

MERIDIAN VILLAGE METROPOLITAN DISTRICT NO. 1
Douglas County, Colorado

FINANCIAL STATEMENTS
December 31, 2017

TABLE OF CONTENTS

| | PAGE |
|---|-------------|
| INDEPENDENT AUDITOR’S REPORT | 1 |
| BASIC FINANCIAL STATEMENTS | |
| Government-wide Financial Statements: | |
| Statement of Net Position | 1 |
| Statement of Activities | 2 |
| Fund Financial Statements: | |
| Balance Sheet - Governmental Funds | 3 |
| Statement of Revenues, Expenditures and Changes in Fund Balances - Governmental Funds | 4 |
| Reconciliation of the Statement of Revenues, Expenditures and Changes in Fund Balances of Governmental Funds to the Statement of Activities | 5 |
| General Fund - Statement of Revenues, Expenditures and Changes in Fund Balances - Budget and Actual | 6 |
| Notes to Financial Statements | 7 |
| SUPPLEMENTARY INFORMATION | 23 |
| Debt Service Fund - Schedule of Revenues, Expenditures and Changes in Fund Balances - Budget and Actual | 24 |
| Schedule of Debt Service Requirements to Maturity | 25 |
| Summary of Assessed Valuation, Mill Levy and Property Taxes Collected | 26 |
| CONTINUING DISCLOSURE OBLIGATION | 27 |



INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Meridian Village Metropolitan District No. 1
Douglas County, Colorado

We have audited the accompanying financial statements of the governmental activities and each major fund of Meridian Village Metropolitan District No. 1 (the District) as of and for the year ended December 31, 2017, 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 Meridian Village Metropolitan District No. 1, as of December 31, 2017, and the respective changes in financial position thereof, 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.

I

Fiscal Focus Partners, LLC

Other Matters

Required Supplementary Information

Management has omitted 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 operation, economic, or historical context. Our opinion on the basic financial statements is not affected by this missing information.

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the District's basic financial statements. The supplementary information as listed in the table of contents is presented for purposes of legal compliance and additional analysis and is not a required part of the basic financial statements. The supplementary information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The 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 continuing disclosure obligation information as listed in the table of contents has not been subjected to the auditing procedures applied in the audit of the basic financial statements and, accordingly, we do not express an opinion or provide any assurance on it.

Fiscal Focus Partners, LLC

Lakewood, Colorado
April 18, 2018

BASIC FINANCIAL STATEMENTS

MERIDIAN VILLAGE METROPOLITAN DISTRICT NO. 1
STATEMENT OF NET POSITION
December 31, 2017

| | Governmental Activities |
|---------------------------------------|------------------------------------|
| ASSETS | |
| Cash and investments | \$ 138,001 |
| Cash and investments - Restricted | 4,777,889 |
| Accounts receivable | 40,000 |
| Due from Meridian Village No. 2 | 226,176 |
| Property taxes receivable | 35 |
| Capital assets, net | 1,417,017 |
| Total assets | 6,599,118 |
| DEFERRED OUTFLOWS OF RESOURCES | |
| Derivative - interest rate swap | 24,575,288 |
| Total deferred outflows of resources | 24,575,288 |
| LIABILITIES | |
| Accounts payable | 20,882 |
| Accrued interest payable | 266,292 |
| Fair value of interest rate swap | 24,575,288 |
| Noncurrent liabilities: | |
| Due in more than one year | 35,185,000 |
| Total liabilities | 60,047,462 |
| DEFERRED INFLOWS OF RESOURCES | |
| Deferred property tax revenue | 35 |
| Total deferred inflows of resources | 35 |
| NET POSITION | |
| Net investment in capital assets | 575,926 |
| Restricted for: | |
| Emergency reserves | 17,000 |
| Debt service | 4,543,958 |
| Unrestricted | (34,009,975) |
| Total net position | \$ (28,873,091) |

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

MERIDIAN VILLAGE METROPOLITAN DISTRICT NO. 1
STATEMENT OF ACTIVITIES
Year Ended December 31, 2017

| <u>Functions/Programs</u> | <u>Expenses</u> | <u>Program Revenues</u> | | | <u>Net (Expense)</u> |
|--|---------------------|-------------------------------------|---|---|--|
| | | <u>Charges for Services</u> | <u>Operating Grants and Contributions</u> | <u>Capital Grants and Contributions</u> | <u>Revenue and Changes in Net Position</u> |
| | | | | | <u>Governmental Activities</u> |
| Primary government: | | | | | |
| Governmental activities: | | | | | |
| General government | \$ 500,115 | \$ - | \$ 563,740 | \$ - | \$ 63,625 |
| Interest on long-term debt and related costs | 3,198,137 | - | 4,315,963 | - | 1,117,826 |
| | <u>\$ 3,698,252</u> | <u>\$ -</u> | <u>\$ 4,879,703</u> | <u>\$ -</u> | <u>1,181,451</u> |
| General revenues: | | | | | |
| Property taxes | | | | | 30 |
| Specific ownership taxes | | | | | 5 |
| Net investment income | | | | | 10,824 |
| Total general revenues | | | | | <u>10,859</u> |
| Change in net position | | | | | 1,192,310 |
| Net position - Beginning | | | | | <u>(30,065,401)</u> |
| Net position - Ending | | | | | <u>\$ (28,873,091)</u> |

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

MERIDIAN VILLAGE METROPOLITAN DISTRICT NO. 1
BALANCE SHEET
GOVERNMENTAL FUNDS
December 31, 2017

| | General | Debt Service | Total Governmental Funds |
|---|-------------------|-------------------------|---|
| ASSETS | | | |
| Cash and investments | \$ 138,001 | \$ - | \$ 138,001 |
| Cash and investments - Restricted | 17,000 | 4,760,889 | 4,777,889 |
| Accounts receivable | - | 40,000 | 40,000 |
| Due from Meridian Village No. 2 | 195,176 | 31,000 | 226,176 |
| Property taxes receivable | 6 | 29 | 35 |
| TOTAL ASSETS | \$ 350,183 | \$ 4,831,918 | \$ 5,182,101 |
| LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES | | | |
| LIABILITIES | | | |
| Accounts payable | \$ 20,882 | \$ - | \$ 20,882 |
| Total liabilities | 20,882 | - | 20,882 |
| DEFERRED INFLOWS OF RESOURCES | | | |
| Deferred property tax revenue | 6 | 29 | 35 |
| Total deferred inflows of resources | 6 | 29 | 35 |
| FUND BALANCES | | | |
| Restricted for: | | | |
| Emergency reserves | 17,000 | - | 17,000 |
| Debt service | - | 4,831,889 | 4,831,889 |
| Assigned to: | | | |
| Subsequent years expenditures | 38,366 | - | 38,366 |
| Unassigned | 273,929 | - | 273,929 |
| Total fund balances | 329,295 | 4,831,889 | 5,161,184 |
| TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES | \$ 350,183 | \$ 4,831,918 | |

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

| | |
|--|------------------------|
| Capital assets used in governmental activities are not financial resources and, therefore, are not reported as assets in the funds. | 1,417,017 |
| Long-term liabilities, including bonds payable, are not due and payable in the current period and, therefore, are not reported in the funds. | |
| Bonds payable | (35,185,000) |
| Accrued bond interest | (266,292) |
| Net position of governmental activities | \$ (28,873,091) |

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

MERIDIAN VILLAGE METROPOLITAN DISTRICT NO. 1
STATEMENT OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCES
GOVERNMENTAL FUNDS
Year Ended December 31, 2017

| | <u>General Fund</u> | <u>Debt Service</u> | <u>Total Governmental Funds</u> |
|---|-------------------------|-------------------------|---|
| REVENUES | | | |
| Property taxes | \$ 5 | \$ 25 | \$ 30 |
| Specific ownership taxes | 1 | 4 | 5 |
| Net investment income | 1,567 | 9,257 | 10,824 |
| System development fees | - | 1,490,000 | 1,490,000 |
| Total revenues | <u>1,573</u> | <u>1,499,286</u> | <u>1,500,859</u> |
| EXPENDITURES | | | |
| Current | | | |
| Accounting | 29,425 | - | 29,425 |
| Audit | 9,600 | - | 9,600 |
| Board support | 5,800 | - | 5,800 |
| Dues and subscriptions | 620 | - | 620 |
| Insurance and bonds | 5,856 | - | 5,856 |
| Legal services | 20,408 | - | 20,408 |
| Maintenance | | | |
| Contract services | 91,458 | - | 91,458 |
| Labor | 176,898 | - | 176,898 |
| Materials | 16,512 | - | 16,512 |
| Park improvements | 33,173 | - | 33,173 |
| Payroll tax expense | 444 | - | 444 |
| Contract management | 30,000 | - | 30,000 |
| Miscellaneous | 1,588 | - | 1,588 |
| Debt service | | | |
| Bond interest | - | 3,194,837 | 3,194,837 |
| Paying agent fees | - | 3,300 | 3,300 |
| Total expenditures | <u>421,782</u> | <u>3,198,137</u> | <u>3,619,919</u> |
| EXCESS OF REVENUES OVER (UNDER) EXPENDITURES | <u>(420,209)</u> | <u>(1,698,851)</u> | <u>(2,119,060)</u> |
| OTHER FINANCING SOURCES (USES) | | | |
| Transfer from Meridian Village No. 2 | <u>563,740</u> | <u>2,825,963</u> | <u>3,389,703</u> |
| Total other financing sources (uses) | <u>563,740</u> | <u>2,825,963</u> | <u>3,389,703</u> |
| NET CHANGE IN FUND BALANCES | 143,531 | 1,127,112 | 1,270,643 |
| FUND BALANCES - BEGINNING OF YEAR | <u>185,764</u> | <u>3,704,777</u> | <u>3,890,541</u> |
| FUND BALANCES - END OF YEAR | <u>\$ 329,295</u> | <u>\$ 4,831,889</u> | <u>\$ 5,161,184</u> |

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

**MERIDIAN VILLAGE METROPOLITAN DISTRICT NO. 1
RECONCILIATION OF THE STATEMENT OF REVENUES,
EXPENDITURES AND CHANGES IN FUND BALANCES OF GOVERNMENTAL FUNDS
TO THE STATEMENT OF ACTIVITIES
Year Ended December 31, 2017**

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

| | |
|--|--------------|
| Net change in fund balances - Total governmental funds | \$ 1,270,643 |
|--|--------------|

Governmental funds report capital outlays as expenditures. In the statement of activities capital outlay is not reported as an expenditure. However, the statement of activities will report as depreciation expense the allocation of the cost of any depreciable asset over the estimated useful life of the asset. Capital outlay, the conveyance of capital assets to other governments and depreciation expense in the current period are as follows:

| | |
|----------------------|----------|
| Depreciation expense | (78,333) |
|----------------------|----------|

| | |
|--|--|
| Changes in net position of governmental activities | <hr style="border: 0.5px solid black;"/> <u>\$ 1,192,310</u> |
|--|--|

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

**MERIDIAN VILLAGE METROPOLITAN DISTRICT NO. 1
GENERAL FUND
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN
FUND BALANCES - BUDGET AND ACTUAL
Year Ended December 31, 2017**

| | <u>Original and Final Budget</u> | <u>Actual Amounts</u> | <u>Variance with Final Budget Positive (Negative)</u> |
|---|--|---------------------------|---|
| REVENUES | | | |
| Property taxes | \$ 5 | \$ 5 | \$ - |
| Specific ownership taxes | 1 | 1 | - |
| Net investment income | 2,885 | 1,567 | (1,318) |
| Total revenues | <u>2,891</u> | <u>1,573</u> | <u>(1,318)</u> |
| EXPENDITURES | | | |
| Accounting | 25,000 | 29,425 | (4,425) |
| Audit | 9,600 | 9,600 | - |
| Board support | 6,000 | 5,800 | 200 |
| Dues and subscriptions | 600 | 620 | (20) |
| Insurance and bonds | 4,800 | 5,856 | (1,056) |
| Legal services | 12,000 | 20,408 | (8,408) |
| Maintenance | | | |
| Contract services | 119,000 | 91,458 | 27,542 |
| Labor | 196,000 | 176,898 | 19,102 |
| Materials | 46,000 | 16,512 | 29,488 |
| Park improvements | - | 33,173 | (33,173) |
| Payroll tax expense | 460 | 444 | 16 |
| Contract management | 30,000 | 30,000 | - |
| Miscellaneous | 300 | 1,588 | (1,288) |
| Total expenditures | <u>449,760</u> | <u>421,782</u> | <u>27,978</u> |
| EXCESS OF REVENUES OVER (UNDER) EXPENDITURES | <u>(446,869)</u> | <u>(420,209)</u> | <u>26,660</u> |
| OTHER FINANCING SOURCES (USES) | | | |
| Transfer from Meridian Village No. 2 | 549,206 | 563,740 | 14,534 |
| Total other financing sources (uses) | <u>549,206</u> | <u>563,740</u> | <u>14,534</u> |
| NET CHANGE IN FUND BALANCES | 102,337 | 143,531 | 41,194 |
| FUND BALANCES - BEGINNING OF YEAR | 137,392 | 185,764 | 48,372 |
| FUND BALANCES - END OF YEAR | <u>\$ 239,729</u> | <u>\$ 329,295</u> | <u>\$ 89,566</u> |

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

MERIDIAN VILLAGE METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 1 - DEFINITION OF REPORTING ENTITY

Meridian Village Metropolitan District No. 1 (District), a quasi-municipal corporation and political subdivision of the State of Colorado, was organized by order and decree of the District Court for Douglas County on November 20, 2004, and is governed pursuant to provisions of the Colorado Special District Act (Title 32, Article 1, Colorado Revised Statutes). The District's service area is located in Douglas County, Colorado. The District was established to provide street improvements, parks and recreational facilities, a potable and non-potable water supply, a sanitation system, traffic and safety controls, a public transportation system, television and signal relay, and mosquito control.

The District was formed in conjunction with Meridian Village Metropolitan Districts Nos. 2, 3 and 4. District No. 1 will serve as the "Service District" with the responsibility of managing the construction and operation of facilities and improvements needed for the public improvements. District Nos. 2, 3 and 4 will serve as the "Financing Districts" with the responsibility of providing the funding and tax base needed to support the capital improvements and operations.

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.

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

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

Government-wide and Fund Financial Statements

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

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

MERIDIAN VILLAGE METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

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

Measurement Focus, Basis of Accounting, and Financial Statement Presentation

The government-wide financial statements are reported using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows.

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

The District reports the following major governmental funds:

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

The Debt Service Fund accounts for the resources accumulated and payments made for principal and interest on long-term debt of the governmental funds.

Budgets

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

MERIDIAN VILLAGE METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Pooled Cash and Investments

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

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.

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

Capital Assets

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

Capital assets which are anticipated to be conveyed to other governmental entities are recorded as construction in progress.

The costs of normal maintenance and repairs that do not add to the value of the asset or materially extend the life of the asset are not capitalized. Improvements are capitalized and depreciated over the remaining useful lives of the related fixed assets, as applicable. Depreciation expense has been computed using the straight-line method over the following estimated economic useful lives.

Parks and open space

20 – 25 years

MERIDIAN VILLAGE METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Deferred Outflows/Inflows of Resources

In addition to assets, the statement of net position reports a separate section for deferred outflows of resources. This separate financial statement element, *deferred outflows of resources*, represents a consumption of net position that applies to a future period and so will not be recognized as an outflow of resources (expense/expenditure) until that time. The District has one item that qualifies for reporting in this category. Accordingly, the item, *derivative - interest rate swap*, is deferred and recognized as an outflow of resources in the period that the amount is incurred.

In addition to liabilities, the statement of net position reports a separate section for deferred inflows of resources. This separate financial statement element, *deferred inflows of resources*, represents an acquisition of net position that applies to a future period and so will not be recognized as an inflow of resources (revenue) until that time. The District has one item that qualifies for reporting in this category. Accordingly, the item, *deferred property tax revenue*, is deferred and recognized as an inflow of resources in the period that the amount becomes available.

Equity

Net Position

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

Fund Balance

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

- *Nonspendable fund balance* – The portion of fund balance that cannot be spent because it is either not in spendable form (such as prepaid amounts or inventory) or legally or contractually required to be maintained intact.
- *Restricted fund balance* – The portion of fund balance that is constrained to being used for a specific purpose by external parties (such as bondholders), constitutional provisions, or enabling legislation.

MERIDIAN VILLAGE METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

- *Committed fund balance* – The portion of fund balance that can only be used for specific purposes pursuant to constraints imposed by formal action of the government’s highest level of decision-making authority, the Board of Directors. The constraint may be removed or changed only through formal action of the Board of Directors.
- *Assigned fund balance* – The portion of fund balance that is constrained by the government’s intent to be used for specific purposes, but is neither restricted nor committed. Intent is expressed by the Board of Directors to be used for a specific purpose. Constraints imposed on the use of assigned amounts are more easily removed or modified than those imposed on amounts that are classified as committed.
- *Unassigned fund balance* – The residual portion of fund balance that does not meet any of the criteria described above.

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

NOTE 3 - CASH AND INVESTMENTS

Cash and investments as of December 31, 2017, are classified in the accompanying financial statements as follows:

Statement of net position:

| | |
|-----------------------------------|---------------------|
| Cash and investments | \$ 138,001 |
| Cash and investments – Restricted | <u>4,777,889</u> |
| Total cash and investments | <u>\$ 4,915,890</u> |

Cash and investments as of December 31, 2017, consist of the following:

| | |
|--------------------------------------|---------------------|
| Deposits with financial institutions | \$ 1,320 |
| Investments | <u>4,914,570</u> |
| Total cash and investments | <u>\$ 4,915,890</u> |

Deposits with Financial Institutions

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

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

MERIDIAN VILLAGE METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 3 - CASH AND INVESTMENTS (CONTINUED)

At December 31, 2017, the District's cash deposits had a bank balance of \$5,428 and carrying balance of \$1,320.

Investments

The District has adopted a formal investment policy which follows state statutes regarding investments.

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

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

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

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

Fair Value Measurement and Application

The District categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure the fair value of the asset. Level 1 inputs are quoted prices in active markets for identical assets, Level 2 inputs are significant other observable inputs, and Level 3 inputs are significant unobservable inputs. Investments not measured at fair value and not categorized include governmental money market funds (PFM Funds Governmental Select series), money market funds (generally held by Bank Trust Departments in their role as paying agent or trustee), CSAFE which are recorded at amortized cost, and COLOTRUST which are recorded at net asset value.

MERIDIAN VILLAGE METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 3 - CASH AND INVESTMENTS (CONTINUED)

As of December 31, 2017, the District had the following investments:

| Investment | Maturity | Amount |
|---|-----------------------------------|---------------------|
| Colorado Local Government Liquid Asset Trust (COLOTRUST) | Weighted average under 60 days | \$ 383,820 |
| First American Government Obligation Funds | Weighted average under 60 days | <u>4,530,750</u> |
| | | <u>\$ 4,914,570</u> |

COLOTRUST

The District invested in the Colorado Local Government Liquid Asset Trust (COLOTRUST) (the Trust), an investment vehicle established for local government entities in Colorado to pool surplus funds. The State Securities Commissioner administers and enforces all State statutes governing the Trust. The Trust operates similarly to a money market fund and each share is equal in value to \$1.00. The Trust offers shares in two portfolios, COLOTRUST PRIME and COLOTRUST PLUS+. Both portfolios may invest in U.S. Treasury securities and repurchase agreements collateralized by U.S. Treasury securities. COLOTRUST PLUS+ may also invest in certain obligations of U.S. government agencies, highest rated commercial paper and any security allowed under CRS 24-75-601. A designated custodial bank serves as custodian for the Trust's portfolios pursuant to a custodian agreement. The custodian acts as safekeeping agent for the Trust's investment portfolios and provides services as the depository in connection with direct investments and withdrawals. The custodian's internal records segregate investments owned by the Trust. COLOTRUST is rated AAAM by Standard & Poor's. COLOTRUST records its investments at fair value and the District records its investment in COLOTRUST using the net asset value method. There are no unfunded commitments, the redemption frequency is daily and there is no redemption notice period.

First American Government Obligation Funds

The debt service money that is included in the trust accounts at U.S. Bank is invested in the First American Government Obligation Fund. This portfolio is a money market mutual fund which invests in U.S. Government Securities, which are fully guaranteed as to principal and interest by the United States, with maturities of 43 days or less and repurchase agreements collateralized by U.S. Government Securities. The Fund is rated AAAM by Standard & Poor's.

MERIDIAN VILLAGE METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 4 - CAPITAL ASSETS

An analysis of the changes in capital assets for the year ended December 31, 2017, follows:

| | <u>Balance at December 31, 2016</u> | <u>Increases</u> | <u>Decreases</u> | <u>Balance at December 31, 2017</u> |
|--|---|--------------------|------------------|---|
| Governmental Activities: | | | | |
| Capital assets, being depreciated: | | | | |
| Badger Gulch | \$ 780,559 | \$ - | \$ - | \$ 780,559 |
| Irrigation control | 65,140 | - | - | 65,140 |
| Pedestrian underpass | 256,900 | - | - | 256,900 |
| Bridge extension | 791,493 | - | - | 791,493 |
| Total capital assets, being depreciated | <u>1,894,092</u> | <u>-</u> | <u>-</u> | <u>1,894,092</u> |
| Less accumulated depreciation for: | | | | |
| Badger Gulch | 171,725 | 31,222 | - | 202,947 |
| Irrigation control | 14,329 | 2,606 | - | 16,935 |
| Pedestrian underpass | 70,648 | 12,845 | - | 83,493 |
| Bridge extension | 142,040 | 31,660 | - | 173,700 |
| Total accumulated depreciation | <u>398,742</u> | <u>78,333</u> | <u>-</u> | <u>477,075</u> |
| Total capital assets, being depreciated, net | <u>1,495,350</u> | <u>(78,333)</u> | <u>-</u> | <u>1,417,017</u> |
| Governmental activities capital assets, net | <u>\$ 1,495,350</u> | <u>\$ (78,333)</u> | <u>\$ -</u> | <u>\$ 1,417,017</u> |

A significant portion of the capital assets constructed by the District were conveyed to other governmental entities. The costs of all capital assets transferred to other governmental entities were removed from the District's financial records.

Depreciation expense for the year ended December 31, 2017, was charged to the District's general government activities.

NOTE 5 - LONG-TERM OBLIGATIONS

The following is an analysis of the changes in the District's long-term obligations for the year ended December 31, 2017:

| | <u>Balance at December 31, 2016</u> | <u>Additions</u> | <u>Reductions</u> | <u>Balance at December 31, 2017</u> | <u>Due Within One Year</u> |
|---------------------------------|---|------------------|-------------------|---|------------------------------------|
| Governmental Activities: | | | | | |
| Revenue bonds payable: | | | | | |
| 2007A Bonds | <u>\$ 35,185,000</u> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 35,185,000</u> | <u>\$ -</u> |

MERIDIAN VILLAGE METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 5 - LONG-TERM OBLIGATIONS (CONTINUED)

General Obligation Bonds, \$35,185,000 Refunding and Improvement Revenue Bonds, Series 2007A, dated November 14, 2007, amended May 15, 2013, November 22, 2013, January 2, 2015 and September 1, 2015, with an adjustable interest rate tied to the LIBOR index plus a defined “Applicable Spread.” Simultaneously, the District entered into a “Swap Agreement” with the Royal Bank of Canada (“RBC”). The Swap Agreement was subsequently transferred to U.S. Bank, which also acts as Trustee for the bonds pursuant to an Indenture of Trust dated the date of the Bonds, supplemented as described below.

The Indenture of Trust has been supplemented four times by a First, Second, Third and Fourth Supplemental Indenture of Trust, the last dated September 1, 2015 (the “Fourth Indenture”). The Fourth Indenture amended the definition of the Applicable Spread that is applied in addition to the LIBOR Index, and reduced it periodically by measures if certain targets for the issuance of certificates of occupancy for homes within the District were achieved by September 17, 2016 and September 17, 2017. Those targets were achieved and the defined Applicable Spread is now +140 basis points through 2018; +130 basis points through 2019; and +120 basis points thereafter through December 31, 2020.

The Bonds, the Indentures, the Swap Agreement and all associated documents are available for review upon request to the District. Annual and special event reports are provided to National Repositories by the Trustee acting as the District’s Dissemination Agent.

The reissued bonds mature on December 1, 2043. However, the bonds are subject to extraordinary mandatory redemption, unless specifically waived in writing by 100% of the bond owners, if the bonds remain outstanding on January 1, 2021. The extraordinary mandatory redemption schedule is as follows:

| | |
|-------------------|--|
| March 1, 2021 | \$ 2,500,000 |
| June 1, 2021 | \$ 2,500,000 |
| September 1, 2021 | \$ 2,500,000 |
| December 1, 2021 | \$ 2,500,000 |
| December 1, 2022 | All outstanding principal and interest due |

The bonds are secured by and payable from the Pledged Revenue consisting of monies derived by the District from the following sources, net of any collection costs: 1) revenues pledged under an Intergovernmental Financing Agreement with Meridian Village Metropolitan District No. 2; 2) all net regularly scheduled payments received by the District under the Swap Agreement; 3) all Shea Revenue pledged under the Shea Revenue Reimbursement Agreement; 4) all System Development Fee Revenue; and 5) any proceeds of the bonds.

MERIDIAN VILLAGE METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 5 - LONG-TERM OBLIGATIONS (CONTINUED)

The bond reissuance establishes a Reserve Fund with a minimum requirement of \$1,500,000. Revenue for the Reserve Fund shall come from the imposition of a System Development Fee. The Reserve Fund balance at December 31, 2017, was \$3,248,051. This balance includes the initial deposit from Shea of \$1,500,000, per the Reserve Fund Guaranty Agreement.

The annual requirements to amortize the remaining Series 2007A Bonds are as follows:

| | <u>Principal</u> | <u>Interest</u> | <u>Total</u> |
|-------------|---------------------|---------------------|---------------------|
| 2018 | \$ - | \$ 3,195,502 | \$ 3,195,502 |
| 2019 | - | 3,195,502 | 3,195,502 |
| 2020 | 215,000 | 3,195,502 | 3,410,502 |
| 2021 | 235,000 | 3,175,975 | 3,410,975 |
| 2022 | 260,000 | 3,154,633 | 3,414,633 |
| 2023 - 2027 | 2,435,000 | 15,302,263 | 17,737,263 |
| 2028 - 2032 | 5,530,000 | 13,651,609 | 19,181,609 |
| 2033 - 2037 | 8,880,000 | 10,570,540 | 19,450,540 |
| 2038 - 2042 | 13,985,000 | 5,694,414 | 19,679,414 |
| 2043 | 3,645,000 | 331,039 | 3,976,039 |
| | <u>\$35,185,000</u> | <u>\$61,466,979</u> | <u>\$96,651,979</u> |

Interest Rate Swaps

On November 14, 2007, the District entered into a swap agreement with Royal Bank of Canada (RBC) acting through its New York Branch. The swap agreement was amended November 22, 2013.

On September 18, 2015, pursuant to the Swap Novation Agreement, RBC transferred the \$35,185,000 par amount of the Series 2007A Bonds to U.S. Bank.

Objective of the interest rate swaps. The District entered into an interest rate swap agreement to hedge against the risk of increases in their variable rate Series 2007 Bonds. This swap agreement achieves a synthetic average fixed rate of 5.73% over the life of the bonds, however, the District did not make any fixed rate payments to the swap provider until 2014. Therefore, the fixed rate payments beginning in 2014 are made at 9.52% of the outstanding bonds. The Swap Agreement with U.S. Bank, dated September 18, 2015, fixes the interest rate at 9.082% beginning October 1, 2015.

Terms. The reissued Series 2007 Bonds mature on December 1, 2043, and the related swap terminates on December 1, 2037. The principal amount of the Series 2007 Bonds of \$35,185,000 matches the total of the U.S. Bank swap. The swap was amended at the same time the Series 2007 Bonds were reissued (September 2015). Under the swap, the District pays the counterparty a fixed payment of 9.082% and receives a variable payment based on 67% of LIBOR plus 140 basis points commencing on October 1, 2015.

MERIDIAN VILLAGE METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 5 - LONG-TERM OBLIGATIONS (CONTINUED)

Fair Value. The fair value of the swap at December 31, 2017, as reported by U.S. Bank, was \$(24,575,288). The fair value was determined to be the market price of the swap at December 31, 2017. Fair values represent the difference between the present value of the fixed payments and the present value of the floating payments as of December 31, 2017.

When the present value of payments to be made by the District exceeds the present value of payments to be received, the swap has a negative value to the District. The fair value of the swap at December 31, 2016, was \$(26,325,964). During 2017, the swap value increased \$1,750,676.

Credit Risk. As of December 31, 2017, the District is exposed to credit risk in the amount of the derivative's fair value. The swap counterparty was rated "A+" by Standard & Poor's, "A1" by Moody's and "AA" by Fitch Ratings.

Basis Risk. The District has managed its basis risk by choosing to receive their variable rate payments from U.S. Bank based on LIBOR, which will closely approximate the variable rate interest payments due on the bonds.

Termination Risk. The District or U.S. Bank may terminate the swap if the other party fails to perform under the terms of the contract. If the swap has a negative fair value at the time of the termination, the District could be liable to the counterparty for a payment equal to the swap's fair value. If the swap agreement is terminated the associated variable rate bond would no longer be hedged with a synthetic fixed interest rate. The District is not aware of any existing event that would lead to a termination event with respect to the swap agreement.

Shea Revenue Reimbursement Agreement

On November 1, 2007, the District entered into an agreement with Shea Homes Limited Partnership (Shea Homes) and U.S. Bank National Association. Under this agreement Shea Homes has pledged to pay to the trustee any amounts necessary to cure a deficiency in funds available for repayment of the 2007A Bonds. Shea will fund this deficiency only after all pledged revenues and surplus funds have been exhausted. The District has agreed to repay any advances made by Shea plus accrued interest within 30 years of the advance being made.

Reserve Fund Guaranty Agreement

On November 22, 2013, the District entered into the Reserve Fund Guaranty Agreement with Shea Homes and U.S. Bank, as trustee, pursuant to the terms of the 2013 reissuance of the Series 2007A bonds. Shea Homes agrees to deposit with the trustee \$1,500,000 to prepay and acquire credits for certain System Development Fees imposed by the District. The obligations by Shea under this agreement are in addition to Shea Homes' obligations pursuant to the Advance and Reimbursement Agreement dated November 1, 2007. The \$1,500,000 establishes the Reserve Fund Requirement in the Reserve Fund. Should the balance in the Reserve Fund fall below \$1,500,000, Shea Homes agrees to pay the amount necessary to restore the Reserve Fund to the Reserve Fund Requirement of \$1,500,000.

MERIDIAN VILLAGE METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 5 - LONG-TERM OBLIGATIONS (CONTINUED)

Authorized Debt

On May 4, 2004, a majority of the qualified electors of the District authorized the issuance of indebtedness in an amount not to exceed \$800,000,000 at an interest rate to be determined by the District's Board of Directors. At December 31, 2017, the District had authorized but unissued indebtedness in the following amounts allocated for the following purposes:

| | Amount Authorized on May 4, 2004 | Authorization Used | | | | Authorized But Unissued |
|--------------------------------------|---|----------------------|----------------------|---------------------|----------------------|-------------------------------|
| | | Series 2004 | Series 2005A | Series 2006A | Series 2007A | |
| Street improvements | \$ 50,000,000 | \$ 2,000,000 | \$ 2,000,000 | \$ 1,117,132 | \$ 3,725,971 | \$ 41,156,897 |
| Parks and recreational facilities | 50,000,000 | - | - | 597,579 | 1,249,340 | 48,153,081 |
| Portable/nonpotable water supply | 50,000,000 | 4,900,000 | 4,900,000 | 460,956 | 3,967,265 | 35,771,779 |
| Sanitation | 50,000,000 | 3,100,000 | 3,100,000 | 324,333 | 3,305,850 | 40,169,817 |
| Traffic and safety | 50,000,000 | - | - | - | - | 50,000,000 |
| Public transportation | 50,000,000 | - | - | - | - | 50,000,000 |
| Television and signal | 50,000,000 | - | - | - | - | 50,000,000 |
| Mosquito control | 50,000,000 | - | - | - | - | 50,000,000 |
| Repayment of debt | 400,000,000 | - | - | - | 22,936,574 | 377,063,426 |
| Total | \$ 800,000,000 | \$ 10,000,000 | \$ 10,000,000 | \$ 2,500,000 | \$ 35,185,000 | \$742,315,000 |

Pursuant to the Service Plan, dated March 12, 2004, the District's mill levy cap consists of 50 mills for debt and 10 mills for operating and maintenance, and is subject to adjustment if the laws of the State change with respect to the ratio used to determine the assessment of property for taxation purposes. The method of calculating assessed valuation of residential assessment rates in the State of Colorado changed to 7.20% from 7.96% for property tax years 2017-2018 on April 17, 2017 with a report submitted to the State Board of Equalization. Accordingly, the mill levy may be adjusted to reflect the change in the assessed value calculation. The debt mill levy is limited as follows:

- (a) For that portion of the Districts' general obligation debt which equals or exceeds 50% of the Districts' assessed valuation, the maximum mill levy the Districts can promise to impose for the payment of all issued debt shall be fifty (50) mills reduced by the number of mills necessary to pay unlimited mill levy general obligation debt described in (b) below; provided however, that in the event the method of calculating assessed valuation is changed after the date of the approval of this Service Plan, the mill levy limitation applicable to such debt may 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.

MERIDIAN VILLAGE METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 5 - LONG-TERM OBLIGATIONS (CONTINUED)

(b) For that portion of the Districts' general obligation debt which is less than 50% of the Districts' assessed valuation, either on the date of issuance or at any time thereafter, the maximum mill levy the Districts can promise to impose for the payment of such debt shall be such amount as may be necessary to pay the debt service on such debt, without limitation of rate.

For purposes of the foregoing, once general obligation debt has been determined to be within (b) above so that the Districts are entitled to pledge to its payment an unlimited ad valorem mill levy, the Districts may provide that such debt shall remain secured by such unlimited mill levy, notwithstanding any subsequent change in the debt to assessed ratio.

In the future, the District may issue a portion or all of the remaining authorized but unissued general obligation debt for purposes of providing public improvements to support development as it occurs within the District's service area.

NOTE 6 - NET POSITION

The District has net position consisting of three components – net investment in capital assets, restricted and unrestricted.

Net investment in capital assets consists of capital assets, net of accumulated depreciation and reduced by the outstanding balances of bonds, mortgages, notes, and other borrowings that are attributable to the acquisition, construction, or improvement of those assets. As of December 31, 2017, the District had net investments in capital assets as follows:

| | |
|---|---------------------|
| Net Investment in capital assets | |
| Capital assets, net | \$ 1,417,017 |
| Noncurrent portion of long-term obligations | (1,992,943) |
| | <u>\$ (575,926)</u> |

Restricted assets include net position that is 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, 2017, as follows:

| | |
|-------------------------------|---------------------|
| Restricted net position: | |
| Emergencies | \$ 17,000 |
| Debt service | 4,543,958 |
| Total restricted net position | <u>\$ 4,560,958</u> |

The District has a deficit in unrestricted net position. This deficit amount is a result of the District being responsible for the repayment of bonds issued for public improvements which were conveyed to other governmental entities and which costs were removed from the District's financial records.

MERIDIAN VILLAGE METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 7 - INTERGOVERNMENTAL AGREEMENTS

Intergovernmental Financing Agreement (IFA)

On December 15, 2004, the District entered into an IFA with Meridian Village Metropolitan District No. 2 (District No. 2). The agreement states that the District will construct and finance certain improvements for the benefit of District No. 2 with the issuance of its Revenue Bonds, Series 2004 in the amount of \$10,000,000. District No. 2 shall levy a tax for debt service, as legally adjusted, not to exceed 50 mills (Mill Levy). District No. 2 shall remit to the District all amounts derived from the Mill Levy, specific ownership taxes and any other funds legally available to pay principal and interest on the bonds.

On May 27, 2005, the IFA was amended and restated to include the issuance of the Revenue Bonds, Series 2005A in the amount of \$10,000,000 and any additional bonds not to exceed an aggregate principal amount of \$2,500,000.

On November 14, 2007, the IFA was amended and restated to include the issuance of the Revenue Bonds, Series 2007A in the amount of \$35,185,000. The agreement states District No. 2 shall levy a tax of 45 mills for debt service, as legally adjusted, not to exceed 50 mills, until November 2014. After November 2014, the mill levy can be reduced to any amount sufficient to pay debt service.

On November 22, 2013, the IFA was amended and restated to accommodate certain changes in the reissuance of the Revenue Bonds, Series 2007A in the amount of \$35,185,000. The agreement states District No. 2 shall levy a tax of 50 mills for debt service and provides that the 50 mill limit can be legally adjusted to provide an amount sufficient to pay the debt service.

The agreement remains in full force and effect until the bonds are paid in full.

District Facilities Agreement

On June 1, 2005, the District entered into an intergovernmental financing agreement with Meridian Village Metropolitan District No. 2 (District No. 2). The agreement states that the District will provide the operation and maintenance of public facilities and services of benefit to both Districts. District No. 2 shall levy a tax of 10 mills for operating and maintenance, as legally adjusted, not to exceed 50 mills (Service Levy). In the event that the Service Levy is insufficient to pay the operation and maintenance costs, a uniform fee may be imposed on each single family lot, multi-family unit, and square foot of commercial development. District No. 2 shall remit to the District all amounts derived from the Service Levy, specific ownership taxes and any other funds legally available to pay principal and interest on the bonds.

Connector Agreement

On June 6, 2000, the District entered into an agreement (restated June 1, 2003, and amended December 7, 2004) for water and sewer connections from Meridian Metropolitan District (Meridian Metro). The District makes water available to Meridian Metro's water supply system in sufficient volume to enable Meridian Metro to make water connections available to the property without using or impairing the water rights presently owned by Meridian Metro. The District will construct all of the needed lines and, upon completion, will convey them to Meridian Metro for maintenance and operations.

MERIDIAN VILLAGE METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 8 - RELATED PARTY TRANSACTIONS

The Developer of the property within the District is Shea Colorado, LLC and its affiliates (Shea, or Developer). Three of the five Board members of the District are employed by or provide services to a business or businesses that are involved with, may become involved with, or are directly and substantially affected by the activities of the District, and all Board members own real property that is located in the District. These relationships and ownerships, in certain circumstances, may give the appearance that conflicting interests could affect their official activities as Board members but as a general matter they do not disqualify them to serve as Board members. As and when required by law, each affected Board member files a written disclosure of any potential conflicts of interest with the District and the Colorado Secretary of State, and they refrain from voting on affected matters unless allowed by law.

The Developer, through various related entities, may perform certain maintenance and management functions for the District. The District paid \$30,000 to the Developer or related entities for these services during 2017.

Tech Center Maintenance, an entity related to the Developer, may also perform certain maintenance functions for the District. The District paid \$284,868 to the Developer or related entities for these services during 2017.

NOTE 9 - RISK MANAGEMENT

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

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

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

MERIDIAN VILLAGE METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 10 - TAX, SPENDING AND DEBT LIMITATIONS

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

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

On May 4, 2004, a majority of the District's electors authorized the District to collect and spend or retain in a reserve all currently levied taxes and fees of the District without regard to any limitations under TABOR.

TABOR requires local governments to establish Emergency Reserves. These reserves must be at least 3% of Fiscal Year Spending (excluding bonded debt service). Local governments are not allowed to use the Emergency Reserves to compensate for economic conditions, revenue shortfalls, or salary or benefit increases.

The 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.

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

SUPPLEMENTARY INFORMATION

**MERIDIAN VILLAGE METROPOLITAN DISTRICT NO. 1
DEBT SERVICE FUND
SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN
FUND BALANCES - BUDGET AND ACTUAL
Year Ended December 31, 2017**

| | <u>Original and Final Budget</u> | <u>Actual Amounts</u> | <u>Variance with Final Budget Positive (Negative)</u> |
|---|--|---------------------------|---|
| REVENUES | | | |
| Property taxes | \$ 25 | \$ 25 | \$ - |
| Specific ownership taxes | 2 | 4 | 2 |
| Net investment income | 2,000 | 9,257 | 7,257 |
| System development fees | 2,000,000 | 1,490,000 | (510,000) |
| Total revenues | <u>2,002,027</u> | <u>1,499,286</u> | <u>(502,741)</u> |
| EXPENDITURES | | | |
| County Treasurer's fees | 1 | - | 1 |
| Debt service | | | |
| Bond interest | 3,195,502 | 3,194,837 | 665 |
| Paying agent fees | 3,500 | 3,300 | 200 |
| Total expenditures | <u>3,199,003</u> | <u>3,198,137</u> | <u>866</u> |
| EXCESS OF REVENUES OVER (UNDER) EXPENDITURES | <u>(1,196,976)</u> | <u>(1,698,851)</u> | <u>(501,875)</u> |
| OTHER FINANCING SOURCES (USES) | | | |
| Transfer from Meridian Village No. 2 | 2,747,798 | 2,825,963 | 78,165 |
| Total other financing sources (uses) | <u>2,747,798</u> | <u>2,825,963</u> | <u>78,165</u> |
| NET CHANGE IN FUND BALANCES | 1,550,822 | 1,127,112 | (423,710) |
| FUND BALANCES - BEGINNING OF YEAR | <u>3,485,683</u> | <u>3,704,777</u> | <u>219,094</u> |
| FUND BALANCES - END OF YEAR | <u>\$ 5,036,505</u> | <u>\$ 4,831,889</u> | <u>\$ (204,616)</u> |

**MERIDIAN VILLAGE METROPOLITAN DISTRICT NO. 1
SCHEDULE OF DEBT SERVICE
REQUIREMENTS TO MATURITY
Year Ended December 31, 2017**

**\$35,185,000 Refunding & Improvement Revenue Bonds
Series 2007A**

Original Fixed Swap Rate 9.52%

Restructured Fixed Swap Rate 10.12%-9.52%

Original Date November 14, 2007

Restructure Date November 19, 2013

Restructure Date September 1, 2015

Restructured Fixed Swap Rate 9.082%

Principal Payable December 1

| Year Ended December 31, | Interest Payable Monthly, Beginning December 3, 2007 | | |
|------------------------------------|---|----------------------|----------------------|
| | Principal | Interest | Total |
| 2018 | \$ - | \$ 3,195,502 | \$ 3,195,502 |
| 2019 | - | 3,195,502 | 3,195,502 |
| 2020 | 215,000 | 3,195,502 | 3,410,502 |
| 2021 | 235,000 | 3,175,975 | 3,410,975 |
| 2022 | 260,000 | 3,154,633 | 3,414,633 |
| 2023 | 285,000 | 3,131,020 | 3,416,020 |
| 2024 | 410,000 | 3,105,136 | 3,515,136 |
| 2025 | 450,000 | 3,067,900 | 3,517,900 |
| 2026 | 615,000 | 3,027,031 | 3,642,031 |
| 2027 | 675,000 | 2,971,176 | 3,646,176 |
| 2028 | 880,000 | 2,909,873 | 3,789,873 |
| 2029 | 970,000 | 2,829,951 | 3,799,951 |
| 2030 | 1,115,000 | 2,741,856 | 3,856,856 |
| 2031 | 1,225,000 | 2,640,592 | 3,865,592 |
| 2032 | 1,340,000 | 2,529,337 | 3,869,337 |
| 2033 | 1,470,000 | 2,407,638 | 3,877,638 |
| 2034 | 1,610,000 | 2,274,133 | 3,884,133 |
| 2035 | 1,760,000 | 2,127,913 | 3,887,913 |
| 2036 | 1,930,000 | 1,968,069 | 3,898,069 |
| 2037 | 2,110,000 | 1,792,787 | 3,902,787 |
| 2038 | 2,315,000 | 1,601,157 | 3,916,157 |
| 2039 | 2,535,000 | 1,390,908 | 3,925,908 |
| 2040 | 2,775,000 | 1,160,680 | 3,935,680 |
| 2041 | 3,035,000 | 908,654 | 3,943,654 |
| 2042 | 3,325,000 | 633,015 | 3,958,015 |
| 2043 | 3,645,000 | 331,039 | 3,976,039 |
| | <u>\$ 35,185,000</u> | <u>\$ 61,466,979</u> | <u>\$ 96,651,979</u> |

**MERIDIAN VILLAGE METROPOLITAN DISTRICT NO. 1
SUMMARY OF ASSESSED VALUATION, MILL LEVY AND
PROPERTY TAXES COLLECTED
December 31, 2017**

| <u>Year ended December 31,</u> | <u>Prior Year Assessed Valuation for Current Year Property Tax Levy</u> | <u>Mills Levied</u> | <u>Property Taxes</u> | | <u>Percent Collected to Levied</u> |
|---------------------------------------|---|-------------------------|-----------------------|------------------|--|
| | | | <u>Levied</u> | <u>Collected</u> | |
| 2013 | \$ 980 | 55.000 | \$ 54 | \$ 54 | 100.0% |
| 2014 | \$ 980 | 60.000 | \$ 59 | \$ 59 | 100.0% |
| 2015 | \$ 280 | 60.000 | \$ 17 | \$ 17 | 100.0% |
| 2016 | \$ 500 | 60.000 | \$ 30 | \$ 30 | 100.0% |
| 2017 | \$ 500 | 60.000 | \$ 30 | \$ 30 | 100.0% |
| Estimated for year ending: 2018 | \$ 520 | 66.332 | \$ 35 | | |

Property taxes collected in any one year may 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.

CONTINUING DISCLOSURE INFORMATION

**MERIDIAN VILLAGE METROPOLITAN DISTRICT NO. 1
CONTINUING DISCLOSURE OBLIGATION
December 31, 2017**

**SUMMARY OF ASSESSED VALUATION, MILL LEVY
AND PROPERTY TAXES COLLECTED FOR MERIDIAN VILLAGE METROPOLITAN DISTRICT NO. 2
(UNAUDITED)**

| Year Ended December 31, | Prior Year Assessed Valuation for Current Year Property Tax Levy | Mills Levied | | Total Property Taxes | | Percentage Collected to Levied |
|--|---|-------------------------|-------------------------|-----------------------------|------------------|---|
| | | General Fund | Debt Service | Levied | Collected | |
| 2013 | \$ 11,404,080 | 10.447 | 45.000 | \$ 632,662 | \$ 632,454 | 99.97% |
| 2014 | \$ 17,826,308 | 10.000 | 50.000 | \$ 1,069,578 | \$ 1,069,479 | 99.99% |
| 2015 | \$ 24,609,880 | 10.000 | 50.000 | \$ 1,476,593 | \$ 1,469,451 | 99.52% |
| 2016 | \$ 40,907,240 | 10.000 | 50.000 | \$ 2,454,434 | \$ 2,453,256 | 99.95% |
| 2017 | \$ 51,056,710 | 10.000 | 50.000 | \$ 3,063,403 | \$ 3,063,406 | 100.00% |
| Estimated for Year Ending December 31, 2018 | \$ 62,740,770 | 11.055 | 55.277 | \$ 4,161,721 | N/A | |

Note:

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

**SAMPLE MILL LEVY
FOR PROPERTY WITHIN MERIDIAN VILLAGE METROPOLITAN DISTRICT NO. 2
(UNAUDITED)**

| Authority Name | Mills |
|---|----------------|
| Douglas County Government | 19.774 |
| Douglas County Law Enforcement | 4.500 |
| Douglas County Re-1 School District | 30.942 |
| Douglas County Schools - Debt Service | 8.054 |
| Urban Drainage & Flood Control District | 0.500 |
| South Metro Fire Rescue Protection District | 9.250 |
| Cherry Creek Basin Water Quality Authority | 0.453 |
| Douglas Public Library District | 4.021 |
| Urban Drainage & Flood South Platte | 0.057 |
| Meridian Village Metro District 2 | 66.332 |
| | <u>143.883</u> |

(Continued)

MERIDIAN VILLAGE METROPOLITAN DISTRICT NO. 1
CONTINUING DISCLOSURE OBLIGATION
December 31, 2017
(Continued)

TEN LARGEST TAXPAYERS IN MERIDIAN VILLAGE METROPOLITAN DISTRICT NO. 2
(UNAUDITED)

| <u>Owner</u> | <u>Assessed Valuation</u> | <u>Percent of Total Assessed Valuation</u> |
|--|-------------------------------|--|
| Shea Homes LP | \$ 7,512,280 | 11.97% |
| Rene Velazquez & Susan Velazquez | 52,150 | 0.08% |
| Trent Redfearn & Courtney Redfearn | 49,720 | 0.08% |
| Srinivasa Rao Yarlagadda & Sarada Yarlagadda | 48,800 | 0.08% |
| Michael Harrell & Ericka Harrell | 48,630 | 0.08% |
| Joshua Perrott & Raneer Perrott | 48,480 | 0.08% |
| Robert Finan III & Margaret Finan | 48,420 | 0.08% |
| Pomeroy Trust | 48,180 | 0.08% |
| Brett Miller & Lindsay Miller | 47,960 | 0.08% |
| Dean P McCall & Jennifer McCall | 47,100 | 0.08% |
| | <u>\$ 7,951,720</u> | <u>12.67%</u> |

SUMMARY STATEMENT OF PROPERTY ACREAGE
MERIDIAN VILLAGE METROPOLITAN DISTRICT NO. 1 & NO. 2
(UNAUDITED)

| | <u>January 1, 2017</u> | <u>Inclusions</u> | <u>Exclusions</u> | <u>December 31, 2017</u> |
|---------|----------------------------|-------------------|-------------------|------------------------------|
| Acreage | 811.80 | - | - | 811.80 |

DEBT COVERAGE RATIO
(UNAUDITED)

| | <u>Pledged Revenues</u> | <u>Debt Service</u> | <u>Ratio</u> |
|--|-----------------------------|-------------------------|--------------|
| | \$ 4,325,249 | \$ 3,194,837 | 135% |