

**THE PLAZA METROPOLITAN DISTRICT NO. 1**  
**Jefferson County, Colorado**

**FINANCIAL STATEMENTS**  
**December 31, 2017**

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May 1, 2018

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Board of Directors  
The Plaza Metropolitan District No. 1  
Jefferson County, Colorado

Independent Auditors' Report

We have audited the accompanying financial statements of the governmental activities and each major fund of The Plaza Metropolitan District No. 1, 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 the 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 of 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 District'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 District's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting principles 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 Plaza Metropolitan District No. 1 as of December 31, 2017, and the respective changes in financial position and the respective budgetary comparison for the General Fund for the year then ended in accordance with accounting principles generally accepted in the United States of America.

***Other Matters***

*Required Supplementary Information*

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

*Other Information*

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise The Plaza Metropolitan District No. 1's basic financial statements. The supplementary information as listed in the table of contents is presented for purposes of additional analysis and is not a required part of the basic financial statements.

The 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. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the supplementary information is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

*Simmons & Wheeler, P.C.*

Englewood, CO  
April 24, 2018

## **BASIC FINANCIAL STATEMENTS**

**THE PLAZA METROPOLITAN DISTRICT NO. 1**  
**STATEMENT OF NET POSITION**  
**December 31, 2017**

	<u><b>Governmental Activities</b></u>
<b>ASSETS</b>	
Cash and investments	\$ 36,724
Cash and investments - Restricted	7,195,556
Receivable - PIF	602,981
Receivable - Lodger's tax	8,859
Prepaid expense	29,587
Capital assets, net	<u>29,380,436</u>
Total assets	<u><u>37,254,143</u></u>
<b>LIABILITIES</b>	
Accounts payable	17,618
Accrued interest payable - Bonds	310,522
Noncurrent liabilities	
Due within one year	4,375,000
Due in more than one year	<u>99,550,368</u>
Total liabilities	<u><u>104,253,508</u></u>
<b>NET POSITION</b>	
Invested in capital assets, net of related debt	(3,950,740)
Restricted for:	
Emergency reserves	6,000
Debt service	611,840
Unrestricted	<u>(63,666,465)</u>
Total net position	<u><u>\$ (66,999,365)</u></u>

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

**THE PLAZA METROPOLITAN DISTRICT NO. 1**  
**STATEMENT OF ACTIVITIES**  
Year Ended December 31, 2017

<u>Functions/Programs</u>	<u>Program Revenues</u>			<u>Net (Expense)</u>	
	<u>Expenses</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:					
Government activities:					
General government	\$ 114,767	\$ -	\$ -	\$ -	\$ (114,767)
Public works	3,815,043	61,981	-	-	(3,753,062)
Fire protection	25,000	-	-	-	(25,000)
Parking	95,568	131,442	-	-	35,874
Interest and related costs on long-term debt	<u>9,537,847</u>	<u>7,032,978</u>	<u>-</u>	<u>-</u>	<u>(2,504,869)</u>
	<u>\$ 13,588,225</u>	<u>\$ 7,226,401</u>	<u>\$ -</u>	<u>\$ -</u>	<u>(6,361,824)</u>
General revenues:					
Public improvement fees					5,446,264
Net investment income					101,014
Total general revenues					<u>5,547,278</u>
Change in net position					(814,546)
Net position - Beginning					<u>(66,184,819)</u>
Net position - Ending					<u>\$ (66,999,365)</u>

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

**THE PLAZA METROPOLITAN DISTRICT NO. 1**  
**BALANCE SHEET**  
**GOVERNMENTAL FUNDS**  
**December 31, 2017**

	<b>General</b>	<b>Debt Service</b>	<b>Total Governmental Funds</b>
<b>ASSETS</b>			
Cash and investments	\$ 36,724	\$ -	\$ 36,724
Cash and investments - Restricted	6,000	7,189,556	7,195,556
Receivable - PIF	-	602,981	602,981
Receivable - Lodger's tax	-	8,859	8,859
Prepaid expenses	29,587	-	29,587
<b>TOTAL ASSETS</b>	<b>\$ 72,311</b>	<b>\$ 7,801,396</b>	<b>\$ 7,873,707</b>
<b>LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES</b>			
<b>LIABILITIES</b>			
Accounts payable	\$ 17,618	\$ -	\$ 17,618
Total liabilities	17,618	-	17,618
<b>FUND BALANCES</b>			
Nonspendable:			
Prepaid expense	29,587	-	29,587
Restricted for:			
Emergency Reserve (TABOR)	6,000	-	6,000
Debt service	-	7,801,396	7,801,396
Unassigned:	19,106	-	19,106
Total fund balances	54,693	7,801,396	7,856,089
<b>TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES</b>	<b>\$ 72,311</b>	<b>\$ 7,801,396</b>	

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.	29,380,436
Long-term liabilities, including bonds payable, are not due and payable in the current period and, therefore, are not reported as liabilities in the funds.	
Bonds payable	(78,685,000)
Bonds premium	(2,559,654)
Developer advance and compounded interest payable	(22,680,714)
Accrued interest payable - Bonds	(310,522)
Net position of governmental activities	<b>\$ (66,999,365)</b>

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

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

	<u>General</u>	<u>Debt Service</u>	<u>Total Governmental Funds</u>
<b>REVENUES</b>			
Maintenance reimbursement from City	\$ 61,981	\$ -	\$ 61,981
Public improvement fees	-	5,446,264	5,446,264
Incremental property taxes	-	5,423,565	5,423,565
Incremental tax revenue - Offsite	-	778,987	778,987
Incremental tax revenue - Outparcels	-	315,402	315,402
Parking fees	131,442	-	131,442
Net investment income	-	101,014	101,014
Lodging tax	-	73,215	73,215
Intergovernmental revenue from Plaza No. 2	-	316,306	316,306
Intergovernmental revenue from Plaza No. 3	-	125,503	125,503
Total revenues	<u>193,423</u>	<u>12,580,256</u>	<u>12,773,679</u>
<b>EXPENDITURES</b>			
Current			
Accounting	34,673	-	34,673
Auditing	7,500	-	7,500
Legal	40,949	-	40,949
Operations and maintenance	1,387,461	-	1,387,461
Operations and maintenance - Management fee	125,000	-	125,000
Parking operations	95,568	-	95,568
Dues and subscriptions	1,688	-	1,688
Insurance and bonds	28,561	-	28,561
Miscellaneous	91	-	91
Engineering	1,305	-	1,305
Alameda improvements	1,093,333	-	1,093,333
Payment to West Metro Fire	25,000	-	25,000
Debt service			
Bond principal - Series 2013 Bonds	-	4,170,000	4,170,000
Interest expense - Series 2013 Bonds	-	3,934,765	3,934,765
Loan principal - 2010 Loan	-	224,662	224,662
Interest expense - 2010 Loan	-	19,255	19,255
Investment management	-	7,923	7,923
PIF collection fees and expenses	-	232,230	232,230
Paying agent fees	-	4,125	4,125
Total expenditures	<u>2,841,129</u>	<u>8,592,960</u>	<u>11,434,089</u>
<b>EXCESS OF REVENUES OVER (UNDER) EXPENDITURES</b>	<u>(2,647,706)</u>	<u>3,987,296</u>	<u>1,339,590</u>
<b>OTHER FINANCING SOURCES (USES)</b>			
Developer advance	2,619,503	-	2,619,503
Transfers to LRA	-	(3,900,000)	(3,900,000)
Transfer in (out)	11,885	(11,885)	-
Total other financing sources (uses)	<u>2,631,388</u>	<u>(3,911,885)</u>	<u>(1,280,497)</u>
<b>NET CHANGE IN FUND BALANCES</b>	(16,318)	75,411	59,093
<b>FUND BALANCES - BEGINNING OF YEAR</b>	<u>71,011</u>	<u>7,725,985</u>	<u>7,796,996</u>
<b>FUND BALANCES - END OF YEAR</b>	<u>\$ 54,693</u>	<u>\$ 7,801,396</u>	<u>\$ 7,856,089</u>

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

**THE PLAZA 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	\$	59,093
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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 and depreciation expense in the current period are as follows:

Depreciation expense		(1,209,249)
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The issuance of long-term debt (e.g., bonds, leases) provides current financial resources to governmental funds, while the repayment of the principal of long-term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net position. Also, governmental funds report the effect of premiums, discounts, and similar items when debt is first issued, whereas these amounts are deferred and amortized in the statement of activities. The net effect of these differences in the treatment of long-term debt and related items is as follows:

Developer advance		(2,619,503)
Accrued interest on Developer advances		(1,708,510)
Current year bond principal payment		4,170,000
Current year loan principal payment		224,662

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

Accrued interest on bonds - Change in liability		17,375
Accrued interest on note - Change in liability		106
Amortization of bond premium		251,480
		251,480

Changes in net position of governmental activities	\$	(814,546)
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These financial statements should be read only in connection with  
the accompanying notes to financial statements.

**THE PLAZA 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>
<b>REVENUES</b>			
Maintenance reimbursement from City	\$ 69,500	\$ 61,981	\$ (7,519)
Parking fees	80,000	131,442	51,442
Total revenues	<u>149,500</u>	<u>193,423</u>	<u>43,923</u>
<b>EXPENDITURES</b>			
Current			
Accounting	52,000	34,673	17,327
Auditing	7,500	7,500	-
Legal	75,000	40,949	34,051
Operations and maintenance	1,700,000	1,387,461	312,539
Operations and maintenance - Management fee	125,000	125,000	-
Parking operations	80,000	95,568	(15,568)
Insurance and bonds	25,525	28,561	(3,036)
Maintenance - Residential	2,500	-	2,500
Payment to West Metro Fire	25,000	25,000	-
Engineering	-	1,305	(1,305)
Miscellaneous	-	91	(91)
Alameda improvements	1,500,000	1,093,333	406,667
Block 2 Garage	478,000	-	478,000
Block 7 Garage	120,000	-	120,000
Other	29,775	-	29,775
Contingency	30,600	-	30,600
Total expenditures	<u>4,253,000</u>	<u>2,841,129</u>	<u>1,411,871</u>
<b>EXCESS OF REVENUES OVER (UNDER) EXPENDITURES</b>	<u>(4,103,500)</u>	<u>(2,647,706)</u>	<u>1,455,794</u>
<b>OTHER FINANCING SOURCES (USES)</b>			
Developer advance - Maintenance fee	1,700,000	1,387,461	(312,539)
Developer advance - Maintenance fee - Management Fee	125,000	125,000	-
Developer advance - Parking	-	13,709	13,709
Developer advance - Alameda improvements	1,500,000	1,093,333	(406,667)
Developer advance - Block 2 Garage	478,000	-	(478,000)
Developer advance - Block 7 Garage	120,000	-	(120,000)
Developer advance - Other	29,775	-	(29,775)
Transfers in	1,494,321	1,494,321	-
Transfers out	(1,344,000)	(1,482,436)	(138,436)
Total other financing sources (uses)	<u>4,103,096</u>	<u>2,631,388</u>	<u>(1,471,708)</u>
<b>NET CHANGE IN FUND BALANCES</b>	(404)	(16,318)	(15,914)
<b>FUND BALANCES - BEGINNING OF YEAR</b>	13,562	71,011	57,449
<b>FUND BALANCES - END OF YEAR</b>	<u>\$ 13,158</u>	<u>\$ 54,693</u>	<u>\$ 41,535</u>

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

**THE PLAZA METROPOLITAN DISTRICT NO. 1**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2017**

**NOTE 1 - DEFINITION OF REPORTING ENTITY**

The Plaza Metropolitan District No. 1 (District), a quasi-municipal corporation and political subdivision of the State of Colorado was organized on November 27, 2000, 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 entirely in the City of Lakewood (City), Jefferson County, Colorado. The District was established to provide financing for water, streets, traffic and safety controls, sanitation, transportation, television relay and translator, mosquito and pest control, park and recreation, and operation and maintenance of the District. Pursuant to the Service Plan and the District Facilities Constructions and Service Agreement, the District is the Service District related to The Plaza Metropolitan District No. 2 (District No. 2), the commercial financing district, and The Plaza Metropolitan District No. 3 (District No. 3) the residential financing district. District Nos. 2 and 3 serve as the financing districts for the development of the service area, which encompasses the area of both the District and District Nos. 2 and 3 and is generally known as Belmar (the Project).

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

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

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

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

**Government-wide and Fund Financial Statements**

The government-wide financial statements include the statement of net position and the statement of activities. These financial statements include all of the activities of the District. The effect of interfund activity has been removed from these statements. Governmental activities are normally supported by taxes and intergovernmental revenues. The statement of net position reports all financial and capital resources of the District. The difference between the assets and liabilities of the District is reported as net position.

**THE PLAZA 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 sources of revenue susceptible to accrual are public improvement fees. All other revenue items are considered to be measurable and available only when cash is received by the District. The District determined that Developer advances are not considered as revenue susceptible to accrual. Expenditures, other than interest on long-term obligations, are recorded when the liability is incurred or the long-term obligation 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 PLAZA METROPOLITAN DISTRICT NO. 1**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2017**

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

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.

**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.

**Accounts Receivable**

All accounts receivables are shown net of an allowance for uncollectibles. There are no allowances for uncollectibles.

**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 activities column in the government-wide financial statements. Capital assets are defined by the District as assets with an initial, individual cost of more than \$5,000. Such assets are recorded at historical cost or estimated historical cost if purchased or constructed. Donated capital assets are recorded at acquisition value at the date of donation.

Capital assets which are anticipated to be conveyed to other governmental entities are recorded as construction in progress and are not included in the calculation of invested in capital assets, net of related debt component of the District's net position.

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

Depreciation expense has been computed using the straight-line method over the following estimated economic useful lives:

Equipment - Parking kiosks	20 years
Infrastructure:	
Parking structures	75 years
Parks and recreation	20 years
Curb and sidewalk	15 years
Streets	15 years
Signage	10 years

**THE PLAZA METROPOLITAN DISTRICT NO. 1**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2017**

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

**Amortization**

**Original Issue Discount/Premium**

In the government-wide financial statements, bond premiums and discounts are deferred and amortized over the life of the bonds using the effective interest method.

In the fund financial statements, governmental fund types recognize bond premiums and discounts, as well as bond issuance costs, during the current period. 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 expenditures.

**Equity**

***Net Position***

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

***Fund Balance***

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

- *Nonspendable fund balance* – The portion of fund balance that cannot be spent because it is either not in spendable form (such as prepaid amounts or inventory) or legally or contractually required to be maintained intact.
- *Restricted fund balance* – The portion of fund balance that is constrained to being used for a specific purpose by external parties (such as bondholders), constitutional provisions, or enabling legislation.
- *Committed fund balance* – The portion of fund balance that can only be used for specific purposes pursuant to constraints imposed by formal action of the government's highest level of decision-making authority, the Board of Directors. The constraint may be removed or changed only through formal action of the Board of Directors.

**THE PLAZA METROPOLITAN DISTRICT NO. 1**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2017**

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

- *Assigned fund balance* – The portion of fund balance that is constrained by the government’s intent to be used for specific purposes, but is neither restricted nor committed. Intent is expressed by the Board of Directors to be used for a specific purpose. Constraints imposed on the use of assigned amounts are more easily removed or modified than those imposed on amounts that are classified as committed.
- *Unassigned fund balance* – The residual portion of fund balance that does not meet any of the criteria described above.

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

**NOTE 3 - CASH AND INVESTMENTS**

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

Statement of net position:

Cash and investments	\$ 36,724
Cash and investments - Restricted	<u>7,195,556</u>
Total cash and investments	<u>\$ 7,232,280</u>

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

Deposits with financial institutions	\$ 42,724
Investments	<u>7,189,556</u>
Total cash and investments	<u>\$ 7,232,280</u>

**Deposits with Financial Institutions**

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

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

At December 31, 2017, the District’s cash deposits had a bank and carrying balance of \$42,724.

**THE PLAZA METROPOLITAN DISTRICT NO. 1**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2017**

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

**Investments**

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

The District generally limits its concentration of investments to those noted with an asterisk (\*) below, which are believed to have minimal credit risk, minimal interest rate risk and no foreign currency risk. Additionally, the District is not subject to concentration risk 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 requirement.

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).

**THE PLAZA 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:

<b>Investment</b>	<b>Maturity</b>	<b>Amount</b>
US Government Issues	Various	\$ 3,331,801
Local Government Investment Pool	Various	3,468
Corporate Issues	Various	450,148
Supernational Issues	Various	249,029
US Treasury Issues	Various	3,155,110
		<u>\$ 7,189,556</u>

**US GOVERNMENT ISSUES**

The District invested a portion of its Debt Service Reserve money into US Government Issues rated AA+ by Standard & Poor's. Detailed investments are as follows:

<b>Description</b>	<b>Market Value</b>	<b>Rating</b>	<b>Coupon Rate</b>	<b>Maturity Date</b>
FNMA	\$ 250,748	AA+	0.875	02/08/2018
FHLB	250,357	AA+	0.875	03/19/2018
FNMA	249,587	AA+	0.875	05/21/2018
FFCB	148,432	AA+	1.060	06/03/2019
FNMA	250,617	AA+	1.750	09/12/2019
FHLMC	247,795	AA+	1.250	10/02/2019
FHLMC Callable Note 1X 5/22/2015	247,449	AA+	1.500	05/22/2020
FNMA	246,650	AA+	1.500	11/30/2020
FNMA	248,694	AA+	1.875	12/28/2020
FHLB	245,678	AA+	1.375	02/18/2021
FHLB	248,769	AA+	1.750	03/12/2021
FHLB	248,328	AA+	1.875	11/29/2021
FNMA	200,638	AA+	2.000	01/05/2022
FNMA	248,059	AA+	2.000	10/05/2022
<hr/> <b>Total US Government Issues</b> <hr/>		<b>\$ 3,331,801</b>		

The District invested a portion of its Debt Service Revenue money into Local Government Investment Pool rated AAA by Standard & Poor's. Detailed Investments are as follows:

**THE PLAZA METROPOLITAN DISTRICT NO. 1**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2017**

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

**LOCAL GOVERNMENT INVESTMENT POOL**

<u>Description</u>	<u>Market Value</u>	<u>S&amp;P Rating</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>
CSAFE Investment Pool	\$ 3,468	AAA	1.340	
<u>Total Local Government Investment Pool</u>	<u>\$ 3,468</u>			

**CORPORATE ISSUES**

The District invested a portion of its Debt Service Reserve money into Corporate Issues rated AA - AAA by Standard & Poor's. Detailed investments are as follows:

<u>Description</u>	<u>Market Value</u>	<u>Rating</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>
Johnson & Johnson Note	\$ 149,056	AAA	1.125	03/01/2019
Berkshire Hathaway Note	150,266	AA	1.700	03/15/2019
Apple Inc. Note	150,826	AA+	2.100	05/06/2019
<u>Total Corporate Issues</u>	<u>\$ 450,148</u>			

**SUPERNATIONAL ISSUES**

The District invested a portion of its Debt Service Reserve money into Supernational Issues rated AAA by Standard & Poor's. Detailed investments are as follows:

<u>Description</u>	<u>Market Value</u>	<u>S&amp;P Rating</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>
Intl. Bank Recon & Development	\$ 249,029	AAA	1.000	10/05/2018
<u>Total Supernational Issues</u>	<u>\$ 249,029</u>			

**THE PLAZA METROPOLITAN DISTRICT NO. 1**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2017**

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

**US TREASURY**

The District invested a portion of its Debt Service Reserve money into US Treasury rated AA+ by Standard & Poor's. Detailed investments are as follows:

<u>Description</u>	<u>Market Value</u>	<u>Rating</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>
US Treasury Note	\$ 249,622	AA+	0.625	04/30/2018
US Treasury Note	249,741	AA+	1.125	06/15/2018
US Treasury Note	250,112	AA+	0.875	07/15/2018
US Treasury Note	249,535	AA+	1.000	09/15/2018
US Treasury Note	246,451	AA+	1.125	03/31/2020
US Treasury Note	247,070	AA+	1.375	09/30/2020
US Treasury Note	246,898	AA+	1.750	11/30/2021
US Treasury Note	248,744	AA+	2.000	12/31/2021
US Treasury Note	198,127	AA+	1.750	02/28/2022
US Treasury Note	197,613	AA+	1.750	03/31/2022
US Treasury Note	262,404	AA+	1.875	05/31/2022
US Treasury Note	260,220	AA+	1.750	06/30/2022
US Treasury Note	248,573	AA+	1.875	07/31/2022
<u>Total US Treasury Issues</u>	<u>\$ 3,155,110</u>			

**THE PLAZA METROPOLITAN DISTRICT NO. 1**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2017**

**NOTE 4 - CAPITAL ASSETS**

**Capital Assets - Governmental Funds**

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

<b><u>Governmental Activities:</u></b>	<b>Balance at December 31, 2016</b>	<b>Increases</b>	<b>Decreases</b>	<b>Balance at December 31, 2017</b>
Capital assets, not being depreciated:				
Detention ponds	\$ 289,446	\$ -	\$ -	\$ 289,446
Total capital assets, not being depreciated	<u>289,446</u>	<u>-</u>	<u>-</u>	<u>289,446</u>
Capital assets, being depreciated:				
Public transportation/parking structures	28,831,970	-	-	28,831,970
Curb and sidewalk	5,694,806	-	-	5,694,806
Streets	3,464,737	-	-	3,464,737
Parking kiosks	334,601	-	-	334,601
Parks and recreation	3,627,056	-	-	3,627,056
Signage	162,977	-	-	162,977
Total capital assets, being depreciated	<u>42,116,147</u>	<u>-</u>	<u>-</u>	<u>42,116,147</u>
Less accumulated depreciation for:				
Public transportation/parking structures	(4,656,774)	(384,523)	-	(5,041,297)
Curb and sidewalk	(4,176,189)	(379,654)	-	(4,555,843)
Streets	(1,672,274)	(230,982)	-	(1,903,256)
Parking kiosks	(150,570)	(16,730)	-	(167,300)
Parks and recreation	(1,088,118)	(181,353)	-	(1,269,471)
Signage	(71,983)	(16,007)	-	(87,990)
Total accumulated depreciation	<u>(11,815,908)</u>	<u>(1,209,249)</u>	<u>-</u>	<u>(13,025,157)</u>
Total capital assets being depreciated, net	<u>30,300,239</u>	<u>(1,209,249)</u>	<u>-</u>	<u>29,090,990</u>
Governmental activities capital assets, net	<u>\$ 30,589,685</u>	<u>\$(1,209,249)</u>	<u>\$ -</u>	<u>\$ 29,380,436</u>

Depreciation expense was charged to the governmental operations of the District for the year ended December 31, 2017, in the amount of \$1,209,249. A 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.

**THE PLAZA METROPOLITAN DISTRICT NO. 1**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2017**

**NOTE 5 - LONG-TERM OBLIGATIONS**

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

	<u>Balance at December 31, 2016</u>	<u>Additions</u>	<u>Retirements</u>	<u>Balance at December 31, 2017</u>	<u>Due Within One Year</u>
Developer advances and compounded interest	\$ 18,352,701	\$ 4,328,013	\$ -	\$ 22,680,714	\$ -
Series 2013 Revenue Refunding Bonds	82,855,000	-	4,170,000	78,685,000	4,375,000
Series 2013 Bonds Premium	2,811,134	-	251,480	2,559,654	-
2010 Loan	224,662	-	224,662	-	-
	<u>\$ 104,243,497</u>	<u>\$ 4,328,013</u>	<u>\$ 4,646,142</u>	<u>\$ 103,925,368</u>	<u>\$ 4,375,000</u>

The details of the District's long-term obligations are as follows:

**\$98,900,000 Revenue Refunding Bonds, Series 2013, dated January 30, 2013**, with interest of 2.00% to 4.90%, payable on June 1 and December 1, each year. The bonds consist of term and serial bonds that mature December 1, 2040 with principal payment due on December 1 each year. The bonds maturing on or after December 1, 2023, are subject to redemption prior to maturity, at the option of the District, as a whole or in part, and if in part in inverse order of maturity, on December 1, 2022, and on any date thereafter, at a price equal to 100% of the principal amounts of each Series 2013 Bonds so redeemed plus interest accrued to the redemption date, without redemption premium. The revenues pledged consist of the PIF Revenue, TIF Revenue, Offsite Incremental TIF Review, Lodging Tax Revenue, and Capital Pledge Agreement Revenues, as well as any other legally available amounts designated as such. The Additional Offsite Incremental TIF Review pledge test was satisfied in 2014 and has been released from Pledge Revenues going forward.

**\$925,000 Loan Agreement, Dated September 1, 2010**, with interest of 8.5% to fund the acquisition and construction of infrastructure improvements. The loan matures on March 1, 2018, with interest and principal payments due March 1 beginning in the year 2012. The loan shall not be payable from or secured by any portion of the Revenues pledged under the Prior Bonds Indenture. In addition, if the District fails to pay in full the scheduled interest payment, then unpaid interest shall compound annually. On December 27, 2017, the District paid the loan in full. There are no further payments due.

**THE PLAZA METROPOLITAN DISTRICT NO. 1**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2017**

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

The total debt service obligations of principal and interest for the Series 2013 Revenue Refunding Bonds and the 2010 loan agreement mature as follows:

	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2018	\$ 4,375,000	\$ 3,726,265	\$ 8,101,265
2019	4,585,000	3,507,515	8,092,515
2020	4,810,000	3,278,265	8,088,265
2021	5,045,000	3,037,765	8,082,765
2022	5,290,000	2,785,515	8,075,515
2023-2027	23,975,000	10,401,215	34,376,215
2028-2032	7,930,000	6,776,825	14,706,825
2033-2037	9,040,000	4,805,250	13,845,250
2038-2040	13,635,000	1,730,750	15,365,750
	<u>\$ 78,685,000</u>	<u>\$ 40,049,365</u>	<u>\$ 118,734,365</u>

**Debt Authorization**

On November 7, 2000, a majority of the qualified electors of the District who voted in the election authorized the issuance of indebtedness in an amount not to exceed \$728,000,000. On May 7, 2002, a majority of the qualified electors of the District who voted in the election authorized the issuance of additional indebtedness in an amount not to exceed \$976,000,000. On November 6, 2007, a majority of the qualified electors of the District who voted in the election authorized the issuance of additional indebtedness in an amount not to exceed \$187,375,000. After the issuance of the Series 2003 bonds, Series 2005 bonds, 2010 Loan, and Series 2013 bonds, the District had authorized but unissued indebtedness in the following amounts allocated for the following purposes:

	<u>Authorized November 7, 2000 Election</u>	<u>Authorized May 7, 2002 Election</u>	<u>Authorized November 6, 2007 Election</u>	<u>Authorization Used 2003 and 2005 Bonds</u>	<u>Authorization Used 2010 Loan</u>	<u>Authorization Used 2013 Bonds</u>	<u>Remaining at December 31, 2017</u>
Streets	\$ 100,000,000	\$ 100,000,000	\$ -	\$ 84,417,698	\$ 925,000	\$ 6,484,829	\$ 108,172,473
Sanitary and storm sewer	35,000,000	35,000,000	-	5,790,134	-	-	64,209,866
Park and recreation	25,000,000	25,000,000	-	642,961	-	-	49,357,039
Public transportation	12,000,000	12,000,000	-	12,537	-	-	23,987,463
Traffic and safety	7,000,000	7,000,000	-	-	-	-	14,000,000
Television relay and translation	12,000,000	12,000,000	-	584,837	-	-	23,415,163
Water	36,000,000	36,000,000	-	4,051,833	-	-	67,948,167
Mosquito control	7,000,000	7,000,000	-	-	-	-	14,000,000
Operations and maintenance	7,000,000	7,000,000	-	-	-	-	14,000,000
Refundings	241,000,000	241,000,000	-	-	-	92,415,171	389,584,829
Contracts	-	246,000,000	-	-	-	-	246,000,000
Intergovernmental agreements	246,000,000	246,000,000	187,375,000	-	-	-	679,375,000
Management services contract	-	2,000,000	-	-	-	-	2,000,000
	<u>\$ 728,000,000</u>	<u>\$ 976,000,000</u>	<u>\$ 187,375,000</u>	<u>\$ 95,500,000</u>	<u>\$ 925,000</u>	<u>\$ 98,900,000</u>	<u>\$ 1,696,050,000</u>

**THE PLAZA METROPOLITAN DISTRICT NO. 1**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2017**

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

According to the Service Plan, the District is limited to issuing \$250,000,000 in debt (except for bonds issued for refunding purposes). Per the Consolidated Quinquennial Review filed with the City of Lakewood Manager and the City of Lakewood Finance Director on October 11, 2012, all authorized debt is to be issued within twenty years from the date of authorization for such debt. The Plaza Metropolitan District Nos. 2 and 3 are limited to a maximum debt service mill levy of 25 mills and 20 mills, respectively, as adjusted for changes in the method of calculating assessed valuation. The maximum debt service mill levy imposed at December 31, 2017, for collection of taxes in 2017, as adjusted, is 25 mills for The Plaza Metropolitan District No. 2 and 22.990 mills for The Plaza Metropolitan District No. 3.

In the future, the District may issue a portion or all of the remaining authorized but unissued 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 - invested in capital assets, net of related debt, restricted and unrestricted.

Invested in capital assets, net of related debt consists of capital assets, net of accumulated depreciation and reduced by the outstanding balances of bonds, mortgages, notes or other borrowings that are attributable to the acquisition, construction, or improvement of those assets. The amounts included in the calculation include only the costs and related debt associated with the parking structures, curb and sidewalk improvements, streets, signage, parks and recreation that are being retained by the District. As of December 31, 2017, the District had invested in capital assets, net of related debt calculated as follows:

	<b>Governmental Activities</b>
Invested in capital assets, net of related debt:	
Capital assets, net	\$ 29,380,436
Noncurrent portion of long-term obligations	
Bonds and Note payable	(36,682,947)
Unspent bond proceeds	3,351,771
Invested in capital asset, net of related debt	\$ (3,950,740)

**THE PLAZA METROPOLITAN DISTRICT NO. 1**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2017**

**NOTE 6 - NET POSITION (CONTINUED)**

The restricted component of net position consists of assets that are restricted for use either externally imposed by creditors, grantors, contributors or laws and regulations of other governments or imposed by law through constitutional provisions or enabling legislation. The District had restricted net position as of December 31, 2017, as follows:

	<b>Governmental Activities</b>
Restricted net position:	
Emergency reserves	\$ 6,000
Debt service	611,840
Total restricted net position	\$ 617,840

The District had a deficit net position as of December 31, 2017. This deficit amount was 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.

**NOTE 7 - RELATED PARTIES**

A majority of the members of the Board of Directors of the District are officers, directors, employees, representatives, members, or otherwise affiliated with SOF-X Belmar Holdings, L.P., Belmar Commercial Owner, L.P., Starwood Retail Partners, and Belmar District Development Owner, L.P. The 2010 loan agreement is a related party transaction.

**Improvement Acquisition Agreement**

On April 28, 2003, the District entered into an improvement acquisition agreement with the Continuum Lakewood Development Company, LLC and Belmar Mainstreet Holdings I, LLC (Redeveloper). Under this agreement, the Redeveloper agrees to design, construct, and complete the public improvements in compliance with specifications required by the District and other appropriate jurisdictions. Upon construction of any identifiable or incremental portion of an improvement or a completed improvement, the Redeveloper shall submit a request for approval to the District. Upon acceptance of the improvement, the District shall purchase the improvement for the actual verified costs at the agreed upon price. This agreement was terminated on September 24, 2015 due to changes in ownership of property within the District's Service Area and the resulting changes to the plans for development. Pursuant to the Termination, the Redeveloper waived any and all rights to reimbursement from the District of the outstanding reimbursement amount and requested that the outstanding reimbursement amount be paid to Belmar District Development Owner, L.P. (Developer).

On September 24, 2015, the District and the Developer entered into an infrastructure acquisition and reimbursement agreement (the "2015 Improvement Acquisition Agreement"). This agreement was terminated on June 30, 2016. Prior amounts due under the 2015 Improvement Acquisition Agreement were recognized as due and owing under the 2016 Reimbursement Agreement (defined below).

**THE PLAZA METROPOLITAN DISTRICT NO. 1**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2017**

**NOTE 7 - RELATED PARTIES (CONTINUED)**

**Reimbursement Agreement**

On February 4, 2002, the District entered into an advance and reimbursement agreement with the Redeveloper and amended and restated the agreement on September 17, 2009, and approved first amendment on February 25, 2010. Pursuant to the agreement, the Redeveloper agreed to advance funds necessary to enable the District to construct the infrastructure improvements within the Districts. The maximum amount the Redeveloper has agreed to advance and that would be eligible for reimbursement is \$246,000,000. The advances are to be repaid along with interest at the rate of 8.5%. This agreement was terminated on September 24, 2015 due to changes in ownership of property within the District's Service Area and the resulting changes to the plans for development. Pursuant to the Termination, the Redeveloper waived any and all rights to reimbursement from the District of the outstanding reimbursement amount and requested that the outstanding reimbursement amount be paid to Belmar District Development Owner, L.P. (Developer).

On September 24, 2015, the District entered into a funding and reimbursement agreement with the Developer. This agreement was terminated on June 30, 2016.

On June 30, 2016, the District entered into a new funding and reimbursement agreement (operations and maintenance) with the Developer (the "2016 Reimbursement Agreement"). On that same date, the Developer assigned its rights to reimbursement under the 2016 Reimbursement Agreement to Preston Hollow Capital, LLC. On September 30, 2016 Preston Hollow Capital, LLC further assigned its rights to Bank of the Ozarks. Pursuant to the agreement, the Developer agreed to advance funds necessary to enable the District to fulfill the operations and maintenance responsibilities of the District. On September 12, 2017, Preston Hollow Capital, LLC assigned its rights under the Original Assignment to UMB Bank, N.A., Trustee. The advances are to be repaid along with interest at the rate of 8.5%. The Developer advanced \$2,691,503 and \$1,708,510 of interest accrued on outstanding advances during 2017. As of December 31, 2017, the outstanding principal amount and compounded interest was \$22,680,714.

**Management Agreement**

January 1, 2013, the District entered into a management agreement with GFP – Belmar, LLC to provide property management and maintenance of the facilities within Belmar. GFP is an entity that is controlled by the Redeveloper. The District will pay GFP \$125,000 per year as a management fee for these services and will reimburse GFP for its direct costs incurred to provide maintenance and operational activities to the District's parking garages and public areas. This agreement was terminated on September 24, 2015. Only the amounts under this agreement were assigned to the Developer.

On September 24, 2015, the District entered into a management agreement with SOF-X Belmar Holdings, L.P. (SOF) to provide property management and maintenance of the facilities within Belmar. The District will pay SOF \$125,000 per year as a management fee for these services and will reimburse SOF for its direct costs incurred to provide maintenance and operational activities to the District's parking garages and public areas. During 2017 the District incurred expenses of \$125,000 in operations and maintenance.

**THE PLAZA METROPOLITAN DISTRICT NO. 1**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2017**

**NOTE 7 - RELATED PARTIES (CONTINUED)**

**Supplemental Financing Agreement**

Effective July 1, 2003, the District entered into the Supplemental Financing Agreement, with the Redeveloper, the City, the Lakewood Reinvestment Authority (LRA) and U.S. Bank (Trustee). Pursuant to the terms of this agreement, the City and the LRA assign all right, title and interest, in the Incremental Property Taxes, the Incremental Sales Taxes, Additional Offsite Incremental Taxes and Interim Additional Offsite Incremental Taxes and the City assigns its rights in the Rebated Lodging Taxes to the District, which has pledged these revenues for repayment of the bonds.

The agreement requires Incremental Property Taxes to be paid based upon the Belmar Outparcels Tax Increment Area as certified by the County Assessor. This is administratively infeasible because the County Assessor only certifies Property Tax Base Amounts for urban renewal areas, and not subsets thereof. Additionally, the assessed valuation was not retained at the time of creation of Alameda Corridor I in 1997. The Assessor's database only reports assessed valuation data back to the 2002 assessment date. Therefore, the most practical way to derive a base valuation is to use the 2002 assessed valuation amounts and discount them by an annual rate of 3% five periods back to 1997 estimated values. In 2017, LRA remitted Outparcels tax of \$315,402 for the current year.

There is an Annual Bond Requirement Amount, which among other things, includes funding upcoming debt service payments and the debt service reserve, that is to be funded by the pledged revenue sources. Per the Section 4.03(d)(i) of the Trust Indenture, a Notice of Bond Revenue Termination is issued annually by the trustee, stating that amounts in excess of the Annual Bond Requirement Amount are not accepted by the trustee and may be remitted to the LRA. Pursuant to this agreement, in 2017 the District remitted \$3,900,000 for the year 2017.

On September 24, 2015, Continuum Lakewood Development Company, LLC, assigned its obligations and benefits to SOF-X U.S Acquisitions, LLC.

**Solar Panels Agreement**

On September 28, 2007 the District entered into an agreement with MMA Belmar Power, LLC (Belmar Power), which allows Belmar Power to lease certain areas within the District, and to construct and install solar panel energy systems at those locations. The locations are generally on the top decks of the Block 2, Block 5, and Block 7 parking garages. Under the terms of the agreement and the related Solar Power Purchase Agreement, Belmar Power will operate the solar panels and the District will purchase the electricity that is generated from the panels from Belmar Power. The District, as owner of the sites where the solar panels were constructed was entitled to rebates from Xcel Energy, however, the District pledged the rebates to Belmar Power pursuant to terms of the agreement. The District received \$400,000 of rebates in 2008, which it then submitted to Belmar Power.

**THE PLAZA METROPOLITAN DISTRICT NO. 1**  
**NOTES TO FINANCIAL STATEMENTS**  
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**NOTE 7 - RELATED PARTIES (CONTINUED)**

**Infrastructure Acquisition and Reimbursement Agreement**

On September 24, 2015, the District entered into an agreement with Belmar District Development Owner, L.P. (Developer). Under this agreement, the Developer agrees to design, construct, and complete the public improvements in compliance with specifications required by the District and other appropriate jurisdictions. The District will be deemed to have incurred an obligation to reimburse the Developer when the Developer has met the requirements of advanced funds on the behalf of the District, the Developer has dedicated public infrastructure on the behalf of the District, or the District acquires public infrastructure from the Developer. The advances are to be repaid along with interest at the rate of 8.5%.

**NOTE 8 - INTERGOVERNMENTAL AGREEMENTS**

**PIF Collection Agreement**

Retail businesses located within the Project will have a Public Improvement Fee assessed on each of their sales at 2.5%. Pursuant to the terms of the PIF Collection Agreement, entered into on July 1, 2003, the Redeveloper has assigned its rights in PIF Revenues to the District, which has pledged the PIF Revenues for repayment of the bonds. As with the Supplemental Financing Agreement, once certain thresholds are met, the excess amounts are to be remitted to the LRA.

The District, the Developer, the City, the LRA and the Trustee are the parties to this agreement. By provision of the agreement, all PIF Revenue prior to January 1, 2004, was paid directly to the Redeveloper and was not a source of pledged revenue for the District. PIF Revenue collected after January 1, 2004, was assigned to the District.

**Capital Levy Revenues Pledge Agreement**

This agreement, entered into on July 1, 2003, amended November 21, 2005, further amended January 23, 2013, between the District and District Nos. 2 and 3, pledges the revenue collected from the District No. 2 and District No. 3 mill levies to the District. These funds are a pledged revenue source for the District's Series 2013 Bonds. The agreement will terminate once certain criteria are met.

**District Facilities Construction and Service Agreement**

This agreement is between the District and District Nos. 2 and 3, and is dated July 1, 2003. Pursuant to the terms of this agreement, the District is to construct, own, or transfer, and to operate and maintain, public facilities and services within the Districts. District Nos. 2 and 3 are the financing or taxing districts and are obligated to fund the construction and maintenance operations of the District.

**THE PLAZA METROPOLITAN DISTRICT NO. 1**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2017**

**NOTE 8 - INTERGOVERNMENTAL AGREEMENTS (CONTINUED)**

**On-Street Pay Parking Agreement**

On May 14, 2004, the District entered into an agreement with the City that establishes a system for pay parking on City owned public streets within Belmar. Pursuant to the agreement, the District has the authority to establish the fees and time limits associated with the pay parking and also has the authority to enforce these policies. The parking fees are to be collected by the District and any parking fines for violations are to be collected by the City. These revenues are collectively referred to as "Pay Parking Revenues." The Pay Parking Revenues are to be used first to reimburse the City for its costs associated with the pay parking system, then to reimburse the District for its related costs. Any excess annual revenue that is less than \$600,000 may be used for cultural and community programs within Belmar or for the operations and maintenance of public right-of-ways, public spaces, public parking, arts and cultural facilities and regional transit systems. Any annual revenue in excess of the \$600,000 is to be shared 50% each to the District and the City.

On September 16, 2015, Continuum Lakewood Development Company, LLC, assigned its obligations and benefits to SOF-X Belmar Holdings, L. P.

**Intergovernmental Block 2 and 7 Parking Agreements**

By agreements dated July 28, 2003, between the District and the LRA, the parties agree that the District will construct two parking garages, maintain those garages and insure the garages for a defined term. The garage on Block 2 shall be maintained and insured by the District through June 1, 2019, and the garage on Block 7 shall be maintained and insured by the District through June 1, 2048. On December 31, 2003, the Block 2 agreement was amended to extend the expiration date from June 1, 2019, to June 1, 2035. There is also a provision in the Block 7 Agreement that the District must provide a facility that has a minimum of 825 parking spaces that are available to the public during the term of the Agreement. On August 8, 2014, the Block 2 agreement was amended to extend the expiration date from June 1, 2035, to June 1, 2048. The amendment also included a provision for the operating hours.

**Intergovernmental Maintenance and Operations Agreement**

During May 2004, the District entered into an agreement with the City regarding the maintenance and operations of the public infrastructure located within the District and amended an agreement on October 15, 2009. Pursuant to the agreement, the District will provide the majority of maintenance to the facilities within the District. The District will provide landscape maintenance, sidewalk sweeping, street lighting and snow removal to streets within the District. There are certain streets within the District that are adjacent only to residential properties on which the City will perform snow and ice control. The City agrees to reimburse the District \$48,000 per year, as inflated on an annual basis per the Consumer Price Index, for snow and ice control and removal. The City also agrees to annually reimburse the District for maintenance and energy utilized for streetlights. In 2017, the District received \$61,981 under the terms of this agreement.

**THE PLAZA METROPOLITAN DISTRICT NO. 1**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2017**

**NOTE 8 - INTERGOVERNMENTAL AGREEMENTS (CONTINUED)**

**Intergovernmental Fire Protection Agreement**

Pursuant to an agreement dated March 1, 2004, West Metro Fire Protection District (West Metro) will provide fire protection and related services to the Belmar project. The property tax revenue generated by the Belmar property that would otherwise be available to West Metro is frozen at a predetermined base level pursuant to the Colorado Urban Renewal Law until such time as the LRA's obligation on the public debt for the project is fully satisfied. The District has agreed to make annual payments to West Metro in order for them to be able to provide fire protection services to the Belmar property. The payment is \$130,000 annually for years 2011 through 2014. This agreement terminated on December 31, 2014. Payment amount of \$130,000 was made to West Metro for years 2011 through 2014.

Effective January 1, 2015, the First Amendment to the Intergovernmental Fire Protection Agreement extended the agreement and additional payments over the next five years. The annual payment for 2015 is \$130,000 and \$25,000 for years 2016 – 2019, for a total of \$230,000. The annual service payments will end after the payment is made in 2019 or after a total payment of \$230,000.

**SP Plus Corporation Agreement**

On December 20, 2007, the District entered into a management agreement with SP Plus Corporation (SP Plus). The District has contracted with SP Plus to operate the public parking automated pay station kiosks and related facilities. SP Plus is responsible for maintaining and repairing the automated pay stations and for collection of cash revenues. Under the terms of the agreement, the District will pay SP Plus \$1,025 per month.

SP Plus will pay all operating expenses and then pay itself out of the gross revenues. If gross revenues for any month are insufficient to make the required payments, the District will remit the amount of deficit to SP Plus.

**THE PLAZA METROPOLITAN DISTRICT NO. 1**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2017**

**NOTE 8 - INTERGOVERNMENTAL AGREEMENTS (CONTINUED)**

**Belmar Alameda Improvements Agreement**

On July 14, 2017, Belmar Commercial Owner, L.P. (the “BCO”), the City of Lakewood, Colorado (the “City”) and the Lakewood Reinvestment Authority (the “LRA”) entered into the Belmar Alameda Improvements Agreement. BCO owns a portion of the Belmar Project development located at the intersection of Alameda Avenue and Wadsworth Boulevard in Lakewood, Colorado (“Belmar Project”). In connection with the development of the Belmar Project, the Plaza Metropolitan District No. 1–3 (the “Districts”) were created. The City and others previously entered into certain agreements with the Districts pursuant to which the Districts are obligated to construct certain improvements along West Alameda Avenue adjacent to the Belmar Project. The parties have agreed, in lieu of the Districts and/or BCO constructing, or funding construction of, the Belmar Alameda Improvements, BCO will make a contribution to the LRA in the amount of \$3,280,000 to fulfill its and the Districts’ obligations. The contribution will be paid in three (3) equal installments of \$1,093,333.33. The first installment is due on the effective date of the agreement (July 14, 2017). The second installment in the amount of \$1,093,333.33 is due no later than 182 calendar days after the effective date of the agreement. The third payment in the amount of \$1,093,333.34 is due 364 calendar days after the effective date of the agreement. In 2017, the first installment in the amount of \$1,093,333.33 was made to the LRA.

**NOTE 9 - OPERATING TRANSFERS**

The transfer of \$1,115,470 from the Debt Service Fund to the General Fund during 2017 represents excess funds for the Capital Levy Revenues returned to the District based on priority of funds in Section 4.05(b)(ii) of the Trust Indenture, dated January 1, 2013. Additionally, in 2017 \$378,851 was transferred from Debt Service Fund to the General Fund in connection with Series 2013 bond issuance. The money was used to fund O & M expenses. Also in 2017, there was a transfer in the amount of \$1,482,436 from the General Fund to the Debt Service Fund for payment to the Lakewood Reinvestment Authority.

**NOTE 10 - RISK MANAGEMENT**

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

The District is a member of the Colorado Special Districts Property and Liability Pool (Pool) as of December 31, 2017. 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 PLAZA METROPOLITAN DISTRICT NO. 1**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2017**

**NOTE 10 - RISK MANAGEMENT (CONTINUED)**

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

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

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

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

In May of 2002, a majority of the District's electors authorized the District to collect and spend or retain, beginning in 2002 and for each subsequent year, all revenues 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**

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

	<b>Original and Final Budget</b>	<b>Actual Amounts</b>	<b>Variance with Final Budget Positive (Negative)</b>
<b>REVENUES</b>			
Public improvement fees	\$ 5,304,150	\$ 5,446,264	\$ 142,114
Incremental property taxes	5,744,698	5,423,565	(321,133)
Incremental tax revenue - Offsite	778,984	778,987	3
Incremental tax revenue - Outparcels	317,542	315,402	(2,140)
Lodging tax	88,800	73,215	(15,585)
Net investment income	100,000	101,014	1,014
Intergovernmental revenue from Plaza No. 2	306,136	316,306	10,170
Intergovernmental revenue from Plaza No. 3	138,985	125,503	(13,482)
Total revenues	<u>12,779,295</u>	<u>12,580,256</u>	<u>(199,039)</u>
<b>EXPENDITURES</b>			
Debt service			
Bond principal - Series 2013 Bonds	4,170,000	4,170,000	-
Interest expense - Series 2013 Bonds	3,934,765	3,934,765	-
Loan principal - 2010 Loan	223,825	224,662	(837)
Interest expense - 2010 Loan	19,025	19,255	(230)
Investment management	9,000	7,923	1,077
PIF collection fees and expenses	232,230	232,230	-
Paying agent fees	7,500	4,125	3,375
Miscellaneous	-	-	-
Total expenditures	<u>8,596,345</u>	<u>8,592,960</u>	<u>3,385</u>
<b>EXCESS OF REVENUES OVER (UNDER) EXPENDITURES</b>	<u>4,182,950</u>	<u>3,987,296</u>	<u>(195,654)</u>
<b>OTHER FINANCING SOURCES (USES)</b>			
Transfers to LRA	(4,044,334)	(3,900,000)	144,334
Transfers in	1,344,000	1,482,436	138,436
Transfers out	(1,494,321)	(1,494,321)	-
Total other financing sources	<u>(4,194,655)</u>	<u>(3,911,885)</u>	<u>282,770</u>
<b>EXCESS OF REVENUES AND OTHER FINANCING SOURCES (UNDER) EXPENDITURES AND OTHER USES</b>	(11,705)	75,411	87,116
<b>FUND BALANCES - BEGINNING OF YEAR</b>	<u>7,800,845</u>	<u>7,725,985</u>	<u>(74,860)</u>
<b>FUND BALANCES - END OF YEAR</b>	<u>\$ 7,789,140</u>	<u>\$ 7,801,396</u>	<u>\$ 12,256</u>

**THE PLAZA METROPOLITAN DISTRICT NO. 1  
SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURE  
December 31, 2017**

**\$98,900,000 Series 2013  
Revenue Refunding Bonds  
Dated January 30, 2013  
Interest Rate of 2.00% to  
4.90% Payable on June 1  
and December 1,  
Principal Due  
on December 1**

Year	Principal	Interest	Total
2018	\$ 4,375,000	\$ 3,726,265	\$ 8,101,265
2019	4,585,000	3,507,515	8,092,515
2020	4,810,000	3,278,265	8,088,265
2021	5,045,000	3,037,765	8,082,765
2022	5,290,000	2,785,515	8,075,515
2023	5,550,000	2,521,015	8,071,015
2024	5,080,000	2,299,015	7,379,015
2025	5,280,000	2,090,735	7,370,735
2026	5,500,000	1,868,975	7,368,975
2027	2,565,000	1,621,475	4,186,475
2028	1,995,000	1,506,050	3,501,050
2029	1,395,000	1,416,275	2,811,275
2030	1,450,000	1,353,500	2,803,500
2031	1,510,000	1,288,250	2,798,250
2032	1,580,000	1,212,750	2,792,750
2033	1,650,000	1,133,750	2,783,750
2034	1,725,000	1,051,250	2,776,250
2035	1,805,000	965,000	2,770,000
2036	1,885,000	874,750	2,759,750
2037	1,975,000	780,500	2,755,500
2038	2,065,000	681,750	2,746,750
2039	2,160,000	578,500	2,738,500
2040	9,410,000	470,500	9,880,500
	<u>\$ 78,685,000</u>	<u>\$ 40,049,365</u>	<u>\$118,734,365</u>