EBERT METROPOLITAN DISTRICT

FINANCIAL STATEMENTS

JULY 31, 2019

EBERT METROPOLITAN DISTRICT BALANCE SHEET - GOVERNMENTAL FUNDS

JULY 31, 2019

	General	Сог	nservation Trust	De	ebt Service	P	Capital Reserve - Bond roceeds - eries 2018	R	Capital eserve - 000 Mill		Total
ASSETS											
C - Safe	\$ 147,060	\$	36,444	\$	1,673	\$	-	\$	112,194	\$	297,371
C - Safe - Rate Stabilization	-		-		6,676,032		-		-		6,676,032
C - Safe - Capital Replacement 2018	-		-		-		2,337,841		-		2,337,841
UMB - CP Bedrock Escrow 2008	164,368		-		-		-		-		164,368
UMB Series 2018-A accounts	-		-		2,658,249		-		-		2,658,249
Receivable from County Treasurer	18,669		-		49,439		-		388		68,496
TOTAL ASSETS	\$ 330,097	\$	36,444	\$	9,385,393	\$	2,337,841	\$	112,582	\$	12,202,357
LIABILITIES AND FUND BALANCES											
CURRENT LIABILITIES	 										
Total Liabilities	 										<u> </u>
FUND BALANCES											
Total Fund Balances	 330,097		36,444	_	9,385,393		2,337,841		112,582	_	12,202,357
TOTAL LIABILITIES AND FUND BALANCES	\$ 330,097	\$	36,444	\$	9,385,393	\$	2,337,841	\$	112,582	\$	12,202,357

EBERT METROPOLITAN DISTRICT STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES - BUDGET AND ACTUAL FOR THE SEVEN MONTHS ENDED JULY 31, 2019

GENERAL FUND

	Annual Budget	Y	ear to Date Actual	,	Variance
REVENUES	 				
Property taxes	\$ 1,940,442	\$	1,929,395	\$	(11,047)
Specific ownership tax	123,280		98,481		(24,799)
Interest income	2,600		2,718		118
Other revenue	19,087		19,088		1
TOTAL REVENUES	 2,085,409		2,049,682		(35,727)
EXPENDITURES					
County Treasurer's fee	19,400		19,297		103
Town Center services reimbursement	2,063,409		2,009,294		54,115
Contingency	 7,191		-		7,191
TOTAL EXPENDITURES	 2,090,000		2,028,591		61,409
NET CHANGE IN FUND BALANCES	(4,591)		21,091		25,682
FUND BALANCES - BEGINNING	 180,664		309,005		128,341
FUND BALANCES - ENDING	\$ 176,073	\$	330,096	\$	154,023

EBERT METROPOLITAN DISTRICT STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES - BUDGET AND ACTUAL FOR THE SEVEN MONTHS ENDED JULY 31, 2019

CONSERVATION TRUST FUND

	-	Annual Budget	 r to Date Actual	\	/ariance
REVENUES					
CTF proceeds	\$	55,000	\$ 35,862	\$	(19,138)
Interest income		300	 251		(49)
TOTAL REVENUES		55,300	 36,113		(19,187)
EXPENDITURES					
Town Center capital reimbursement		55,300	 -		55,300
TOTAL EXPENDITURES		55,300	 _		55,300
NET CHANGE IN FUND BALANCES		-	36,113		36,113
FUND BALANCES - BEGINNING			 331		331
FUND BALANCES - ENDING	\$		\$ 36,444	\$	36,444

SUPPLEMENTARY INFORMATION

EBERT METROPOLITAN DISTRICT SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES - BUDGET AND ACTUAL FOR THE SEVEN MONTHS ENDED JULY 31, 2019

DEBT SERVICE FUND

	Annual Budget	Year to Date Actual	Variance
REVENUES			
Property taxes Specific ownership tax	\$ 4,698,151 281,890		\$ (45,012) (56,697)
Interest income	100,300	,	25,371
TOTAL REVENUES	5,080,341	5,004,003	(76,338)
EXPENDITURES			
County Treasurer's fee	46,982	46,541	441
Paying agent/custodian fees	4,000		4,000
Loan interest - 2018A-1	3,937,295		1,996,375
Loan interest - 2018A-2	746,535	,	378,525
Loan principal - 2018A-1	270,000		270,000
Loan principal - 2018A-2	65,000		65,000
Contingency	5,188	-	5,188
TOTAL EXPENDITURES	5,075,000	2,355,471	2,719,529
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	5,341	2,648,532	2,643,191
OTHER FINANCING SOURCES (USES)			
Transfers to other fund		(765)	(765)
TOTAL OTHER FINANCING SOURCES (USES)		(765)	(765)
NET CHANGE IN FUND BALANCES	5,341	2,647,767	2,642,426
FUND BALANCES - BEGINNING	6,686,612	6,737,626	51,014
FUND BALANCES - ENDING	<u>\$6,691,953</u>	<u>\$ 9,385,393</u>	\$ 2,693,440

EBERT METROPOLITAN DISTRICT SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES - BUDGET AND ACTUAL FOR THE SEVEN MONTHS ENDED JULY 31, 2019

CAPITAL RESERVE - BOND PROCEEDS - SERIES 2018 FUND

	Annual Budget	Ye	ear to Date Actual	Variance
REVENUES	 			
Interest income	\$ 25,300	\$	33,149	\$ 7,849
TOTAL REVENUES	 25,300		33,149	 7,849
EXPENDITURES				
Irrigation upgrades - 56th/Picadilly	500,000		-	500,000
GVR Boulevard landscaping	500,000		-	500,000
Other projects - pending Reserve Study	 250,000		-	 250,000
TOTAL EXPENDITURES	 1,250,000			 1,250,000
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	(1,224,700)		33,149	1,257,849
OTHER FINANCING SOURCES (USES)				
Transfers from other funds	-		765	765
TOTAL OTHER FINANCING SOURCES (USES)	 -		765	 765
NET CHANGE IN FUND BALANCES	(1,224,700)		33,914	1,258,614
FUND BALANCES - BEGINNING	 2,300,000		2,303,928	 3,928
FUND BALANCES - ENDING	\$ 1,075,300	\$	2,337,842	\$ 1,262,542

EBERT METROPOLITAN DISTRICT SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES - BUDGET AND ACTUAL FOR THE SEVEN MONTHS ENDED JULY 31, 2019

CAPITAL RESERVE - 1.000 MILL FUND

	 Annual Budget	Year to Date Actual		Variance	
REVENUES					
Property taxes	\$ 114,144	\$	113,494	\$	(650)
Interest income	840		223		(617)
TOTAL REVENUES	 114,984		113,717		(1,267)
EXPENDITURES					
County Treasurer's fee	1,141		1,135		6
Contingency	 857		-		857
TOTAL EXPENDITURES	 1,998		1,135		863
NET CHANGE IN FUND BALANCES	112,986		112,582		(404)
FUND BALANCES - BEGINNING	 				-
FUND BALANCES - ENDING	\$ 112,986	\$	112,582	\$	(404)

Services Provided

Ebert Metropolitan District (District), a quasi-municipal corporation and political subdivision of the State of Colorado, was organized by order and decree of the District Court for the City and County of Denver, Colorado (City) on September 12, 1983, and is governed pursuant to provisions of the Colorado Special District Act (Title 32, Article 1, Colorado Revised Statutes). The District operates under a Service Plan approved by the City. The District's service area is located within the City.

On November 3, 1998, District voters authorized the issuance of \$90,500,000 of general obligation indebtedness. The District voters also approved a property tax revenue increase of \$1,000,000 annually to pay, in part, the District's general cost of operations and maintenance. Furthermore, the voters authorized the District to collect and expend levied taxes and any other income of the District without regard to any limitations imposed by TABOR. On November 2, 1999, District voters approved \$33,000,000 to finance costs associated with the Regional Facilities Construction Agreement. On November 7, 2000, District electors approved \$66,000,000 to finance costs associated with the Regional Facilities Construction Agreement. In addition, District electors approved \$90,000,000 of general obligation indebtedness.

The District entered into a Regional Facilities Construction Agreement (Old Agreement) with Town on December 1, 1999. Under the Old Agreement, Town is to provide capital construction and administrative services to the District. Town is to own, operate, maintain, and construct the facilities benefiting both Districts. The District will, to the extent that the District is to benefit, pay the capital and service costs of construction, operation and maintenance of such facilities. At special elections held within the District on November 2, 1999, and on November 7, 2000, the District's qualified electors approved \$33,000,000 and \$66,000,000, respectively, for a total amount of \$99,000,000, for the Old Agreement.

On April 28, 2005, the District and Town entered into a District Facilities Construction, Funding and Service Agreement (New Agreement), which replaced the Old Agreement. Under the New Agreement, the obligations of the District and Town remain essentially the same. In addition, Town may draw against the District's project funds without further need of the District's consent, to pay the capital costs expected to be paid pursuant to the New Agreement. The District also agrees to levy a minimum service levy of not less than 10 mills and not greater than 50 mills to pay the service costs expected to be paid pursuant to the New Agreement.

The District and Town entered into an Amended and Restated Facilities, Construction, Funding and Service Agreement effective January 1, 2016 (Amended Agreement). Under the Amended Agreement, the District will pay a maximum of \$21,635,477 to Town for service costs, which represents voted authorization of \$99,000,000 less all service costs paid to Town through December 31, 2015. Service costs comprise all operations, maintenance, and administration costs incurred by Town in the performance of the duties and services required by the Amended Agreement. The District agrees to levy a minimum service levy of 19 mills that may be adjusted to account for constitutional or legislative changes in computing assessed valuation of District property, provided that the levy shall never exceed 50 mills. Payments for capital costs contemplated by the Amended Agreement are to be funded from the proceeds of the District's 2016C Note.

No assurance is provided on these financial statements. Substantially all required disclosures, the government-wide financial statements, and the statement of revenues, expenditures and changes in fund balances - governmental funds have been omitted.

Services Provided (Continued)

The District and Town entered in to a Second Amended and Restated District Facilities Construction, Funding and Service Agreement dated effective as of November 1, 2018 (New Service Agreement). The New Service Agreement provides that the District will fund the construction of certain facilities necessary to complete the development in the District and Town will own, operate and maintain certain facilities identified therein and provide covenant enforcement and design review services for the benefit of the District. For the purposes of paying the costs incurred by Town for such purposes, the New Service Agreement further provides that the District will levy the Minimum Service Levy (a levy of not less than eighteen (18) mills against all taxable property within its boundaries, adjusted to account for constitutional and legislative changes, including new exemptions, in the manner, method or base percentage calculation for the computation of assessed values of taxable property, provided that the levy shall never exceed fifty (50) mills) until such time as the New Service Agreement is terminated or the District has paid Town the Maximum Service Amount (\$16,947,741). The Maximum Service Amount represents costs incurred by Town for operations, maintenance and administrative costs incurred by Town in the performance of its duties under the New Service Agreement.

The New Service Agreement establishes and funds the Capital Repair and Replacement Fund (the "CRRF"). One mill of the Minimum Service Levy is to be reserved for the purpose of funding the CRRF. The amounts in the CRRF are to be used for the limited purpose of repairing, replacing and/or maintaining public improvements and for creating reserves for those purposes, all at the direction of the Board acting in its discretion. Town agrees in the New Service Agreement to, subject to funding provided by the District from the CRRF, to repair, replace and/or maintain public improvements in consultation with or as requested by the Board. Additionally, pursuant to the New Service Agreement, the District agrees to allow Town to withdraw, at the direction of the District, up to \$2,300,000 of proceeds from the District's Series 2018 A-2 bonds for funding the construction or acquisition of certain facilities (the Improvement Project).

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

The District prepares its budget on the modified accrual basis of accounting in accordance with the requirements of Colorado Revised Statues C.R.S. 29-1-105 using its best estimates as of the date of the budget hearing. These estimates are based on expected conditions and its expected course of actions. The assumptions disclosed herein are those that the District believes are significant to the budget. There will usually be differences between the budget and actual results, because events and circumstances frequently do not occur as expected, and those differences may be material.

This budget only includes Ebert Metropolitan District. Ebert Metropolitan District Subdistrict No. 1 and Ebert Metropolitan District Subdistrict No. 2 are being administratively dissolved.

Revenues

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 August and generally sales of the tax liens on delinquent properties are held in November or December. The County Treasurer remits the taxes collected monthly to the District.

The calculation of the taxes levied is displayed on the Property Tax Summary page of the budget using the adopted mill levy imposed by the District.

Specific Ownership Taxes

Specific ownership taxes are set by the State and collected by the County Treasurer, primarily on vehicle licensing within the County as a whole. The specific ownership taxes are allocated by the County Treasurer to all taxing entities within the County. The budget assumes that the District's share will be equal to approximately 6% of the property taxes collected.

Net Investment Income

Interest earned on the District's available funds has been estimated based on an average interest rate of approximately 1.5%.

Landscape Maintenance Reimbursement

Per an intergovernmental agreement effective January 1, 2012, the District will be reimbursed by Green Valley Ranch Metropolitan District (GVRMD) for landscape maintenance services that Town provides for property within GVRMD. These funds will be transferred to Town as part of the services outlay.

Conservation Trust (Lottery Proceeds)

The District receives revenue from the State Lottery on a per capita basis ratio. The revenue is restricted for recreation purposes under state statutes.

Expenditures

Outlay for Town Center Metropolitan District

Per the New Service Agreement with Town, the District is to pay the capital and service costs of the construction, operation, and maintenance of the facilities being constructed by Town that will benefit the District. The District will also transfer lottery proceeds to Town to fund eligible projects.

Expenditures (Continued)

Debt Service

Principal and interests payments are provided based on the debt amortization schedule from the Series 2018 Bonds (discussed under Debt and Leases).

Debt and Leases

On December 6, 2018, the District issued an aggregate of \$102,715,000 of General Obligation Refunding and Improvement Bonds (the 2018 Bonds) as follows: (1) \$86,350,000 General Obligation Limited Tax Refunding Bonds Series 2018A-1 and (2) \$16,365,000 General Obligation Limited Tax Refunding and Improvement Bonds Series 2018A-2; The 2018 Bonds bear interest payable on June 1 and December 1, commencing on June 1, 2019, at the rate of 4.00% – 5.00% per annum. Premium payments of \$5,553,963 and \$1,055,035, respectively, were paid on the bonds, resulting in net effective interest rates between 3.77% and 4.16%. Mandatory principal payments are due on December 1, commencing on December 1, 2019, with final payment due on December 1, 2048.

The Series 2018A-1 Bonds are limited tax general obligations of the District secured by and payable from the 2018A-1 Pledged Revenue consisting of moneys derived by the District from the following sources, net of any costs of collection:(i) the 2018A-1 Required Mill Levy; (ii) the portion of the Specific Ownership Tax which is collected as a result of imposition of the 2018A-1 Required Mill Levy; and (iii) any other legally available moneys which the District determines, in its absolute discretion, to credit to the 2018A-1 Pledged Revenue Fund. The Series 2018A-2 Bonds are limited tax general obligations of the District secured by and payable from the 2018A-2 Pledged Revenue consisting of moneys derived by the District from the following sources, net of any costs of collection: (i) the 2018A-2 Required Mill Levy; (ii) the portion of the Specific Ownership Tax which is collected as a result of imposition of the 2018A-2 Required Mill Levy; and (iii) any other legally available moneys which the District determines, in its absolute discretion, to credit to the 2018A-2 Required Mill Levy; and (iii) any other legally available moneys which the District determines, in its absolute discretion, to credit to the 2018A-2 Pledged Revenue Fund.

Proceeds from the sale of the Series 2018A-1 Bonds were used to refund, pay and discharge the District's outstanding 2016A Loan and 2016B Loan in the amount of \$52,460,000 and \$37,995,000, respectively. Proceeds from the sale of the Series 2018A-2 Bonds were used to refund, pay and discharge the District's outstanding 2016C Loan in the amount of \$14,675,000 and to finance the Improvement Project in the amount of \$2,300,000. In addition, proceeds from the sale of the 2018 Bonds were used to pay the costs of issuance of the 2018 Bonds and to purchase a bond insurance policy that will secure the payment of interest and principal on the 2018 Bonds.

The District has no operating or capital leases.

Intergovernmental Agreements

Agreement with Weingarten/Miller/GVR, LLC

The District has entered into a Mill Levy Cap Agreement dated as of July 10, 2002 (Mill Levy Cap Agreement) with Weingarten/Miller/GVR, LLC (Weingarten). Pursuant to the Mill Levy Cap Agreement, the District agreed to limit its debt service mill levy for all District bonds to 65 mills, subject to certain adjustments for changes in law. The current debt service mill levy cap under the mill levy cap agreement, based upon such adjustment is 82.604. Such limitation may be removed by the District at such time as the general obligation debt of the District further agreed to include terms incorporating such limitations into the documents governing its bond transactions and to provide notice to Weingarten of the District's intent to issue bonds and the proposed terms thereof. The District incorporated the Mill Levy Cap into the Indenture for the 2018 Bonds. The District provided notice of the issuance of the Bonds to Weingarten on September 20, 2018 pursuant to the Mill Levy Cap Agreement. The Mill Levy Cap Agreement does not limit the power of the District to impose or collect property taxes for administration, operation and maintenance. The Mill Levy Cap Agreement is to continue in effect until the outstanding general obligation debt of the District does not exceed 50% of the valuation of the taxable property in the District unless sooner terminated pursuant to the provisions thereof.

Inclusion Agreement

The District has entered into a Restated Inclusion Agreement dated May 30, 2008, with an effective date of December 12, 2007 with Town and C.P. Bedrock LLC (CP Bedrock), (Inclusion Agreement). Pursuant to the Inclusion Agreement, the parties set out the terms by which certain property owned by CP Bedrock has been included and will be included and excluded from the District. In addition, the District has agreed to limit its debt service mill levy in perpetuity to 65 mills, subject to certain adjustments for changes in law. The current debt service mill levy cap under the Inclusion Agreement, based upon such adjustment is 82.604 mills. The District also agreed to provide CP Bedrock with notice at least 60 days prior to issuing District bonds. The District provided CP Bedrock with notice of the issuance of the 2018 Bonds on September 20, 2018 pursuant to the Inclusion Agreement. The Inclusion Agreement established the terms upon which a portion of the proceeds of the District's 2007 Bonds were deposited into an escrow account to be released to the District as it completes certain improvements benefiting property owned by CP Bedrock that is subject to the Inclusion Agreement.

Due to the fact that the property that is the subject of the Inclusion Agreement is not subject to a potential general fund mill levy of the District, the Inclusion Agreement allows the District to impose a General Fund Fee (General Fund Fee) in order for the District to pay certain operations and maintenance expenses related to the property contained in the property subject to the Inclusion Agreement. The amount of the General Fund Fee is generally calculated in the same manner as an operations and maintenance mill levy would be calculated based upon a formula set forth in the Inclusion Agreement. The District has not previously imposed a General Fund Fee however it may do so at any time. There is a portion of the property subject to the Inclusion Agreement that remains undeveloped, therefore, there is a portion of the Town Development Fees related to this undeveloped property that remains outstanding.

No assurance is provided on these financial statements. Substantially all required disclosures, the government-wide financial statements, and the statement of revenues, expenditures and changes in fund balances - governmental funds have been omitted.

Reserves

Emergency Reserves

The District has provided an emergency reserve fund equal to at least 3% of fiscal year spending as defined under TABOR.

Debt Service

The District has provided for a rate stabilization account in the amount of \$4,636,000.

EBERT METROPOLITAN DISTRICT SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY

	Limited Tax General O Serie: Dated Dec Interest rate Interest payable J	350,000 Pbligation Refunding Bonds 5 2018A-1 sember 6, 2018 of 4.00% - 5.00% une 1 and December 1 Due December 1	\$16,3 Limited Tax Genera and Improv Series Dated Dece Interest rate of Interest payable Ju Principal Du	Total		
	Principal	Interest	Principal	Interest	All Bonds	
2019 2020 2021 2022 2023 2024 2025 2026 2027 2028 2029 2030 2031 2032 2033	\$ 270,000 465,000 720,000 970,000 1,060,000 1,250,000 1,345,000 1,345,000 1,785,000 1,785,000 1,785,000 2,075,000 2,180,000 2,395,000 2,495,000 2,	\$ 3,937,295 3,979,250 3,956,000 3,920,000 3,871,500 3,818,500 3,756,000 3,688,750 3,612,500 3,612,500 3,532,250 3,443,000 3,349,250 3,245,500 3,136,500 3,040,700	\$ 65,000 95,000 135,000 200,000 235,000 250,000 285,000 300,000 335,000 350,000 350,000 410,000 470,000	\$ 746,535 753,800 749,050 742,300 733,300 711,550 699,050 684,800 663,050 635,550 577,550	5,293,050 5,560,050 5,812,300 5,864,800 6,026,800 6,026,800 6,022,300 6,322,050 6,321,050 6,321,050 6,449,800 6,451,550 6,577,050 6,583,250	
2034 2035 2036 2037 2038 2039 2040 2041 2042 2043 2044 2045 2046 2047 2048	2,705,000 2,840,000 3,095,000 3,250,000 3,705,000 4,005,000 4,205,000 4,535,000 5,115,000 5,320,000 5,535,000 5,755,000 5,985,000 \$ 86,350,000	2,940,900 2,805,650 2,663,650 2,508,900 2,346,400 2,170,150 1,984,900 1,784,650 1,574,400 1,347,650 1,109,650 1,109,650 1,109,650 904,825 691,788 470,138 239,675 \$ 79,830,320	510,000 535,000 580,000 610,000 665,000 695,000 755,000 790,000 855,000 895,000 1,005,000 1,005,000 1,065,000 1,110,000 1,180,000 \$ 16,365,000	558,750 533,250 506,500 477,500 447,000 413,750 379,000 341,250 301,750 259,000 214,250 175,425 134,988 92,138 47,475 \$ 15,173,260	6,714,650 6,713,900 6,845,150 6,846,400 6,983,400 7,123,900 7,123,900 7,266,150 7,261,650 7,403,900 7,405,250 7,426,775 7,422,275 7,452,150 \$ 197,718,581	