

**Haymeadow Metropolitan District No. 6
Edwards, Colorado**

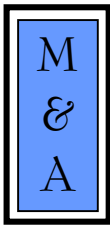
**Financial Statements
December 31, 2019**



**Haymeadow Metropolitan District No. 6
Financial Statements
December 31, 2019**

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INDEPENDENT AUDITOR'S REPORT

**To the Board of Directors
Haymeadow Metropolitan District No. 6**

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities and the general fund and the aggregates remaining fund information of the Haymeadow Metropolitan District No. 6 (the "District"), as of and for the year ended December 31, 2019, which collectively comprise the District's basic financial statements as listed in the table of contents, and the related notes to the financial statements.

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 of 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.

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**INDEPENDENT AUDITOR'S REPORT
To the Board of Directors
Haymeadow Metropolitan District No. 6**

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, and the aggregate remaining fund information of the Haymeadow Metropolitan District No. 6 as of December 31, 2019, and the respective changes in financial position thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis in Section B be presented to supplement the basic financial statements. Such 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. We have applied certain limited procedures to the Management's Discussion and Analysis in Section B in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

The budgetary comparison information in section E is not a required part of the basic financial statements but is supplementary information required by accounting principles generally accepted in the United States of America. The budgetary comparison 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.

McMahan and Associates, L.L.C.

**McMahan and Associates, L.L.C.
Avon, Colorado
May 13, 2020**

MANAGEMENT'S DISCUSSION AND ANALYSIS

Haymeadow Metropolitan District No. 6

Management's Discussion and Analysis December 31, 2019

As management of Haymeadow Metropolitan District No. 6 (the "District"), we offer readers of the District's financial statements this narrative overview and analysis of the financial activities of the District for the fiscal year ended December 31, 2019.

Overview of the Financial Statements

This discussion and analysis is intended to serve as an introduction to the District's basic financial statements. The District's basic financial statements are composed of three components: 1) government-wide financial statements; 2) fund financial statements; and 3) notes to the financial statements.

Government-wide financial statements. The government-wide financial statements are designed to provide readers with a broad overview of the District's finances, in a manner similar to a private-sector business.

The Statement of Net Position presents information on all the District's assets, liabilities and deferred inflows of resources, with the difference reported as net position. Over time, increases or decreases in net position may serve as a useful indicator of whether the financial position of the District is improving or deteriorating.

The Statement of Activities presents information showing how the government's net position changed during the most recent fiscal year. All changes in net position are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. Thus, revenues and expenses are reported in this statement for some items that will only result in cash flows in future fiscal periods.

The governmental activity of the District is primarily financing the construction of the infrastructure within Haymeadow Metropolitan District Nos. 1-5. There are no business-type activities within the District.

The government-wide financial statements can be found on pages C1 and C2 of this report.

Fund financial statements. A fund is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. The District, like other state and local governments, uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. The District currently has one fund, the General Fund. This fund is a governmental fund type.

Governmental funds. Governmental funds are used to account for essentially the same functions reported as governmental activities in the government-wide financial statements. However, unlike the government-wide financial statements, governmental fund financial statements focus on near-term inflows and outflows of expendable resources, as well as on balances of expendable resources available at the end of the fiscal year. Such information may be useful in evaluating a government's near-term financing requirements.

Because the focus of governmental funds is narrower than that of the government-wide financial statements, it is useful to compare the information presented for governmental funds with similar information presented for governmental activities in the government-wide financial statements. By doing so, readers may better understand the long-term impact of the government's near-term financing decisions. A reconciliation of the fund balance as reported in the governmental funds to the net position reported in the government-wide financial statements and a reconciliation of the net change in fund balance to the change in net position has been provided to facilitate the comparison between governmental funds and governmental activities. The fund financial statements are contained on pages C1 and C2 of the report.

Notes to the financial statements. The notes provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements. The notes to the financial statements can be found on pages D1 through D13 of this report.

Government-wide Financial Analysis

The following tables show condensed financial information derived from the government-wide financial statements for the years ended December 31, 2019 and 2018:

	<u>2019</u>	<u>2018</u>
Assets:		
Current and other assets	\$ 5,879,195	\$ 23,785
Capital assets, net	<u>3,771,303</u>	<u>-</u>
Total Assets	<u>\$ 9,650,498</u>	<u>\$ 23,785</u>
Liabilities:		
Current and other liabilities	\$ 10,002,214	\$ -
Net Position:		
Restricted for emergencies	277,700	-
Restricted for public improvements	5,612,968	-
Unrestricted	<u>(6,242,384)</u>	<u>23,785</u>
Total Net Position	<u>\$ (351,716)</u>	<u>\$ 23,785</u>
General Revenues:		
Interest Income	\$ 101,038	\$ -
Service Fees from Districts 1-5	<u>9,087</u>	<u>8,702</u>
Total Revenues	<u>110,125</u>	<u>8,702</u>
Expenses:		
General government	\$ 36,084	\$ -
Interest on Developer Advances	<u>449,542</u>	<u>-</u>
Total Expenses	<u>485,626</u>	<u>-</u>
Other Financing Sources:		
Developer Advance	\$ -	\$ 1,500
Change in net position	(375,501)	10,202
Net Position- Beginning	<u>23,785</u>	<u>13,583</u>
Net Position- Ending	<u>\$ (351,716)</u>	<u>\$ 23,785</u>

Government-wide Financial Analysis. The major activity for 2019 related to infrastructure construction for Haymeadow Metropolitan District No 1. The District’s overall financial position, as measured by net position, decreased by \$375,501 due to an increase in the construction expenses related to Haymeadow Metropolitan District No 1 infrastructure.

Financial Analysis of the District’s Funds

As mentioned earlier, the District uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements.

Governmental Funds. The focus of the District’s governmental funds is to provide information on near-term inflows, outflows, and balances of expendable resources. Such information is useful in assessing the District’s financing requirements. In particular, unassigned fund balance may serve as a useful measure of a government’s net resources available for spending at the end of the fiscal year.

As of the end of the current fiscal year, the District's governmental funds reported an ending fund balance of \$5,649,105 which reflects an increase of \$5,625,320. This increase is the result of receiving developer advances for funding the Haymeadow Metropolitan District No 1 infrastructure construction.

Budget variances in the General Fund. The District's actual total general fund expenditures were \$4,420,195 less than budgeted with a significant variance (expenditures less than budgeted) resulting from the timing of infrastructure expenses. Additional details for the general fund budget variances can be seen on Page E1 of the report.

Capital assets. The District's total capital assets before depreciation increased to \$3.7 million while no depreciation was accumulated as the capital assets are still construction in progress. Additional information related to the capital assets is reflected in Note B on Page D10 of the financial statements.

Request for Information

This financial report is designed to provide a general overview of the District's finances for all those with an interest in the government's finances. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to Marchetti & Weaver, LLC 28 Second Street, Suite 213, Edwards, CO 81632 or you may call (970) 926-6060.

GOVERNMENT-WIDE FINANCIAL STATEMENTS

Haymeadow Metropolitan District No. 6
Balance Sheet/
Statement of Net Position
December 31, 2019

	General Fund	Adjustments	Statement of Net Position
Assets:			
Cash and investments	26,745	-	26,745
Restricted cash - TOE	5,612,968	-	5,612,968
Due from developer	230,000	-	230,000
Due from other governments	9,087	-	9,087
Prepaid expenses	395	-	395
Capital assets, net of accumulated depreciation, where applicable	-	3,771,303	3,771,303
Total Assets	5,879,195	3,771,303	9,650,498
Liabilities:			
Current Liabilities:			
Accounts payable and accrued liabilities	230,090	-	230,090
Retainage payable	-	177,582	177,582
Accrued interest payable	-	449,542	449,542
Developer advances	-	9,145,000	9,145,000
Total Liabilities	230,090	9,772,124	10,002,214
Fund Balance / Net Position:			
Fund Balance:			
Nonspendable	395	(395)	-
Restricted for emergencies	277,700	(277,700)	-
Restricted for public improvements	5,612,968	(5,612,968)	-
Unassigned	(241,958)	241,958	-
Total Fund Balance	5,649,105	(5,649,105)	-
Total Liabilities and Fund Balance	5,879,195		
Net Position:			
Restricted for emergencies		277,700	277,700
Restricted for public improvements		5,612,968	5,612,968
Unrestricted		(6,242,384)	(6,242,384)
Total Net Position		(351,716)	(351,716)

Haymeadow Metropolitan District No. 6
Statement of Revenues, Expenditures and changes in Fund Balance/
Statement of Activities
For the Year Ended December 31, 2019

	<u>General Fund</u>	<u>Adjustments</u>	<u>Statement of Activities</u>
Revenues:			
Investment income	101,038	-	101,038
Service fees from other districts	9,087	-	9,087
Total Revenues	<u>110,125</u>	<u>-</u>	<u>110,125</u>
Expenditures/Expenses:			
Accounting and administration	28,090	-	28,090
Elections	42	-	42
Insurance	3,070	-	3,070
Legal	38,369	-	38,369
Office overhead	580	-	580
Less: allocation to capital expense	(34,067)	-	(34,067)
Debt service:			
Interest on developer advances	-	449,542	449,542
Capital Outlay	3,593,721	(3,593,721)	-
Total Expenditures/Expenses	<u>3,629,805</u>	<u>(3,144,179)</u>	<u>485,626</u>
Other Financing Sources:			
Proceeds from developer advances	9,145,000	(9,145,000)	-
Total Other Financing Sources	<u>9,145,000</u>	<u>(9,145,000)</u>	<u>-</u>
Excess (Deficiency) of Revenues and Other Financing Sources over Expenditures and Other Financing Uses	5,625,320	(5,625,320)	
Change in Net Position		(375,501)	(375,501)
Fund Balance / Net Position			
Beginning	23,785		23,785
Ending	<u>5,649,105</u>		<u>(351,716)</u>

NOTES TO THE FINANCIAL STATEMENTS

Haymeadow Metropolitan District No. 6
Notes to the Financial Statements
December 31, 2019

I. Summary of Significant Accounting Policies

Haymeadow Metropolitan District No. 6 (the "District") was organized on November 17, 2014 as a quasi-municipal corporation and political subdivision of the State of Colorado. The District was formed primarily to finance, construct, operate, and maintain the basic public infrastructure for Haymeadow Metropolitan District Nos. 1 through No. 5 (each individually referred to as a "Neighborhood District") in an area of approximately 660 acres of land within Eagle, Colorado.

The District's financial statements are prepared in accordance with generally accepted accounting principles ("GAAP"). The Governmental Accounting Standards Board ("GASB") is responsible for establishing GAAP for state and local governments through its pronouncements (Statements and Interpretations). The more significant accounting policies established by GAAP used by the District are discussed below.

A. Reporting Entity

The District is governed by an elected Board which is responsible for setting policy, appointing administrative personnel and adopting an annual budget in accordance with the provisions of the Colorado Special District Act.

The reporting entity consists of (a) the primary government; i.e., the District, and (b) organizations for which the District is financially accountable. The District is considered financially accountable for legally separate organizations if it is able to appoint a voting majority of an organization's governing body and is either able to impose its will on that organization or there is a potential for the organization to provide specific financial benefits, to, or to impose specific financial burdens on, the District. Consideration is also given to other organizations which are fiscally dependent; i.e., unable to adopt a budget, levy taxes, or issue debt without approval by the District. Organizations for which the nature and significance of their relationship with the District are such that exclusion would cause the reporting entity's financial statements to be misleading or incomplete are also included in the reporting entity.

Based on the criteria discussed above, the District is not financially accountable for any other entity, nor is the District a component unit of any other government.

B. Government-wide and Fund Financial Statements

The District's basic financial statements include both government-wide (reporting the District as a whole) and fund financial statements (reporting the District's major funds). Both the government-wide and fund financial statements categorize primary activities as either governmental or business-type. Currently, the District performs only governmental activities.

1. Government-wide Financial Statements

In the government-wide Statement of Net Position, the governmental activities columns are reported on a full accrual, economic resource basis, which recognizes all long-term assets and receivables as well as long-term debt and obligations. The District's net position is reported in two parts – restricted; and unrestricted net position.

The government-wide focus is on the sustainability of the District as an entity and the change in the District's net position resulting from the current year's activities.

Haymeadow Metropolitan District No. 6
Notes to the Financial Statements
December 31, 2019
(Continued)

I. Summary of Significant Accounting Policies (continued)

B. Government-wide and Fund Financial Statements (continued)

2. Fund Financial Statements

The financial transactions of the District are reported in individual funds in the fund financial statements. Each fund is accounted for by providing a separate set of self-balancing accounts that comprises its assets, liabilities, reserves, fund equity, revenues and expenditures/expenses. The fund focus is on current available resources and budget compliance.

The District reports only a General Fund. The General Fund is the District's operating fund and accounts for all financial resources of the District.

C. Measurement Focus, Basis of Accounting, and Financial Statement Presentation

Measurement focus refers to whether financial statements measure changes in current resources only (current financial focus) or changes in both current and long-term resources (long-term economic focus). Basis of accounting refers to the point at which revenues, expenditures, or expenses are recognized in the accounts and reported in the financial statements. Financial statement presentation refers to classification of revenues by source and expenses by function.

1. Long-term Economic Focus and Accrual Basis

Both governmental and business-type activities in the government-wide financial statements and the proprietary fund financial statements use the long-term economic focus and are presented on the accrual basis of accounting. Revenues are recognized when earned and expenses are recognized when incurred, regardless of the timing of the related cash flows.

2. Current Financial Focus and Modified Accrual Basis

The governmental fund financial statements use the current financial focus and are presented on the modified accrual basis of accounting. Under the modified accrual basis of accounting, revenues are recorded when susceptible to accrual; i.e., both measurable and available. "Available" means collectible within the current period or soon enough thereafter (60 days) to be used to pay liabilities of the current period. Expenditures are generally recognized when the related liability is incurred. The exception to this general rule is that principal and interest on general long-term debt, if any, is recognized when due.

D. Financial Statement Accounts

1. Cash, Cash Equivalents, and Investments

Cash and cash equivalents are defined as deposits that can be withdrawn at any time without notice or penalty and investments with maturities of three months or less.

Investments are stated at net asset value. The change in fair value of investments is recognized as an increase or decrease to investment assets and investment income. The District's investment policy is detailed in note IV.A.

Haymeadow Metropolitan District No. 6
Notes to the Financial Statements
December 31, 2019
(Continued)

I. Summary of Significant Accounting Policies (continued)

D. Financial Statement Accounts (continued)

2. Receivables

Receivables are reported net of an allowance for uncollectible accounts. However, no allowance for uncollectible accounts has been established, as the District considers all accounts to be collectible.

3. Capital Assets

Capital assets, which includes design and initial construction of public infrastructure are reported in the government-wide financial statements. The District defines capital assets as assets with an initial cost of \$5,000 or more and an estimated useful life in excess of two years. Such assets are recorded at historical cost. Donated capital assets are recorded at estimated fair value at the date of donation.

Capital expenditures for projects are capitalized as projects are constructed.

As of the year ended December 31, 2019, all capital assets were considered construction in progress and will be depreciated upon completion.

4. Long-term Obligations

In the government-wide financial statements, long-term obligations are reported as a liability in the applicable governmental activities statement of net position.

5. Deferred Outflows and Inflows of Resources

In addition to assets, the statement of net 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.

In addition to liabilities, the statement of net position will sometimes report a separate section for deferred inflows of resources. This separate financial statement element, deferred inflows of resources, represents an acquisition of net position that applies to a future period(s) and so will not be recognized as an inflow of resources (revenue) until that time.

The District doesn't have any items that qualify for reporting in deferred outflows or inflows at December 31, 2019.

Haymeadow Metropolitan District No. 6
Notes to the Financial Statements
December 31, 2019
(Continued)

I. Summary of Significant Accounting Policies (continued)

D. Financial Statement Accounts (continued)

6. Fund Balance

The District classifies governmental fund balances as follows:

Nonspendable - includes fund balance amounts that cannot be spent either because it is not in spendable form or because of legal or contractual requirements.

Restricted – includes fund balance amounts that are constrained for specific purposes which are externally imposed by providers, such as creditors or amounts constrained due to constitutional provisions or enabling legislation.

Committed – includes fund balance amounts that are constrained for specific purposes that are internally imposed by the government through formal action of the highest level of decision making authority which is the Board of Directors.

Assigned – includes spendable fund balance amounts that are intended to be used for specific purposes that are neither considered restricted nor committed. Fund balance may be assigned by the Board of Directors or its management designee.

Unassigned - includes residual positive fund balance within the General Fund which has not been classified within the other above-mentioned categories. Unassigned fund balance may also include negative balances for any governmental fund if expenditures exceed amounts restricted, committed, or assigned for those specific purposes.

The District uses restricted amounts first when both restricted and unrestricted fund balance is available unless there are legal documents/contracts that prohibit doing this, such as in grant agreements requiring dollar for dollar spending. Additionally, the District first uses committed, then assigned, and lastly unassigned amounts of unrestricted fund balance when expenditures are made.

The District does not have a formal minimum fund balance policy. However, the District's budget includes a calculation of a targeted reserve position and management reports the targeted amount annually to Board of Directors.

E. Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the District's management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amount of revenues and expenditures or expenses during the reporting period. Actual results could differ from those estimates.

Haymeadow Metropolitan District No. 6
Notes to the Financial Statements
December 31, 2019
(Continued)

II. Reconciliation of Government-wide and Fund Financial Statements

A. Explanation of certain differences between the governmental fund Balance Sheet and the government-wide Statement of Net Position

The governmental fund Balance Sheet and the government-wide Statement of Net Position includes a reconciling column. Explanation of the adjustments included in the reconciling column is as follows:

Capital assets	\$ 3,771,304
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Capital assets used in governmental activities are not financial resources and therefore are not reported in the funds.

Developer advances	\$ 9,145,000
Accrued interest on developer advances	449,542
Long-term retainage payable on public improvements	<u>177,582</u>
Total adjustments	<u><u>\$ 9,772,124</u></u>

Long-term liabilities are not due and payable in the current period and therefore are not reported in the funds.

B. Explanation of certain differences between the governmental fund Statement of Revenues, Expenditures and Changes in Fund Balance and the government-wide Statement of Activities

The governmental fund Statement of Revenue, Expenditures and Changes in Fund Balance and the government-wide Statement of Activities include a reconciling column. Explanation of the adjustments included in the reconciling column is as follows:

Capital outlay	\$ (3,593,722)
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Governmental funds report capital outlay as expenditures. However, in the Statement of Activities, the cost of those assets is allocated over their estimated useful lives as depreciation expense.

Proceeds from developer advances	\$ (9,145,000)
Interest accrued on developer advances	<u>449,542</u>
Total adjustments	<u><u>\$ (8,695,458)</u></u>

The issuance of long-term debt (e.g., notes, bonds, developer advances) provides current financial resources to governmental funds, while the repayment of the principal of long-term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net position.

Haymeadow Metropolitan District No. 6
Notes to the Financial Statements
December 31, 2019
(Continued)

III. Stewardship, Compliance, and Accountability

A. Budgetary Information

In the fall of each year, the District's Board of Directors formally adopts a budget with appropriations by fund for the ensuing year pursuant to the Local Government Budget Law of Colorado. The budgets for the funds are adopted on a basis consistent with generally accepted accounting principles ("GAAP").

- (1) After a required publication of "Notice of Proposed Budget" and a public hearing, the District adopted the proposed budget and an appropriating resolution, which legally appropriated expenditures for the upcoming year, prior to December 31, 2018.
- (2) After adoption of the budget resolution, the District may make the following changes: a) it may transfer appropriated monies between funds or between spending agencies within a fund, as determined by the original appropriation level; b) it may approve supplemental appropriations to the extent of revenues in excess of the estimated in the budget; c) it may approve emergency appropriations; and d) it may reduce appropriations for which originally estimated revenues are insufficient.
- (3) All appropriations lapse at year-end.

Encumbrance accounting, under which purchase orders, contracts, and other commitments for the expenditure of monies are recorded in order to reserve that portion of the applicable appropriation, is not employed by the District because it is at present considered not necessary to assure effective budgetary control or to facilitate effective cash planning and control.

B. TABOR Amendment

In November 1992, Colorado voters amended Article X of the Colorado Constitution by adding Section 20; commonly known as the Taxpayer's Bill of Rights ("TABOR"). TABOR contains revenue, spending, tax and debt limitations that apply to the State of Colorado and local governments. TABOR requires, with certain exceptions, advance voter approval for any new tax, tax rate increase, mill levy above that for the prior year, extension of any expiring tax, or tax policy change directly causing a net tax revenue gain to any local government. Any revenues earned in excess of the fiscal year spending limit must be refunded in the next fiscal year, unless voters approve retention of such excess revenue.

Except for refinancing bonded debt at a lower interest rate or adding new employees to existing pension plans, TABOR requires advance voter approval for the creation of any multiple-fiscal year debt or other financial obligation unless adequate present cash reserves are pledged irrevocably and held for payments in all future fiscal years.

TABOR also requires local governments to establish an emergency reserve to be used for declared emergencies only. Emergencies, as defined by TABOR, exclude economic conditions, revenue shortfalls, or salary or fringe benefit increases. The reserve is calculated at 3% or more of fiscal year spending. Fiscal year spending excludes bonded debt service and enterprise spending. The District has reserved \$277,700 which is the approximate required reserve at December 31, 2019.

Haymeadow Metropolitan District No. 6
Notes to the Financial Statements
December 31, 2019
(Continued)

III. Stewardship, Compliance, and Accountability (continued)

B. TABOR Amendment (continued)

On November 4, 2014, the District's voters approved the following TABOR related ballot questions:

- (1) To increase taxes \$50,000 annually and by such other amounts collected in each year thereafter from a mill levy imposed at a rate not to exceed 50.000 mills (the actual mill levy rate for any fiscal year to be adjusted downwards or upwards by the Board of Directors in its discretion) to pay the District's administration, operations, maintenance, capital improvement and other expenses without limitation.

- (2) To increase debt \$35,000,000 with a total repayment cost of \$287,000,000 and to increase taxes \$41,300,000 annually, or by such lesser annual amount as may be necessary to pay the District's debt; such debt issued or incurred for the purpose of paying, reimbursing, or financing all or any part of the costs of designing, acquiring, construction, installing, completing, equipping and otherwise providing improvements and programs for the following (each approved separately for debt of \$35,000,000):
 - Parks and recreation
 - Stormwater management system
 - Streets, roadways and related landscaping
 - Potable water system
 - Wastewater system
 - Transportation system
 - Traffic and safety controls
 - Mosquito control
 - Fire protection
 - Refunding, paying, or defeasing, in whole or in part, bonds, notes, or other financial obligations of the District
 - Obligations under one or more Intergovernmental Agreements with the State or any political subdivisions of the State

And all extensions of and improvements to such facilities within and without the boundaries of the District; such debt to bear interest at a net effective interest rate not in excess of 18% per annum.

- (3) To authorize collection, retention and spending of any and all amounts annually from any revenue sources whatsoever (including without limitation any revenues from ad valorem property taxes, tax, specific ownership taxes, fees, rates, toll, penalties, or charges, state, federal and private grants and gifts, or any other source).

All debt and tax increases constitute voter-approved revenue changes and the proceeds of such and investment income thereon are to be collected 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 or any other law, and without limiting in any year the amount of other revenues that may be collected and spent by the District.

At December 31, 2019, the District had authorized but unissued debt totaling \$375,855,000.

Haymeadow Metropolitan District No. 6
Notes to the Financial Statements
December 31, 2019
(Continued)

III. Stewardship, Compliance, and Accountability (continued)

B. TABOR Amendment (continued)

The District's management believes it is in compliance with the financial provisions of TABOR. However, TABOR is complex and subject to interpretation. Many of its provisions, including the interpretation of how to calculate fiscal year spending limits, will require judicial interpretation.

IV. Detailed Notes on all Funds

A. Deposits and Investments

The deposits are entirely covered by federal depository insurance ("FDIC") or by collateral held under Colorado's Public Deposit Protection Act ("PDPA"). The FDIC insures the first \$250,000 of the District's deposits at each financial institution. Deposit balances over \$250,000 are collateralized as required by PDPA. The carrying amount of the District's demand deposits was \$2,399 at year end.

Colorado statutes specify investment instruments meeting defined rating and risk criteria in which local governments, and entities such as the District, may invest which include:

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

Interest Rate Risk. As a means of limiting its exposure to interest rate risk, the District has invested primarily in COLOTRUST. Funds in COLOTRUST can be withdrawn without notice or penalty.

Credit Risk. The District's investment policy limits investments to those authorized by State statutes. The District's general investment policy is to apply the prudent-person rule: investments are made as a prudent person would be expected to act, with discretion and intelligence, to seek reasonable income, preserve capital, and, in general, avoid speculative investments.

Concentration of Credit Risk. The District diversifies its investments by security type and institution. Financial institutions holding District funds must provide the District a copy of the certificate from the Banking Authority that states that the institution is an eligible public depository.

Haymeadow Metropolitan District No. 6
Notes to the Financial Statements
December 31, 2019
(Continued)

IV. Detailed Notes on all Funds (continued)

A. Deposits and Investments (continued)

At December 31, 2019, the District had no unrealized gains or losses. The District had the following cash and investments with the following maturities:

<u>Type</u>	<u>Rating</u>	<u>Carrying Amount</u>	<u>Maturities</u>	
			<u>Less Than One Year</u>	<u>Less Than Five Years</u>
<i>Deposits:</i>				
Checking		\$ 2,399	2,399	-
<i>Investment Pool:</i>				
Colostrust	AAAm	24,346	24,346	-
Colostrust - Escrow	AAAm	5,612,968	5,612,968	-
		<u>\$ 5,639,713</u>	<u>5,639,713</u>	<u>-</u>

At December 31, 2019, the District had the following recurring fair value measurements:

<u>Investments Measured at Net Asset Value</u>	<u>Amount</u>
Colostrust	24,346
Colostrust - Escrow	5,612,968
Total	<u>\$ 5,637,314</u>

The District's Investment Pool represents investments in COLOTRUST. The net asset value of the pool is determined by the pool's share price. The District has no regulatory oversight for the pool. At December 31, 2019, the District's investments in COLOTRUST were 100% of the District's investment portfolio.

The District had invested \$5,637,314 in the Colorado Local Government Liquid Asset Trust (the "Trust"). The Trust is an investment vehicle established for local government entities in Colorado to pool surplus funds. The State Securities Commissioner administers and enforces all State statutes governing the Trust. The Trust operates similarly to a money market fund, measured at net asset value, and each share is equal in value to \$1.00. Investments consist of U.S. Treasury bills, notes and note strips and repurchase agreements collateralized by U.S. Treasury securities. A designated custodial bank provides safekeeping and depository services in connection with the direct investment and withdrawal functions. Substantially all securities owned are held by the Federal Reserve Bank in the account maintained for the custodial bank.

Restricted Cash. On May 22, 2019, the District entered into an Escrow Agreement with the Town of Eagle (the "Town"). The Escrow Agreement provided that the District will deposit, with the Town, in a COLOTRUST account in the name of both the District and the Town the sum of \$6,109,102.91, or 110% of the estimated cost of completing public improvements, as a Performance Guarantee. The Town holds the funds and interests, and pays out enough to cover completed public improvements not more frequently than once per quarter and within 30 days receipt of proper authorization. The Escrow Agreement terminates upon completion of the public improvements and end of any applicable warranty periods unless earlier terminated by the District so long as another form of Performance Guarantee is provided as substitute. At December 31, 2019, \$5,612,968 of the District's investments were restricted in the COLOTRUST account established under this Escrow Agreement.

Haymeadow Metropolitan District No. 6
Notes to the Financial Statements
December 31, 2019
(Continued)

IV. Detailed Notes on all Funds (continued)

B. Capital Assets

Capital asset activity for the year ended December 31, 2019 is as follows:

	<u>Beginning Balance</u>	<u>Increases</u>	<u>Decreases</u>	<u>Ending Balance</u>
Capital Assets:				
Capital assets, not being depreciated:				
Construction in progress:				
Roads	\$ -	1,539,099	-	1,539,099
Drainage	-	569,469	-	569,469
Water	-	927,461	-	927,461
Sewer	-	680,330	-	680,330
Non potable water	-	54,945	-	54,945
Total construction in progress	<u>-</u>	<u>3,771,304</u>	<u>-</u>	<u>3,771,304</u>
Total capital assets, not being depreciated	<u>-</u>	<u>3,771,304</u>	<u>-</u>	<u>3,771,304</u>
Total Capital Assets	<u>\$ -</u>	<u>3,771,304</u>	<u>-</u>	<u>3,771,304</u>

C. Long-term Obligations

1. Developer Advances

On December 4, 2018, the District entered into two agreements with Abrika Properties, LLC (the "Developer"). Per the agreements, the Developer, in its sole discretion, may but shall not be obligated to in any manner, advance sums as requested from time to time by the District. Within 45 days after end of each fiscal year during the term of the agreements. If the District receives bond proceeds or has other legally available revenue, then the District will reimburse the Developer from such available sources for all amounts actually advanced, together with interest at 8.0% per annum. The agreements' term shall end on the earlier date that all reimbursable advances and any interest thereon have been paid in full or 40 years. Advances under the individual agreements are for the following:

Advance, Acquisition and Reimbursement Agreement – for Capital Advances to pay the costs of public improvements.

Operating Reimbursement Agreement – for Operating Advances, together with advances prior the agreement for organizational and operating expenses, to pay any future operating, maintenance, and/or administrative expenses.

Haymeadow Metropolitan District No. 6
Notes to the Financial Statements
December 31, 2019
(Continued)

IV. Detailed Notes on all Funds (continued)

C. Long-term Obligations (continued)

The District had the following changes in debt for the year ended December 31, 2019.

	<u>Beginning Balance</u>	<u>Increases</u>	<u>Decreases</u>	<u>Ending Balance</u>	<u>Due Within One Year</u>
Developer advances	\$ -	9,145,000	-	9,145,000	-
Interest payable on developer advances	-	449,542	-	449,542	-
Long-term retainage payable on public improvements	-	177,582	-	177,582	-
Total	<u>\$ -</u>	<u>9,772,124</u>	<u>-</u>	<u>9,772,124</u>	<u>-</u>

V. Other Information

A. Intergovernmental Agreement

On December 5, 2018 the District entered into an intergovernmental agreement with Haymeadow Metropolitan District Nos. 1 through No. 5 (each individually referred to as a "Neighborhood District" and with the District collectively referred to as the "Districts"). The public improvements are described within and all terms of this agreement are subject to provisions in the Service Plan and the Annexation and Development Agreement (the "ADA"), both approved by the Town of Eagle in 2014.

Under the agreement, the Districts shall work diligently to implement the Service Plan and ADA. The District will develop a financing plan and the Neighborhood Districts will work cooperatively to implement the financing plan in such a way as to enable the District to construct, operate and maintain the public improvements.

The District is responsible for the design, acquisition, installation, construction, operation and maintenance of certain infrastructure for streets, potable and non-potable water, sewer and storm drainage, recreation trails and associated parking within the Districts. Development within the Districts is anticipated to proceed in phases subject to Town review and approval, and construction of the public improvements will be completed in phases as development and need for service necessitates.

The Neighborhood Districts shall issue limited tax general obligation debt to finance the construction and installation of the public in improvements, through bonds or other instruments, at the direction of the District. The Neighborhood Districts shall not incur any debt of any type or kind whatsoever without the consent of the District, and all debt incurred by the Neighborhood Districts shall be used for the purpose of financing the installation of the public improvements at the direction of the District.

The Neighborhood Districts shall impose an ad valorem tax on property within each Neighborhood District in such amount as determined by the District sufficient to cover ongoing operations and maintenance costs of the public improvements. Each Neighborhood District shall pay to the District all revenue raised from any and all operational mill levies assessed by the Neighborhood Districts in order to offset the operating expenses incurred by the District for the provision of services to property within the Service Area. The Neighborhood Districts shall not encumber any of the operational revenues without the prior consent of the District.

Haymeadow Metropolitan District No. 6
Notes to the Financial Statements
December 31, 2019
(Continued)

V. Other Information (continued)

A. Intergovernmental Agreement (continued)

Except for revenue pledged to debt, the Neighborhood Districts shall assign all revenue raised from all sources to the District in order to offset the expenses of operating and maintaining the public improvements. The Neighborhood Districts shall not retain, appropriate, expend, pledge or otherwise encumber any portion of such revenues for any other purpose, and all of such revenues and monies shall be immediately transferred and paid to the District.

The public improvements constructed hereunder shall be conveyed to the Town, the District or a homeowner's association. The District shall provide the operations and maintenance services and to maintain necessary insurance for the public improvements in a manner deemed appropriate by the Districts. The Neighborhood Districts shall have no direct responsibility for operations or maintenance of such public improvements.

During 2019, the Neighborhood Districts provided \$9,087 to the District as Service Fees. At December 31, 2019, all public improvement projects are in progress, and the Neighborhood Districts are expected to finance the reimbursable Developer Advances and accrued interest thereon totaling \$9,594,542 in future years.

B. Construction Contract

On March 29, 2019, the District contracted with Johnston Construction, Inc. ("Johnson") to complete Phase I infrastructure projects expected to be substantially completed on or before October 1, 2019 and completed and ready for final payment on or before November 1, 2019. The original Contract bid totaled \$5,708,718.

On March 29, 2019, an Addendum to the Construction Contract was made between the District, the Developer and Johnson in order to clarify the ownership and financial responsibility for completion of the facilities and improvements constructed pursuant to the contract.

The District approved the Construction Change Order Nos. 1 – 6 during 2019 bringing the contract total to \$6,435,014. At December 31, 2019, approximately 56% of the work was complete.

C. Risk Management

Colorado Special Districts Property and Liability Pool

Except as provided within the Colorado Governmental Immunity Act, the District may be exposed to various risks of loss related to torts, thefts of, damage to, or destruction of assets; errors or omissions; or injuries to employees. The District is insured for such risks as a member of the Colorado Special Districts Property and Liability Pool ("Pool"). The Pool is an organization created by intergovernmental agreement to provide property and general liability, automobile physical damage and liability, public officials liability and boiler and machinery coverage to its members. The Pool provides coverage for property claims up to the values declared and liability coverage for claims up to \$1,000,000. Settled claims have not exceeded this coverage in any of the past three fiscal years.

Haymeadow Metropolitan District No. 6
Notes to the Financial Statements
December 31, 2019
(Continued)

V. Other Information (continued)

C. Risk Management (continued)

Colorado Special Districts Property and Liability Pool (continued)

The District pays annual premiums to the Pool for liability, property and public official's 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.

A summary of audited statutory basis financial information for the Pool as of and for the year ended December 31, 2018 (the latest audited information available) is as follows:

Assets	<u>\$ 63,918,422</u>
Liabilities	\$ 39,345,647
Capital and surplus	<u>24,572,775</u>
Total	<u>\$ 63,918,422</u>
Revenue	20,983,559
Underwriting expense	<u>\$ 22,973,705</u>
Underwriting gain (loss)	(1,990,146)
Other Income	<u>898,330</u>
Net Income (Loss)	<u>\$ (1,091,816)</u>

REQUIRED SUPPLEMENTARY INFORMATION

Haymeadow Metropolitan District No. 6
Schedule of Revenues, Expenditures, and Changes in Fund Balance
Budget and Actual - General Fund
For the Year Ended December 31, 2019

	Original and Final Budget	Actual	Final Budget Variance Positive (Negative)
Revenues:			
Investment income	-	101,038	101,038
Service fees from other districts	9,134	9,087	(47)
Total Revenues	<u>9,134</u>	<u>110,125</u>	<u>100,991</u>
Expenditures:			
Accounting and administration	12,000	28,090	(16,090)
Elections	-	42	(42)
Insurance	2,000	3,070	(1,070)
Legal	30,000	38,369	(8,369)
Office overhead	1,000	580	420
Contingency	5,000	-	5,000
Less: allocation to capital expense	-	(34,067)	34,067
Capital Outlay	8,000,000	3,593,721	4,406,279
Total Expenditures	<u>8,050,000</u>	<u>3,629,805</u>	<u>4,420,195</u>
Excess (Deficiency) of Revenues Over Expenditures	<u>(8,040,866)</u>	<u>(3,519,680)</u>	<u>4,521,186</u>
Other Financing Sources:			
Proceeds from developer advances	8,020,000	9,145,000	1,125,000
Total Other Financing Sources	<u>8,020,000</u>	<u>9,145,000</u>	<u>1,125,000</u>
Net Change in Fund Balance	(20,866)	5,625,320	5,646,186
Fund Balance - Beginning	<u>23,785</u>	<u>23,785</u>	<u>-</u>
Fund Balance - Ending	<u><u>2,919</u></u>	<u><u>5,649,105</u></u>	<u><u>5,646,186</u></u>