

**THE RIVER MILE METROPOLITAN DISTRICT NO.1  
CITY AND COUNTY OF DENVER, COLORADO**

**FINANCIAL STATEMENTS AND  
SUPPLEMENTARY INFORMATION**

**YEAR ENDED DECEMBER 31, 2019**

**THE RIVER MILE METROPOLITAN DISTRICT NO.1  
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## Independent Auditor's Report

Board of Directors  
The River Mile Metropolitan District No. 1  
Summit County, Colorado

### **Report on the Financial Statements**

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

### **Management's Responsibility for the Financial Statements**

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

### **Auditor's Responsibility**

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

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

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

## **Opinion**

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

## **Other Matters**

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

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

*Wipfli LLP*  
*Lakewood, Colorado*

September 25, 2020

## **BASIC FINANCIAL STATEMENTS**

**THE RIVER MILE METROPOLITAN DISTRICT NO.1**  
**STATEMENT OF NET POSITION**  
**DECEMBER 31, 2019**

	Governmental Activities
<b>ASSETS</b>	
Cash and Investments	\$ 5,300
Cash and Investments - Restricted	770,656
Capital Assets, Not Being Depreciated:	
Construction in Progress	4,007,759
Total Assets	4,783,715
<b>LIABILITIES</b>	
Accounts Payable	23,740
Accrued Interest Payable	10,775
Accrued Non-Use Fee Payable	14,315
Noncurrent Liabilities:	
Due in More Than One Year	5,336,893
Total Liabilities	5,385,723
<b>NET POSITION</b>	
Restricted for:	
Capital Projects	189,554
Debt Service	564,552
Unrestricted	(1,356,114)
Total Net Position	\$ (602,008)

See accompanying Notes to Basic Financial Statements.

**THE RIVER MILE METROPOLITAN DISTRICT NO.1  
STATEMENT OF ACTIVITIES  
YEAR ENDED DECEMBER 31, 2019**

		Program Revenues			Net Revenues (Expenses) and Change in Net Position
Expenses	Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Governmental Activities	
<b>FUNCTIONS/PROGRAMS</b>					
Primary Government:					
Governmental Activities:					
Administration	\$ 56,419	\$ -	\$ -	\$ -	
Interest and Related Costs on Long-Term Debt	548,783	-	-	-	
Total Governmental Activities	\$ 605,202	\$ -	\$ -	(605,202)	
 <b>GENERAL REVENUES</b>					
				3,194	
				3,194	
 <b>CHANGE IN NET POSITION</b>					
				(602,008)	
				-	
				\$ (602,008)	

See accompanying Notes to Basic Financial Statements.

**THE RIVER MILE METROPOLITAN DISTRICT NO.1  
BALANCE SHEET  
GOVERNMENTAL FUNDS  
DECEMBER 31, 2019**

	General	Debt Service	Capital Projects	Total Governmental Funds
<b>ASSETS</b>				
Cash and Investments	\$ 5,300	\$ -	\$ -	\$ 5,300
Cash and Investments - Restricted	-	591,150	179,506	770,656
Due from Other Funds	-	-	15,823	15,823
	<u>\$ 5,300</u>	<u>\$ 591,150</u>	<u>\$ 195,329</u>	<u>\$ 791,779</u>
<b>LIABILITIES, DEFERRED INFLOWS OF RESOURCES, AND FUND BALANCES</b>				
<b>LIABILITIES</b>				
Accounts Payable	\$ 17,965	\$ -	\$ 5,775	\$ 23,740
Due to Other Funds	-	15,823	-	15,823
Total Liabilities	<u>17,965</u>	<u>15,823</u>	<u>5,775</u>	<u>39,563</u>
<b>FUND BALANCES</b>				
Restricted For:				
Debt Service	-	575,327	-	575,327
Capital Projects	-	-	189,554	189,554
Unassigned	(12,665)	-	-	(12,665)
Total Fund Balances	<u>(12,665)</u>	<u>575,327</u>	<u>189,554</u>	<u>752,216</u>
Total Liabilities, Deferred Inflows of Resources, and Fund Balances	<u>\$ 5,300</u>	<u>\$ 591,150</u>	<u>\$ 195,329</u>	
Amounts reported for governmental activities in the statement of net position are different because:				
Capital assets used in governmental activities are not financial resources and, therefore, are not reported in the funds.				4,007,759
Long-term liabilities including bonds payable, are not due and payable in the current period and, therefore, are not recorded as liabilities in the funds.				
Notes Payable				(5,308,475)
Developer Advances				(4,035,718)
Repay Developer Advance				4,007,759
Accrued Interest Payable				(11,234)
Non-Use Fee Payable				(14,315)
Net Position of Governmental Activities				<u>\$ (602,008)</u>

See accompanying Notes to Basic Financial Statements.

**THE RIVER MILE METROPOLITAN DISTRICT NO.1**  
**STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES**  
**GOVERNMENTAL FUNDS**  
**YEAR ENDED DECEMBER 31, 2019**

	General	Debt Service	Capital Projects	Total Governmental Funds
<b>REVENUES</b>				
Net Investment Income	\$ -	\$ 332	\$ 2,862	\$ 3,194
Total Revenues	<u>-</u>	<u>332</u>	<u>2,862</u>	<u>3,194</u>
<b>EXPENDITURES</b>				
Current:				
Accounting	16,193	-	4,479	20,672
Insurance and Bonds	6,853	-	540	7,393
Legal	8,066	-	-	8,066
Dues and Subscriptions	9,500	-	-	9,500
Engineering	-	-	10,776	10,776
Miscellaneous	12	-	-	12
Debt Service:				
Bank Fees	-	14	-	14
Non-Use Fees	-	31,306	-	31,306
Cost of Issuance	-	-	430,600	430,600
Note Interest - 2019	-	61,314	-	61,314
Capital Projects:				
Capital Outlay	-	-	4,007,759	4,007,759
Total Expenditures	<u>40,624</u>	<u>92,634</u>	<u>4,454,154</u>	<u>4,587,412</u>
<b>EXCESS OF REVENUES UNDER EXPENDITURES</b>	(40,624)	(92,302)	(4,451,292)	(4,584,218)
<b>OTHER FINANCING SOURCES (USES)</b>				
Transfers in/(out)	-	667,629	(667,629)	-
Note Proceeds	-	-	5,308,475	5,308,475
Developer Advance	27,959	-	4,007,759	4,035,718
Repay Developer Advance	-	-	(4,007,759)	(4,007,759)
Total Other Financing Sources (Uses)	<u>27,959</u>	<u>667,629</u>	<u>4,640,846</u>	<u>5,336,434</u>
<b>NET CHANGE IN FUND BALANCES</b>	(12,665)	575,327	189,554	752,216
Fund Balances - Beginning of Year	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>FUND BALANCES - END OF YEAR</b>	<u>\$ (12,665)</u>	<u>\$ 575,327</u>	<u>\$ 189,554</u>	<u>\$ 752,216</u>

See accompanying Notes to Basic Financial Statements.

**THE RIVER MILE METROPOLITAN DISTRICT NO.1  
RECONCILIATION OF THE STATEMENTS OF REVENUES, EXPENDITURES, AND CHANGES  
IN FUND BALANCES OF THE GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES  
YEAR ENDED DECEMBER 31, 2019**

Net Change in Fund Balances - Total Governmental Funds \$ 752,216

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

Governmental funds report capital outlays as expenditures. In the statement of activities, capital outlay is not reported as an expenditure. However, the statement of activities will report as depreciation expense the allocation of the cost of any depreciable asset over the estimated useful lives of the asset. During the current period there were no depreciable assets. Therefore, this is the amount of capital outlay in the current period.

Capital Outlay 4,007,759

Long-term debt (e.g., bonds) 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. Also, governmental funds report the effect of premiums, discounts, and similar items when debt is first issued, whereas these amounts are deferred and amortized in the statement of activities.

Note Proceeds 2019	(5,308,475)
Developer Advance	(4,035,718)
Repay Developer Advance	4,007,759

Some expenses reported in the statement of activities do not require the use of current financial resources and, therefore, are not reported as expenditures in governmental funds.

Note Interest - Change in Liability	(11,234)
Non use Fee Payable - Change in Liability	<u>(14,315)</u>

Net Position - Governmental Activities \$ (602,008)

**THE RIVER MILE METROPOLITAN DISTRICT NO.1  
GENERAL FUND  
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE –  
BUDGET AND ACTUAL  
YEAR ENDED DECEMBER 31, 2019**

	Original and Final Budget	Actual Amounts	Variance with Final Budget Positive (Negative)
<b>REVENUES</b>			
Total Revenues	\$ -	\$ -	\$ -
<b>EXPENDITURES</b>			
Current:			
Accounting	40,000	16,193	23,807
Insurance and Bonds	18,000	6,853	11,147
Legal	100,000	8,066	91,934
Dues and Subscriptions	1,800	9,500	(7,700)
Miscellaneous	-	12	(12)
Repairs and Maintenance	20,000	-	20,000
Utilities	5,000	-	5,000
Contingency	15,200	-	15,200
Total Expenditures	<u>200,000</u>	<u>40,624</u>	<u>159,376</u>
<b>EXCESS OF REVENUES UNDER EXPENDITURES</b>	(200,000)	(40,624)	(159,376)
<b>OTHER FINANCING SOURCES (USES)</b>			
Developer Advance	215,000	27,959	187,041
Total Other Financing Sources (Uses)	<u>215,000</u>	<u>27,959</u>	<u>187,041</u>
<b>NET CHANGE IN FUND BALANCES</b>	15,000	(12,665)	(27,665)
Fund Balance - Beginning of Year	-	-	-
<b>FUND BALANCE - END OF YEAR</b>	<u>\$ 15,000</u>	<u>\$ (12,665)</u>	<u>\$ (27,665)</u>

See accompanying Notes to Basic Financial Statements.

**THE RIVER MILE METROPOLITAN DISTRICT NO.1**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2019**

**NOTE 1 DEFINITION OF REPORTING ENTITY**

The River Mile Metropolitan District No. 1 (the District), a quasi-municipal corporation and a political subdivision of the State of Colorado, was organized on February 14, 2019 by order and decree of the District Court for the City and County of Denver, and is governed pursuant to provisions of the Colorado Special District Act (Title 32, Article 1, Colorado Revised Statutes). The District's service area is located in the City and County of Denver, Colorado.

The River Mile Metropolitan District No. 1 was organized in conjunction with five other metropolitan districts, The River Mile Metropolitan District Nos. 2-5 and The River Mile Platte Valley Metropolitan District (Taxing Districts). The District (the Management District) was organized to finance, construct, own, manage, and operate District improvements, including streets, traffic and safety protection, water, limited sewer and storm drainage, transportation, mosquito control, and park and recreation improvements for the use and benefit of the inhabitants and taxpayers of the District. The Taxing Districts were organized to generate revenue to pay the costs of the Districts' improvements.

The District has no employees and all 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 to 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:

**Government-Wide and Fund Financial Statements**

The government-wide financial statements include the statement of net position and the statement of activities. These financial statements include all of the activities of the District. The effect of interfund activity has been removed from these statements. Governmental activities are normally supported by taxes and inter-governmental revenues.

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

**THE RIVER MILE METROPOLITAN DISTRICT NO.1**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2019**

**NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Government-Wide and Fund Financial Statements (Continued)**

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

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.

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the District considers revenues to be available if they are collected within 60 days after year-end. The major sources of revenue susceptible to accrual are property taxes. All other revenue items are considered to be measurable and available only when cash is received by the District. Expenditures are recorded when the related fund liability is incurred, as under accrual accounting. However, debt service expenditures are recorded only when payment is due.

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 the resources accumulated and payments made for principal and interest on long-term general obligation debt of the governmental funds.

The Capital Projects Fund is used to account for financial resources to be used for the acquisition and construction of capital equipment and facilities.

**THE RIVER MILE METROPOLITAN DISTRICT NO.1**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2019**

**NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Budgets**

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

The District has amended its annual budget for the year ended December 31, 2019.

**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 fund's average equity balance in the total cash and investments.

**Property Taxes**

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

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

**Capital Assets**

Capital assets, which include infrastructure (e.g., storm drainage, streets, and similar items), are reported in the applicable governmental activities column in the government-wide financial statements. Capital assets are defined by the District as assets with an initial, individual cost of more than \$5,000. Such assets are recorded at historical cost or estimated historical cost if purchased or constructed. Donated capital assets are recorded at acquisition value at the date of donation.

**THE RIVER MILE METROPOLITAN DISTRICT NO.1**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2019**

**NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Capital Assets (Continued)**

Capital assets which are anticipated to be conveyed to other governmental entities, as well as capital assets being constructed which the District may operate and maintain, are recorded as construction in progress. Construction in progress is not being depreciated and is not included in the calculation of Net Investment in Capital Assets component of the District's net position.

The costs of normal maintenance and repairs that do not add to the value of the asset or materially extend the life of the asset are not capitalized. Improvements are capitalized and depreciated over the remaining useful lives of the related fixed assets, as applicable.

Depreciation on property that will remain assets of the District is reported on the statement of activities as a current charge. Improvements that will be conveyed to other governmental entities are classified as construction in progress and are not depreciated. Land and certain landscaping improvements are not depreciated. No depreciation expense was recognized during 2019.

**Equity**

**Net Position**

For government-wide presentation purposes, when both restricted and unrestricted resources are available for use, it is the District's practice to use restricted resources first, then unrestricted resources as they are needed.

**Fund Balance**

Fund balance for governmental funds should be reported in classifications that comprise a hierarchy based on the extent to which the government is bound to honor constraints on the specific purposes for which spending can occur. Governmental funds report up to five classifications of fund balance: nonspendable, restricted, committed, assigned, and unassigned. Because circumstances differ among governments, not every government or every governmental fund will present all of these components. The following classifications describe the relative strength of the spending constraints:

*Nonspendable Fund Balance* – The portion of fund balance that cannot be spent because it is either not in spendable form (such as prepaid amounts or inventory) or legally or contractually required to be maintained intact.

*Restricted Fund Balance* – The portion of fund balance that is constrained to being used for a specific purpose by external parties (such as bondholders), constitutional provisions, or enabling legislation.

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

**THE RIVER MILE METROPOLITAN DISTRICT NO.1  
NOTES TO BASIC FINANCIAL STATEMENTS  
DECEMBER 31, 2019**

**NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Equity (Continued)**

Fund Balance (Continued)

*Assigned Fund Balance* – The portion of fund balance that is constrained by the government’s intent to be used for specific purposes, but is neither restricted nor committed. Intent is expressed by the Board of Directors to be used for a specific purpose. Constraints imposed on the use of assigned amounts are more easily removed or modified than those imposed on amounts that are classified as committed.

*Unassigned Fund Balance* – The residual portion of fund balance that does not meet any of the criteria described above.

If more than one classification of fund balance is available for use when an expenditure is incurred, it is the District’s practice to use the most restrictive classification first.

**NOTE 3 CASH AND INVESTMENTS**

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

Statement of Net Position:

Cash and Investments	\$ 5,300
Cash and Investments - Restricted	<u>770,656</u>
Total Cash and Investments	<u><u>\$ 775,956</u></u>

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

Deposits with Financial Institutions	\$ 5,457
Investments	<u>770,499</u>
Total Cash and Investments	<u><u>\$ 775,956</u></u>

**Deposits with Financial Institutions**

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 102% of the aggregate uninsured deposits.

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

At December 31, 2019, the District's cash deposits had a bank balance and a carrying balance of \$5,457.

**THE RIVER MILE METROPOLITAN DISTRICT NO.1  
NOTES TO BASIC FINANCIAL STATEMENTS  
DECEMBER 31, 2019**

**NOTE 3 CASH AND INVESTMENTS (CONTINUED)**

**Investments**

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

The District generally limits its concentration of investments to those noted with an asterisk (\*) below, which are believed to have minimal credit risk, minimal interest rate risk and no foreign currency risk. Additionally, the District is not subject to concentration risk or investment custodial risk disclosure requirements for investments that are in the possession of another party.

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

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

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

At December 31, 2019, the District had the following investments:

<u>Investment</u>	<u>Maturity</u>	<u>Amount</u>
Colorado Surplus Asset Fund Trust (CSAFE)	Weighted Average Under 60 Days	\$ 770,499

**THE RIVER MILE METROPOLITAN DISTRICT NO.1**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2019**

**NOTE 3 CASH AND INVESTMENTS (CONTINUED)**

**CSAFE**

The District invested in the Colorado Surplus Asset Fund Trust (CSAFE) (the "Trust"), 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 and each share is equal in value to \$1.00. CSAFE may invest in U.S. Treasury securities, repurchase agreements collateralized by U.S. Treasury securities, certain money market funds, and highest rated commercial paper. A designated custodial bank serves as custodian for the Trust's portfolios pursuant to a custodian agreement. The custodian acts as safekeeping agent for the Trust's investment portfolios and provides services as the depository in connection with direct investments and withdrawals. The custodian's internal records segregate investments owned by the Trust. CSAFE is rated AAAM by Standard & Poor's. CSAFE records its investments at fair value and the District records its investment in CSAFE at net asset value as determined by fair value. There are no unfunded commitments, the redemption frequency is daily, and there is no redemption notice period.

**NOTE 4 CAPITAL ASSETS**

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

	Balance - December 31, 2018	Increases	Decreases	Balance - December 31, 2019
Capital Assets, Not Being Depreciated:				
Construction in Progress	\$ -	\$ 4,007,759	\$ -	\$ 4,007,759
 Total Capital Assets, Not Being Depreciated	 \$ -	 \$ 4,007,759	 \$ -	 \$ 4,007,759

**THE RIVER MILE METROPOLITAN DISTRICT NO.1**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2019**

**NOTE 5 LONG-TERM OBLIGATIONS**

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

	Balance - December 31, 2018	Additions	Retirements	Balance - December 31, 2019	Due Within One Year
Loans Payable					
2019 Compass Mortgage Loan					
Initial Funded Amount	\$ -	\$ 3,530,000	\$ -	\$ 3,530,000	\$ -
December 24, 2019 Draw	-	1,778,475	-	1,778,475	-
Total Loans Payable	-	5,308,475	-	5,308,475	-
Developer Advances					
Operations	-	27,959	-	27,959	-
Capital	-	4,007,759	4,007,759	-	-
Accrued Interest -					
Developer Advances	-	459	-	459	-
Total Developer Advances	-	4,036,177	4,007,759	28,418	-
Total Long Term Obligations	\$ -	\$ 9,344,652	\$ 4,007,759	\$ 5,336,893	\$ -

**Loan Agreement with Compass Mortgage Corporation (the Lender), dated May 31, 2019 (the Loan Agreement).**

The District entered in to the Loan Agreement with the Lender in connection with the issuance of a loan in the aggregate principal amount of up to \$15,780,000 (the Loan), as evidenced by a promissory note from the District, as maker, to the Lender, as payee, dated May 31, 2019 (the Note). The Loan was issued to: (i) fund an Initial Funded Amount (as defined therein) of \$3,530,000 issued on May 31, 2019; and (ii) fund additional Advances (as defined therein) in the maximum principal amount of \$12,250,000 during the Advance Period (as defined in the Loan Agreement), the proceeds of which are intended to be used to fund certain reserves and capitalized interest, to fund or reimburse the costs of public improvements, and to pay the costs related to the issuance of the Loan.

Loan Date	Loan Amount	Interest
May 31, 2019 (Initial Funded Amount)	\$ 3,530,000	3.38%
December 24, 2019	1,778,475	2.95%
Total	\$ 5,308,475	

**THE RIVER MILE METROPOLITAN DISTRICT NO.1**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2019**

**NOTE 5 LONG-TERM OBLIGATIONS (CONTINUED)**

The Loan, as evidenced by the Note, is a special, limited, revenue obligation of the District payable from the Pledged Revenue and certain other collateral described in the Loan Agreement. The Pledged Revenue is generally defined as the moneys derived by the District from the following sources after payment of any costs of collection: (i) the Property Tax Revenues (as defined in the Loan Agreement and discussed under "Capital Pledge Agreement" of Note 5 herein); (ii) the Specific Ownership Tax Revenues (as defined in the Loan Agreement and discussed under "Capital Pledge Agreement" of Note 5 herein); and (iii) any other legally available moneys which the District determines, in its sole discretion, to apply as Pledged Revenue. The Loan is also secured by a Reserve Fund which was funded from proceeds of the Loan in an amount equal to \$141,200 plus an additional amount equal to 4% of any additional advance and a Surplus Fund to be funded from excess Pledged Revenue, if any.

The Initial Funded Amount bears interest as the Fixed Rate (as defined in the Loan Agreement) of 3.38%. At the District's option, each Advance may bear interest at either a Fixed Rate or a Variable Rate (as defined in the Loan Agreement). Interest on the Loan is payable semi-annually on June 1 and December 1 of each year, commencing December 1, 2019. Subject to the terms of the Loan Agreement, on any date interest is due, the District has the option to convert any portion of the Loan outstanding that bears interest at the Variable Rate to bear interest at the Fixed Rate.

Principal payments on the Initial Funded Amount are due December 1 of 2024 and 2025 with the remaining unpaid balance outstanding payable on May 31, 2026. The District may, at its option, prepay the Loan, with the consent of the Lender, on any June 1 or December 1 at the prepayment price equal to: (i) the outstanding principal amount of the Loan prepaid; (ii) accrued and unpaid interest on such date; and (iii) the greater of 3% of the outstanding principal amount of the Loan prepaid if prior to May 31, 2021 and zero if thereafter or any Yield Maintenance Fee (as defined in the Loan Agreement) due and owing. The District will pay the Lender the Non-Use Fee in an amount equal to 0.50% per annum of the Unfunded Maximum Advancing Amount in effect from time to time in accordance with the terms of the Loan Agreement.

The Loan matures on May 31, 2026. However, if the District provides the Lender with the Refinancing Certificate in accordance with the Loan Agreement, certifying that the District reasonably expects to refinance the Loan on or before the maturity date, the principal amount due and payable for fiscal year 2026 will be assumed to be \$200,000.

**THE RIVER MILE METROPOLITAN DISTRICT NO.1  
NOTES TO BASIC FINANCIAL STATEMENTS  
DECEMBER 31, 2019**

**NOTE 5 LONG-TERM OBLIGATIONS (CONTINUED)**

**Authorized Debt**

On November 6, 2018, a majority of the qualified electors of the District authorized the issuance of indebtedness in an amount not to exceed \$8,645,000,000 at an interest rate not to exceed 18% per annum. At December 31, 2019, the District had authorized but unissued indebtedness in the following amounts allocated for the following purposes:

	Amount Authorized November 6, 2018	2019 Loan	Authorized but Unissued
Streets	\$ 665,000,000	\$ 737,646	\$ 664,262,354
Parks and Recreation	665,000,000	1,760,021	663,239,979
Water	665,000,000	611,344	664,388,656
Sanitation	665,000,000	570,488	664,429,512
Storm Water	665,000,000	526,942	664,473,058
Transportation	665,000,000	551,017	664,448,983
Safety Protection	665,000,000	551,017	664,448,983
Mosquito Control	665,000,000	-	665,000,000
Fire Protection	665,000,000	-	665,000,000
Television Relay and Translation	665,000,000	-	665,000,000
Security	665,000,000	-	665,000,000
Operations and Maintenance	665,000,000	-	665,000,000
Intergovernmental Agreements	665,000,000	-	665,000,000
Total	<u>\$ 8,645,000,000</u>	<u>\$ 5,308,475</u>	<u>\$ 8,639,691,525</u>

**NOTE 6 DISTRICT AGREEMENTS**

**Facilities Funding, Construction and Operation Agreement**

On May 21, 2019, the District entered into the Facilities Funding, Construction and Operations Agreement with District No. 2 and District No. 3 (the FFCOA). The FFCOA establishes the District's responsibility, as the Management District, to coordinate the construction, design, financing and operation and maintenance of the public improvements that benefit the District, District No. 2 and District No. 3 (collectively, the Districts) and establishes District No. 2 and District No. 3's obligation, as the Taxing Districts, to pay for the services and benefit of the public improvements provided by the District. Specifically, the District is responsible for providing all Administration Services and Project Management Services (as such terms are defined in the FFCOA) for the Districts. The Taxing Districts agree to pay the District their respective Allocated Management Costs (as defined in the FFCOA) each year pursuant to the terms of an operations pledge agreement. The FFCOA also contemplates that from time to time one or both Taxing District may enter into a capital pledge agreement with the District obligating the Taxing District to pay project costs and/or bond requirements from pledged revenue.

**THE RIVER MILE METROPOLITAN DISTRICT NO.1**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2019**

**NOTE 6 DISTRICT AGREEMENTS (CONTINUED)**

**Capital Pledge Agreement**

On May 31, 2019, the District entered into a Capital Pledge Agreement with District No. 2, District No. 3, and Compass Mortgage Corporation, as lender (the Pledge Agreement). The Pledge Agreement establishes District No. 2 and District No. 3's obligation, as the Taxing Districts, to pledge certain revenues towards the repayment of the District's Loan (discussed under Note 4) and any Additional Revenue Obligations (as defined in the Pledge Agreement). The obligation of each Taxing District to pay its portion of the Financing Costs (as defined in the Capital Pledge) constitutes a limited tax obligation of each Taxing District payable solely from and to the extent of the Property Tax Revenue and Specific Ownership Tax Revenues available to such Taxing District. The Property Tax Revenue is generally comprised of moneys derived from the imposition by each Taxing District of the Required Mill Levy in an amount to be determined by the District, but not in excess of 50 mills and under certain circumstances described in the Pledge Agreement, not less than 30 mills with respect to District No. 2 and equal to 50 mills with respect to District No. 3. The Required Mill Levy is subject to adjustment in the event the method of calculating assessed valuation is or was changed after August 13, 2018. The Specific Ownership Tax Revenues generally consist of the specific ownership taxes remitted to each of the Taxing Districts as a result of its the imposition of the Required Mill Levy.

**NOTE 7 NET POSITION**

The District has net position consisting of one component – unrestricted.

Unrestricted net position represents assets that do not have any third-party limitations on their use. The District's unrestricted net position as of December 31, 2019 is (\$602,008). This deficit amount was a result of the District being responsible for the repayment of debt obligations issued for public improvements.

**NOTE 8 RELATED PARTY**

All of the members of the Board of Directors of the District (Board) are employees, owners or are otherwise associated with KSE Elitch Gardens / Revesco / Second City, LLLP (Developer) and may have conflicts of interest in dealing with the District. Management believes that all potential conflicts of interest, if any, have been disclosures by the Board.

**Developer Operation Funding Agreement**

On March 12, 2019, with an effective date of February 14, 2019, the District and the Developer entered into an Operation Funding Agreement, as amended by the First Amendment to Operation Funding Agreement dated November 18, 2019 (collectively, the OFA). Pursuant to the OFA, the Developer agreed to advance funds to the District for certain operation and maintenance expenses on a period basis as need for fiscal years 2019 and 2020 up to \$430,000. The District agrees to repay these advances together with accrued interest at the rate of 8% per annum. Any obligation of the District to reimburse the

**THE RIVER MILE METROPOLITAN DISTRICT NO.1**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2019**

**NOTE 8 RELATED PARTY (CONTINUED)**

**Developer Operation Funding Agreement (Continued)**

Developer for any advance under the OFA expires on December 31, 2060. The OFA does not constitute a debt or indebtedness of the District. The obligations of the District in the OFA are subject to annual appropriation by the District. As of December 31, 2019, \$28,418 is outstanding under the agreement, with \$27,959 in principal and \$459 of accrued interest.

**Developer FFA Agreement**

On March 12, 2019, with an effective date of February 14, 2019, the District and the Developer entered into a Facilities Funding and Acquisition Agreement, as amended by the First Amendment to Facilities Funding and Acquisition Agreement dated November 18, 2019 (collectively, the FFAA). Pursuant to the FFAA, the District agrees to reimburse the Developer for organizational expenses paid by the Developer. The Developer further agrees to advance funds to the District for the purpose of funding the construction and/or acquisition of public improvements up to the shortfall amount of \$13,000,000. The Developer agrees to make such advances on a periodic basis as needed for fiscal years 2019 and 2020. The District agrees to repay these advances together with accrued interest at the rate of 8% per annum. The District's obligation to reimburse the Developer for any advance under the FFAA expires on December 31, 2059. The FFAA does not constitute a debt, but is an annual appropriations agreement intended to be repaid through future bond issuances. During 2019, the District repaid \$4,007,759 of the outstanding principal balance to the Developer. As of December 31, 2019, there were no amounts outstanding under the FFAA.

**NOTE 9 INTERFUND AND OPERATING TRANSFERS**

The transfer from the Capital Projects Fund to the Debt Service Fund was to fund the Reserve Fund and Capitalized Interest.

**NOTE 10 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 natural disasters.

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

The District pays annual premiums to the Pool for general and automobile liability, public officials, auto physical damage and worker's compensation coverage. In the event aggregate 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.

**THE RIVER MILE METROPOLITAN DISTRICT NO.1**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2019**

**NOTE 11 TAX, SPENDING, AND DEBT LIMITATIONS**

Article X, Section 20 of the Colorado Constitution, commonly known as the Taxpayer's Bill of Rights (TABOR) contains tax, spending, revenue and debt limitations which apply to the State of Colorado and all local governments.

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.

On February 14, 2019, a majority of the District's electors authorized the District to collect and spend or retain in a reserve all currently levied taxes and fees of the District without regard to any limitations under TABOR.

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 River Mile Metropolitan District No. 2 and No. 3 will transfer its net operating revenue to the District pursuant to the FFCOA. Therefore, the Emergency Reserves related to District Nos. 2 and 3's revenues will be captured in the financial statements of the District.

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 and qualification as an Enterprise will require judicial interpretation.

## **SUPPLEMENTARY INFORMATION**

**THE RIVER MILE METROPOLITAN DISTRICT NO.1  
DEBT SERVICE FUND  
SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE –  
BUDGET AND ACTUAL  
YEAR ENDED DECEMBER 31, 2019**

	Original Budget	Final Budget	Actual Amounts	Variance with Final Budget Positive (Negative)
<b>REVENUES</b>				
Net Investment Income	\$ -	\$ -	\$ 332	\$ 332
Total Revenues	<u>-</u>	<u>-</u>	<u>332</u>	<u>332</u>
<b>EXPENDITURES</b>				
Debt Service:				
Bank Fees	-	45	14	31
Non-Use Fees	-	32,000	31,306	694
Note Interest	<u>64,655</u>	<u>64,655</u>	<u>61,314</u>	<u>3,341</u>
Total Expenditures	<u>64,655</u>	<u>96,700</u>	<u>92,634</u>	<u>4,066</u>
<b>EXCESS OF REVENUES OVER (UNDER) EXPENDITURES</b>	(64,655)	(96,700)	(92,302)	4,398
<b>OTHER FINANCING SOURCES (USES)</b>				
Transfer from Other Funds	<u>2,437,042</u>	<u>2,437,042</u>	<u>667,629</u>	<u>(1,769,413)</u>
Total Other Financing Sources (Uses)	<u>2,437,042</u>	<u>2,437,042</u>	<u>667,629</u>	<u>(1,769,413)</u>
<b>NET CHANGE IN FUND BALANCES</b>	2,372,387	2,340,342	575,327	(1,765,015)
Fund Balance - Beginning of Year	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>FUND BALANCE - END OF YEAR</b>	<u>\$ 2,372,387</u>	<u>\$ 2,340,342</u>	<u>\$ 575,327</u>	<u>\$ (1,765,015)</u>

**THE RIVER MILE METROPOLITAN DISTRICT NO.1  
CAPITAL PROJECTS FUND  
SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE –  
BUDGET AND ACTUAL  
YEAR ENDED DECEMBER 31, 2019**

	Original and Final Budget	Actual Amounts	Variance with Final Budget Positive (Negative)
<b>REVENUES</b>			
Interest Income	\$ -	\$ 2,862	\$ 2,862
Total Revenues	<u>-</u>	<u>2,862</u>	<u>2,862</u>
<b>EXPENDITURES</b>			
Accounting	-	4,479	(4,479)
Legal	-	540	(540)
Engineering	-	10,776	(10,776)
Cost of Issuance	487,958	430,600	57,358
Capital Outlay	13,000,000	4,007,759	8,992,241
Total Expenditures	<u>13,487,958</u>	<u>4,454,154</u>	<u>9,033,804</u>
<b>EXCESS OF REVENUES UNDER EXPENDITURES</b>	(13,487,958)	(4,451,292)	(9,030,942)
<b>OTHER FINANCING SOURCES (USES)</b>			
Loan Proceeds	15,925,000	5,308,475	10,616,525
Transfer to Other Funds	(2,437,042)	(667,629)	(1,769,413)
Developer Advance	13,000,000	4,007,759	8,992,241
Repay Developer Advance	(13,000,000)	(4,007,759)	(8,992,241)
Total Other Financing Sources (Uses)	<u>13,487,958</u>	<u>4,640,846</u>	<u>8,847,112</u>
<b>NET CHANGE IN FUND BALANCES</b>	-	189,554	189,554
Fund Balance - Beginning of Year	<u>-</u>	<u>-</u>	<u>-</u>
<b>FUND BALANCE - END OF YEAR</b>	<u>\$ -</u>	<u>\$ 189,554</u>	<u>\$ 189,554</u>