

**VILLAGE AT SOUTHGATE METROPOLITAN DISTRICT
CITY OF BRIGHTON, STATE OF COLORADO**

**SEMI-ANNUAL REPORT FOR
THIRD AND FOURTH FISCAL QUARTERS 2020**

Pursuant to the Service Plan for the Village at Southgate Metropolitan District (the "District"), the District is required to provide semi-annual reports to the City of Brighton (the "City") for the first five (5) years of its existence, and then annual reports thereafter, with regards to the following matters:

A status report on material activities of the District, including:

1. construction projects;
2. financings;
3. intergovernmental agreement(s);
4. any litigation involving the District;
5. the District's most recent assessed valuation;
6. issue resolution or coordination issues;
7. contact information for administrative personnel; and
8. any other reasonable information deemed material by the City Manager.

For the period beginning July 1, 2020 and ending December 31, 2020, the District makes the following report:

1. Construction Projects.

The District did not initiate any construction projects during the subject time period. None

2. Financings.

The District has not undertaken any financing during the subject time period. None

3. Intergovernmental Agreement(s).

The District did not enter into any intergovernmental agreements during the subject time period. No other intergovernmental agreements are anticipated at this time. None

4. Any Litigation Involving the District.

There is no litigation, pending or threatened, against the District of which the District is aware.

5. The District's Most Recent Assessed Valuation.

The final 2020 assessed value of the property located within the District is \$4,002,850.00, as calculated by the Adams County Assessor.

6. Issue Resolution or Coordination Issues.

There are no issue resolution or coordination issues, pending or threatened, involving the District of which the District is aware. None

7. Contact Information for Administrative Personnel.

The District may be contacted via the following:

Special District Management Services, Inc.
141 Union Boulevard, Suite 150
Lakewood, Colorado 80228
(303) 987-0835

8. Any Other Reasonable Information Deemed Material by the City Manager.

A copy of the District's adopted 2020 budget is attached hereto as **Exhibit A**. The District's 2019 audit is attached hereto as **Exhibit B**. To the best of the District's knowledge, there is no other reasonable and material information required to be disclosed to the City Manager at this time.

EXHIBIT A



SCHILLING & COMPANY, INC.

Certified Public Accountants

P.O. Box 631579
HIGHLANDS RANCH, CO 80163

PHONE: 720.348.1086
FAX: 720.348.2920

Accountant's Compilation Report

Board of Directors
Village at SouthGate Metropolitan District
Adams County, Colorado

Management is responsible for the accompanying budget of revenues, expenditures, and fund balances of Village at SouthGate Metropolitan District (District), for the year ending December 31, 2020, including the estimate of comparative information for the year ending December 31, 2019, and the actual comparative information for the year ending December 31, 2018, in the format required by Colorado Revised Statutes (C.R.S.) 29-1-105. We have performed a compilation engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the American Institute of Certified Public Accountants. We did not audit or review the budget nor were we required to perform any procedures to verify the accuracy or completeness of the information provided by management. Accordingly, we do not express an opinion, a conclusion, nor provide any form of assurance on the accompanying budget.

The actual comparative information for the year ending December 31, 2018 is presented for comparative purposes as required by Colorado Revised Statutes (C.R.S.) 29-1-105. Such information is taken from the audited financial statements of the District for the year ended December 31, 2018. Dazzio & Associates, PC audited the financial statements for the year ended December 31, 2018, whose report was dated August 21, 2019.

The budget is presented in accordance with the requirements of Colorado Revised Statutes (C.R.S.) 29-1-105, and is not intended to be a presentation in accordance with accounting principles generally accepted in the United States of America.

We are not independent with respect to Village at SouthGate Metropolitan District.

SCHILLING & COMPANY, INC.

Highlands Ranch, Colorado
December 11, 2019

VILLAGE AT SOUTHGATE METROPOLITAN DISTRICT
PROPERTY TAX SUMMARY INFORMATION
For the Years Ended and Ending December 31,

| | <u>ACTUAL</u> <u>2018</u> | <u>ADOPTED</u> <u>BUDGET</u> <u>2019</u> | <u>ADOPTED</u> <u>BUDGET</u> <u>2020</u> |
|---------------------------------------|------------------------------|--|--|
| ASSESSED VALUATION | | | |
| Adams County | | | |
| Certified Assessed Value | <u>\$ 932,640</u> | <u>\$ 2,138,960</u> | <u>\$ 4,002,850</u> |
| MILL LEVY | | | |
| General - Operations Mill Levy | 11.056 | 11.056 | 11.133 |
| Debt Service - Senior Bonds Mill Levy | <u>-</u> | <u>40.000</u> | <u>44.531</u> |
| Total mill levy | <u>11.056</u> | <u>51.056</u> | <u>55.664</u> |
| PROPERTY TAXES | | | |
| General Fund | \$ 10,311 | \$ 23,648 | \$ 44,564 |
| Debt Service - Senior Bonds Mill Levy | <u>-</u> | <u>85,558</u> | <u>178,251</u> |
| Levied property taxes | 10,311 | 109,206 | 222,815 |
| Adjustments to actual/rounding | <u>-</u> | <u>-</u> | <u>-</u> |
| Actual or budgeted property taxes | <u>\$ 10,311</u> | <u>\$ 109,206</u> | <u>\$ 222,815</u> |
| PROPERTY TAXES BY FUND | | | |
| General Fund | \$ 10,311 | \$ 23,648 | \$ 44,564 |
| Debt Service | <u>-</u> | <u>85,558</u> | <u>178,251</u> |
| | <u>\$ 10,311</u> | <u>\$ 109,206</u> | <u>\$ 222,815</u> |

This financial information should be read only in connection with the accompanying
accountant's compilation report and the summary of significant assumptions.

VILLAGE AT SOUTHGATE METROPOLITAN DISTRICT
GENERAL FUND
2020 BUDGET AS ADOPTED
WITH 2018 ACTUAL AND 2019 ESTIMATED
For the Years Ended and Ending December 31,

| | ACTUAL 2018 | ESTIMATED 2019 | ADOPTED BUDGET 2020 |
|---|----------------|-------------------|---------------------------|
| BEGINNING FUND BALANCE | \$ 4,895 | \$ 2,984 | \$ 759 |
| REVENUE | | | |
| Property tax | 10,311 | 23,648 | 44,564 |
| Specific ownership tax | 857 | 1,640 | 3,091 |
| Net investment income | 60 | - | - |
| Total revenue | 11,228 | 25,288 | 47,655 |
| OTHER FINANCING SOURCES | | | |
| Developer Advance | 64,838 | 47,406 | 13,864 |
| Transfers from CPF | 5,447 | - | - |
| Total other financing sources | 70,285 | 47,406 | 13,864 |
| Total funds available | 86,408 | 75,678 | 62,278 |
| EXPENDITURES | | | |
| General Government | | | |
| Legal | 35,993 | 17,662 | 20,000 |
| Accounting | 6,952 | 9,080 | 6,500 |
| Audit | - | 4,700 | 4,700 |
| Management services | 3,001 | 7,727 | 8,000 |
| Engineering/consulting | - | 32,408 | 10,000 |
| Insurance | 2,738 | 2,509 | 3,000 |
| Office supplies | 20 | 54 | 60 |
| Postage | 61 | - | - |
| Election | 1,840 | - | 2,500 |
| Bank service charges | 184 | 120 | 120 |
| Dues and subscriptions | 290 | 304 | 300 |
| Treasurer's fees | 156 | 355 | 668 |
| Cost of Issuance | 32,172 | - | - |
| Other | 17 | - | - |
| Contingency | - | - | 5,000 |
| Total expenditures | 83,424 | 74,919 | 60,848 |
| Total expenditures and transfers out requiring appropriation | 83,424 | 74,919 | 60,848 |
| ENDING FUND BALANCE | \$ 2,984 | \$ 759 | \$ 1,430 |
| EMERGENCY RESERVE | \$ 337 | \$ 759 | \$ 1,430 |

This financial information should be read only in connection with the accompanying accountant's compilation report and the summary of significant assumptions.

**VILLAGE AT SOUTHGATE METROPOLITAN DISTRICT
DEBT SERVICE FUND
2020 BUDGET AS ADOPTED
WITH 2018 ACTUAL AND 2019 ESTIMATED
For the Years Ended and Ending December 31,**

| | <u>ACTUAL 2018</u> | <u>ESTIMATED 2019</u> | <u>ADOPTED BUDGET 2020</u> |
|---|------------------------|---------------------------|------------------------------------|
| BEGINNING FUND BALANCE | \$ - | \$ 695,238 | \$ 649,474 |
| REVENUE | | | |
| Property tax | - | 85,558 | 178,251 |
| Specific ownership tax | - | 5,931 | 12,362 |
| Facility Fees | 107,500 | 90,000 | 90,000 |
| Interest income | 11,309 | 15,116 | 14,000 |
| Total revenue | <u>118,809</u> | <u>196,605</u> | <u>294,613</u> |
| OTHER FINANCING SOURCES | | | |
| Transfer from Capital Projects Fund | 707,728 | - | - |
| Total other financing sources | <u>707,728</u> | <u>-</u> | <u>-</u> |
| Total funds available | <u>826,537</u> | <u>891,843</u> | <u>944,087</u> |
| EXPENDITURES | | | |
| Bank service charges | 963 | 1,648 | 800 |
| Treasurer's fees | - | 1,283 | 2,674 |
| Interest 2018A Senior Bonds | 130,336 | 233,438 | 233,438 |
| Paying agent fees | - | 6,000 | 6,000 |
| Contingency | - | - | 4,728 |
| Total expenditures | <u>131,299</u> | <u>242,369</u> | <u>247,640</u> |
| Total expenditures and transfers out requiring appropriation | <u>131,299</u> | <u>242,369</u> | <u>247,640</u> |
| ENDING FUND BALANCE | <u>\$ 695,238</u> | <u>\$ 649,474</u> | <u>\$ 696,447</u> |
| REQUIRED RESERVE | <u>\$ -</u> | <u>\$ 343,906</u> | <u>\$ 343,906</u> |

This financial information should be read only in connection with the accompanying accountant's compilation report and the summary of significant assumptions.

**VILLAGE AT SOUTHGATE METROPOLITAN DISTRICT
2020 BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

Disclosures contained in this summary as presented by management, are those that are believed to be significant as of the date of the compilation report and are not intended to be all-inclusive. The disclosures are intended to describe assumptions used during the preparation of the 2020 annual budget. Actual results may differ from the prospective results contained in the budget.

SERVICES PROVIDED

The Village at SouthGate Metropolitan District (the "District"), was organized in Adams County to provide financing to construct and install local and regional public improvements for the Village at SouthGate Development, including potable water and sewer lines larger than 12" in diameter; storm drainage facilities; the full width of major and minor arterial and collector roadways; community parks; and recreational facilities and services.

The District prepares its budget on the modified accrual basis of accounting.

REVENUE

Property Tax

Property taxes are forecasted based on the mill levy adopted applied to the annual assessed valuation. The calculation of the taxes levied is displayed on page 2 of the budget at the adopted total mill levy of 55.664 as adjusted for the changes in the residential assessment rate as a result of the Gallagher Amendment to the Colorado Constitution. The 55.664 mills is comprised of the Required Mill Levy for the Limited Tax General Obligation Bonds Series 2018A in the Debt Service Fund of 44.531 mills and the Operations Mill Levy of 11.133 in the General Fund.

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 6.9% of the property taxes collected.

Facility Fees

Facility fees have been set the District of \$2,500 for each residential single-family detached unit and \$1,500 for each residential multi-family unit located within the District. The facility fees are due and payable prior to the issuance of a building permit by the City of Brighton for the applicable units. The 2020 facility fee revenue has been calculated based on the anticipated building permits to be issued in 2020.

Investment Income

Interest earned on the District's available funds has been estimated based on interest earnings from the prior year.

**VILLAGE AT SOUTHGATE METROPOLITAN DISTRICT
2020 BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

EXPENDITURES

Administrative Expenditures

Administrative expenditures have been provided based on estimates of the District's Board of Directors and consultants and include the services necessary to maintain the District's administrative viability such as legal, accounting, managerial, insurance, meeting expense, and other administrative expenses.

DEBT AND LEASES

During 2018, the District issued \$4,150,000 of Limited Tax General Obligation Bonds Series 2018A which bear interest at 5.625% and \$764,000 of Subordinate Limited Tax General Obligation Bonds Series 2018B which bear interest at 7.750%. Mandatory sinking fund redemptions begin on the 2018A bonds in 2023 while the 2018B bonds have no required debt service payments until 2048. The Schedule of Debt Service Requirements included on page 7 is based on the Financial Forecast (prepared in conjunction with the bond issuance), based on the assumptions more particularly set forth therein.

The District has no operating or capital leases.

RESERVES

The District has provided for an emergency reserve fund of at least 3% of fiscal year spending for 2020, as defined under TABOR.

This information is an integral part of the accompanying budget.

**VILLAGE AT SOUTHGATE METROPOLITAN DISTRICT
SCHEDULE OF DEBT SERVICE REQUIREMENTS**

| Year ended December 31, | \$4,150,000 Limited Tax General Obligation Bonds Series 2018A Bearing Interest at 5.625% | | \$764,000 Subordinate Limited Tax General Obligation Bonds Series 2018B Bearing Interest at 7.750% | | Annual Total |
|----------------------------|---|------------------------|---|------------------------|-------------------------|
| | Principal (1) | Interest (2) | Principal (3) | Interest (3) | |
| | | | | | |
| 2018 | \$ - | \$ 130,335.94 | \$ - | \$ - | \$ 130,335.94 |
| 2019 | - | 233,437.50 | - | - | 233,437.50 |
| 2020 | - | 233,437.50 | - | - | 233,437.50 |
| 2021 | - | 233,437.50 | - | 118,092.00 | 351,529.50 |
| 2022 | - | 233,437.50 | - | 88,062.00 | 321,499.50 |
| 2023 | 35,000.00 | 233,437.50 | - | 82,150.00 | 350,587.50 |
| 2024 | 45,000.00 | 231,468.76 | - | 88,410.00 | 364,878.76 |
| 2025 | 50,000.00 | 228,937.50 | - | 85,941.00 | 364,878.50 |
| 2026 | 55,000.00 | 226,125.00 | - | 91,076.00 | 372,201.00 |
| 2027 | 60,000.00 | 223,031.26 | 20,000.00 | 68,990.00 | 372,021.26 |
| 2028 | 70,000.00 | 219,656.26 | 32,000.00 | 57,660.00 | 379,316.26 |
| 2029 | 75,000.00 | 215,718.76 | 34,000.00 | 55,180.00 | 379,898.76 |
| 2030 | 85,000.00 | 211,500.00 | 38,000.00 | 52,545.00 | 387,045.00 |
| 2031 | 90,000.00 | 206,718.76 | 41,000.00 | 49,600.00 | 387,318.76 |
| 2032 | 100,000.00 | 201,656.26 | 47,000.00 | 46,423.00 | 395,079.26 |
| 2033 | 105,000.00 | 196,031.26 | 51,000.00 | 42,780.00 | 394,811.26 |
| 2034 | 115,000.00 | 190,125.00 | 59,000.00 | 38,828.00 | 402,953.00 |
| 2035 | 125,000.00 | 183,656.26 | 60,000.00 | 34,255.00 | 402,911.26 |
| 2036 | 135,000.00 | 176,625.00 | 70,000.00 | 29,605.00 | 411,230.00 |
| 2037 | 145,000.00 | 169,031.26 | 73,000.00 | 24,180.00 | 411,211.26 |
| 2038 | 160,000.00 | 160,875.00 | 80,000.00 | 18,523.00 | 419,398.00 |
| 2039 | 165,000.00 | 151,875.00 | 90,000.00 | 12,323.00 | 419,198.00 |
| 2040 | 185,000.00 | 142,593.76 | 69,000.00 | 5,348.00 | 401,941.76 |
| 2041 | 195,000.00 | 132,187.50 | - | - | 327,187.50 |
| 2042 | 210,000.00 | 121,218.76 | - | - | 331,218.76 |
| 2043 | 225,000.00 | 109,406.26 | - | - | 334,406.26 |
| 2044 | 240,000.00 | 96,750.00 | - | - | 336,750.00 |
| 2045 | 255,000.00 | 83,250.00 | - | - | 338,250.00 |
| 2046 | 275,000.00 | 68,906.26 | - | - | 343,906.26 |
| 2047 | 290,000.00 | 53,437.50 | - | - | 343,437.50 |
| 2048 | 660,000.00 | 37,125.00 | - | - | 697,125.00 |
| | <u>\$ 4,150,000.00</u> | <u>\$ 5,335,429.82</u> | <u>\$ 764,000.00</u> | <u>\$ 1,089,971.00</u> | <u>\$ 11,339,400.82</u> |

(1) - Assumes that mandatory sinking fund redemption payments are made but assumes no optional redemptions occur.

(2) - The interest payments due on December 1, 2018 through December 1, 2019, are expected to be paid with capitalized interest.

(3) - Includes the forecasted payment of principal and interest on December 15 of each year indicated. The 2018B Subordinate Bonds have no fixed principal payment amounts due prior to maturity. The payments with respect to the 2018B Subordinate Bonds shown above reflect the forecasted principal and interest payments shown on Exhibit III of the Financial Forecast as included as Appendix C to the Limited Offering Memorandum dated May 3, 2018 related to the issuance of these bonds. These payments, however, are only forecasted amounts as and no assurance is given that the principal and interest on the 2018B Subordinate Bonds will be paid as set forth in this table. In addition to the other assumptions reflected in this table and the financial forecast, this assumes that no optional redemptions of the 2018B Subordinate Bonds will be made prior to maturity.

This information is an integral part of the accompanying budget.

EXHIBIT B

VILLAGE AT SOUTHGATE METROPOLITAN DISTRICT

Adams County, Colorado

**FINANCIAL STATEMENTS
DECEMBER 31, 2019**

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Dazzio & Associates, PC

Certified Public Accountants

INDEPENDENT AUDITOR'S REPORT

Board of Directors
Village at SouthGate Metropolitan District
Adams County, Colorado

We have audited the accompanying financial statements of the governmental activities and each major fund of the Village at SouthGate Metropolitan District as of and for the year December 31, 2019, and the related notes to the financial statements, which collectively comprise the District's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each major fund of the Village at SouthGate Metropolitan District, as of December 31, 2019, and the respective changes in financial position and the budgetary comparison for the General Fund for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

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

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the Village at SouthGate Metropolitan District's basic financial statements. The supplemental information and the other information listed in the table of contents is presented for purposes of additional analysis and is not a required part of the basic financial statements.

The supplemental information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic 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 basic financial statements as a whole.

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

Dussio & Associates, P.C.

June 29, 2020

BASIC FINANCIAL STATEMENTS

VILLAGE AT SOUTHGATE METROPOLITAN DISTRICT
STATEMENT OF NET POSITION
December 31, 2019

| | Governmental Activities |
|---|------------------------------------|
| ASSETS | |
| Cash and investments - unrestricted | \$ 298 |
| Cash and investments - restricted | 662,107 |
| Due from County Treasurer | 680 |
| Prepaid expenses | 5,794 |
| Property taxes receivable | 222,815 |
| Total assets | <u>891,694</u> |
| LIABILITIES, DEFERRED INFLOWS OF RESOURCES, AND NET POSITION | |
| LIABILITIES | |
| Accounts payable | 1,173 |
| Accrued bond interest payable | 19,453 |
| Bonds and unpaid interest payable: | |
| Due in more than one year | 5,014,259 |
| Developer advances and accrued interest payable: | |
| Due in more than one year | 216,559 |
| Total liabilities | <u>5,251,444</u> |
| DEFERRED INFLOWS OF RESOURCES | |
| Deferred property taxes revenues | 222,815 |
| Total deferred inflows of resources | <u>222,815</u> |
| NET POSITION | |
| Restricted: | |
| Emergency reserves | 774 |
| Debt service | 299,281 |
| Unrestricted | (4,882,620) |
| Total net position | <u>\$ (4,582,565)</u> |

These financial statements should be read only in connection with
the accompanying notes to financial statements.

VILLAGE AT SOUTHGATE METROPOLITAN DISTRICT
STATEMENT OF ACTIVITIES
Year Ended December 31, 2019

| Functions/Programs | Expenses | Program Revenues | | | Net (Expense) Revenue and Changes in Net Position |
|----------------------------------|-------------------|-----------------------------|---|---|--|
| | | Charges for Services | Operating Grants and Contributions | Capital Grants and Contributions | Governmental Activities |
| Governmental Activities: | | | | | |
| General government | \$ 65,486 | \$ - | \$ - | \$ - | \$ (65,486) |
| Interest and fiscal charges | 312,846 | - | 100,500 | - | (212,346) |
| Total governmental activities | <u>\$ 378,332</u> | <u>\$ -</u> | <u>\$ 100,500</u> | <u>\$ -</u> | <u>(277,832)</u> |
| General revenues: | | | | | |
| Taxes: | | | | | |
| Property taxes | | | | | 109,201 |
| Specific ownership taxes | | | | | 8,150 |
| Net investment income | | | | | 17,809 |
| Total general revenues | | | | | <u>135,160</u> |
| Change in net position | | | | | (142,672) |
| Net position - Beginning of year | | | | | <u>(4,439,893)</u> |
| Net position - End of year | | | | | <u>\$ (4,582,565)</u> |

These financial statements should be read only in connection with
the accompanying notes to financial statements.

VILLAGE AT SOUTHGATE METROPOLITAN DISTRICT
BALANCE SHEET
GOVERNMENTAL FUNDS
December 31, 2019

| | General | Debt Service | Total Governmental Funds |
|---|------------------|-------------------|--------------------------------|
| ASSETS | | | |
| Cash and investments - unrestricted | \$ 298 | \$ - | \$ 298 |
| Cash and investments - restricted | - | 662,107 | 662,107 |
| Due from County Treasurer | 147 | 533 | 680 |
| Prepaid expenditures | 5,794 | - | 5,794 |
| Property taxes receivable | 44,564 | 178,251 | 222,815 |
| TOTAL ASSETS | <u>\$ 50,803</u> | <u>\$ 840,891</u> | <u>\$ 891,694</u> |
| LIABILITIES , DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES | | | |
| LIABILITIES | | | |
| Accounts payable | \$ 1,173 | \$ - | \$ 1,173 |
| Total liabilities | <u>1,173</u> | <u>-</u> | <u>1,173</u> |
| DEFERRED INFLOWS OF RESOURCES | | | |
| Deferred property tax revenues | 44,564 | 178,251 | 222,815 |
| Total deferred inflows of resources | <u>44,564</u> | <u>178,251</u> | <u>222,815</u> |
| FUND BALANCES | | | |
| Nonspendable: | | | |
| Prepaid expenditures | 5,794 | - | 5,794 |
| Spendable: | | | |
| Restricted for emergencies | 774 | - | 774 |
| Restricted for debt service | - | 662,640 | 662,640 |
| Unassigned | (1,502) | - | (1,502) |
| Total fund balances | <u>5,066</u> | <u>662,640</u> | <u>667,706</u> |
| TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES | <u>\$ 50,803</u> | <u>\$ 840,891</u> | |

Amounts reported for governmental activities in the Statement of Net Position are different because:

Some liabilities, including bonds payable and accrued interest payable, are not due and payable in the current period and, therefore, are not reported in the Balance Sheet - Governmental Funds.

| | |
|---|-----------------------|
| Accrued bond interest payable | (19,453) |
| Bonds and unpaid bond interest payable | (5,014,259) |
| Developer advances and interest payable | (216,559) |
| | <u>(5,250,271)</u> |
| Net position of governmental activities | <u>\$ (4,582,565)</u> |

These financial statements should be read only in connection with
the accompanying notes to financial statements.

VILLAGE AT SOUTHGATE METROPOLITAN DISTRICT
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES
GOVERNMENTAL FUNDS
Year Ended December 31, 2019

| | General | Debt Service | Total Governmental Funds |
|---|-----------------|-------------------------|---|
| REVENUES | | | |
| Property tax | \$ 23,647 | \$ 85,554 | \$ 109,201 |
| Specific ownership tax | 1,765 | 6,385 | 8,150 |
| Facility fees | - | 100,500 | 100,500 |
| Net investment income | 403 | 17,406 | 17,809 |
| Total revenues | <u>25,815</u> | <u>209,845</u> | <u>235,660</u> |
| EXPENDITURES | | | |
| Current: | | | |
| Legal | 14,573 | - | 14,573 |
| Accounting | 9,177 | - | 9,177 |
| Management services | 7,411 | - | 7,411 |
| Audit | 4,700 | - | 4,700 |
| Engineering and consulting | 22,955 | - | 22,955 |
| Insurance and bonds | 2,508 | - | 2,508 |
| County Treasurer's fees | 361 | 1,305 | 1,666 |
| Office supplies | 372 | - | 372 |
| Bank service charges | 120 | 1,700 | 1,820 |
| Dues and subscriptions | 304 | - | 304 |
| Debt service: | | | |
| Paying agent fees | - | 6,000 | 6,000 |
| Interest and fiscal charges | - | 233,438 | 233,438 |
| Total expenditures | <u>62,481</u> | <u>242,443</u> | <u>304,924</u> |
| EXCESS OF REVENUES OVER (UNDER) EXPENDITURES | <u>(36,666)</u> | <u>(32,598)</u> | <u>(69,264)</u> |
| OTHER FINANCING SOURCES (USES) | | | |
| Developer advances | 38,748 | - | 38,748 |
| Total other financing sources (uses) | <u>38,748</u> | <u>-</u> | <u>38,748</u> |
| NET CHANGE IN FUND BALANCES | 2,082 | (32,598) | (30,516) |
| FUND BALANCES - BEGINNING OF YEAR | <u>2,984</u> | <u>695,238</u> | <u>698,222</u> |
| FUND BALANCES - END OF YEAR | <u>\$ 5,066</u> | <u>\$ 662,640</u> | <u>\$ 667,706</u> |

These financial statements should be read only in connection with
the accompanying notes to financial statements.

**VILLAGE AT SOUTHGATE METROPOLITAN DISTRICT
RECONCILIATION OF THE STATEMENT OF REVENUES,
EXPENDITURES AND CHANGES IN FUND BALANCES OF GOVERNMENTAL
FUNDS TO THE STATEMENT OF ACTIVITIES
Year Ended December 31, 2019**

A reconciliation reflecting the differences between the governmental funds net change in fund balances and change in net position reported for governmental activities in the Statement of Activities as follows:

| | |
|--|----------------------------|
| Net change in fund balances - Total governmental funds | <u>\$ (30,516)</u> |
| Long-term debt (e.g. 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. | |
| Developer advances | <u>(38,748)</u> |
| | <u>(38,748)</u> |
| 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 the governmental fund. | |
| Change in unpaid bond interest payable | (61,975) |
| Change in developer advances interest payable | <u>(11,433)</u> |
| | <u>(73,408)</u> |
| Change in net position - Governmental activities | <u><u>\$ (142,672)</u></u> |

These financial statements should be read only in connection with
the accompanying notes to financial statements.

VILLAGE AT SOUTHGATE METROPOLITAN DISTRICT
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE
BUDGET TO ACTUAL - GENERAL FUND
Year Ended December 31, 2019

| | Original Budgeted Amounts | Final Budgeted Amounts | Actual | Variance with Final Budget - Positive (Negative) |
|---|--|---------------------------------------|-----------------|---|
| REVENUES | | | | |
| Property tax | \$ 23,648 | \$ 23,648 | \$ 23,647 | \$ (1) |
| Specific ownership tax | 1,865 | 1,865 | 1,765 | (100) |
| Net investment income | - | - | 403 | 403 |
| Total revenues | <u>25,513</u> | <u>25,513</u> | <u>25,815</u> | <u>302</u> |
| EXPENDITURES | | | | |
| Legal | 25,000 | 18,000 | 14,573 | 3,427 |
| Accounting | 5,000 | 9,000 | 9,177 | (177) |
| Management services | 4,800 | 8,000 | 7,411 | 589 |
| Audit | 5,000 | 4,700 | 4,700 | - |
| Engineering and consulting | - | 35,000 | 22,955 | 12,045 |
| Insurance and bonds | 3,000 | 2,509 | 2,508 | 1 |
| County Treasurer's fees | 355 | 355 | 361 | (6) |
| Office supplies | 60 | 60 | 372 | (312) |
| Bank service charges | 120 | 120 | 120 | - |
| Dues and subscriptions | 300 | 304 | 304 | - |
| Contingency | 5,000 | 5,000 | - | 5,000 |
| Total expenditures | <u>48,635</u> | <u>83,048</u> | <u>62,481</u> | <u>20,567</u> |
| EXCESS OF REVENUES OVER (UNDER) EXPENDITURES | <u>(23,122)</u> | <u>(57,535)</u> | <u>(36,666)</u> | <u>20,869</u> |
| OTHER FINANCING SOURCES (USES) | | | | |
| Developer advances | 23,552 | 55,317 | 38,748 | (16,569) |
| Total other financing sources (uses) | <u>23,552</u> | <u>55,317</u> | <u>38,748</u> | <u>(16,569)</u> |
| NET CHANGE IN FUND BALANCE | 430 | (2,218) | 2,082 | 4,300 |
| FUND BALANCE - BEGINNING OF YEAR | 336 | 2,984 | 2,984 | - |
| FUND BALANCE - END OF YEAR | <u>\$ 766</u> | <u>\$ 766</u> | <u>\$ 5,066</u> | <u>\$ 4,300</u> |

These financial statements should be read only in connection with the
accompanying notes to financial statements.

**VILLAGE AT SOUTHGATE METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2019**

NOTE 1 – DEFINITION OF REPORTING ENTITY

Village at SouthGate Metropolitan District (District), a quasi-municipal corporation and political subdivision of the State of Colorado, was organized on November 25, 2014 and is governed pursuant to provisions of the Colorado Special District Act. The District's boundaries are located in Adams County, Colorado. The District was established to provide financing for the construction, operation and maintenance of public infrastructure improvements within the District's boundaries.

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

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

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

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

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. For the most part, the effect of interfund activity has been removed from these statements. Governmental activities are normally supported by taxes and intergovernmental revenues.

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

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.

**VILLAGE AT SOUTHGATE METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2019**

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

Measurement Focus, Basis of Accounting, and Financial Statement Presentation

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

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

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.

Amounts reported as program revenues include 1) charges to customers or applicants for goods, services, or privileges provided, 2) operating grants and contributions, and 3) capital grants and contributions, including special assessments. Internally dedicated resources are reported as general revenues rather than as program revenues. Likewise, general revenues include all taxes.

When both restricted and unrestricted resources are available for use, it is the District's policy to use restricted resources first, then unrestricted resources as they are needed.

Budgets

In accordance with the Local Government Budget Law of Colorado, the District's Board of Directors holds public hearings in the fall each year to adopt 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.

**VILLAGE AT SOUTHGATE METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2019**

For the year ended December 31, 2019, supplementary appropriations approved by the District modified the appropriation from \$48,635 to \$83,048 in the General Fund and from \$239,238 to \$247,371 in the Debt Service Fund.

For the year ended December 31, 2019, the District adopted a budget and appropriated expenditures of \$12,768 for a Capital Projects Fund. The Capital Projects Fund was closed as of December 31, 2018 and had no revenues or expenditures for 2019. Therefore no Capital Projects Fund financial statements have been presented.

Pooled Cash and Investments

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

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

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

Deferred Inflows of Resources

In addition to liabilities, the statement of net position and fund balance sheets 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/fund balance that applies to a future period(s) and so will *not* be recognized as an inflow of resources (revenue) until that time. Property tax revenue that is related to a future period is recorded as deferred inflows. These amounts are deferred and will be recognized as an inflow of resources in the period that the amounts become available.

Fund Equity

Fund balance for governmental funds are reported in the categories listed below to make the nature and extent of the constraints placed on a government's fund balances more transparent. 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:

VILLAGE AT SOUTHGATE METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2019

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

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

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

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

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

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

NOTE 3 - CASH 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 - unrestricted | \$ 298 |
| Cash and investments - restricted | 662,107 |
| Total cash and investments | <u>\$ 662,405</u> |

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

Cash Deposits

The Colorado Public Deposit Protection Act (PDPA) requires that all units of local government deposit cash in eligible public depositories. Eligibility is determined by state regulators. Amounts on deposit in excess of federal insurance levels must be collateralized. The eligible collateral is determined by the PDPA. PDPA allows the institution to create a single collateral pool for all public funds. The pool for all the uninsured public deposits as a group is to be maintained by another institution or held in trust. The market value of the collateral must be at least equal to 102% of the aggregate uninsured deposits.

**VILLAGE AT SOUTHGATE METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2019**

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 with financial institutions that had a bank balance of \$24,068 and carrying balance of \$10,798.

Investments

The District has not adopted a formal investment policy, however, the District follows state statutes regarding investments. Colorado State Statutes specify investment instruments meeting defined rating and risk criteria in which local governments may invest which include:

- . Obligations of the United States and certain U.S. government agency securities and securities of the World Bank
- . General obligation and revenue bonds of U.S. local government entities
- . 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:

COLOTRUST

The District has invested \$651,607 in the Colorado Local Government Liquid Asset Trust (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. The Trust offers shares in two portfolios, COLOTRUST PRIME and COLOTRUST PLUS+. Both portfolios may invest in U.S. Treasury securities, repurchase agreements collateralized by U.S. Treasury securities, certain obligations of U.S. government agencies and instrumentalities, and repurchase agreements collateralized with certain U.S. government agencies or instrumentalities. COLOTRUST PLUS+ may also invest in the highest rated commercial paper. Both the COLOTRUST PRIME and COLOTRUST PLUS+ portfolios are rated AAAM by Standard and Poor's. The District's investments were in the COLOTRUST PLUS+ portfolio.

Investment Valuation

The District's investments are measured at amortized cost or in certain circumstances the value is calculated using the net asset value (NAV) per share, or its equivalent of the investment. These investments include 2a7-like external investment pools and money market investments. The District held investments in COLOTRUST at yearend for which the investment valuations were determined as follows.

COLOTRUST determines the NAV of the shares of each portfolio as of the close of business of each day. The NAV per share of each portfolio is computed by dividing the total value of the

**VILLAGE AT SOUTHGATE METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2019**

securities and other assets of the portfolios, less any liabilities, by the total outstanding shares of the portfolios. Liabilities, which include all expenses and fees of COLOTRUST, are accrued daily. The NAV is calculated at fair value using various inputs to determine value in accordance with FASB guidance. It is the goal of the Trust to maintain a NAV of \$1.00 per share, however changes in interest rates may affect the fair value of the securities held by COLOTRUST and there can be no assurance that the NAV will not vary from \$1.00 per share.

Restricted Cash and Investments

At December 31, 2019, the District reports cash and investments in the amount of \$662,107 which are restricted for debt service on the District's outstanding bonds and for capital improvements, respectively.

NOTE 4 – LONG-TERM OBLIGATIONS

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

| | Balance December 31, 2018 | Additions | Retirements | Balance December 31, 2019 | Current Portion |
|---------------------------------|---------------------------------|-------------------|-------------|---------------------------------|--------------------|
| Governmental Activities: | | | | | |
| Limited Tax G.O. Bonds: | | | | | |
| Series 2018A | \$ 4,150,000 | \$ - | \$ - | \$ 4,150,000 | \$ - |
| Subordinate Series 2018B | 764,000 | - | - | 764,000 | - |
| Accrued and unpaid interest: | | | | | |
| Subordinate Series 2018B | 38,284 | 61,975 | - | 100,259 | - |
| Developer Advances: | | | | | |
| PFG - Principal | 108,947 | 18,724 | - | 127,671 | - |
| PFG - Interest | 16,017 | 8,214 | - | 24,231 | - |
| ARCUS - Principal | 39,598 | 20,024 | - | 59,622 | - |
| ARCUS - Interest | 1,816 | 3,219 | - | 5,035 | - |
| | <u>\$ 5,118,662</u> | <u>\$ 112,156</u> | <u>\$ -</u> | <u>\$ 5,230,818</u> | <u>\$ -</u> |

Limited Tax General Obligation Bonds Series 2018A

On May 7, 2018, the District issued \$4,150,000 Limited Tax General Obligation Bonds, Series 2018A to (i) finance public improvements related to a primarily residential development in the City of Brighton (City); (ii) pay capitalized interest on the 2018A Senior Bonds; (iii) fund the Senior Reserve Fund; and (iv) pay other costs in connection with the issuance of 2018A Senior Bonds. The bonds are term bonds maturing on December 1, 2048 and bear interest at 5.625%. Interest is due to be paid semiannually on June 1 and December 1, beginning in 2018 through 2048. The bonds are subject to mandatory annual sinking fund redemption on December 1 beginning in 2023 through 2047, with final non-sinking fund redemption in 2048. The bonds are subject to redemption prior to maturity on December 1, 2023, and on any date thereafter, upon payment of par, accrued interest and redemption premium as follows: 3.00% for dates of redemption December 1, 2023 to November 30, 2024; 2.00% for dates of redemption December 1, 2024 to November 30, 2025; 1.00% for dates of redemption December 1, 2025 to November 30, 2026; and no redemption premium on December 1, 2026 and thereafter.

**VILLAGE AT SOUTHGATE METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2019**

The Series 2018A Senior Bonds are limited tax general obligations of the District secured by and payable from the Senior Pledged Revenue consisting of moneys derived by the District from the following sources, net of any costs of collection: (i) the Senior Property Tax Revenues derived from the imposition of the Senior Required Mill Levy; (ii) the Senior Specific Ownership Tax Revenues which is collected as a result of the imposition of the Senior Required Mill Levy; (iii) all Capital Fees consisting of all fees, rates, tolls, penalties, and charges of a capital nature for services, programs, or facilities furnished by the District, including particularly and without limitation, the Facility Fees (which are currently \$1,500 per multifamily lot and \$2,500 per single-family attached ore detached lot; (iv) all Senior PILOT Revenues (payment in lieu of taxes) related to the Senior Required Mill Levy; and (v) any other legally available moneys which the District determines, in its absolute discretion, to credit to the Senior Bond Fund.

The Senior Required Mill Levy is defined as follows:

- (a) subject to paragraph (b) below, an ad valorem mill levy (a mill being equal to 1/10 of 1 cent) imposed upon all taxable property of the District each year in an amount which, if imposed by the District for collection in the succeeding calendar year, would generate Senior Property Tax Revenues and Senior PILOT Revenues (if any) sufficient to pay the principal of, premium if any, and interest on the 2018A Senior Bonds as the same become due and payable (less any amount thereof for which amounts are then on deposit in the Senior Bond Fund and, solely to the extent provided in the 2018A Senior Indenture, the Senior Surplus Fund and the Senior Reserve Fund, respectively) and to replenish the Senior Reserve Fund to the Reserve Requirement, but not in excess of 40 mills; provided, however, that:
 - (i) for so long as the amount on deposit in the Senior Surplus Fund is less than the Maximum Surplus Amount, the Senior Required Mill Levy shall be equal to 40 mills (subject to adjustment as described in clause (ii) below), or such lesser amount which, if imposed by the District for collection in the succeeding calendar year, would generate Senior Property Tax Revenues and Senior PILOT Revenues (if any): (A) sufficient to pay the principal of, premium if any, and interest on the 2018A Senior Bonds as the same become due and payable, to replenish the Senior Reserve Fund to the Reserve Requirement and to fully fund the Senior Surplus Fund to the Maximum Surplus Amount, or (B) which, when combined with moneys then on deposit in the Senior Bond Fund, the Senior Surplus Fund and the Senior Reserve Fund, will pay the 2018A Senior Bonds in full in the year in which such levy is collected; and
 - (ii) in the event that the method of calculating assessed valuation is changed after October 7, 2014, the minimum mill levy of 40 mills and the maximum mill levy of 40 mills provided in the 2018A Senior Indenture will be increased or decreased to reflect such changes, such increases or decreases to be determined by the Board in good faith (such determination to be binding and final) so that to the extent possible, the actual tax revenues generated by the mill levy, as adjusted, are neither diminished nor enhanced as a result of such changes. For purposes of the foregoing, a change in the ratio of actual valuation to assessed valuation shall be deemed to be a change in the method of calculating assessed valuation; and
- (b) notwithstanding anything in the 2018A Senior Indenture to the contrary, in no event may the Senior Required Mill Levy be established at a mill levy which would cause the District

**VILLAGE AT SOUTHGATE METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2019**

to derive tax revenue in any year in excess of the maximum tax increases permitted by the District's electoral authorization, and if the Senior Required Mill Levy as calculated pursuant to the foregoing would cause the amount of taxes collected in any year to exceed the maximum tax increase permitted by the District's electoral authorization, the Senior Required Mill Levy shall be reduced to the point that such maximum tax increase is not exceeded.

Discharge of 2018A Senior Bonds on December 1, 2048:

Notwithstanding any other provision in the 2018A Senior Indenture, in the event that any amount of principal of or interest on the 2018A Senior Bonds remains unpaid after the application of all Senior Pledged Revenue available therefor on December 1, 2048, the 2018A Senior Bonds and the lien of the 2018A Senior Indenture securing payment thereof shall be deemed discharged, the estate and rights thereby granted shall cease, terminate, and be void, and thereupon the 2018A Trustee shall cancel and discharge the lien of the 2018A Senior Indenture, and execute and deliver to the District such instruments in writing as shall be required to evidence the same. Upon such discharge, the 2018A Owners will have no recourse to the District or any property of the District for the payment of any amount of principal of or interest on the 2018A Senior Bonds remaining unpaid.

Subordinate Limited Tax General Obligation Bonds Series 2018B

On May 7, 2018, the District issued \$764,000 Subordinate Limited Tax General Obligation Bonds, Series 2018A to (i) finance public improvements related to a primarily residential development in the City of Brighton (City); and (ii) pay a portion of the underwriter's discount in connection with issuance of the 2018B Subordinate Bonds. The bonds are term bonds maturing on December 15, 2040 and bear interest at 7.75%. There are no regularly scheduled principal and interest payments on the 2018B Subordinate Bonds. Instead, (a) principal on the 2018B Subordinate Bonds is payable on the mandatory redemption dates (each December 15) from, and only to the extent of, Subordinate Pledged Revenue available therefore, if any, in accordance with the terms of the 2018B Subordinate Indenture and (b) interest on the 2018B Subordinate Bonds is payable on each December 15, but only from and to the extent of, Subordinate Pledged Revenue available therefor. The bonds are subject to redemption prior to maturity on December 15, 2023, and on any date thereafter, upon payment of par, accrued interest and redemption premium as follows: 3.00% for dates of redemption December 15, 2023 to December 14, 2024; 2.00% for dates of redemption December 15, 2024 to December 14, 2025; 1.00% for dates of redemption December 15, 2025 to December 14, 2026; and no redemption premium on December 15, 2026 and thereafter.

The Series 2018B Subordinate Bonds are limited tax general obligations of the District secured by and payable from the Subordinate Pledged Revenue consisting of moneys derived by the District from the following sources, net of any costs of collection: (i) the Subordinate Property Tax Revenues derived from the imposition of the Subordinate Required Mill Levy; (ii) the Subordinate Specific Ownership Tax Revenues which is collected as a result of the imposition of the Subordinate Required Mill Levy; (iii) all Subordinate Capital Fee Revenue consisting Capital Fees remaining after deduction of any amount thereof used, paid, pledged, or otherwise applied to the payment of any Senior Obligations; (iv) all Subordinate PILOT Revenues (payment in lieu of taxes) related to the Subordinate Required Mill Levy; and (v) any other legally available moneys which the District determines, in its absolute discretion, to credit to the Subordinate Bond Fund.

**VILLAGE AT SOUTHGATE METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2019**

The Subordinate Required Mill Levy is defined as follows:

An ad valorem mill levy (a mill being equal to 1/10 of 1 cent) imposed upon all taxable property of the District each year in an amount equal to (i) 40 mills less the Senior Obligation Mill Levy, or (ii) such lesser amount which, if imposed by the District for collection in the succeeding calendar year, would generate Subordinate Property Tax Revenues and Subordinate PILOT Revenues (if any) which, when combined with moneys then on deposit in the Subordinate Bond Fund, will pay the 2018B Subordinate Bonds in full in the year such levy is collected; provided however, that:

- (a) in the event that the method of calculating assessed valuation is changed after October 7, 2014, the mill levy of 40 mills (less the Senior Required Mill Levy) provided in the 2018B Subordinate Indenture will be increased or decreased to reflect such changes, such increases or decreases to be determined by the Board in good faith (such determination to be binding and final) so that to the extent possible, the actual tax revenues generated by the mill levy, as adjusted, are neither diminished nor enhanced as a result of such changes. For purposes of the foregoing, a change in the ratio of actual valuation to assessed valuation shall be deemed to be a change in the method of calculating assessed valuation; and
- (b) notwithstanding anything in the 2018B Subordinate Indenture to the contrary, in no event may the Subordinate Required Mill Levy be established at a mill levy which would cause the District to derive tax revenue in any year in excess of the maximum tax increases permitted by the District's electoral authorization, and if the Subordinate Required Mill Levy as calculated pursuant to the foregoing would cause the amount of taxes collected in any year to exceed the maximum tax increase permitted by the District's electoral authorization, the Subordinate

Discharge of 2018B Subordinate Bonds on December 15, 2048:

Notwithstanding any other provision in the 2018B Subordinate Indenture, in the event that any amount of principal of or interest on the 2018B Subordinate Bonds remains unpaid after the application of all Subordinate Pledged Revenue available therefor on December 15, 2048, the 2018B Subordinate Bonds and the lien of the 2018B Subordinate Indenture securing payment thereof shall be deemed discharged, the estate and rights thereby granted shall cease, terminate, and be void, and thereupon the 2018B Trustee shall cancel and discharge the lien of the 2018B Subordinate Indenture, and execute and deliver to the District such instruments in writing as shall be required to evidence the same. Upon such discharge, the 2018B Owners will have no recourse to the District or any property of the District for the payment of any amount of principal of or interest on the 2018B Subordinate Bonds remaining unpaid.

Events of Default

The Indentures of the Limited Tax General Obligation Bonds Series 2018A and Subordinate Limited Tax General Obligation Bonds Series 2018B include defaults and remedies upon the occurrence of an Event of Default. The Events of Default include: a) the District fails or refuses to impose the Senior Required Mill Levy or Subordinate Required Mill Levy, as applicable, b) the District defaults in the performance or observance of any of the covenants, agreements or conditions in the Indenture or the Bond Resolution and fails to remedy the same after notice thereof, or c) the District files a petition under the federal bankruptcy laws or other applicable

**VILLAGE AT SOUTHGATE METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2019**

bankruptcy laws seeing to adjust the obligation represented by the bonds. However it is acknowledged that due to the limited nature of the Pledged Revenue, the failure to pay the principal of or interest of the bonds when due shall not, of itself, constitute an Event of Default.

The remedies available upon the occurrence of an event of default, the Trustee for the bonds may pursue receivership of the cash, securities, instruments held and revenues of the District, pursue a suit for judgment, and pursue mandamus or other suit.

Use of Proceeds

The District used a portion of the proceeds of the 2018A and 2018B bonds to: 1) reimburse the City of Brighton \$195,470.57 in accordance with an Intergovernmental Agreement Regarding the Reimbursement of Costs for the South Brighton Infrastructure Improvements between the District, City of Brighton, and PFG Acquisitions, LLC dated April 19, 2016, as subsequently assigned by PFG Acquisitions, LLC to ARCUS Southgate LLC on April 10, 2017, and 2) reimburse ARCUS Southgate LLC \$3,700,785 in accordance with an Infrastructure Acquisition Agreement between the District and PFG Acquisitions, LLC dated January 22, 2015 as subsequently partially assigned to ARCUS Southgate LLC on April 10, 2017.

The District's Limited Tax General Obligation Bonds Series 2018A are estimated to mature as follows:

| | <u>Principal</u> | <u>Interest</u> | <u>Total</u> |
|-----------|---------------------|---------------------|---------------------|
| 2020 | \$ - | \$ 233,437 | \$ 233,437 |
| 2021 | - | 233,437 | 233,437 |
| 2022 | - | 233,437 | 233,437 |
| 2023 | 35,000 | 233,438 | 268,438 |
| 2024 | 45,000 | 231,469 | 276,469 |
| 2025-2029 | 310,000 | 1,113,469 | 1,423,469 |
| 2030-2034 | 495,000 | 1,006,031 | 1,501,031 |
| 2035-2039 | 730,000 | 842,063 | 1,572,063 |
| 2040-2044 | 1,055,000 | 602,156 | 1,657,156 |
| 2045-2048 | 1,480,000 | 242,719 | 1,722,719 |
| | <u>\$ 4,150,000</u> | <u>\$ 4,971,656</u> | <u>\$ 9,121,656</u> |

Due to the Subordinate Limited Tax General Obligation Bonds Series 2018B being subordinate to the 2018A bonds and are only payable to the extent there are available pledged revenues, a maturity schedule for the 2018B bonds has not been presented.

The District's authorized but unissued debt at December 31, 2019 is as follows:

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| <u>Purpose</u> | Series 2018A | | Series 2018B | |
|-------------------------------|------------------------------|------------------------------|----------------------------|------------------------------|
| | Amount | Bonds | Bonds | Authorized |
| | Authorized | Issued | Issued | |
| | <u>11/4/2014</u> | <u>5/7/2018</u> | <u>5/7/2018</u> | <u>But Unissued</u> |
| Street | \$ 18,774,000 | \$ (1,358,947) | \$ (266,739) | \$ 17,148,314 |
| Parks and Recreation | 18,774,000 | (87,682) | (17,211) | 18,669,107 |
| Water | 18,774,000 | (663,058) | (101,143) | 18,009,799 |
| Storm Drainage and Sanitation | 18,774,000 | (2,040,313) | (378,907) | 16,354,780 |
| Transportation | 18,774,000 | - | - | 18,774,000 |
| Mosquito Control | 18,774,000 | - | - | 18,774,000 |
| Safety Protection | 18,774,000 | - | - | 18,774,000 |
| Fire Protection | 18,774,000 | - | - | 18,774,000 |
| TV Relay and Translation | 18,774,000 | - | - | 18,774,000 |
| Operations and Maintenance | 18,774,000 | - | - | 18,774,000 |
| Refunding Debt | 18,774,000 | - | - | 18,774,000 |
| District IGAs as Debt | 18,774,000 | - | - | 18,774,000 |
| | <u>\$ 225,288,000</u> | <u>\$ (4,150,000)</u> | <u>\$ (764,000)</u> | <u>\$ 220,374,000</u> |

The District's service plan limits the amount of debt that the District can issue to \$8,925,000. The service plan provides for an additional \$1,785,000 of debt upon approval by the City of Brighton City Manager, for a total of \$10,710,000. The District does not anticipate issuing any of the authorized but unissued debt during 2020.

NOTE 5 – DEVELOPER ADVANCE AGREEMENTS

Advance and Reimbursement Agreement for Operation and Maintenance Costs

On January 22, 2015, the District and PFG Acquisitions, LLC ("PFG") entered into an "Advance and Reimbursement Agreement for Operation and Maintenance Costs" by and between Village at SouthGate Metropolitan District and PFG (the "Initial O&M Funding Agreement") under which PFG agreed to make certain advances to the District to fund operation and maintenance costs of the District ("O&M Costs"), and under which the District agreed to reimburse PFG for O&M Costs advanced by PFG, together with interest at 7% per annum. On April 10, 2017, PFG assigned certain of its rights under the Initial O&M Funding Agreement to ARCUS Southgate LLC ("ARCUS") under the "Partial Assignment of Advance and Reimbursement Agreement for Operation and Maintenance Costs and Consent" (the "O&M Assignment"; the Initial O&M Funding Agreement, as amended by the O&M Assignment, is referred to herein as the "O&M Funding and Reimbursement Agreement") between PFG and ARCUS, such that the 50% of the reimbursement obligations of the District for O&M Costs would be payable to the ARCUS, and ARCUS would have the obligation to fund 50% of the advances for O&M Costs under the Initial O&M Funding Agreement. Reimbursement of O&M Costs are anticipated to be made by the District, subject to annual appropriation and budget approval, from funds available within any fiscal year and otherwise required for operations, capital improvements and debt service costs and expenses of the District; notwithstanding the foregoing, a portion or all of the Bond proceeds may be used by the District to repay PFG and ARCUS for advanced O&M Costs. As of December 31, 2019, the outstanding principal and interest payable to PFG were \$127,671 and \$24,231, respectively. As of December 31, 2019, the outstanding principal and interest payable to ARCUS were \$59,622 and \$5,035, respectively.

**VILLAGE AT SOUTHGATE METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2019**

NOTE 6 - FUND EQUITY

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

Nonspendable Fund Balance

The nonspendable fund balance in the General Fund in the amount of \$5,794 is comprised of prepaid amounts which are not in spendable form.

Restricted Fund Balance

The restricted fund balance in the amount of \$774 in the General Fund is comprised of the Emergency Reserves that have been provided for as required by Article X, Section 20 of the Constitution of the State of Colorado (see Note 9).

The restricted fund balance in the Debt Service Fund in the amount of \$662,640 is to be used exclusively for debt service requirements (see Note 4).

NOTE 7 - NET POSITION

The District has net position consisting of two components – restricted and unrestricted.

Restricted assets include net position that are restricted for use either externally imposed by creditors, grantors, contributors, or laws and regulations of other governments or imposed by law through constitutional provisions or enabling legislation.

The District had restricted net position as of December 31, 2019 as follows:

Restricted:

| | |
|--------------|-------------------|
| Emergencies | \$ 774 |
| Debt service | 299,281 |
| | <u>\$ 300,055</u> |

In the government-wide financial statements, the District's had an unrestricted net position deficit of \$4,882,620 as a result of capital improvements that were funded with long-term debt that have been dedicated to other entities, while the long-term debt remains an obligation of the District.

NOTE 8 – RISK MANAGEMENT

Except as provided in the Colorado Governmental Immunity Act, as amended from time to time, the District may be exposed to various risks of loss related to torts, thefts of, damage to, or destruction of assets; errors or omissions; injuries to employees, or acts of God.

The District is a member of the Colorado Special Districts Property and Liability Pool (Pool). 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.

**VILLAGE AT SOUTHGATE METROPOLITAN DISTRICT
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The District pays annual premiums to the Pool for liability, and public officials' liability. In the event aggregated losses incurred by the Pool exceed amounts recoverable from reinsurance contracts and funds accumulated by the Pool, the Pool may require additional contributions from the Pool members. Any excess funds which the Pool determines are not needed for purposes of the Pool may be returned to the members pursuant to a distribution formula.

NOTE 9 - TAX, SPENDING AND DEBT LIMITATIONS

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

Spending and revenue limits are determined based on the prior year's Fiscal Year Spending adjusted for allowable increases based upon inflation and local growth. Fiscal Year Spending is generally defined as expenditures plus reserve increases with certain exceptions. Revenue in excess of the Fiscal Year Spending limit must be refunded unless the voters approve retention of such revenue.

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.

On November 4, 2014 the voters of the District approved the following ballot measures:

Shall the Village at SouthGate Metropolitan District taxes be increased \$500,000 annually (such tax increase to be collected in such amount notwithstanding any property tax cut specified by Article X, Section 20 of the Colorado Constitution, as it currently exists or as amended) or such lesser amount as necessary to pay the District's administration and operations and maintenance expenses, by the imposition of ad valorem property taxes levied in any year, without limitation as to rate or amount or any other condition, to pay such expenses and shall the revenue from such taxes and any investment income thereon be collected, retained and spent by the District in fiscal year 2015 and in each fiscal year thereafter as a voter-approved revenue changes without regard to any spending, revenue-raising, or other limitation contained within Article X, Section 20 of the Colorado Constitution, the limits imposed on increases in taxation by Section 29-1-301, C.R.S, in any year, or any other law which purports to limit the District's revenues or expenditures as it currently exists or as it may be amended in the future, all without limiting in any year the amount of other revenues that may be collected, retained and spent by the District?

Shall the Village at SouthGate Metropolitan District taxes be increased \$500,000 annually (such tax increase to be collected in such amount notwithstanding any property tax cut specified by Article X, Section 20 of the Colorado Constitution, as it currently exists or as amended) or such lesser amount as necessary to pay the District's administration and operations and maintenance expenses, by the imposition of a fee or fees imposed, without limitation as to rate or amount or any other condition, to pay such expenses and shall the revenue from such fees and any investment income thereon be collected, retained and spent by the District in fiscal year 2014 and in each fiscal year thereafter as a voter-approved revenue changes without regard to any spending, revenue-raising, or other

**VILLAGE AT SOUTHGATE METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
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limitation contained within Article X, Section 20 of the Colorado Constitution, the limits imposed on increases in taxation by Section 29-1-301, C.R.S, in any year, or any other law which purports to limit the District's revenues or expenditures as it currently exists or as it may be amended in the future, all without limiting in any year the amount of other revenues that may be collected, retained and spent by the District?

Shall Village at SouthGate Metropolitan District be authorized to collect, retain, and spend the full amount of all taxes, tax increment revenues, tap fees, park fees, facility fees, service charges, inspection charges, administrative charges, gifts, grants or any other fee, rate, toll, penalty, or charge authorized by law or contract to be imposed, collected or received by the District during fiscal year 2014 and each fiscal year thereafter, such amounts to constitute a voter-approved revenue change and be collected, retained and spent by the District without regard to any spending, revenue-raising, or other limitation contained within Article X, Section 20 of the Colorado Constitution, the limits imposed on increases in property taxation by Section 29-1-301, C.R.S. in any subsequent year, or any other law which purports to limit the District's revenues or expenditures as it currently exists or as it may be amended in the future, and without limiting in any year the amount of other revenues that may be collected, retained and spent by the District?

The District's management believes it is in compliance with the provisions of TABOR. However, TABOR is complex and subject to interpretation. Many of the provisions, including the interpretation of how to calculate Fiscal Year Spending limits will require judicial interpretation.

NOTE 10 – RELATED PARTIES

Two of the members of the Board of Directors of the District are employees, owners or associated with PFG Acquisitions, LLC and may have conflicts of interest in dealing with the District. Specific details of transactions with PFG Acquisitions, LLC regarding advances are described elsewhere in these notes to financial statements (see Note 5).

This information is an integral part of the accompanying financial statements.

SUPPLEMENTAL INFORMATION

VILLAGE AT SOUTHGATE METROPOLITAN DISTRICT
SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE
BUDGET TO ACTUAL - DEBT SERVICE FUND
Year Ended December 31, 2019

| | Original Budgeted Amounts | Final Budgeted Amounts | Actual | Variance with Final Budget - Positive (Negative) |
|---|--|---------------------------------------|-------------------|---|
| REVENUES | | | | |
| Property tax | \$ 85,558 | \$ 85,558 | \$ 85,554 | \$ (4) |
| Specific ownership tax | 6,746 | 6,000 | 6,385 | 385 |
| Facility fees | 120,000 | 90,000 | 100,500 | 10,500 |
| Net investment income | 9,000 | 15,000 | 17,406 | 2,406 |
| Total revenues | <u>221,304</u> | <u>196,558</u> | <u>209,845</u> | <u>13,287</u> |
| EXPENDITURES | | | | |
| County Treasurer's fees | - | 1,283 | 1,305 | (22) |
| Bank service charges | 800 | 1,650 | 1,700 | (50) |
| Paying agent fees | - | 6,000 | 6,000 | - |
| Bond interest | 233,438 | 233,438 | 233,438 | - |
| Contingency | 5,000 | 5,000 | - | 5,000 |
| Total expenditures | <u>239,238</u> | <u>247,371</u> | <u>242,443</u> | <u>4,928</u> |
| NET CHANGE IN FUND BALANCE | (17,934) | (50,813) | (32,598) | 18,215 |
| FUND BALANCE - BEGINNING OF YEAR | <u>712,884</u> | <u>695,238</u> | <u>695,238</u> | <u>-</u> |
| FUND BALANCE - END OF YEAR | <u>\$ 694,950</u> | <u>\$ 644,425</u> | <u>\$ 662,640</u> | <u>\$ 18,215</u> |

OTHER INFORMATION

**VILLAGE AT SOUTHGATE METROPOLITAN DISTRICT
SUMMARY OF ASSESSED VALUATION , MILL LEVY
AND PROPERTY TAXES COLLECTED
Year Ended December 31, 2019**

| Year Ended December 31, | Prior Year Assessed Valuation for Current Year Property Tax Levy | Mills Levied | | | Property Taxes | | Percentage Collected to Levied |
|--|---|---------------------|-------------------------|--------------|-----------------------|------------------|---|
| | | General | Debt Service | Total | Levied | Collected | |
| 2016 | \$ 252,570 | 10.000 | 0.000 | 10.000 | \$ 2,526 | \$ 2,527 | 100.0% |
| 2017 | \$ 252,680 | 10.000 | 0.000 | 10.000 | \$ 2,527 | \$ 2,527 | 100.0% |
| 2018 | \$ 932,640 | 11.056 * | 0.000 | 11.056 * | \$ 10,311 | \$ 10,311 | 100.0% |
| 2019 | \$ 2,138,960 | 11.056 * | 40.000 | 51.056 * | \$109,206 | \$109,201 | 100.0% |
| Estimated for year ending December 31, | | | | | | | |
| 2020 | \$ 4,002,850 | 11.133 * | 44.531 * | 55.664 * | \$222,815 | | |

* - Mill levy adjusted for the effect of the Gallagher Amendment on the assessed value ratio.

NOTE: Property taxes collected in any one year include collection of delinquent property taxes levied in prior years. Information received from the County Treasurer does not permit identification of specific year of levy.