project (see Note 7 – Agreements). In addition, District No. 2 will impose a mill levy to fund the debt service of the debt issued by the District and the District will impose an operations and maintenance mill levy to fund the services of the Districts provided by District No.1. On November 10, 2015, the Districts entered into the Second Amendment to the Memorandum of Understanding to acknowledge that the District will utilize excess proceeds from the 2013 Loan for repayment to CFPM, LLC (CFPM) of all or a portion of certain organization and capital-related expenses paid by CFPM.

Subsequent to year end, the Districts entered into a Facilities Funding, Construction and Operations Agreement with an effective date of January 1, 2020. The FFCOA establishes District No. 1's responsibility, as the Service District, to coordinate the construction, design, financing and operation and maintenance of the public improvements that benefit the Districts, establishes the District and District No. 2's obligation, as the Consumer Districts, to pay for the services and benefit of the public improvements provided by District No. 1. Specifically, District No. 1 is responsible for providing all Actual Capital Costs and Actual Operations and Maintenance Costs (as such terms are defined in the FFCOA) for the Districts. The Consumer Districts agree to pay District No. 1 their funding obligations each year pursuant to the terms of the FFCOA.

On November 9, 2016, the District entered into an Operations Pledge Agreement with District No. 1 which provides for the District to impose an operations mill levy each year at a rate sufficient to pay for the operations obligations, but in no event more than 10 mills, provided however, that in the event the method of calculating assessed valuation is or was changed after July 26, 2010, the 10 mill maximum levy will be increased or decreased to reflect such changes. The revenue pledged under this agreement means all revenue generated from the imposition of

BROADWAY PARK NORTH METROPOLITAN DISTRICT NO. 3
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the operating mill levy, including any specific ownership taxes and TIF revenue attributable to the District's operations mill levy received from DURA.

District No. 1 coordinates with the City and County of Denver (City) regarding all regional improvements and services contributed by the Districts through the Regional Mill Levy. Upon completion of construction, District No. 1 will transfer certain improvements to the City, or other organizations. District No. 1 may operate and maintain all other improvements not conveyed to other entities.

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

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

The District is not financially accountable for any other organization, nor is the District a component unit of any other primary governmental entity.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The more significant accounting policies of the District are described as follows:

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 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

BROADWAY PARK NORTH METROPOLITAN DISTRICT NO. 3
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NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2019

restricted to meeting the operational or capital requirements of a particular function or segment. Taxes and other items not properly included among program revenues are reported instead as general revenues.

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

Measurement Focus, Basis of Accounting, and Financial Statement Presentation

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

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the government considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. Property and specific ownership taxes are the sources of revenue susceptible to accrual. All revenue items are considered to be measurable and available only when cash is received by the District. 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:

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

The Debt Service Fund accounts for financial resources and payments made for the principal and interest on long-term general obligation debt of the governmental activities.

Budgets

In accordance with the State Budget Law, the District's Board of Directors holds public hearings in the fall each year to approve the budget and appropriate the funds for the ensuing year. The appropriation is at the total fund expenditures level and lapses at year end. The District's Board of Directors can modify the budget by line item within the total appropriation without notification. The appropriation can only be modified upon completion of notification and publication requirements. The budget includes each fund on its basis of accounting unless otherwise indicated. Subsequent to year end, the District amended its total appropriations in the Debt Service Fund from \$394,342 to \$490,342 primarily due to an unplanned Intergovernmental expense to District No. 2.

BROADWAY PARK NORTH METROPOLITAN DISTRICT NO. 3
FKA BMP METROPOLITAN DISTRICT NO. 3
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2019

Property Taxes

Property taxes are levied by the District's Board of Directors. The levy is based on assessed valuations determined by the County Assessor generally as of January 1 of each year. The levy is normally set by December 15 by certification to the County Commissioners to put the tax lien on the individual properties as of January 1 of the following year. The County Treasurer collects the determined taxes during the ensuing calendar year. The taxes are payable by April 30 or if in equal installments, at the taxpayer's election, in February and June. Delinquent taxpayers are notified in August and generally sales of the tax liens on delinquent properties are held in November or December. The County Treasurer remits the taxes collected monthly to the District.

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

Pooled Cash and Investments

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

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 qualifies 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 qualify 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.

Fund Balances – Governmental Funds

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

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

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

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

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

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

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

NOTE 3 - CASH DEPOSITS

Cash deposits as of December 31, 2019 are classified in the accompanying financial statements as follows:

Cash deposits	\$ 84,963
Cash deposits – restricted	<u>29,766</u>
	<u>\$ 114,729</u>

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

Deposits with financial institutions	\$ <u>114,729</u>
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Cash Deposits

The Colorado Public Deposit Protection Act (PDPA) requires that all units of local government deposit cash in eligible public depositories. Eligibility is determined by state regulators.

Amounts on deposit in excess of federal insurance levels must be collateralized. The eligible collateral is determined by the PDPA. PDPA allows the institution to create a single collateral pool for all public funds. The pool for all the uninsured public deposits as a group is to be maintained by another institution or held in trust. The market value of the collateral must be at least equal to 102% of the aggregate uninsured deposits.

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

At December 31, 2019, the District's deposits had a bank balance and a carrying balance of \$114,729.

Restricted Cash

At December 31, 2019, cash in the amount of \$29,766 is restricted for debt service in accordance with the Loan Agreement (as defined herein) related to the Series 2013 Taxable Loan (Note 4).

Investments

The District follows Colorado State Statutes which specify investment instruments meeting defined rating and risk criteria in which local governments may invest which include:

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

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

At December 31, 2019, the District had no investments.

NOTE 4 – LONG-TERM OBLIGATIONS

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

BROADWAY PARK NORTH METROPOLITAN DISTRICT NO. 3
FKA BMP METROPOLITAN DISTRICT NO. 3
NOTES TO FINANCIAL STATEMENTS
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	Balance 1/1/2019	Additions	Deletions	Balance 12/31/2019	Current Portion
2013 Taxable (convertible to Non- Taxable Loan	\$3,470,000	\$ -	\$ 95,000	\$ 3,375,000	\$3,375,000
Developer advance - DPI	<u>346,982</u>	<u>-</u>	<u>21,980</u>	<u>325,002</u>	<u>-</u>
	<u>\$3,816,982</u>	<u>\$ -</u>	<u>\$ 116,980</u>	<u>\$ 3,700,002</u>	<u>\$3,375,000</u>

Taxable (Convertible to Non-Taxable) Loan

On December 12, 2013, the District entered into a Loan Agreement for the issuance of a Taxable (Convertible to Tax-Exempt) 2013 Revenue Loan (Loan Agreement) with BOKF, NA dba Colorado State Bank and Trust in the principal amount of \$3,795,000 (Loan). The purpose of the Loan is to fund the shortfall for the Dakota Outfall Project as obligated by District No. 1 under the Amended and Restated Project Funding Agreement (see Note 7). The Loan is a 7 year term loan with a taxable interest rate of 4.03% and a tax exempt interest rate of 2.86%. Interest is payable semi-annually on June 1 and December 1 commencing June 1, 2015. Principal payments are due each December 1 commencing on December 1, 2015. District No. 2's and the District's tax increment and property tax revenues are pledged to the repayment of the Loan.

The District has the option, but not the obligation, to cause the conversion for federal tax purposes upon the satisfaction of: 1) delivery to Colorado State bank and Trust, evidence of inclusion into the boundaries of the District of such portion of certain property; 2) a duly adopted fully-executed resolution of the Board; 3) a written opinion of bond counsel; 4) a fully-executed and completed IRS Form 8038-G; and 5) a written opinion of general counsel. This conversion was completed as of May 15, 2015.

Capital Pledge Agreement

On December 12, 2013, the District and with District No. 2, entered into the Capital Pledge Agreement with BOKF, NA dba Colorado State Bank and Trust. District No. 2 agrees to levy the Required Mill Levy on all taxable property within District No. 2 to pay debt scheduled payments. The required mill levy is limited to 30.000 mills, until the ratio of the District's debt to assessed valuation value is 50% or less and at that time becomes unlimited to a maximum of 99.000 mills.

Dakota Outfall Funding Reimbursement Agreement

On November 10, 2015, the District entered into the Dakota Outfall Funding Reimbursement Agreement (Outfall Agreement) with Denver Properties I, LLC (DPI). The Outfall Agreement acknowledges that DPI contributed the sum of \$400,000 toward the cost of the Dakota Outfall Project. Without the contribution from DPI, District No. 1 would have been unable to complete the Dakota Outfall Project. The District agrees to impose the Regional Mill Levy as set forth in the Regional Mill Levy IGA and the First Amendment to the Regional Mill levy Intergovernmental Agreement. The District agrees, on an annual basis, to remit to DPI, the revenues it received from the imposition of the Regional Mill Levy IGA up to the amount of \$400,000, less any

BROADWAY PARK NORTH METROPOLITAN DISTRICT NO. 3
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reasonable administrative expenses incurred by the District. The DPI contribution shall not accrue interest. The DPI contribution has been recorded as a developer advance in the District. As the Regional Mill Levy is collected by the District, such revenue will be used for repayment to DPI. (See Note 7 - Regional Mill Levy Intergovernmental Agreement). The principal balance outstanding as of December 31, 2019 is \$325,002.

The District's long-term taxable loan will mature as follows:

	Principal	Interest	Total
2020	3,375,000	96,525	3,471,525
	\$ 3,375,000	\$ 96,525	\$3,471,525

Debt Authorization

At December 31, 2019, the District had authorized but unissued indebtedness in the following amount allocated for the following purposes:

	Total Authorized	Authorization Used	Remaining at December 31, 2019
Street improvements	\$ 300,000,000	\$ 127,132	\$ 299,872,868
Park and recreation facilities	300,000,000	67,641	299,932,359
Traffic and safety improvements	300,000,000	63,566	299,936,434
Water supply improvements	300,000,000	95,349	299,904,651
Sanitary sewer system	300,000,000	3,250,939	296,749,061
Transportation system	300,000,000	190,373	299,809,627
Mosquito control	300,000,000	-	300,000,000
Fire protection	300,000,000	-	300,000,000
TV Relay	300,000,000	-	300,000,000
Operations & maintenance	300,000,000	-	300,000,000
Refunding	300,000,000	-	300,000,000
IGA's	300,000,000	-	300,000,000
	\$ 3,600,000,000	\$ 3,795,000	\$ 3,596,205,000

Pursuant to the Districts' Service Plan, collectively, the Districts are permitted to issue bond indebtedness of up to \$300,000,000.

In the future, the District may issue a portion or all of the remaining authorized but unissued general obligation debt for purposes of providing public improvements to support development as it occurs within the District's service area. As of the date of this report (as noted on the Independent Auditor's Report on page I), the amount and timing of any debt issuance is not determinable.

NOTE 5 – FUND EQUITY

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

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Restricted Fund Balance

The restricted fund balance in the General Fund of \$1,960 is required to be paid to DPI in accordance with the Dakota Outfall Funding Reimbursement Agreement and Debt Service Fund in the amount of \$29,766 is to be used for debt service requirements (see Note 4).

NOTE 6 - NET POSITION

The District's net position consists of two components: restricted and unrestricted.

Restricted net position includes amounts that are restricted for use either externally imposed by creditors, grantors, contributors, or laws and regulations of other governments or imposed by law through constitutional provisions or enabling legislation. The District's restricted net position for debt service was \$21,722 as of December 31, 2019.

The District's unrestricted net position at December 31, 2019 totaled \$(3,698,042). The deficit balance is a result of the District being responsible for repayment of a loan issued for public improvements completed by District No. 1.

NOTE 7- AGREEMENTS

Cooperation Agreement

On January 24, 2012, the District, together with District No.1, District No. 2 and DURA, entered into a Cooperation Agreement which sets forth the parties intent to cooperate in providing certain public improvements and to assure that taxes levied by the District and District No. 2 are made available to District No. 1 for purposes of implementing their respective Service Plans. DURA agrees that the portion of revenues which it receives as a result of tax increment revenues (TIF) attributable to the District's and District No. 2's future levy of ad valorem taxes on real property within the area encompassed by the Urban Renewal Plan, upon receipt by DURA, shall be remitted to District No. 1 directly. DURA covenants that so long as the Cooperation Agreement is in effect, it will not pledge or encumber the revenues resulting from the ad valorem mill taxes levied by the District and District No. 2. On December 5, 2013, the Districts approved an Assignment of TIF Revenues under the Cooperation Agreement. As of the date of the assignment, District No. 1 assigns to the District, all of its rights, title and interest in District No. 2's debt revenue for the purpose of paying principal of and interest on the Loan (see Note 4) and refundings and any other costs of the debt financing thereof. In addition, the Assignment of TIF Revenues acknowledges that the District has assigned all of its right, title and interest in the District No. 2 debt revenue to the lender in accordance with the Loan Agreement.

Regional Mill Levy Intergovernmental Agreement

On December 10, 2010, the District together with District No. 1 and District No. 2, entered into the Regional Mill Levy Intergovernmental Agreement (IGA) with the City. The Districts have agreed to impose a Regional Mill Levy and pledge all revenues from such Regional Mill Levy to the City to be used for regional projects selected by the City. The Districts will impose a

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Regional Mill Levy of 5.000 mills on all property within their respective boundaries at the same time as each District first imposes either an operating or debt service mill levy. For residential property only, the 5.000 mill levy rate may be adjusted by the Board of Directors to take into account legislative or constitutionally imposed adjustments in assessed values or the method of their calculation occurring after January 1, 2010. The Districts covenant to impose the Regional Mill Levy as long as the IGA and Service Plans for the Districts are in place.

On January 9, 2014, the First Amendment to the Regional Mill levy Intergovernmental Agreement was approved by all parties. The amendment allows the District to utilize up to a maximum of \$400,000 of the revenues derived from the imposition of the Regional Mill Levy on certain property as described in the amendment, for the purposes of funding the Dakota Outfall Project. Once the District has received \$400,000 of Regional mill levy revenues from the certain property, all other amounts collected are to be remitted to the City in accordance with the original IGA (Note 4 - Dakota Outfall Funding Reimbursement Agreement).

Estoppel Certificate Regarding Property Taxes

On December 12, 2013, the property owners within District No. 2 executed and delivered that certain Estoppel Certificate Regarding Property Taxes (Estoppel). Pursuant to the Estoppel, the property owners within District No. 2 acknowledged that a mill levy will be imposed upon their property to repay the Loan obtained by the District. The property owners acknowledged the benefit received from the Dakota Outfall Project, a portion of which was paid by the Loan proceeds, and the property owners are not to dispute the imposition by District No. 2 of a mill levy to repay the Loan.

NOTE 8 – RELATED PARTY

The members of the Board of Directors of the District are owners, principals or employees of D4 Urban, LLC which previously had an ownership interest in DPI, the prior owner of property within the boundaries of the District and/or CFPM (formerly CF Property Management, Inc.) which acts as management for the property ownership. D4 and CFPM have outstanding funding agreements with the District and District No. 1. The Dakota Outfall Funding Reimbursement Agreement is now payable to the current owner of property within the District boundaries, which is not affiliated with D4 or CFPM. As of December 31, 2019, the unpaid balance due to the current property owner is \$325,002 (Note 4).

NOTE 9 - RISK MANAGEMENT

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

The District is a member of the Colorado Special Districts Property and Liability Pool (Pool) as of December 31, 2019. The Pool is an organization created by intergovernmental agreement to provide property, liability, public officials' liability, boiler and machinery and workers compensation coverage to its members. Settled claims have not exceeded this coverage in any of the past three fiscal years.

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FKA BMP METROPOLITAN DISTRICT NO. 3
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The District pays annual premiums to the Pool for liability, property, public officials' liability and workers compensation coverage. In the event aggregated losses incurred by the Pool exceed amounts recoverable from reinsurance contracts and funds accumulated by the Pool, the Pool may require additional contributions from the Pool members. Any excess funds which the Pool determines are not needed for purposes of the Pool may be returned to the members pursuant to a distribution formula.

NOTE 10 - TAX, SPENDING AND DEBT LIMITATIONS

Article X, Section 20 of the Colorado Constitution, commonly known as the Taxpayer's Bill of Rights (TABOR), contains tax, spending, revenue and debt limitations that 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. The District transfers all of its operating revenue to District No. 1, as provided for in the MOU or to Denver Properties I. Therefore, the emergency reserve related to the District's revenue stream is reflected in District No. 1.

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 electors approved the following ballot issues during its November 2, 2010 election:

Ballot Issue 5A: Shall BMP Metropolitan District No. 3 taxes be increased \$300,000,000 annually or such lesser amount as necessary to pay the District's administration and operations and maintenance expenses, by the imposition of ad valorem property taxes levied in any year, without limitation as to rate or amount or any other condition to pay such expenses and shall the proceeds of such taxes and any investment income thereon be collected, retained and spent by the District in fiscal year 2011 and in each fiscal year thereafter as a voter-approved revenue change without regard to any spending, revenue-raising, or other limitation contained within Article X, Section 20 of the Colorado Constitution, the limits imposed on increases in property taxation by Section 29-1-301, C.R.S. in any year, or any other law which purports to limit the District's revenues or expenditures as it currently exists or as it may be amended in the future, all without limiting in any year the amount of other revenues that may be collected, retained and spent by the District?

Ballot Issue 5B: Shall BMP Metropolitan District No. 3 taxes be increased \$300,000,000 annually (first full fiscal year increase) and by additional amounts that are raised annually thereafter by the imposition of an ad valorem property tax mill levy each year on all taxable property of the District of 5 mills, provided that such mill levy rate, may be adjusted by the Board of Directors to take into account legislative or constitutionally imposed adjustments in assessed values or the method of their calculation occurring after January 1, 2010 so that, to the extent possible, the actual revenues generated by such mill levy are neither diminished nor enhanced as a result of such changes, for the purpose of paying costs associated with regional infrastructure improvements and services as required by the City and County of Denver for the

BROADWAY PARK NORTH METROPOLITAN DISTRICT NO. 3
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District's taxpayers, residents and inhabitants and shall the revenue from such taxes and any investment income thereon be collected, retained and spent by the District in fiscal year 2011 and in each fiscal year thereafter as a voter-approved revenue change without regard to any spending, revenue-raising, or other limitation contained within Article X, Section 20 of the Colorado Constitution, the limits imposed on increases in property taxation by Section 29-1-301, C.R.S. in any year, or any other law which purports to limit the District's revenues or expenditures as it currently exists or as it may be amended in the future, all without limiting in any year the amount of other revenues that may be collected, retained and spent by the District?

Ballot Issue 5C: Shall BMP Metropolitan District No. 3 taxes be increased \$300,000,000 annually or such lesser amount as necessary to pay the District's administration and operations and maintenance expenses, by the imposition of a fee or fees imposed, without limitation as to rate or amount or any other condition to pay such expenses and shall the proceeds of such fees and any investment income thereon be collected, retained and spent by the District in fiscal year 2011 and in each fiscal year thereafter as a voter-approved revenue change without regard to any spending, revenue-raising, or other limitation contained within Article X, Section 20 of the Colorado Constitution, the limits imposed on increases in property taxation by Section 29-1-301, C.R.S. in any year, or any other law which purports to limit the District's revenues or expenditures as it currently exists or as it may be amended in the future, all without limiting in any year the amount of other revenues that may be collected, retained and spent by the District?

Ballot Issue 5D: Shall BMP Metropolitan District No. 3 taxes be increased \$300,000,000 annually or such lesser amount as necessary for the payment of such amounts due pursuant to one or more intergovernmental agreements or other contracts, by the imposition of ad valorem property taxes levied in any year, without limitation as to rate or amount or any other condition to pay such expenses and shall the proceeds of such taxes and any investment income thereon be collected, retained and spent by the District in fiscal year 2011 and in each fiscal year thereafter as a voter-approved revenue change without regard to any spending, revenue-raising, or other limitation contained within Article X, Section 20 of the Colorado Constitution, the limits imposed on increases in property taxation by Section 29-1-301, C.R.S. in any year, or any other law which purports to limit the District's revenues or expenditures as it currently exists or as it may be amended in the future, all without limiting in any year the amount of other revenues that may be collected, retained and spent by the District?

Ballot Issue 5E: Shall BMP Metropolitan District No. 3 be authorized to collect, retain, and spend the full amount of all taxes, tax increment revenues, tap fees, park fees, facility fees, services charges, inspection charges, administrative charges, grants or any other fee, rate, toll, penalty, or charge authorized by law or contract to be imposed, collected or received by the District during 2011 and each fiscal year thereafter, such amounts to constitute a voter-approved revenue change and be collected, retained and spent by the District without regard to any spending, revenue-raising, or other limitation contained within Article X, Section 20 of the Colorado Constitution, the limits imposed on increases in property taxation by Section 29-1-301, C.R.S. in any year, or any other law which purports to limit the District's revenues or expenditures as it currently exists or as it may be amended in the future, and without limiting in any year the amount of other revenues that may be collected, retained and spent by the District?

BROADWAY PARK NORTH METROPOLITAN DISTRICT NO. 3
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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 14 – SUBSEQUENT EVENT

Subsequent to year end, District No. 2 adopted a resolution authorizing the issuance of the Broadway Park North Metropolitan District No. 2's Limited Tax General Obligation Refunding and Improvement Bonds, Series 2020 in the aggregate principal amount of not to exceed \$35,000,000, authorizing the execution of an Indenture of Trust, bond purchase agreement, and other related documents. A portion of the proceeds may be used to repay the District's outstanding debt, see Note 4.

This information is an integral part of the accompanying financial statements

SUPPLEMENTAL INFORMATION

Broadway Park North Metropolitan District No. 3
FKA BMP Metropolitan District No. 3
SCHEDULE OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCE - BUDGET AND ACTUAL -
DEBT SERVICE FUND

For the Year Ended December 31, 2019

	Original <u>Budget</u>	Final <u>Budget</u>	<u>Actual</u>	Variance Favorable <u>(Unfavorable)</u>
REVENUES				
Transfer from District No. 2	\$ 392,612	\$ 392,612	\$ 208,198	\$ (184,414)
Interest income	<u>-</u>	<u>-</u>	<u>7</u>	<u>7</u>
Total Revenues	<u>392,612</u>	<u>392,612</u>	<u>208,205</u>	<u>(184,407)</u>
EXPENDITURES				
Bond principal	290,000	95,000	95,000	-
Bond interest	99,242	99,242	99,242	-
Intergovernmental expense District No. 2		291,000	290,877	123
Bank fees	<u>5,100</u>	<u>5,100</u>	<u>-</u>	<u>5,100</u>
Total Expenditures	<u>394,342</u>	<u>490,342</u>	<u>485,119</u>	<u>5,223</u>
NET CHANGE IN FUND BALANCE	(1,730)	(97,730)	(276,914)	(179,184)
FUND BALANCE:				
BEGINNING OF YEAR	<u>57,415</u>	<u>306,680</u>	<u>306,680</u>	<u>-</u>
END OF YEAR	<u>\$ 55,685</u>	<u>\$ 208,950</u>	<u>\$ 29,766</u>	<u>\$ (179,184)</u>

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

OTHER INFORMATION

Broadway Park North Metropolitan District No. 3
FKA BMP Metropolitan District No. 3

SUMMARY OF ASSESSED VALUATION, MILL LEVY
AND PROPERTY TAXES COLLECTED

December 31, 2019

<u>Year Ended</u> <u>December 31,</u>	<u>Prior</u> <u>Year Assessed</u> <u>Valuation</u> <u>for Current</u> <u>Year Property</u> <u>Tax Levy</u>	<u>Mills Levied</u>		<u>Total Property Tax</u>		<u>Percent</u> <u>Collected</u> <u>to Levied</u>
		<u>Regional</u>	<u>Operations</u>	<u>Levied</u>	<u>Collected</u>	
2016	\$ 490,977	5.000	10.000	\$ 7,365	\$ 7,365	100.00%
2017	\$ 1,222,405	5.000	10.000	\$ 18,336	\$ 18,336	100.00%
2018	\$ 4,505,830	5.000	11.583	\$ 74,720	\$ 71,896	96.22%
2019	\$ 4,501,410	5.000	11.583	\$ 74,647	\$ 71,896	96.31%
Estimated for year ending December 31, 2020	\$ 4,906,000	5.000	11.132	\$ 79,144		

NOTE

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