

**WATERFALL METROPOLITAN
DISTRICT NO. 1**

BASIC FINANCIAL STATEMENTS

December 31, 2016

TABLE OF CONTENTS

PAGE

INTRODUCTORY SECTION

Title Page

Table of Contents

FINANCIAL SECTION

Independent Auditors' Report

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 – Governmental Funds to the Statement of Activities 5

Notes to the Financial Statements 6 – 17

Required Supplemental Information

General Fund – Budgetary Comparison Schedule 18

Individual Fund Schedules

Debt Service Fund – Budgetary Comparison Schedule 19

FINANCIAL SECTION



JOHN CUTLER & ASSOCIATES

Board of Directors
Waterfall Metropolitan District No. 1
Loveland, Colorado

INDEPENDENT AUDITORS' REPORT

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities and each major fund of the Waterfall Metropolitan District No. 1 as of and for the year ended December 31, 2016, 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 Waterfall Metropolitan District No. 1, as of December 31, 2016, and the respective changes in financial position, and, where applicable, cash flows thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the required supplementary information on pages 18 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Management has not presented the management's discussion and analysis that governmental 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 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 individual fund schedule listed in the table of contents is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the individual fund schedule is fairly stated in all material respects in relation to the financial statements as a whole.

John Luthr & Associates, LLC

July 28, 2017

BASIC FINANCIAL STATEMENTS

WATERFALL METROPOLITAN DISTRICT NO. 1

STATEMENT OF NET POSITION

As of December 31, 2016

	<u>Governmental Activities</u>
ASSETS	
Cash and Investments	\$ 23,386
Restricted Cash and Investments	157,210
Accounts Receivable	1,209
Property Taxes Receivable	180,955
Prepaid Expenses	3,007
Capital Assets, depreciated, net of accumulated depreciation	<u>282,658</u>
TOTAL ASSETS	<u>648,425</u>
LIABILITIES	
Accounts Payable	11,938
Noncurrent Liabilities	
Due within One Year	504,477
Due in more than One Year	<u>4,196,471</u>
TOTAL LIABILITIES	<u>4,712,886</u>
DEFERRED INFLOWS OF RESOURCES	
Deferred Property Tax Revenue	<u>180,955</u>
NET POSITION	
Net Investment in Capital Assets	(4,418,290)
Restricted for Emergencies	7,600
Restricted for Debt Service	166,523
Unrestricted	<u>(1,249)</u>
TOTAL NET POSITION	<u>\$ (4,245,416)</u>

The accompanying notes are an integral part of the financial statements.

WATERFALL METROPOLITAN DISTRICT NO. 1

STATEMENT OF ACTIVITIES

Year Ended December 31, 2016

<u>FUNCTIONS/PROGRAMS</u>	<u>Expenses</u>	<u>Program Revenues Charges for Services</u>	<u>Net (Expense) Revenues and Changes in Net Position Governmental Activities</u>
PRIMARY GOVERNMENT			
Governmental Activities			
General Government	\$ 316,152	\$ 54,050	\$ (262,102)
Interest on Long-Term Debt	190,173	-	(190,173)
	<u>506,325</u>	<u>54,050</u>	<u>(452,275)</u>
GENERAL REVENUES			
			196,202
			571
			<u>196,773</u>
			(255,502)
			<u>(3,989,914)</u>
			<u>\$ (4,245,416)</u>

The accompanying notes are an integral part of the financial statements.

WATERFALL METROPOLITAN DISTRICT NO. 1

BALANCE SHEET
GOVERNMENTAL FUNDS
As of December 31, 2016

	GENERAL FUND	DEBT SERVICE FUND	TOTAL GOVERNMENTAL FUNDS
ASSETS			
Cash and Investments	\$ 8,611	\$ 14,775	\$ 23,386
Restricted Cash and Investments	-	157,210	157,210
Accounts Receivable	-	1,209	1,209
Property Taxes Receivable	79,986	100,969	180,955
Due From Other Funds	5,171	-	5,171
Prepaid Expenses	3,007	-	3,007
TOTAL ASSETS	\$ 96,775	\$ 274,163	\$ 370,938
LIABILITIES, DEFERRED INFLOWS OF RESOURCES, AND FUND EQUITY			
LIABILITIES			
Accounts Payable	\$ 10,438	\$ 1,500	\$ 11,938
Due To Other Funds	-	5,171	5,171
TOTAL LIABILITIES	10,438	6,671	17,109
LIABILITIES			
Deferred Property Tax Revenue	79,986	100,969	180,955
FUND EQUITY			
Fund Balance			
Nonspendable	3,007	-	3,007
Restricted for Emergencies	7,600	-	7,600
Restricted for Debt Service	-	166,523	166,523
Unassigned	(4,256)	-	(4,256)
TOTAL FUND EQUITY	6,351	166,523	172,874
TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES, AND FUND EQUITY	\$ 96,775	\$ 274,163	

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

Capital assets used in governmental activities are not financial resources and therefore, are not reported in the funds.

282,658

Long-term liabilities are not due and payable in the current period and are not reported in the funds. These include bonds payable (\$1,710,000), developer advances (\$2,486,471), and accrued interest on developer advances (\$504,477).

(4,700,948)

Net position of governmental activities

\$ (4,245,416)

The accompanying notes are an integral part of the financial statements.

WATERFALL METROPOLITAN DISTRICT NO. 1

STATEMENT OF REVENUES, EXPENDITURES
AND CHANGES IN FUND BALANCES - GOVERNMENTAL FUNDS
Year Ended December 31, 2016

	GENERAL FUND	DEBT SERVICE FUND	TOTAL GOVERNMENTAL FUNDS
REVENUES			
Charges for Services	\$ 54,050	\$ -	\$ 54,050
Property Taxes	-	181,619	181,619
Specific Ownership Taxes	-	14,583	14,583
Interest	301	270	571
	<u>54,351</u>	<u>196,472</u>	<u>250,823</u>
TOTAL REVENUES			
EXPENDITURES			
Current			
General Government	62,698	21,425	84,123
Bond Issuance Costs	-	216,088	216,088
Debt Service			
Principal	-	-	-
Interest	-	31,872	31,872
	<u>62,698</u>	<u>269,385</u>	<u>332,083</u>
TOTAL EXPENDITURES			
EXCESS OF REVENUES OVER (UNDER) EXPENSES	<u>(8,347)</u>	<u>(72,913)</u>	<u>(81,260)</u>
OTHER FINANCING SOURCES (USES)			
Proceeds from the Issuance of Debt	-	1,710,000	1,710,000
Payments to Escrow Agent	-	(1,534,381)	(1,534,381)
	<u>-</u>	<u>175,619</u>	<u>175,619</u>
TOTAL OTHER FINANCING SOURCES (USES)			
NET CHANGE IN FUND BALANCES	(8,347)	102,706	94,359
FUND BALANCES, Beginning	<u>14,698</u>	<u>63,817</u>	<u>78,515</u>
FUND BALANCES, Ending	<u>\$ 6,351</u>	<u>\$ 166,523</u>	<u>\$ 172,874</u>

The accompanying notes are an integral part of the financial statements.

WATERFALL METROPOLITAN DISTRICT NO. 1

RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES
AND CHANGES IN FUND BALANCES - GOVERNMENTAL FUNDS
TO THE STATEMENT OF ACTIVITIES
Year Ended December 31, 2016

Amounts Reported for Governmental Activities in the Statement of Activities
are Different Because:

Net Changes in Fund Balances - Total Governmental Funds	\$ 94,359
Governmental funds report capital outlays as expenditures. However, in the statement of activities, the cost of those assets is allocated over their estimated useful lives and reported as depreciation expense. This amount is depreciation expense for the current period.	(15,941)
Debt proceeds are reported as financing sources in the governmental funds and increase fund balance. In the government-wide financial statements, however, issuing debt increases long-term liabilities in the statement of net position and does not effect the statement of activities.	(1,710,000)
Repayment of long-term debt principal is an expenditure in the governmental funds, but the repayment reduces long-term liabilities in the statement of net position. This amount includes payments to escrow agent \$1,513,500 and change in accrued interest in the amount of (\$137,420).	<u>1,376,080</u>
Change in Net Position of Governmental Activities	<u>\$ (255,502)</u>

The accompanying notes are an integral part of the financial statements.

WATERFALL METROPOLITAN DISTRICT NO. 1

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2016

NOTE 1: **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The Waterfall Metropolitan District No. 1 was established to provide financing for the construction, acquisition, and operation and maintenance of water, wastewater, streets, and other public improvements. The District is governed by a five-member Board of Directors elected by the eligible electors.

The accounting policies of the Waterfall Metropolitan District No. 1 (the “District”) conform to generally accepted accounting principles as applicable to governments. The following is a summary of the more significant policies:

Reporting Entity

In accordance with governmental accounting standards, the Waterfall Metropolitan District No. 1 has considered the possibility of inclusion of additional entities in its financial statements.

The definition of the reporting entity is based primarily on financial accountability. The District is financially accountable for organizations that make up its legal entity. It is also financially accountable for legally separate organizations if District officials appoint a voting majority of the organization’s governing body and either it is able to impose its will on that organization or there is a potential for the organization to provide specific financial benefits to, or to impose specific financial burdens on, the District. The District may also be financially accountable for organizations that are fiscally dependent upon it.

Based on the application of these criteria, the District does not include additional organizations in its reporting entity.

Government-Wide and Fund Financial Statements

The government-wide financial statements (i.e., the statement of net position and the statement of activities) report information on all of the nonfiduciary activities of the District. For the most part, the effect of interfund activity has been removed from these statements. *Governmental activities*, which normally are supported by taxes and intergovernmental revenues, are reported separately from *business-type activities*, which rely to a significant extent on fees and charges for support.

The statement of activities demonstrates the degree to which the direct expenses of the 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*.

WATERFALL METROPOLITAN DISTRICT NO. 1

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2016

NOTE 1: **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (Continued)

Government-Wide and Fund Financial Statements (Continued)

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 the liability is incurred, regardless of the timing of related cash flows. Property taxes are recognized as revenues in the year for which they are levied. Grants and similar items are recognized as revenue as soon as all eligibility requirements imposed by the provider have been met.

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 collected within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the District considers revenues to be available if they are collected within 60 days of the end of the current fiscal period.

Property taxes, specific ownership taxes, grants, and interest associated with the current fiscal period are all considered to be susceptible to accrual and so have been recognized as revenues of the current fiscal period. All other revenue items are considered to be measurable and available only when cash is received by the District.

Expenditures generally are recorded when a liability is incurred, as under accrual accounting. However, debt service expenditures are recorded only when payment is due.

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.

In the fund financial statements, 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 District, except those required to be accounted for in another fund.

The *Debt Service Fund* accounts for the accumulation of resources to service the debt of the District.

WATERFALL METROPOLITAN DISTRICT NO. 1

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2016

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Cash and Investments

Cash equivalents include investments with original maturities of three months or less.

Investments are recorded at fair value.

Prepaid Expenses

Payments made to vendors for services that will benefit future periods are recorded as prepaid expenses. An expenditure is reported in the year in which the services are consumed.

Capital Assets

Capital assets, which include property and equipment, are reported in the governmental activities column in the government-wide financial statements. Capital assets are defined by the District as assets with an initial, individual cost of more than \$5,000 and an estimated useful life in excess of one year. Such assets are recorded at historical cost or estimated historical cost if purchased or constructed. Donated capital assets are recorded at estimated fair market value at the date of donation.

Depreciation of exhaustible capital assets is charged as an expense against operations, and accumulated depreciation is reported on the statement of net assets in the government-wide financial statements. Depreciation has been provided over the following estimated useful lives of the capital assets using the straight-line method, landscaping and signage 25 years.

The costs of normal maintenance and repairs that do not add to the value of the asset or materially extend assets' lives are not capitalized.

Long-Term Obligations

In the government-wide financial statements long-term debt and other long-term obligations are reported as liabilities in the governmental activities fund type statement of net position. Bond issue costs are reported as deferred charges and amortized over the term of the related debt.

The face amount of debt issued is reported as other financing sources. Premiums received on debt issuances are reported as other financing sources while discounts on debt issuances are reported as other financing uses. Issuance costs, whether or not withheld from the actual debt proceeds received, are reported as debt service expenditures.

WATERFALL METROPOLITAN DISTRICT NO. 1

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2016

NOTE 1: **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (Continued)

Deferred Outflows/Inflows of Resources

In addition to assets, the statement of financial position and balance sheets will sometimes report a separate section for deferred outflows of resources. This separate financial statement element, deferred outflows of resources, represents a consumption of net position and fund balance that applies to a future period(s) and so will not be recognized as an outflow of resources (expense/expenditure) until then.

In addition to the liabilities, the statement of financial position and 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 and 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 Taxes

The District certifies its property taxes expressed as a mill levy, on or before December 15. Property taxes attach as an enforceable lien on property on January 1. Taxes are payable in full on April 30 or in two installments on February 28 and June 15. The County Treasurer's office collects property taxes and remits to the District on a monthly basis.

Since property tax revenues are collected in arrears during the succeeding year, a receivable and corresponding deferred revenue are recorded at December 31. As the tax is collected in the succeeding year, the deferred revenue is recognized as revenue and the receivable is reduced.

Net Position

The government-wide and business-type fund financial statements utilize a net position presentation. Net position is categorized as investment in capital assets, restricted, and unrestricted.

Investment in Capital Assets is intended to reflect the portion of net position which are associated with non-liquid, capital assets less outstanding capital asset related debt. The net related debt is the debt less the outstanding liquid assets and any associated unamortized cost.

Restricted Net Position are liquid assets, which have third party limitations on their use.

Unrestricted Net Position represent assets that do not have any third party limitation on their use. While District management may have categorized and segmented portions for various purposes, the Board of Directors has the unrestricted authority to revisit or alter these managerial decisions

WATERFALL METROPOLITAN DISTRICT NO. 1

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2016

NOTE 1: **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (Continued)

Fund Balance Classification

The governmental fund financial statements present fund balances based on classifications that comprise a hierarchy that is based primarily on the extent to which the District is bound to honor constraints on the specific purposes for which amounts in the respective governmental funds can be spent. The classifications used in the governmental fund financial statements are as follows:

- Nonspendable – This classification includes amounts that cannot be spent because they are either not in a spendable form (such as inventories and prepaid amounts) or are legally or contractually required to be maintained intact. At December 31, 2016, the District reports nonspendable fund balance in the form of prepaid expenses.
- Restricted – This classification includes amounts for which constraints have been placed on the use of the resources either (a) externally imposed by creditors (such as through a debt covenant), grantors, contributors, or laws or regulations of other governments, or (b) imposed by law through constitutional provisions or enabling legislation. The District has classified Emergency Reserves as being restricted because their use is restricted by State Statute for declared emergencies. The District has also classified the balance of the Debt Service Fund and restricted as its use is restricted for the repayment of long-term debt.
- Committed – This classification includes amounts that can be used only for specific purposes pursuant to constraints imposed by formal action of the Board of Directors. These amounts cannot be used for any other purpose unless the Board of Directors removes or changes the specified use by taking the same type of action (ordinance or resolution) that was employed when the funds were initially committed. This classification also includes contractual obligations to the extent that existing resources have been specifically committed for use in satisfying those contractual requirements. The District did not have any committed resources as of December 31, 2016.
- Unassigned – This classification includes the residual fund balance for the General Fund. The Unassigned classification also includes negative residual fund balance of any other governmental fund that cannot be eliminated by offsetting of Assigned fund balance amounts.

The District would typically use restricted fund balances first, followed by Committed resources, and then Assigned resources, as appropriate opportunities arise, but reserves the right to selectively spend Unassigned fund balance.

WATERFALL METROPOLITAN DISTRICT NO. 1

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2016

NOTE 2: STEWARDSHIP, COMPLIANCE AND ACCOUNTABILITY

Budgets and Budgetary Accounting

The District follows these procedures in establishing the budgetary data reflected in the financial statements:

- On or before October 15, District Management submits to the Board of Directors a proposed operating budget for the fiscal year commencing the following January 1. The operating budget includes proposed expenditures and the means of financing them.
- Public hearings are conducted to obtain public comments.
- Prior to December 31, the budget is legally enacted through passage of a resolution.
- District Management is authorized to transfer budgeted amounts between departments within any fund. However, any revisions that alter the total expenditures of any fund must be approved by the Board of Directors.
- Budgets are legally adopted for all funds of the District on a basis consistent with generally accepted accounting principles (GAAP).
- Budgeted amounts in the financial statements are as originally adopted or as amended by the Board of Directors. All appropriations lapse at year end.

NOTE 3: CASH AND INVESTMENTS

A summary of deposits and investments as of December 31, 2016 follows:

Deposits	\$ 165,452
Investments	<u>15,144</u>
Total	<u>\$ 180,596</u>

Cash and investments are reported in the financial statements as follows:

General Fund -Unrestricted	\$ 8,611
Debt Service Fund – Unrestricted	14,775
Debt Service Fund – Restricted	<u>157,210</u>
Total	<u>\$ 180,596</u>

WATERFALL METROPOLITAN DISTRICT NO. 1

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2016

NOTE 3: CASH AND INVESTMENTS (Continued)

Deposits

Custodial Credit Risk – Deposits

Custodial credit risk is the risk that in the event of a bank failure, the government's deposits may not be returned to it. 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 regulations. At December 31, 2016, State regulatory commissioners have indicated that all financial institutions holding deposits for the District are eligible public depositories. Amounts on deposit in excess of federal insurance levels must be collateralized by eligible collateral as determined by the PDPA. PDPA allows the financial institution to create a single collateral pool for all public funds held. The pool is to be maintained by another institution, or held in trust for all the uninsured public deposits as a group. The market value of the collateral must be at least equal to 102% of the uninsured deposits. The District has no policy regarding custodial credit risk for deposits.

At December 31, 2016, the District had deposits with financial institutions with a carrying amount of \$165,452. The bank balances with the financial institutions were \$165,527. All of this balance was covered by federal depository insurance.

Investments

Interest Rate Risk

The District does not have a formal investment policy that limits investment maturities as a means of managing its exposure to fair value losses arising from increasing interest rates.

Credit Risk

Colorado statutes specify in which instruments the units of local government may invest which include:

- Obligations of the United States and certain U.S. government agency securities
- General obligation and revenue bonds of U.S. local government entities
- Local government investment pools
- Written repurchase agreements collateralized by certain authorized securities
- Certain money market funds
- Guaranteed investment contracts

WATERFALL METROPOLITAN DISTRICT NO. 1

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2016

NOTE 3: CASH AND INVESTMENTS (Continued)

Investments (Continued)

The above investments are authorized for all funds and fund types used by Colorado municipalities.

Fair Value

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; Level 3 inputs are significant observable inputs.

At December 31, 2016, the District held investments in a U.S. Government Agency Money Market Fund in the amount of \$368 with maturity dates of less than one and four years. Given the low risk of this type of investment, the District has not established a policy limiting the amount of investments in this type of security and deems it unnecessary at this time. These investments are valued with Level 1 inputs.

The District had invested \$14,776 in the Colorado Government Liquid Asset Trust (ColoTrust) which has a credit rating of AAAM by Standard and Poor's. ColoTrust is an investment vehicle established for local government entities in Colorado to pool surplus funds and is regulated by the State Securities Commissioner. It operates similarly to a money market fund and each share is equal in value to \$1.00. Investments consist of U.S. Treasury and U.S. Agency securities, and repurchase agreements collateralized by U.S. Treasury and U.S. Agency securities. A designated custodial bank provides safekeeping and depository services in connection with the direct investment and withdrawal functions. Substantially all securities owned are held by the Federal Reserve Bank in the account maintained for the custodial bank. The custodian's internal records identify the investments owned by the entities.

ColoTrust is not a 2a7-like external investment pool. The unit of account is each share held, and the value of the position would be the fair value of the pool's share price multiplied by the number of shares held. The government-investor does not "look through" the pool to report a pro rata share of the pool's investments, receivables, and payables. This investment is valued using Level 2 inputs.

Restricted Cash

At December 31, 2016, the District had \$157,210 in a bond reserve fund as a requirement of the 2016 General Obligation Refunding Bonds.

WATERFALL METROPOLITAN DISTRICT NO. 1

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2016

NOTE 4: CAPITAL ASSETS

Capital assets activity for the year ended December 31, 2016, is summarized below:

	<u>Balances</u> <u>12/31/15</u>	<u>Additions</u>	<u>Deletions</u>	<u>Balances</u> <u>12/31/16</u>
Governmental Activities				
Capital Assets, depreciated				
Landscaping and Signage	\$ 398,527	\$ -	\$ -	\$ 398,527
Total	<u>398,527</u>	<u>-</u>	<u>-</u>	<u>398,527</u>
Accumulated Depreciation				
Landscaping and Signage	99,928	15,941	-	115,869
Capital Assets, net of depreciation	<u>298,599</u>	<u>15,941</u>	<u>-</u>	<u>282,658</u>
Total Capital Assets	<u>\$ 298,599</u>	<u>\$ (15,941)</u>	<u>\$ -</u>	<u>\$ 282,658</u>

Depreciation expense was charged to the General Government activity.

NOTE 5: LONG-TERM DEBT

Following is a summary of long-term debt transactions for the governmental activities for the year ended December 31, 2016.

	<u>Balance</u> <u>12/31/15</u>	<u>Additions</u>	<u>Payments</u>	<u>Balance</u> <u>12/31/16</u>	<u>Due In</u> <u>One Year</u>
2011 Loan Payable	\$ 1,513,500	\$ -	\$ 1,513,500	\$ -	\$ -
2016 GO Refunding Bonds	-	1,710,000	-	1,710,000	-
Notes Payable – MBL34, LLC	2,486,471	-	-	2,486,471	-
Accrued Interest on Notes	<u>367,057</u>	<u>137,420</u>	<u>-</u>	<u>504,477</u>	<u>504,477</u>
Total	<u>\$ 4,367,028</u>	<u>\$ 1,847,420</u>	<u>\$ 1,513,500</u>	<u>\$ 4,700,948</u>	<u>\$ 504,477</u>

Loan Payable

On June 28, 2011 the District signed a loan agreement with US Bank, NA. (“2011 Loan”) for purposes of issuing a Limited Tax General Obligation Note in the amount of \$1,730,000 to refund a portion of the Developer Note with MBL34, LLC and fully pay the note with JMC, LLP. The interest rate on the note is 3.61% annually. Payments are due on June 1 and December 1 of each year with a balloon payment on June 28, 2016. The 2011 Loan was amended in 2016 to extend the balloon payment due date to December 31, 2016. In December of 2016, the 2011 Loan was paid in full from proceeds received from the District’s issuance of its Series 2016A Limited Tax General Obligation Refunding Bonds.

WATERFALL METROPOLITAN DISTRICT NO. 1

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2016

NOTE 5: LONG-TERM DEBT (Continued)

Series 2016A Limited Tax General Obligation Refunding Bonds

In December 2016, the District issued its Series 2016A Limited Tax General Obligation Refunding Bonds (“Series 2016A Bonds”) in the amount of \$1,710,000 to fully refund the 2011 Loan. Principal payments are due annually on December 1 and interest payments are due semi-annually on December 1 and June 1, through December 1, 2046. Interest accrues at 6.50%.

The bonds are subject to redemption prior to maturity, at the option of the District, either in whole or multiples of \$1,000 on December 1, 2021 or thereafter. The bonds are also subject to mandatory sinking fund redemption in part, by lot, on December 1, 2018, and on each December 1 thereafter without a redemption premium.

Future debt service requirements are as follows:

<u>Year Ended</u> <u>December 31,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2017	\$ -	\$ 103,122	\$ 103,122
2018	10,000	111,150	121,150
2019	10,000	110,500	120,500
2020	15,000	109,850	124,850
2021	15,000	108,875	123,875
2022 - 2026	95,000	528,775	623,775
2027 - 2031	170,000	489,125	659,125
2032 - 2036	270,000	421,200	691,200
2037 - 2041	395,000	318,175	713,175
2042 - 2046	<u>730,000</u>	<u>167,700</u>	<u>897,700</u>
Total	<u>\$ 1,710,000</u>	<u>\$ 2,468,472</u>	<u>\$ 4,178,472</u>

Notes Payable – MBL34, LLC

On January 1, 2010, the District entered into an Amended and Restated Improvement Acquisition and Reimbursement Agreement, as subsequently amended (“2010 Acquisition and Reimbursement Agreement”), with Boyd Lake Village, LLC (“BLV”) pursuant to which BLV constructed certain public improvements and conveyed the same to the District in exchange for the District’s issuance to BLV of a Revenue and Limited Tax Obligation Subordinate Promissory Note dated January 1, 2010 (“2010 Subordinate Note”). On September 30, 2010, BLV assigned all its rights, title and interest in the 2010 Acquisition and Reimbursement Agreement and the 2010 Subordinate Note to MBL 34, LLC (“MBL”). A portion of the proceeds from the 2011 Loan was used to pay down principal on the 2010 Subordinate Note, which note was refunded and a new Revenue and Limited Tax Obligation Subordinate Promissory Note dated June 28, 2011, issued to MBL (“2011 Subordinate Note”).

WATERFALL METROPOLITAN DISTRICT NO. 1

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2016

NOTE 5: LONG-TERM DEBT (Continued)

Notes Payable – MBL34, LLC (Continued)

With the issuance of the District's 2016A Bonds, the District refunded the 2011 Subordinate Note and issued a new Revenue and Limited Tax Obligation Subordinate Promissory Note to MBL, dated December 27, 2016 ("2016 Subordinate Note"). The interest rate of the on the 2016 Subordinate Note is at the Prime Rate plus two percentage points. At December 21, 2016, this rate was 5.75%. This note matures on January 1, 2050.

Authorized Debt

Per the Consolidated Service Plan for Waterfall Metropolitan Districts Nos. 1 and 2 (approved by the City of Loveland Council on April 1, 2008) the maximum amount of debt that Waterfall Metropolitan District No. 1 and 2 may incur is \$18,000,000; provided, however, District No. 1 shall not incur debt in excess of \$12,000,000 and District No. 2 shall not incur debt in excess of \$6,000,000.

NOTE 6: RELATED PARTIES

The members of the Board of Directors are employees of McWhinney Real Estate Services, Inc., Manager of MBL 34, LLC, owners, or are otherwise associated with the developer, MBL34, LLC, individually, and may have conflicts of interest in dealing with the District. The above named developer is the current developer of the property within the District and the current holder of the 2016 Subordinate Note dated December 27, 2016.

NOTE 7: 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) as of December 31, 2016. 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 the past three years.

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

WATERFALL METROPOLITAN DISTRICT NO. 1

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2016

NOTE 8: COMMITMENTS AND CONTINGENCIES

TABOR Amendment

TABOR Amendment - Colorado voters passed an amendment to the State Constitution, Article X, Section 20, which has several limitations, including revenue raising, spending abilities, and other specific requirements of state and local government. The Amendment is complex and subject to judicial interpretation. The District believes it is in compliance with the requirements of the Amendment.

The District has established an emergency reserve, representing 3% of fiscal year spending (excluding debt service), as required by the Amendment. At December 31, 2016, the emergency reserve of \$7,600 was recorded in the General Fund.

REQUIRED SUPPLEMENTAL INFORMATION

WATERFALL METROPOLITAN DISTRICT NO. 1

GENERAL FUND
 BUDGETARY COMPARISON SCHEDULE
 Year Ended December 31, 2016

	ORIGINAL BUDGET	FINAL BUDGET	ACTUAL	VARIANCE Positive (Negative)
REVENUES				
O & M Fee	\$ 55,364	\$ 55,364	\$ 54,050	\$ (1,314)
Interest	20	20	301	281
TOTAL REVENUES	55,384	55,384	54,351	(1,033)
EXPENDITURES				
Current				
General Government				
Accounting and Administration	8,500	8,500	8,500	-
District Management	17,500	17,500	15,365	2,135
District Engineer	1,000	-	-	-
Elections	1,500	1,306	1,306	-
Insurance	2,714	2,787	2,787	-
Landscape Maintenance	12,400	11,500	12,978	(1,478)
Repairs and Replacements	1,200	1,200	-	1,200
Legal Expenses	5,000	10,000	16,724	(6,724)
Office, Dues and Other	1,000	1,000	646	354
Utilities	4,000	5,000	4,392	608
Contingency	550	5,000	-	5,000
TOTAL EXPENDITURES	55,364	63,793	62,698	1,095
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	20	(8,409)	(8,347)	62
FUND BALANCE, Beginning	12,041	12,041	14,698	2,657
FUND BALANCE, Ending	\$ 12,061	\$ 3,632	\$ 6,351	\$ 2,719

See the accompanying independent auditors' report.

INDIVIDUAL FUND SCHEDULE

WATERFALL METROPOLITAN DISTRICT NO. 1

DEBT SERVICE FUND
 BUDGETARY COMPARISON SCHEDULE
 Year Ended December 31, 2016

	ORIGINAL BUDGET	FINAL BUDGET	ACTUAL	VARIANCE Positive (Negative)
REVENUES				
Property Taxes	\$ 181,619	\$ 181,619	\$ 181,619	\$ -
Specific Ownership Taxes	12,713	14,192	14,583	391
Interest Income	250	110,000	270	(109,730)
TOTAL REVENUES	194,582	305,811	196,472	(109,339)
EXPENDITURES				
Current				
General Government				
Accounting	-	-	6,904	(6,904)
Legal	-	-	9,974	(9,974)
Fees	5,282	5,282	4,547	735
Bond Issuance Costs	42,500	246,675	216,088	30,587
Contingency	1,000	110,000	-	110,000
Debt Service				
Principal	80,000	27,313	-	27,313
Interest	66,061	66,061	31,872	34,189
TOTAL EXPENDITURES	194,843	455,331	269,385	185,946
OTHER FINANCING SOURCES (USES)				
Proceeds from Issuance of Debt	1,513,500	4,030,136	1,710,000	(2,320,136)
Payments to Escrow Agent	(1,513,500)	(1,515,249)	(1,534,381)	(19,132)
TOTAL OTHER FINANCING SOURCES AND (USES)	-	2,514,887	175,619	(2,339,268)
NET CHANGE IN FUND BALANCE	(261)	2,365,367	102,706	(2,262,661)
FUND BALANCE, Beginning	60,728	63,817	63,817	-
FUND BALANCE, Ending	\$ 60,467	\$ 2,429,184	\$ 166,523	\$ (2,262,661)

See the accompanying independent auditors' report.