Financial Statements

Year Ended December 31, 2019

with

Independent Auditor's Report

<u>C O N T E N T S</u>

	Page
Independent Auditor's Report	Ι
Basic Financial Statements	
Balance Sheet/Statement of Net Position - Governmental Funds	1
Statement of Revenues, Expenditures and Changes in Fund Balances/Statement of Activities - Governmental Funds	2
Statement of Revenues, Expenditures and Changes in Fund Balance - Budget and Actual - General Fund	3
Notes to Financial Statements	4
Supplemental Information	
Schedule of Revenues, Expenditures and Changes in Fund Balance - Budget and Actual - Debt Service Fund	20
Schedule of Revenues, Expenditures and Changes in Fund Balance - Budget and Actual – Capital Projects Fund	21
Schedule of Debt Service Requirements to Maturity – Series 2007 Bonds	22
Schedule of Debt Service Requirements to Maturity – Series 2015 Bonds	23
Schedule of Debt Service Requirements to Maturity – Series 2017 Bonds	24
Summary of Assessed Valuation, Mill Levy and Property Taxes Collected	25



INDEPENDENT AUDITOR'S REPORT

To the Board of Directors Southshore Metropolitan District No. 2 Arapahoe County, Colorado

We have audited the accompanying financial statements of the governmental activities and each major fund of Southshore Metropolitan District No. 2 (the District), as of and for the year ended December 31, 2019, and the related notes to the financial statements, which collectively comprise the District's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each major fund of Southshore Metropolitan District No. 2, as of December 31, 2019, and the respective changes in financial position thereof, and the budgetary comparison for the general fund for the year then ended in accordance with accounting principles generally accepted in the United States of America.

I

Fiscal Focus Partners, LLC

Other Matters

Required Supplementary Information

Management has omitted management's discussion and analysis that accounting principles generally accepted in the United States of America require to be presented to supplement the basic financial statements. Such missing information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate 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 District's basic financial statements. The supplemental information as listed in the table of contents is presented for purposes of legal compliance and additional analysis and is not a required part of the basic financial statements. The supplemental information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

Fiscal Focus Partnuks UC

Greenwood Village, Colorado July 30, 2020

BALANCE SHEET/STATEMENT OF NET POSITION -GOVERNMENTAL FUNDS December 31, 2019

	<u>(</u>	General	Debt <u>Service</u>		Capital <u>Projects</u>		<u>Total</u>	<u>Adjustments</u>	Statement of <u>Net Position</u>
ASSETS	¢	107 711	¢	¢		¢	107 711	¢	¢ 107.711
Cash and investments Cash and investments - restricted	\$	107,711 54	\$ - 1,741,476	\$	- 164,996	\$	107,711	\$ -	\$ 107,711 1 006 526
Receivable - County Treasurer		10,570	1,/41,4/0		104,990		1,906,526 10,570	-	1,906,526 10,570
Receivable - County Treasurer Receivable - System Development Fees		10,570	340,000		-		340,000	-	340,000
Property taxes receivable		114,004	2,849,541				2,963,545		2,963,545
Total Assets	\$	232,339	\$ 4,931,017	\$	164,996	\$	5,328,352		5,328,352
LIABILITIES									
Due to District No. 1	\$	46,552	\$ -	\$	122,110	\$	168,662	\$ -	\$ 168,662
Accrued interest on bonds		-	-		-		-	2,285,794	2,285,794
Long-term liabilities:									
Due within one year		-	-		-		-	400,000	400,000
Due in more than one year		-			-	_	-	32,789,000	32,789,000
Total Liabilities		46,552			122,110		168,662	35,474,794	35,643,456
DEFERRED INFLOWS OF RESOURCES									
Deferred property taxes		114,004	2,849,541		-	_	2,963,545		2,963,545
Total Deferred Inflows of Resources		114,004	2,849,541		-		2,963,545		2,963,545
FUND BALANCES Fund Balances: Restricted:									
Emergencies		54	-		-		54	(54)	-
Debt service		-	2,081,476		-		2,081,476	(2,081,476)	-
Capital projects		-	-		42,886		42,886	(42,886)	-
Unassigned		71,729			-		71,729	(71,729)	
Total Fund Balances		71,783	2,081,476		42,886		2,196,145	(2,196,145)	
Total Liabilities, Deferred Inflows of Resources and Fund Balances	\$	232,339	\$ 4,931,017	\$	164,996	\$	5,328,352		
	<u> </u>		·			<u> </u>			
NET POSITION									
Restricted for:									
Emergencies								54	54
Debt service								(204,318)	(204,318)
Capital projects Unrestricted								42,886 (33,117,271)	42,886 (33,117,271)
Total Net Position								\$(33,278,649)	

STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES/STATEMENT OF ACTIVITIES -GOVERNMENTAL FUNDS For the Year Ended December 31, 2019

		D L				Statement
	General	Debt Service	Capital Projects	Total	<u>Adjustments</u>	of <u>Activities</u>
EXPENDITURES	<u>Oenerai</u>	Service	riojecis	<u>10tai</u>	Adjustitients	Activities
Transfer to District No. 1	\$ 162,146	\$ -	\$ 4,274,037	\$ 4,436,183	\$ -	\$ 4,436,183
Treasurer's fees	958	23,262	φ =,27=,037	24,220	φ	24,220
Bond principal	-	325,000	-	325,000	(325,000)	
Bond interest expense	-	1,430,526	-	1,430,526	902,798	2,333,324
Paying agent fees		8,500		8,500		8,500
Total Expenditures	163,104	1,787,288	4,274,037	6,224,429	577,798	6,802,227
PROGRAM REVENUES						
System development fees		572,500		572,500		572,500
Total Program Revenues		572,500		572,500		572,500
Net Program Income (Expenses)	(163,104)	(1,214,788)	(4,274,037)	(5,651,929)	(577,798)	(6,229,727)
GENERAL REVENUES						
Property taxes	63,869	1,550,489	-	1,614,358	-	1,614,358
Specific ownership taxes	126,562	-	-	126,562	-	126,562
Interest income	6,846	46,928	64,534	118,308		118,308
Total General Revenues	197,277	1,597,417	64,534	1,859,228		1,859,228
NET CHANGES IN FUND BALANCES	34,173	382,629	(4,209,503)	(3,792,701)	3,792,701	
CHANGE IN NET POSITION					(4,370,499)	(4,370,499)
FUND BALANCES/NET POSITION:						
BEGINNING OF YEAR	37,610	1,698,847	4,252,389	5,988,846	(34,896,996)	(28,908,150)
END OF YEAR	\$ 71,783	\$ 2,081,476	\$ 42,886	\$ 2,196,145	\$ (35,474,794)	\$ (33,278,649)

The notes to the financial statements are an integral part of these statements.

STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE - BUDGET AND ACTUAL -GENERAL FUND For the Year Ended December 31, 2019

REVENUES	Original and <u>Final Budget</u>	Actual	Variance Favorable <u>(Unfavorable)</u>
Property taxes	\$ 63,869	\$ 63,869	\$ -
Specific ownership taxes	95,861	126,562	30,701
Interest income	3,500	6,846	3,346
interest income	5,500	0,040	5,540
Total Revenues	163,230	197,277	34,047
EXPENDITURES			
Transfer to District No. 1	162,146	162,146	-
Miscellaneous expense	94	-	94
Treasurer's fees	958	958	-
Emergency reserve	32	-	32
Total Expenditures	163,230	163,104	126
NET CHANGE IN FUND BALANCE	-	34,173	34,173
FUND BALANCE:			
BEGINNING OF YEAR	-	37,610	37,610
END OF YEAR	\$ -	\$ 71,783	\$ 71,783
		´	

The notes to the financial statements are an integral part of these statements.

Notes to Financial Statements December 31, 2019

Note 1: Summary of Significant Accounting Policies

The accounting policies of the Southshore Metropolitan District No. 2 (the "District" or "District No. 2"), located in the City of Aurora, Colorado, conform to the accounting principles generally accepted in the United States of America ("GAAP") as applicable to governmental units. The Governmental Accounting Standards Board ("GASB") is the accepted standard setting body for establishing governmental accounting and financial reporting principles. The following is a summary of the more significant policies consistently applied in the preparation of financial statements.

Definition of Reporting Entity

The District was organized in February 2002, as a quasi-municipal corporation established under the State of Colorado Special District Act. The District was created in conjunction with Southshore Metropolitan District No. 1, ("District No. 1") to provide for streets, sanitation and water facilities, parks and recreation and other public improvements. The District was established as the Taxing District and Southshore Metropolitan District No. 1 as the Operating District. The purpose of the Taxing District is to provide funding to the Operating District for construction, operation and maintenance of facilities and improvements. The Taxing District has also issued debt to finance public improvements. The District's primary revenues are property taxes. The District is governed by an elected Board of Directors.

As required by GAAP, these financial statements present the activities of the District, which is legally separate and financially independent of other state and local governments. The District follows the GASB pronouncements which provide guidance for determining which governmental activities, organizations and functions should be included within the financial reporting entity. GASB sets 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 to provide specific financial benefits or burdens and fiscal dependency. The pronouncements also require including a possible component unit if it would be misleading to exclude it.

The District is not financially accountable for any other organization. The District has no component units as defined by the GASB.

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

Notes to Financial Statements December 31, 2019

Basis of Presentation

The accompanying financial statements are presented per GASB Statement No. 34 - Special Purpose Governments.

The government-wide financial statements (i.e. the governmental funds balance sheet/statement of net position and the governmental funds statement of revenues, expenditures, and changes in fund balances/statement of activities) report information on all of the governmental activities of the District. The statement of net position reports all financial and capital resources of the District. The difference between the (a) assets and deferred outflows of resources and the (b) liabilities and deferred inflows of resources of the District is reported as net position. The statement of activities demonstrates the degree to which expenditures/expenses of the governmental funds are supported by general revenues. For the most part, the effect of interfund activity has been removed from these statements.

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*.

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 the related cash flows. Property taxes are recognized as revenues in the year for which they are collected.

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.

Notes to Financial Statements December 31, 2019

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. The material sources of revenue subject to accrual are property taxes and interest. Expenditures, other than interest on long-term obligations, are recorded when the liability is incurred or the long-term obligation is paid.

The District reports the following major governmental funds:

<u>General Fund</u> - The General Fund is the general operating fund of the District. It is used to account for all financial resources not accounted for and reported in another fund.

<u>Debt Service Fund</u> – The Debt Service Fund is used to account for all financial resources that are restricted, committed or assigned to expenditures for principal, interest and other debt related costs.

<u>Capital Projects Fund</u> – The Capital Projects Fund is used to account for all financial resources that are restricted, committed or assigned to expenditures for capital outlays, including the acquisition or construction of capital facilities and other assets.

Budgetary Accounting

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

Assets, Liabilities and Net Position:

Fair Value of Financial Instruments

The District's financial instruments include cash and cash equivalents, accounts receivable and accounts payable. The District estimates that the fair value of all financial instruments at December 31, 2019, does not differ materially from the aggregate carrying values of its financial instruments recorded in the accompanying balance sheet. The carrying amount of these financial instruments approximates fair value because of the short maturity of these instruments.

Deposits and Investments

The District's cash and cash equivalents are considered to be cash on hand and short-term investments with maturities of three months or less from the date of acquisition. Investments for the government are reported at fair value.

Notes to Financial Statements December 31, 2019

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 minimum number of bank accounts. 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.

Estimates

The preparation of these financial statements in conformity with GAAP requires the District management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Deferred Outflows/Inflows of Resources

In addition to assets, the statement of financial position 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 that applies to a future period(s) and so will not be recognized as an outflow of resources (expense/expenditure) until then. The District does not have any items that qualify for reporting under this category.

In addition to liabilities, the statement of financial position 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 that applies to a future period(s) and so will not be recognized as an inflow of resources (revenue) until that time. The District has one item that qualifies for reporting under this category. Property taxes are deferred and recognized as an inflow of resources in the period that the amounts become available.

Long-Term Obligations

In the government-wide financial statements, long-term debt and other long-term obligations are reported as liabilities in the applicable governmental activities.

Property Taxes

Property taxes are levied by the District's Board of Directors. The levy is based on assessed valuations determined by the County Assessor generally as of January 1 of each year. The levy is normally set by December 15 by certification to the County Commissioners to put the tax lien on the individual properties as of January 1 of the following year. The County Treasurer collects the determined taxes during the ensuing calendar year. The taxes are payable by April 30 or if in equal installments, at the taxpayers' election, in February and June. Delinquent taxpayers are notified in July or August and the sales of the resultant tax liens on delinquent properties are generally held in November or December. The County Treasurer remits the taxes collected monthly to the District.

Notes to Financial Statements December 31, 2019

Property taxes, net of estimated uncollectible taxes, are recorded initially as deferred inflows in the year they are levied and measurable since they are not normally available nor are they budgeted as a resource until the subsequent year. The deferred property taxes are recorded as revenue in the subsequent year when they are available or collected.

Fund Equity

Fund balance of governmental funds is reported in various categories based on the nature of any limitations requiring the use of resources for specific purposes. Because circumstances differ among governments, not every government or every governmental fund will present all of these components. The following classifications make the nature and extent of the constraints placed on a government's fund balance more transparent:

Nonspendable Fund Balance

Nonspendable fund balance includes amounts that cannot be spent because they are either not spendable in form (such as inventory or prepaids) or are legally or contractually required to be maintained intact.

Restricted Fund Balance

The restricted fund balance includes amounts restricted for a specific purpose by external parties such as grantors, bondholders, constitutional provisions or enabling legislation.

The restricted fund balance in the General Fund represents Emergency Reserves that have been provided as required by Article X, Section 20 of the Constitution of the State of Colorado. A total of \$54 of the General Fund balance has been restricted in compliance with this requirement.

The restricted fund balance in the Debt Service Fund in the amount of \$2,081,476 is restricted for the payment of the debt service costs associated with the Limited Tax General Obligation Bonds Series 2007, the General Obligation (Limited Tax Convertible to Unlimited Tax) Capital Appreciation Bonds Series 2015, and the Subordinate Limited Tax General Obligation Bonds, Series 2017 (see Note 3) and represents proceeds held by the Trustee as a reserve requirement, as defined by the Indenture, and is used to secure the District's obligation to the Bondholders until such a time that the Debt to Assessed Value Ratio is less than 50%. At that time the required reserve shall be zero.

The restricted fund balance in the Capital Projects Fund in the amount of \$42,886 is restricted for the payment of the costs for capital improvements within or which benefit the District.

Committed Fund Balance

The portion of fund balance that can only be used for specific purposes pursuant to constraints imposed by a 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.

Notes to Financial Statements December 31, 2019

Assigned Fund Balance

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

Unassigned Fund Balance

Unassigned fund balance includes amounts that are available for any purpose. Positive amounts are reported only in the General Fund, all other funds can report negative amounts.

For the classification of Governmental Fund balances, the District considers an expenditure to be made from the most restrictive first when more than one classification is available.

Net Position

Net Position represents the difference between assets and deferred outflows of resources less liabilities and deferred inflows of resources. The District can report three categories of net position, as follows:

<u>Net investment in capital assets</u> – consists of net capital assets, reduced by outstanding balances of any related debt obligations and deferred inflows of resources attributable to the acquisition, construction, or improvement of those assets and increased by balances of deferred outflows or resources related to those assets. At December 31, 2019, the District had no items that qualified for reporting in this category.

<u>Restricted net position</u> – net position is considered restricted if their use is constrained to a particular purpose. Restrictions are imposed by external organizations such as federal or state laws. Restricted net position is reduced by liabilities and deferred inflows of resources related to the restricted assets.

<u>Unrestricted net position</u> – consists of all other net position that does not meet the definition of the above two components and is available for general use by the District.

When an expense is incurred for purposes for which both restricted and unrestricted net position are available, the District will use the most restrictive net position first.

Notes to Financial Statements December 31, 2019

Note 2: <u>Cash and Investments</u>

As of December 31, 2019, cash and investments are classified in the accompanying financial statements as follows:

Statement of Net Position:	
Cash and investments	\$ 107,711
Cash and investments - restricted	 1,906,526
Total	\$ 2,014,237

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

Investments - Colotrust Plus +	\$ 2,014,237
	\$ 2,014,237

Deposits:

Custodial Credit Risk

The Colorado Public Deposit Protection Act, ("PDPA") requires that all units of local government deposit cash in eligible public depositories. State regulators determine eligibility. 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 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 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.

The District follows state statutes for deposits. None of the District's deposits were exposed to custodial credit risk.

Investments:

Credit Risk

The District has not adopted a formal investment policy; however, the District follows state statutes regarding investments. Colorado statutes specify the types of investments meeting defined rating and risk criteria in which local governments may invest. These investments include obligations of the United States and certain U.S. Government agency entities, certain money market funds, guaranteed investment contracts, and local government investment pools.

Notes to Financial Statements December 31, 2019

Custodial and Concentration of Credit Risk

None of the District's investments are subject to custodial or concentration of credit risk.

Interest Rate Risk

Colorado revised statutes limit investment maturities to five years or less unless formally approved by the Board of Directors.

Investment Valuation

Certain investments are measured at fair value 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 unobservable inputs. The District's investment is not required to be categorized within the fair value hierarchy. This investment's value is calculated using the net asset value method (NAV) per share.

As of December 31, 2019, the District had the following investments:

COLOTRUST

The local government investment pool, Colorado Local Government Liquid Asset Trust ("COLOTRUST") is rated AAAm by Standard & Poor's with a weighted average maturity of under 60 days. COLOTRUST is an investment trust/joint ventures established for local government entities in Colorado to pool surplus funds. The State Securities Commissioner administers and enforces all State statutes governing the Trust. COLOTRUST records its investments at fair value and the District records its investment in COLOTRUST using the net asset value method. The trusts operate similarly to a money market fund with each share maintaining a value of \$1.00. The Trust offers shares in two portfolios, COLOTRUST PRIME and COLOTRUST PLUS+. Both investments consist of U.S. Treasury bills and notes and repurchase agreements collateralized by U.S. Treasury securities. COLOTRUST PLUS+ may also invest in certain obligations of U.S. government agencies, highest rated commercial paper and repurchase agreements collateralized by certain obligations of U.S. government agencies. Designated custodian banks provide safekeeping and depository services to the trusts. Substantially all securities owned by the trusts are held by the Federal Reserve Bank in the accounts maintained for the custodian banks. The custodians' internal records identify the investments owned by COLOTRUST. At December 31, 2019, the District had \$2,014,237 invested in COLOTRUST.

Notes to Financial Statements December 31, 2019

Note 3: Long Term Debt

A description of the long-term obligations as of December 31, 2019, is as follows:

<u>Limited Tax General Obligation Bonds, Series 2007</u> - The District issued its Series 2007 Bonds in the original principal amount of \$10,000,000. The Bonds are term bonds, of which, \$3,000,000 bearing interest at 5.375% mature December 1, 2022 and \$7,000,000 bearing interest at 5.750% mature December 1, 2031, payable semiannually on each June 1 and December 1, commencing on December 1, 2007. The Bonds are subject to redemption prior to maturity at the option of the District beginning December 1, 2017, and on any date thereafter, upon payment of the principal amount redeemed plus accrued interest to the date of redemption, with no redemption premium.

The Bonds maturing December 1, 2022 are subject to mandatory sinking fund redemption, in part, by lot, on each December 1 in the years 2010 through 2021. The bonds maturing December 1, 2031 are subject to mandatory sinking fund redemption, in part, by lot, on each December 1 in the years 2023 through 2030.

General Obligation (Limited Tax Convertible to Unlimited Tax) Capital Appreciation Bonds, Series 2015 - On September 3, 2015, the District issued \$14,410,000 of General Obligation (Limited Tax Convertible to Unlimited Tax) Capital Appreciation Bonds, Series 2015 ("Series 2015 Bonds") dated January 15, 2015 with an original issue price of \$12,482,807 for the purpose of funding public capital facilities and paying the costs of issuing the bonds. The Series 2015 Bonds were issued as convertible capital appreciation bonds and will accrete in value from their date of issuance at an annual rate of 6.50%, compounding semi-annually on June 1 and December 1 each year, commencing December 1, 2015. The Series 2015 Bonds converted to current interest bonds on December 1, 2017, and are payable semi-annually thereafter at the rate of 6.50% per annum on June 1 and December 1 of each year, commencing June 1, 2018. The bonds are subject to a mandatory sinking fund redemption commencing on December 1, 2032. The Bonds mature on December 1, 2042. The Series 2015 Bonds are subject to redemption prior to maturity, at the option of the District, as a whole or in integral multiples of \$1,000, on December 1, 2020, and on any date thereafter, upon payment of the principal amount so redeemed plus accrued interest thereon to the date of redemption, upon payment of par, accrued interest, and a redemption premium of a percentage of the principal amount so redeemed, as follows:

Date of	
Redemption	Redemption Premium
December 1, 2020, to November 30, 2021	3.00%
December 1, 2021, to November 30, 2022	2.00
December 1, 2022, to November 30, 2023	1.00
December 1, 2023 and thereafter	0.00

Notes to Financial Statements December 31, 2019

The Series 2007 Bonds and the Series 2015 Bonds are secured by and payable from the pledged revenue, consisting of the moneys derived from a required mill levy of at least 30.000 mills until the surplus fund is fully funded, but not to exceed 50.000 mills (adjusted for changes occurring after the issuance of such Bonds in the ratio of assessed valuation of residential property to market values), system development fees (see Note 5) and any other legally available moneys of the District credited to the Bond Fund.

The District funded a Reserve Fund for the 2007 Bonds in the amount of \$1,000,000. The Series 2007 and Series 2015 Bonds are also secured by a Surplus Fund to be funded from the required mill levy to be funded with up to \$1,000,000. The Reserve Fund and the Surplus Fund shall be maintained by the Trustee until the date upon which the Debt to Assessed Ratio is less than 50%, after which the Reserve Fund and the Surplus Fund shall be terminated and any moneys in the Reserve Fund transferred to the District for application to any lawful purpose of the District.

<u>Subordinate Limited Tax General Obligation Bonds, Series 2017</u> - On June 21, 2017, the District issued the Subordinate Limited Tax General Obligation Bonds, Series 2017 (the "Series 2017 Bonds"), in the original principal amount of \$10,404,000. The Bonds will bear interest at 7.75% payable annually on December 15, to the extent subordinate pledged revenue is available, commencing December 15, 2017. Accrued but unpaid interest on the Series 2017 Bonds will compound annually on each December 15. Failure to pay interest when due on the Series 2017 Bonds does not constitute an Event of Default under the Indenture. The Series 2017 Bonds mature on December 15, 2042. Proceeds from the sale of the Series 2017 Bonds will be used for the purposes of: (a) paying the project costs for infrastructure located within, or serving the District, and (b) paying the costs of issuance of the Series 2017 Bonds. The Series 2017 Bonds are subject to redemption prior to maturity, at the option of the District, as a whole or in integral multiples of \$1,000, on December 1, 2020, and on any date thereafter, upon payment of the principal amount so redeemed plus accrued interest thereon to the date of redemption, upon payment of par, accrued interest, and a redemption premium of a percentage of the principal amount so redeemed, as follows:

Date of	
Redemption	Redemption Premium
December 1, 2020, to November 30, 2021	3.00%
December 1, 2021, to November 30, 2022	2.00
December 1, 2022, to November 30, 2023	1.00
December 1, 2023 and thereafter	0.00

Notes to Financial Statements December 31, 2019

The following is an analysis of changes in long-term debt for the period ending December 31, 2019:

	Balance								Balance		Current	
	1/1/2019		1/1/2019 Additions		Deletions		12/31/2019		Portion			
General Obligation Bonds - Series 2007	\$	8,700,000	\$	-		\$	325,000	\$	8,375,000	\$	400,000	
General Obligation Bonds - Series 2015		14,410,000		-			-		14,410,000		-	
Subordinate General Obligation Bonds - Series 2017		10,404,000		-			-		10,404,000		-	
Total Long-term debt	\$	33,514,000	\$			\$	325,000	\$	33,189,000	\$	400,000	

The following is a summary of the annual long-term debt principal and interest requirements for the Series 2007 Bonds:

	I	Principal	 Interest	 Total
2020	\$	400,000	\$ 476,406	\$ 876,406
2021		450,000	454,906	904,906
2022		525,000	430,719	955,719
2023		570,000	402,500	972,500
2024		695,000	369,725	1,064,725
2025-2029		3,875,000	1,227,627	5,102,627
2030-2031		1,860,000	 162,150	 2,022,150
	\$	8,375,000	\$ 3,524,033	\$ 11,899,033

The following is a summary of the annual long-term debt principal and interest requirements for the Series 2015 Bonds:

	Principal	Interest	Total			
2020	\$ -	\$ 936,650	\$ 936,650			
2021	-	936,650	936,650			
2022	-	936,650	936,650			
2023	-	936,650	936,650			
2024	-	936,650	936,650			
2025 - 2029	-	4,683,250	4,683,250			
2030 - 2034	2,800,000	4,511,000	7,311,000			
2035 - 2039	6,415,000	3,003,650	9,418,650			
2040 - 2042	5,195,000	692,250	5,887,250			
	\$ 14,410,000	<u>\$ 17,573,400</u>	\$ 31,983,400			

Notes to Financial Statements December 31, 2019

The following is a summary of the annual long-term debt principal and interest requirements for the Series 2017 Bonds. The payments of these bonds are subordinate to the Series 2007 and Series 2015 Bonds and subject to available funds.

	 Principal	 Interest	Total				
2020	\$ -	\$ -	\$	-			
2021	-	969,877		969,877			
2022	-	1,528,468		1,528,468			
2023	-	3,444,779		3,444,779			
2024	1,095,000	1,097,250		2,192,250			
2025 - 2029	 9,309,000	 2,076,613		11,385,613			
	\$ 10,404,000	\$ 9,116,987	\$	19,520,987			

Debt Authorization

As of December 31, 2017, the District had remaining debt authorization of \$0.00. The District's Service Plan establishes a total combined general obligation debt limit under the Service Plan for both Districts of \$33,033,000. In May 2018, the authorized electors of the District voted to increase the debt authorization by \$27,500,000. Such debt can be issued only if the Service Plan is amended or the District follows certain statutory procedures prior to issuance, which the District undertook in September 2019. In 2020, the District has budgeted to refund all existing debt and issue new bonds for the purpose of paying the project costs for infrastructure located within, or serving the District (see Note 9).

Note 4: <u>Related Party</u>

One member of the Board of Directors is an employee of RainTree Investment Corporation ("RainTree"), which has significant ownership and/or investment interests in the property within the Districts. Two other directors are consultants, directly or indirectly, to Raintree. Management believes that all potential conflicts, if any, have been disclosed to the Secretary of State and the Board of Directors.

Note 5: <u>Agreements</u>

<u>Third Amended and Restated Joint Resolution of Southshore Metropolitan District Nos. 1 and 2 to</u> <u>Establish System Development Fees</u> – On November 30, 2006 and as amended and restated in 2007, 2010 and with the most recent Third Amendment on December 11, 2012, the District imposes a system development fee due and payable upon issuance of a building permit to a buyer by the City of Aurora. The fee, at the District's discretion, may increase on an annual basis in an amount equal to the Consumer Price Index ("CPI") for that year not to exceed 5%. For 2012, the fee was \$2,000 per single family unit. Effective January 1, 2013, the Third Amendment increased the fees to \$2,500 per single family unit and \$1,750 per multi-family unit. During 2019, the District collected \$572,500 in fees.

Notes to Financial Statements December 31, 2019

<u>Amended and Restated Intergovernmental Agreement</u> – On December 2, 2004, and amended on May 11, 2007, the District entered into an agreement with District No. 1, in which the District agrees to assign all revenue raised from all sources not pledged to District debt to District No. 1 to offset the expenses of construction of public improvements and the costs of operation and maintenance of such public improvements. District No. 1 shall provide the operations and maintenance services and to maintain all necessary insurance in a manner deemed appropriate by the Districts and in compliance with applicable law. In 2019, the District transferred to District No. 1, \$162,146 for operations and maintenance and \$4,274,037 for capital improvements.

Note 6: Tax, Spending and Debt Limitations

Article X, Section 20 of the Colorado Constitution, commonly known as the Taxpayer 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.

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.

In 2002, a majority of the District's electors authorized the District to collect and spend or retain in a reserve all currently levied taxes and fees of the District without regard to any limitations under Article X, Section 20 of the Colorado Constitution.

Note 7: <u>Risk Management</u>

Except as provided in the Colorado Governmental Immunity Act, 24-10-101, et seq., CRS, the District may be exposed to various risks of loss related to torts, theft of, damage to, or destruction of assets; errors or omissions; injuries to agents; and natural disasters. The District has elected to participate in the Colorado Special Districts Property and Liability Pool ("the Pool") which is an organization created by intergovernmental agreement to provide common liability and casualty insurance coverage to its members at a cost that is considered economically appropriate. Settled claims have not exceeded this commercial coverage in any of the past three fiscal years.

Notes to Financial Statements December 31, 2019

The District pays annual premiums to the Pool for auto, public officials' liability, and property and general liability coverage. In the event aggregated losses incurred by the Pool exceed its amounts recoverable from reinsurance contracts and its accumulated reserves, the District may be called upon to make additional contributions to the Pool on the basis proportionate to other 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 8: <u>Reconciliation of Government-Wide Financial Statements and Fund Financial</u> <u>Statements</u>

The <u>Governmental Funds Balance Sheet/Statement of Net Position</u> includes an adjustments column. The adjustments have the following elements:

1) long-term liabilities such as bonds payable and accrued bond interest payable are not due and payable in the current period and, therefore, are not in the funds.

The <u>Governmental Funds Statement of Revenues</u>, <u>Expenditures</u>, <u>and Changes in Fund</u> <u>Balances/Statement of Activities</u> includes an adjustments column. The adjustments have the following elements:

- 1) governmental funds report interest expense on the modified accrual basis; however, interest expense is reported on the full accrual method on the Statement of Activities; and,
- 2) governmental funds report long-term debt payments as expenditures, however, in the statement of activities, the payment of long-term debt is recorded as a decrease of long-term liabilities.

Note 9: <u>Subsequent Event</u>

On April 8, 2020, the District issued \$30,090,000 of Taxable (Convertible to Tax-Exempt) General Obligation Limited Tax (Convertible to Unlimited Tax) Refunding Bonds, Series 2020A-1 (the "Series 2020A-1 Bonds"), \$12,780,000 of General Obligation Limited Tax (Convertible to Unlimited Tax) Improvement Bonds, Series 2020A-2 (the "Series 2020A-2 Bonds") and \$19,175,000 of Subordinate Limited Tax General Obligation Refunding and Improvement Bonds, Series 2020B (the "Series 2020B Bonds").

The Series 2020A-1 Bonds carry a taxable coupon rate of 2.770% until the Tax-Exempt Conversion Date at which time the 2020A-1 Bonds shall bear interest at the tax exempt coupon rate of 2.190% for the remaining term of the bonds, with interest payable on June 1st and December 1st commencing on June 1, 2020. The Series 2020A-1 Bonds mature on December 1, 2039. The proceeds of the Series 2020A-1 Bonds will be used to refund all of the existing Series 2015 Bonds and the Series 2017 Subordinate Bonds and pay issuance costs associated with the Series 2020A-1 Bonds.

Notes to Financial Statements December 31, 2019

The Series 2020A-2 Bonds carry a coupon rate of 4.000% with interest payable on June 1st and December 1st commencing on June 1, 2020. The Series 2020A-2 Bonds mature on December 1, 2046. The proceeds of the Series 2020A-2 Bonds will be used to provide \$13,884,141 for project costs and pay issuance costs for the Series 2020A-2 Bonds.

The Series 2020B Bonds carry a coupon rate ranging from 3.125% to 4.125% and mature on December 15, 2041. Interest and principal are payable annually on December 15th commencing on December 15, 2020. The proceeds will be used to refund the existing Series 2007 Bonds, provide for capitalized interest in the amount of \$281,385, a reserve fund in the amount of \$1,828,898, provide \$7,615,859 for project costs and pay issuance costs related to the Series 2020B Bonds.

The Series 2020A-1, Series 2020A-2 and Series 2020B Bonds are insured by Build America Mutual Assurance Company. The Series 2020A-1 Bonds, Series 2020A-2 Bonds and the Series 2020B Bonds are secured by the development fees described in Note 2 and a maximum mill levy of 55.664 mills (subject to adjustment for changes in the residential assessment rate). The Series 2020B Bonds are further secured by a reserve fund of \$1,828,898, capitalized interest of \$281,385 and a surplus fund of up to \$1,078,491. The mill levy for the Series 2020A-1 Bonds and the Series 2020A-2 Bonds can become unlimited at such time the test for such conversion is satisfied as provided in the Senior Indenture, which requires among other things, that the ratio of outstanding general debt to the District's assessed valuation is less than 50% and subject to Board approval.

SUPPLEMENTAL INFORMATION

SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE - BUDGET AND ACTUAL -DEBT SERVICE FUND For the Year Ended December 31, 2019

		riginal and nal Budget	<u>Actual</u>	Variance Favorable <u>(Unfavorable)</u>			
REVENUES	^		^		•	(1 = 0.0.0)	
System development fees	\$	587,500	\$	572,500	\$	(15,000)	
Property taxes Interest income		1,550,489		1,550,489		-	
Interest income		730		46,928		46,198	
Total Revenues		2,138,719		2,169,917		31,198	
EXPENDITURES							
Bond principal		325,000		325,000		-	
Bond interest expense		1,430,526		1,430,526		-	
Paying agent fees		10,000		8,500		1,500	
Treasurer's fees		23,113		23,262		(149)	
Total Expenditures		1,788,639		1,787,288		1,351	
EXCESS (DEFICIENCY) OF REVENUES OV	ER						
EXPENDITURES		350,080		382,629		32,549	
OTHER FINANCING SOURCES (USES)							
Transfer in (out) to other funds		7,287,500		-		(7,287,500)	
Total Other Financing Sources (Uses)		7,287,500				(7,287,500)	
NET CHANGE IN FUND BALANCE		7,637,580		382,629		(7,254,951)	
FUND BALANCE:		1 445 140		1 (00 047		252 707	
BEGINNING OF YEAR	<u></u>	1,445,140	<u>ф</u>	1,698,847	<u>_</u>	253,707	
END OF YEAR	\$	9,082,720	\$	2,081,476	\$	(7,001,244)	

The notes to the financial statements are an integral part of these statements.

SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE - BUDGET AND ACTUAL -CAPITAL PROJECTS FUND For the Year Ended December 31, 2019

			Variance	
	Original and	Favorable		
	Final Budget	<u>Actual</u>	(Unfavorable)	
REVENUES				
Interest income	\$ 20,000	\$ 64,534	\$ 44,534	
Total Revenues	20,000	64,534	44,534	
EXPENDITURES				
Transfer to District 1	19,270,000	4,274,037	14,995,963	
Cost of issuance	962,500		962,500	
Total Expenditures	20,232,500	4,274,037	15,958,463	
EXCESS (DEFICIENCY) OF REVENUES OVER				
EXPENDITURES	(20,212,500)	(4,209,503)	16,002,997	
OTHER FINANCING SOURCES (USES)				
Bond proceeds	27,500,000	-	(27,500,000)	
Transfer in (out) to other funds	(7,287,500)		7,287,500	
Total Other Financing Sources (Uses)	20,212,500		(20,212,500)	
NET CHANGE IN FUND BALANCE	-	(4,209,503)	(4,209,503)	
FUND BALANCE:				
BEGINNING OF YEAR		4,252,389	4,252,389	
END OF YEAR	<u> </u>	\$ 42,886	\$ 42,886	

The notes to the financial statements are an integral part of these statements.

SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY December 31, 2019

\$10,000,000 Limited Tax General Obligation Bonds Series 2007 Interest Payable June 1 and December 1 Principal Due December 1

Year Ended <u>December 31.</u>	<u>]</u>	<u>Principal</u>		<u>Interest</u>	<u>Total</u>			
2020	\$	400,000	\$	476,406	\$	876,406		
2021		450,000		454,906		904,906		
2022		525,000		430,719		955,719		
2023		570,000		402,500		972,500		
2024		695,000		369,725		1,064,725		
2025		700,000		329,763		1,029,763		
2026		725,000		289,513		1,014,513		
2027		775,000		247,825		1,022,825		
2028		800,000		203,263		1,003,263		
2029		875,000		157,263		1,032,263		
2030		900,000		106,950		1,006,950		
2031		960,000		55,200		1,015,200		
	<u>\$</u>	8,375,000	\$	3,524,033	\$	11,899,033		

SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY December 31, 2019

General Obligation (Limited Tax Convertible to Unlimited Tax) Convertible Capital Appreciation Bonds, Series 2015

Interest Payable June 1 and December 1 Principal Due December 1

Year Ended <u>December 31,</u>	<u>Principal</u>			<u>Interest</u>	<u>Total</u>		
2020	\$	-	\$	936,650	\$	936,650	
2021		-		936,650		936,650	
2022		-		936,650		936,650	
2023		-		936,650		936,650	
2024		-		936,650		936,650	
2025		-		936,650		936,650	
2026		-		936,650		936,650	
2027		-		936,650		936,650	
2028		-		936,650		936,650	
2029		-		936,650		936,650	
2030		-		936,650		936,650	
2031		-		936,650		936,650	
2032		865,000		936,650		1,801,650	
2033		920,000		880,425		1,800,425	
2034		1,015,000		820,625		1,835,625	
2035		1,085,000		754,650		1,839,650	
2036		1,190,000		684,125		1,874,125	
2037		1,270,000		606,775		1,876,775	
2038		1,390,000		524,225		1,914,225	
2039		1,480,000		433,875		1,913,875	
2040		1,610,000		337,675		1,947,675	
2041		1,715,000		233,025		1,948,025	
2042		1,870,000		121,550		1,991,550	
	<u>\$</u>	14,410,000	<u>\$</u>	17,573,400	<u>\$</u>	31,983,400	

SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY December 31, 2019

Subordinate Limited Tax General Obligation Bonds Series 2017

Interest Payable December 15 Principal Due December 15

Year Ended <u>December 31,</u>	Principal		<u>Interest</u>	<u>Total</u>			
2020	\$	-	\$ -	\$	-		
2021		-	969,877		969,877		
2022		-	1,528,468		1,528,468		
2023		-	3,444,779		3,444,779		
2024	1,0	095,000	1,097,250		2,192,250		
2025	1,0	593,000	721,448		2,414,448		
2026	1,9	992,000	590,240		2,582,240		
2027	2,2	239,000	435,860		2,674,860		
2028	2,5	524,000	262,338		2,786,338		
2029		861,000	 66,728		927,728		
	\$ 10,4	404,000	\$ 9,116,987	\$	19,520,987		

SUMMARY OF ASSESSED VALUATION, MILL LEVY AND PROPERTY TAXES COLLECTED December 31, 2019

		Prior ear Assessed Valuation or Current							Percent
Year Ended	Ye	ar Property	Mills Levied		Total Property Tax				Collected
December 31,		Tax Levy	General Fund	Debt Service	 Levied Collected			to Levied	
2005	\$	1,314,200	38.000	0.000	\$ 49,940	\$	49,940		100.00%
2006	\$	1,309,490	38.000	0.000	\$ 49,761	\$	49,761		100.00%
2007	\$	3,670,340	38.000	7.290	\$ 166,230	\$	165,676		99.67%
2008	\$	7,508,600	47.000	5.060	\$ 390,898	\$	391,471		100.15%
2009	\$	14,577,280	47.000	5.060	\$ 758,893	\$	702,376		92.55%
2010	\$	11,872,620	22.060	30.000	\$ 618,089	\$	612,180		99.04%
2011	\$	11,218,360	22.060	30.000	\$ 584,028	\$	524,019	(a)	89.72%
2012	\$	10,761,490	22.060	30.000	\$ 560,243	\$	376,928	(b)	67.28%
2013	\$	11,161,250	2.060	50.000	\$ 581,055	\$	580,450		99.90%
2014	\$	11,037,770	2.060	50.000	\$ 574,626	\$	574,684		100.01%
2015	\$	11,779,267	2.060	50.000	\$ 613,229	\$	613,228		100.00%
2016	\$	15,940,103	2.060	50.000	\$ 829,842	\$	829,699		99.98%
2017	\$	17,920,698	2.060	50.000	\$ 932,952	\$	934,880		100.21%
2018	\$	23,981,031	2.277	55.277	\$ 1,380,204	\$	1,378,900		99.91%
2019	\$	28,049,450	2.277	55.277	\$ 1,614,358	\$	1,614,358		100.00%
Estimated for year ending December 31, 2020	\$	51,191,803	2.227	55.664	\$ 2,963,545				

NOTE

Property taxes collected in any one year include collection of delinquent property taxes levied and/or abatements or valuations in prior years. Information received from the County Treasurer does not permit identification of specific year assessment.

(a) The collected tax in 2011 reflects abatements of \$53,791.

(b) The collected tax in 2012 reflects abatements of \$178,099