

Colorado International Center Metropolitan District No. 14

141 Union Boulevard, Suite 150
Lakewood, Colorado 80228-1898
Tel: (303) 987-0835
Fax: (303) 987-2032

August 25, 2020

City and County of Denver
Office of the Clerk and Recorder
201 West Colfax Avenue
Denver, Colorado 80202

clerkandrecorder@denvergov.org

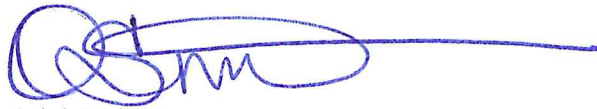
Re: Colorado International Center Metropolitan District No. 14; 2018 Annual Report

Dear Clerk and Recorder:

Attached is a copy of the 2018 Annual Report for the Colorado International Center Metropolitan District No. 14. Please acknowledge receipt of the report by signing the letter below and returning it to me via fax at (303) 987-2032 or via e-mail to osmith@sdmsi.com.

If you have any questions, please do not hesitate to contact me.

Sincerely,



Odel Smith
Assistant Administrator to Ann E. Finn
District Manager

Attachment

cc: Mc Geady Becher, P.C. - Craig Sorensen
Division of Local Government - E-filed
State Auditor - osa.lg@state.co.us

The above referenced information and documents were received this ___ day of August, 2020.

Clerk and Recorder

By: _____

Colorado International Center
Metropolitan District No. 14

2018 Annual Report

**COLORADO INTERNATIONAL CENTER
METROPOLITAN DISTRICT NO. 14 CITY AND COUNTY OF DENVER,
STATE OF COLORADO
ANNUAL REPORT FOR FISCAL YEAR 2018**

Pursuant to the Service Plan for Colorado International Center Metropolitan District No. 14 (the "District"), the District is required to provide an annual report to the City and County of Denver, Colorado (the "City") with regard to the following matters:

For the year ending December 31, 2018, the District makes the following report:

1. Annual budget to the Manager of Revenue and Manager of Public Works:

A copy of the 2019 budget is attached hereto as Exhibit A.

2. Construction schedules for the current year and the work projected to be completed in the following two years:

The District does not have plans for any construction projects at this time.

3. Annual audited financial statements for the District to the Manager of Revenue:

A copy of the 2018 audit is attached hereto as Exhibit B.

4. Total debt authorized, total debt issued, and remaining debt authorized and intended to be issued by the District to the Manager of Revenue:

Pursuant to its Service Plan, the District's total authorized debt is \$157,800,000 for District Improvements and \$90,200,000 for Regional Improvements. As of December 31, 2018, the District has used \$6,400,000 of its authorization for the Series 2010 Bonds, and \$12,185,000 of its authorization for the Series 2015 Loan. See the District's 2018 audit for more details. In 2018, the District issued its \$87,135,000 Limited Tax General Obligation Refunding and Improvement Bonds, Series 2018.

5. Names and terms of members of the Board of Directors and its officers of the District to the Manager of Revenue and Manager of Public Works:

Andrew Klein - President - Term to May 2020

Kevin Smith - Treasurer - Term to May 2020

Ted Laudick - Assistant Secretary - Term to May 2022

Otis Moore, III - Assistant Secretary - Term to May 2022

6. Any bylaws, rules and regulations of the District regarding bidding, conflict of interest, contracting and other governance to the Manager of Public Works:

There were no bylaws or rules and regulations regarding bidding, conflict of interest, contracting and other governance matters adopted in 2018.

7. Current intergovernmental agreements and amendments to both the Manager of Revenue and Manager of Public Works:

The District, Colorado International Center Metropolitan District No. 13, and UMB Bank, N.A. entered into a Capital Pledge Agreement on April 12, 2018.

Existing Intergovernmental Agreements:

- a. The District, Denver High Point at DIA Metropolitan District, and Colorado International Center Metropolitan District No. 13 entered into a Facilities Funding, Construction and Operations Agreement on June 28, 2007, as amended.
- b. The District, Denver High Point at DIA Metropolitan District, Colorado International Center Metropolitan District No. 13, and Gateway Regional Metropolitan District entered into an Operations Financing Intergovernmental Agreement on June 6, 2007.

8. A summary of all current contracts for services of the District to the Manager of Public Works:

- a. Management Agreement between the District and Special District Management Services, Inc., dated October 24, 2017.
- b. Engagement Agreement between the District and McGeady Becher P.C., dated September 27, 2017.
- c. Engagement Agreement between the District and CliftonLarsonAllen, LLP, dated March 8, 2016.

9. Official statements of current outstanding bonded indebtedness of the District, if not already received by the City to the Manager of Revenue:

The District currently has outstanding bonded indebtedness in the principal amount of \$87,135,000.

10. Current approved Service Plan of the District and amendments thereto to the Manager of Revenue and Manager of Public Works:

A copy of the Service Plan of the District (approved March 13, 2006) was provided with the 2006 Annual Report and there have been no amendments to the Service Plan to date. The District provided a 45-day notice of certain planned activities on January 25, 2007, pursuant to the provisions of Section 32-1-207(3)(b), C.R.S. A copy of the notice, as filed with the Denver District Court, has previously been provided.

11. The District Manager's contact information to the Manager of Revenue and Manager of Public Works:

Ann E. Finn
Email: afinn@sdmsi.com.
Special District Management Services, Inc.
141 Union Boulevard, Suite 150
Lakewood, Colorado 80228-1898
Office: (303) 987-0835, Fax: (303) 987-2032

EXHIBIT A
(2019 Budget)



CliftonLarsonAllen

CliftonLarsonAllen LLP
CLAAconnect.com

Accountant's Compilation Report

Board of Directors
Colorado International Center Metropolitan District No.14

Management is responsible for the accompanying budget of revenues, expenditures, and fund balances of Colorado International Center Metropolitan District No. 14 for the year ending December 31, 2019, including the estimate of comparative information for the year ending December 31, 2018, and the actual comparative information for the year ending December 31, 2017, in the format prescribed by Colorado Revised Statutes (C.R.S.) 29-1-105 and the related summary of significant assumptions in accordance with guidelines for the presentation of a budget established by the American Institute of Certified Public Accountants (AICPA). We have performed a compilation engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. We did not audit or review the budget nor were we required to perform any procedures to verify the accuracy or completeness of the information provided by management. Accordingly, we do not express an opinion, a conclusion, nor provide any form of assurance on the accompanying budget.

The budgeted results may not be achieved as there will usually be differences between the budgeted and actual results, because events and circumstances frequently do not occur as expected, and these differences may be material. We assume no responsibility to update this report for events and circumstances occurring after the date of this report.

We draw attention to the summary of significant assumptions which describe that the budget is presented in accordance with the requirements of C.R.S. 29-1-105, and is not intended to be a presentation in accordance with accounting principles generally accepted in the United States of America.

We are not independent with respect to the Colorado International Center Metropolitan District No.14.

CliftonLarsonAllen LLP

Greenwood Village, Colorado
January 8, 2019



An independent member of Nexia International

**COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO.14
SUMMARY
2019 BUDGET
WITH 2017 ACTUAL AND 2018 ESTIMATED
For the Years Ended and Ending December 31,**

1/8/19

	ACTUAL 2017	ESTIMATED 2018	BUDGET 2019
BEGINNING FUND BALANCES	\$ 4,795,164	\$ 432,289	\$ 44,012,445
REVENUES			
Property taxes	493,389	1,103,851	1,974,242
Specific ownership tax	48,893	74,500	135,808
Interest income	28,829	432,260	457,300
Regional Mill levy	164,463	275,963	493,561
Other revenue	-	5,487	6,583
Bond issuance - Series 2018	-	87,135,000	-
Total revenues	<u>735,574</u>	<u>89,027,061</u>	<u>3,067,494</u>
TRANSFERS IN	<u>163,043</u>	<u>31,327,494</u>	<u>451,483</u>
Total funds available	<u>5,693,781</u>	<u>120,786,844</u>	<u>47,531,422</u>
EXPENDITURES			
General and administration			
County Treasurer's fee	1,097	1,840	3,018
Transfers to Denver High Point at DIA	116,205	192,673	344,130
Contingency	-	5,487	2,596
Debt Service			
Loan interest	334,127	117,737	-
Bond interest - Series 2018	-	3,250,969	5,110,694
Paying agent fees	11,049	5,273	5,500
County Treasurer's fee	3,841	9,200	15,094
Loan principal	260,000	9,880,000	-
Contingency	-	36,821	68,712
Regional			
County Treasurer's Fee - Regional Mill Levy	1,646	2,760	4,530
Transfers to DHP at DIA	4,363,033	29,766,202	24,600,000
Bond issue costs	7,451.00	2,177,943	-
Contingency	-	-	3,334.00
Total expenditures	<u>5,098,449</u>	<u>45,446,905</u>	<u>30,157,608</u>
TRANSFERS OUT	<u>163,043</u>	<u>31,327,494</u>	<u>451,483</u>
Total expenditures and transfers out requiring appropriation	<u>5,261,492</u>	<u>76,774,399</u>	<u>30,609,091</u>
ENDING FUND BALANCES	<u>\$ 432,289</u>	<u>\$ 44,012,445</u>	<u>\$ 16,922,331</u>

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

Colorado International Center Metropolitan District No.14
PROPERTY TAX SUMMARY INFORMATION
2019 BUDGET
WITH 2017 ACTUAL AND 2018 ESTIMATED
For the Years Ended and Ending December 31,

1/8/19

	ACTUAL 2017	ESTIMATED 2018	BUDGET 2019
ASSESSED VALUATION			
Commercial	\$ 9,884,230	\$ 13,566,910	\$ 18,836,320
Industrial vacant land	-	959,640	959,640
Agricultural	-	-	14,360
State assessed	-	-	11,300
Vacant land	-	1,960	972,160
Personal property	1,077,370	1,716,690	12,110,260
	<u>10,961,600</u>	<u>16,245,200</u>	<u>32,904,040</u>
Adjustments	-	-	-
Certified Assessed Value	<u>\$ 10,961,600</u>	<u>\$ 16,245,200</u>	<u>\$ 32,904,040</u>
MILL LEVY			
General	10.000	10.000	10.000
Debt Service	35.000	50.000	50.000
Regional	15.000	15.000	15.000
Refund and abatements	0.000	0.000	0.000
Total mill levy	<u>60.000</u>	<u>75.000</u>	<u>75.000</u>
PROPERTY TAXES			
General	\$ 109,616	\$ 162,452	\$ 329,040
Debt Service	383,656	812,260	1,645,202
Regional	164,424	243,678	493,561
Levied property taxes	<u>657,696</u>	<u>1,218,390</u>	<u>2,467,803</u>
Budgeted property taxes	<u>\$ 657,696</u>	<u>\$ 1,218,390</u>	<u>\$ 2,467,803</u>
BUDGETED PROPERTY TAXES			
General	\$ 109,616	\$ 162,452	\$ 329,040
Debt Service	383,656	812,260	1,645,202
Regional Mill Levy	164,424	243,678	493,561
	<u>\$ 657,696</u>	<u>\$ 1,218,390</u>	<u>\$ 2,467,803</u>

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

**COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO.14
GENERAL FUND
2019 BUDGET
WITH 2017 ACTUAL AND 2018 ESTIMATED
For the Years Ended and Ending December 31,**

1/8/19

	ACTUAL 2017	ESTIMATED 2018	BUDGET 2019
BEGINNING FUND BALANCE	\$ -	\$ 578	\$ -
REVENUES			
Property taxes	109,642	183,975	329,040
Specific ownership tax	8,149	9,900	18,108
Interest income	89	60	-
Other revenue	-	5,487	2,596
Total revenues	117,880	199,422	349,744
Total funds available	117,880	200,000	349,744
EXPENDITURES			
General and administrative			
County Treasurer's fee	1,097	1,840	3,018
Contingency	-	5,487	2,596
Transfers to Denver High Point at DIA	116,205	192,673	344,130
Total expenditures	117,302	200,000	349,744
Total expenditures and transfers out requiring appropriation	117,302	200,000	349,744
ENDING FUND BALANCE	\$ 578	\$ -	\$ -

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

**COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO.14
DEBT SERVICE FUND
2019 BUDGET
WITH 2017 ACTUAL AND 2018 ESTIMATED
For the Years Ended and Ending December 31,**

1/8/19

	ACTUAL 2017	ESTIMATED 2018	BUDGET 2019
BEGINNING FUND BALANCE	\$ 451,296	\$ 436,776	\$ 19,633,746
REVENUES			
Property taxes	383,747	919,876	1,645,202
Specific ownership tax	40,744	64,600	117,700
Interest income	6,963	185,000	274,200
Total revenues	<u>431,454</u>	<u>1,169,476</u>	<u>2,037,102</u>
TRANSFERS IN			
Transfers from CP - Regional Fund	<u>163,043</u>	<u>31,327,494</u>	<u>451,483</u>
Total funds available	<u>1,045,793</u>	<u>32,933,746</u>	<u>22,122,331</u>
EXPENDITURES			
Debt Service			
Loan interest	334,127	117,737	-
Bond interest - Series 2018	-	3,250,969	5,110,694
Paying agent fees	11,049	5,273	5,500
County Treasurer's fee	3,841	9,200	15,094
Loan principal	260,000	9,880,000	-
Contingency	-	36,821	68,712
Total expenditures	<u>609,017</u>	<u>13,300,000</u>	<u>5,200,000</u>
Total expenditures and transfers out requiring appropriation	<u>609,017</u>	<u>13,300,000</u>	<u>5,200,000</u>
ENDING FUND BALANCE	<u>\$ 436,776</u>	<u>\$ 19,633,746</u>	<u>\$ 16,922,331</u>
DEBT SERVICE RESERVE	\$ 306,600	\$ -	\$ -
CAPITALIZED INTEREST	-	9,525,765	4,415,071
SURPLUS FUND	130,176	10,107,981	12,507,260
TOTAL RESERVE	<u>\$ 436,776</u>	<u>\$ 19,633,746</u>	<u>\$ 16,922,331</u>

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

**COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO.14
CAPITAL PROJECTS FUND - REGIONAL
2019 BUDGET
WITH 2017 ACTUAL AND 2018 ESTIMATED
For the Years Ended and Ending December 31,**

1/8/19

	ACTUAL 2017	ESTIMATED 2018	BUDGET 2019
BEGINNING FUNDS AVAILABLE	\$ 4,343,868	\$ (5,065)	\$ 24,378,699
REVENUES			
Regional Mill levy	164,463	275,963	493,561
Interest income	21,777	247,200	183,100
Other revenue	-	-	3,987
Bond issuance - Series 2018	-	87,135,000	-
Total revenues	<u>186,240</u>	<u>87,658,163</u>	<u>680,648</u>
Total funds available	<u>4,530,108</u>	<u>87,653,098</u>	<u>25,059,347</u>
EXPENDITURES			
Regional			
County Treasurer's Fee - Regional Mill Lev	1,646	2,760	4,530
Transfers to DHP at DIA	4,363,033	29,766,202	24,600,000
Bond issue costs	7,451	2,177,943	-
Contingency	-	-	3,334
Total expenditures	<u>4,372,130</u>	<u>31,946,905</u>	<u>24,607,864</u>
TRANSFERS OUT			
Transfer to DS Fund	<u>163,043</u>	<u>31,327,494</u>	<u>451,483</u>
Total expenditures and transfers out requiring appropriation	<u>4,535,173</u>	<u>63,274,399</u>	<u>25,059,347</u>
ENDING FUNDS AVAILABLE	<u>\$ (5,065)</u>	<u>\$ 24,378,699</u>	<u>\$ -</u>

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

COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 14
2019 BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS

Services Provided

Colorado International Center Metropolitan District No. 14 (the District), a quasi-municipal corporation, is governed pursuant to provisions of the Colorado Special District Act. The District's service area is located in the City and County of Denver, Colorado. The District was organized in conjunction with two other metropolitan districts, Denver High Point at DIA Metropolitan District (the Management District) and Colorado International Center Metropolitan District No. 13 (CIC 13) (collectively, the Districts). The District contains the commercial property within the Districts and CIC 13 contains the residential property within the Districts. The District was established to provide streets, safety protection, water, sewer and storm drainage, transportation, mosquito control, fire protection, park and recreation facilities, and improvements for the use and benefit of the taxpayers of the District.

On May 2, 2006, the District's voters authorized total general obligation indebtedness of \$1,530,400,000 for the above listed facilities and powers. Per the District's service plan, the District is prohibited from issuing debt in excess of \$157,800,000 for District improvements and \$90,200,000 for Regional Improvements.

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

The District prepares its budget on the modified accrual basis of accounting, in accordance with requirements of Colorado Revised Statutes C.R.S. 29-1-105 using its best estimates as of the date of the budget hearing. These estimates are based on expected conditions and its expected course of actions. The assumptions disclosed herein are those that the District believes are significant to the budget. There will usually be differences between the budget and actual results, because events and circumstances frequently do not occur as expected, and those differences may be material.

Revenues

Property Taxes

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

Per terms of the District's Series 2018 Bonds (see Debt and Leases below), the District's maximum Required Mill Levy is 50.000 mills, adjusted for changes in the ratio of actual value to assessed value of property within the District. Required Mill Levy means an ad valorem mill levy imposed upon all taxable property of the District each year in an amount sufficient to pay the principal, premium if any, and interest on the Bonds as the same become due and payable [and to make up any deficiencies in the Reserve Fund], and for so long as the Surplus Fund is less than the Maximum Surplus Amount, not less than 35 mills. As of December 31, 20178, the adjusted maximum mill levy for debt service is 50.000 mills. The total maximum mill levy that may be pledged to debt service is 65 mills, which includes the regional improvements mill levy.

**COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 14
2019 BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

Revenues - (continued)

The calculation of the taxes levied is displayed in the Budget at the adopted mill levy of 75.000 mills, which includes the general fund mill levy and the regional improvements mill levy (see below).

Regional Improvements Mill Levy

The District is required to impose a mill levy of 15.000 for payment of the planning, designing, permitting, construction, acquisition and financing of the regional improvements described in the City Intergovernmental Agreement between the Management District and the City and County of Denver and the Service Plan for the District. The Management District is also responsible for 17% of Gateway Regional Metropolitan District's service plan project costs and certain Town Center Metropolitan District obligations, which are also considered regional improvements. The Regional mill levy for the District is currently pledged toward payment of the Series 2018 Bonds (see below).

Specific Ownership Taxes

Specific ownership taxes are set by the State and collected by the County Treasurer, primarily on vehicle licensing within the County as a whole. The specific ownership taxes are allocated by the County Treasurer to all taxing entities within the County. The budget assumes that the District's share will be equal to approximately 6% of the property taxes collected.

Net Investment Income

Interest earned on the District's available funds has been estimated based on an average interest rate of approximately 1.5%.

Expenditures

County Treasurer's Fees

County Treasurer's fees have been computed at 1.0% of property tax collections.

Transfer to Denver High Point at DIA

On June 28, 2007, the District entered into an agreement with CIC 13 and the Management District. The Management District will own, operate, maintain, finance and construct facilities benefiting all of the Districts and that the District and CIC 13 (the Denver Districts) will contribute to the costs of construction, operation, and maintenance of such facilities. The Denver Districts will transfer all available funds from the imposition of a mill levy for operations and maintenance to the Management District in compliance with this agreement.

Debt Service

Interest payments are provided based on the debt amortization schedule from the Series 2018 bonds.

**COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 14
2019 BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

Expenditures (Continued)

Capital Expenditures

Capital expenditures are included in the budget. The District will transfer the project funds from the anticipated bond issuance to the Management District to fund infrastructure improvements or repay developer advances.

Debt and Leases

Series 2018 Limited Tax General Obligation Refunding and Improvement Bonds

On April 12, 2018, the District issued \$87,135,000 of Limited Tax General Obligation Refunding and Improvement Bonds, Series 2018 (the 2018 Bonds). The proceeds from the sale of the 2018 Bonds, combined with available funds of the Districts, were used to: (i) fund public improvements related to the development of property in the District and CIC; (ii) fund capitalized interest on the 2018 Bonds; (iii) refund amounts outstanding under the 2015 Loan; (iv) fund a portion of the Surplus Fund; and, (v) pay the costs of issuing the 2018 Bonds.

The 2018 Bonds bear interest at rates of 5.625% (\$3,395,000, maturing on December 1, 2032) and 5.875% (\$83,740,000, maturing on December 1, 2046), and are payable semi-annually on June 1 and December 1, beginning on June 1, 2018. Annual mandatory sinking fund principal payments are due on December 1, beginning on December 1, 2023. The 2018 Bonds fully mature on December 1, 2046.

Pursuant to the Indenture, the 2018 Bonds are secured by and payable from pledged revenue, net of any costs of collection, which includes: (1) all Property Tax Revenues derived from the District's imposition of the Required Mill Levy and the Regional Mill Levy; (2) all Capital Fees which include the Facilities Fees; (3) all Specific Ownership Taxes received as a result of the imposition of the Required Mill Levy and the Regional Mill Levy; (4) all PILOT Revenues; and (5) any other legally available moneys which the District determines, in its absolute discretion, to credit to the Bond Fund (Pledged Revenue).

Pursuant to the FFCOA, the District and CIC 13 entered into a Capital Pledge Agreement dated April 12, 2018 (Pledge Agreement). Pursuant to the Pledge Agreement, the 2018 Bonds are also secured by and payable from CIC 13 pledged revenue, net any costs of collection, which includes: (1) all CIC 13 Property Tax Revenues derived from CIC 13's imposition of the Required Mill Levy and the Regional Mill Levy; (2) all CIC 13 Capital Fees which includes the Facilities Fees; (3) all CIC 13 Specific Ownership Taxes received as a result of the imposition of the CIC 13 Required Mill Levy and the CIC 13 Regional Mill Levy; (4) all CIC 13 PILOT Revenues; and (5) any other legally available moneys which CIC 13 determines, in its absolute discretion, to credit to the Bond Fund (CIC 13 Pledged Revenue).

Pursuant to the Pledge Agreement, CIC 13 has covenanted to impose a Required Mill Levy of 50.000 mills (subject to adjustment) and a Regional Mill Levy of 15.000 mills (subject to adjustment). The Pledge Agreement defines CIC 13 Property Tax Revenues as, generally, all moneys derived from imposition by CIC 13 of the CIC 13 Required Mill Levy and the CIC 13 Regional Mill Levy.

**COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 14
2019 BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

Debt and Leases - (continued)

The Pledge Agreement also identifies a Mill Levy Allocation Standard, which explains how the District's Required Mill Levy and CIC 13's Required Mill Levy are set in relationship to each other in certain circumstances and generally requires that, if the mill levies are reduced they shall be reduced using a prorating method that keeps the mill levies in the same proportion to each other.

Amounts on deposit in the Surplus Fund also secure payment of the 2018 Bonds. The Surplus Fund was funded from bond proceeds in the amount of \$8,713,500, from available funds of the Districts, and from the Pledged Revenue and CIC 13 Pledged Revenue up to the Maximum Surplus Amount. The Maximum Surplus Amount means: (a) prior to the Partial Release Test Satisfaction Date, the amount of \$17,427,000; and (b) after the Partial Release Test Satisfaction Date, the amount of \$8,713,500 (which is equal to the initial deposit to the Surplus Fund from bond proceeds). The Partial Release Test Satisfaction Date means the first date on which the Senior Debt to Assessed Ratio is 50% or less.

Pledged Revenue and CIC 13 Pledged Revenue that is not needed to pay debt service on the 2018 Bonds in any year will be deposited to and held in the Surplus Fund, up to the Maximum Surplus Amount. Pursuant to the Indenture, amounts on deposit in the Surplus Fund (if any) on the maturity date of the Bonds shall be applied to the payment of the Bonds. The availability of such amount shall be taken into account in calculating the Required Mill Levy and the Regional Mill Levy required to be imposed in December 2045. The Surplus Fund will be terminated upon the repayment of the 2018 Bonds and any excess moneys therein will be applied to any legal purpose of the District.

Developer Advances

A portion of the District's debt is comprised of developer advances, which are not general obligation debt. As of December 31, 2018, the District had \$45,432 in outstanding developer advances and interest accrued at 8%. Repayment of advances is subject to annual appropriation if and when eligible funds become available.

The District has no operating or capital leases.

Reserves

Emergency Reserve

TABOR requires local governments to establish Emergency Reserves. These reserves must be at least 3% of fiscal year spending. Since substantially all funds received by the District are transferred to the Management District, which pays for all of the District's operations and maintenance costs, an Emergency Reserve is not reflected in the District's budget. Therefore, the Emergency Reserve for these funds is reflected in the budget of the Management District.

This information is an integral part of the accompanying budget.

**COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 14
SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY**

\$87,135,000

**Limited Tax General Obligation Refunding
and Improvement Bonds, Series 2018**

Dated April 12, 2018

Interest Rate between 5.625% and 5.875%

Interest Payable June 1 and December 1

Principal Due December 1

	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2019	\$ -	\$ 5,110,694	\$ 5,110,694
2020	-	5,110,694	5,110,694
2021	-	5,110,694	5,110,694
2022	-	5,110,694	5,110,694
2023	5,000	5,110,694	5,115,694
2024	5,000	5,110,413	5,115,413
2025	5,000	5,110,131	5,115,131
2026	5,000	5,109,850	5,114,850
2027	5,000	5,109,569	5,114,569
2028	5,000	5,109,288	5,114,288
2029	155,000	5,109,006	5,264,006
2030	575,000	5,100,288	5,675,288
2031	1,020,000	5,067,944	6,087,944
2032	1,615,000	5,010,569	6,625,569
2033	2,130,000	4,919,725	7,049,725
2034	2,835,000	4,794,588	7,629,588
2035	3,435,000	4,628,031	8,063,031
2036	4,130,000	4,426,225	8,556,225
2037	4,375,000	4,183,588	8,558,588
2038	4,800,000	3,926,556	8,726,556
2039	5,085,000	3,644,556	8,729,556
2040	5,555,000	3,345,813	8,900,813
2041	5,885,000	3,019,456	8,904,456
2042	6,410,000	2,673,713	9,083,713
2043	6,785,000	2,297,125	9,082,125
2044	7,365,000	1,898,506	9,263,506
2045	7,795,000	1,465,813	9,260,813
2046	17,155,000	1,007,856	18,162,856
	<u>\$ 87,135,000</u>	<u>\$117,622,079</u>	<u>\$204,757,079</u>

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

EXHIBIT B
(2018 Audit)

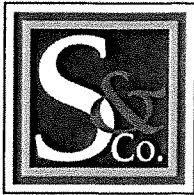
**COLORADO INTERNATIONAL CENTER
METROPOLITAN DISTRICT NO. 14
City and County of Denver, Colorado**

**FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION**

YEAR ENDED DECEMBER 31, 2018

**COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 14
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SCHILLING & COMPANY, INC.

Certified Public Accountants

P.O. Box 631579
HIGHLANDS RANCH, CO 80163

PHONE: 720.348.1086
FAX: 720.348.2920

Independent Auditor's Report

Board of Directors
Colorado International Center
Metropolitan District No. 14
City and County of Denver, Colorado

Report on Financial Statements

We have audited the accompanying financial statements of the governmental activities and each major fund of Colorado International Center Metropolitan District No. 14 (District) as of and for the year ended December 31, 2018, 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 Colorado International Center Metropolitan District No. 14, as of December 31, 2018, 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 governmental accounting principles generally accepted in the United States of America require to be presented to supplement the basic financial statements. Such missing information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. Our opinion on the basic financial statements is not affected by this missing information.

Other Information

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

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

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

SCHILLING & COMPANY, INC.

Highlands Ranch, Colorado
July 17, 2019

BASIC FINANCIAL STATEMENTS

COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 14
STATEMENT OF NET POSITION
DECEMBER 31, 2018

	Activities
ASSETS	
Cash and Investments	\$ 11
Cash and Investments - Restricted	45,894,377
Receivable - County Treasurer	5,247
Property Taxes Receivable	2,467,803
Total Assets	48,367,438
LIABILITIES	
Due to County	2,620
Accrued Bond Interest Payable	425,891
Noncurrent Liabilities:	
Due in More Than One Year	87,180,432
Total Liabilities	87,608,943
DEFERRED INFLOWS OF RESOURCES	
Deferred Property Tax Revenue	2,467,803
Total Deferred Inflows of Resources	2,467,803
NET POSITION	
Restricted for:	
Debt Service	1,347,853
Capital Projects	162,444
Unrestricted	(43,219,605)
Total Net Position	\$ (41,709,308)

See accompanying Notes to Basic Financial Statements.

**COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 14
STATEMENT OF ACTIVITIES
YEAR ENDED DECEMBER 31, 2018**

		Charges for Services	Program Revenues Operating Grants and Contributions	Capital Grants and Contributions	Net Revenues (Expenses) and Change in Net Position
FUNCTIONS/PROGRAMS	Expenses	-	-	-	Governmental Activities
Primary Government:					
Government Activities:					
General Government	\$ 28,293,320	-	-	-	\$ (28,293,320)
Interest and Related Costs on Long-Term Debt	6,070,146	-	-	-	(6,070,146)
Total Governmental Activities	<u>\$ 34,363,466</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(34,363,466)</u>
GENERAL REVENUES					
Property Taxes					1,377,430
Specific Ownership Taxes					470,481
Net Investment Income					324,567
Other Income					12
Total General Revenues					<u>2,172,490</u>
CHANGE IN NET POSITION					
Net Position - Beginning of Year					(32,190,976)
NET POSITION - END OF YEAR					<u>(9,518,332)</u>
					<u>\$ (41,709,308)</u>

See accompanying Notes to Basic Financial Statements.

**COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 14
BALANCE SHEET
GOVERNMENTAL FUNDS
DECEMBER 31, 2018**

	General	Debt Service	Capital Projects - Regional	Total Governmental Funds
ASSETS				
Cash and Investments	\$ 11	\$ -	\$ -	\$ 11
Cash and Investments - Restricted	-	20,010,158	25,884,219	45,894,377
Due from Other Funds	-	51	-	51
Receivable - County Treasurer	700	4,547	-	5,247
Property Taxes Receivable	329,040	1,645,202	493,561	2,467,803
	<u>329,040</u>	<u>1,645,202</u>	<u>493,561</u>	<u>2,467,803</u>
Total Assets	\$ 329,751	\$ 21,659,958	\$ 26,377,780	\$ 48,367,489
LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES				
LIABILITIES				
Due to County	\$ 349	1,747	\$ 524	2,620
Due to Other Funds	51	-	-	51
Total Liabilities	<u>400</u>	<u>1,747</u>	<u>524</u>	<u>2,671</u>
DEFERRED INFLOWS OF RESOURCES				
Deferred Property Tax Revenue	329,040	1,645,202	493,561	2,467,803
Total Deferred Inflows of Resources	<u>329,040</u>	<u>1,645,202</u>	<u>493,561</u>	<u>2,467,803</u>
FUND BALANCES				
Restricted for:				
Debt Service	-	20,013,009	-	20,013,009
Capital Projects			25,883,695	25,883,695
Unassigned	311	-	-	311
Total Fund Balances	<u>311</u>	<u>20,013,009</u>	<u>25,883,695</u>	<u>45,897,015</u>
Total Liabilities, Deferred Inflows of Resources and Fund Balances	\$ 329,751	\$ 21,659,958	\$ 26,377,780	

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

Long-term liabilities, including Developer advances, are not due and payable in the current period and, therefore, are not reported in the funds.

Bonds Payable	(87,135,000)
Developer Advance	(24,261)
Accrued Interest on Bonds Payable	(425,891)
Accrued Interest on Developer Advances	(21,171)
	<u>(137,663)</u>

Net Position of Governmental Activities	\$ (41,709,308)
---	------------------------

See accompanying Notes to Basic Financial Statements.

**COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 14
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND
BALANCES (DEFICITS) – GOVERNMENTAL FUNDS
YEAR ENDED DECEMBER 31, 2018**

	General	Debt Service	Capital Projects - Regional	Total Governmental Funds
REVENUES				
Property Taxes	\$ 183,657	\$ 918,287	\$ -	\$ 1,101,944
Regional Mill Levy	-	-	275,486	275,486
Specific Ownership Tax	9,427	61,277	399,777	470,481
Interest Income	38	324,529	-	324,567
Other Income	12	-	-	12
Total Revenues	<u>193,134</u>	<u>1,304,093</u>	<u>675,263</u>	<u>2,172,490</u>
EXPENDITURES				
Current:				
County Treasurer's Fee	1,837	9,185	-	11,022
County Treasurer's Fee - Regional Mill Levy	-	-	2,755	2,755
Debt Service:				
Bond Interest - Series 2018	-	3,250,969	-	3,250,969
Loan Interest	-	117,737	-	117,737
Loan Principal	-	9,880,000	-	9,880,000
Paying Agent Fees	-	5,273	-	5,273
Cost of Issuance	-	-	2,283,525	2,283,525
Capital:				
Intergovernmental Expense - Denver High Point at DIA	-	-	28,184,625	28,184,625
Total Expenditures	<u>1,837</u>	<u>13,263,164</u>	<u>30,470,905</u>	<u>43,735,906</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	191,297	(11,959,071)	(29,795,642)	(41,563,416)
OTHER FINANCING SOURCES (USES)				
Bond Issuance - Series 2018	-	-	87,135,000	87,135,000
Transfer from (to) DHP at DIA Metro District	(191,564)	-	84,706	(106,858)
Transfer from (to) Other Funds	-	31,535,304	(31,535,304)	-
Total Other Financing Sources (Uses)	<u>(191,564)</u>	<u>31,535,304</u>	<u>55,684,402</u>	<u>87,028,142</u>
NET CHANGE IN FUND BALANCES	(267)	19,576,233	25,888,760	45,464,726
Fund Balances (Deficits) - Beginning of Year	<u>578</u>	<u>436,776</u>	<u>(5,065)</u>	<u>432,289</u>
FUND BALANCES - END OF YEAR	<u>\$ 311</u>	<u>\$ 20,013,009</u>	<u>\$ 25,883,695</u>	<u>\$ 45,897,015</u>

See accompanying Notes to Basic Financial Statements.

**COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 14
RECONCILIATION OF THE STATEMENT OF REVENUES,
EXPENDITURES, AND CHANGES IN FUND BALANCES OF
THE GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES
YEAR ENDED DECEMBER 31, 2018**

Net Change in Fund Balances - Governmental Funds \$ 45,464,726

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

The issuance of long-term debt (e.g., bonds, Developer advances) provides current financial resources to governmental funds, while the repayment of the principal of long-term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net position. This amount is the net effect of these differences in the treatment of long-term debt and related items.

Bond Issuance	(87,135,000)
Bond Principal Payment	9,880,000

Some expenses 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 Debt Payable - Change in Liability	(398,761)
Accrued Interest on Developer Advances - Change in Liability	<u>(1,941)</u>

Changes in Net Position of Governmental Activities \$ (32,190,976)

**COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 14
GENERAL FUND
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN
FUND BALANCE – BUDGET AND ACTUAL
YEAR ENDED DECEMBER 31, 2018**

	Original Budget	Final Budget	Actual Amounts	Variance with Final Budget Positive (Negative)
REVENUES				
Property Taxes	\$ 162,452	\$ 183,975	\$ 183,657	\$ (318)
Specific Ownership Tax	11,372	9,900	9,427	(473)
Interest Income	-	60	38	(22)
Other Income	1,397	5,487	12	(5,475)
Total Revenues	<u>175,221</u>	<u>199,422</u>	<u>193,134</u>	<u>(6,288)</u>
EXPENDITURES				
County Treasurer's Fee	1,620	1,840	1,837	3
Contingency	1,397	5,487	-	5,487
Total Expenditures	<u>3,017</u>	<u>7,327</u>	<u>1,837</u>	<u>5,490</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	172,204	192,095	191,297	(798)
OTHER FINANCING SOURCES (USES)				
Transfer to DHP at DIA Metro District	<u>(172,204)</u>	<u>(192,673)</u>	<u>(191,564)</u>	1,109
Total Other Financing Sources (Uses)	<u>(172,204)</u>	<u>(192,673)</u>	<u>(191,564)</u>	1,109
NET CHANGE IN FUND BALANCE	-	(578)	(267)	311
Fund Balance - Beginning of Year	<u>-</u>	<u>578</u>	<u>578</u>	<u>-</u>
FUND BALANCE - END OF YEAR	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 311</u>	<u>\$ 311</u>

See accompanying Notes to Basic Financial Statements.

COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 14
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 1 DEFINITION OF REPORTING ENTITY

Colorado International Center Metropolitan District No. 14 (District), a quasi-municipal corporation and political subdivision of the state of Colorado, was organized by an order and decree of the District Court recorded in the City and County of Denver on June 26, 2006, and is governed pursuant to provisions of the Colorado Special District Act (Title 32, Article 1, Colorado Revised Statutes). The District operates under a Service Plan approved by the City and County of Denver (City) on March 13, 2006. Concurrently with the formation of the District, the City approved the formation of Denver High Point at DIA Metropolitan District (the Management District) and Colorado International Center Metropolitan District No. 13 (together with the District, the Taxing Districts) (collectively, the Denver High Point Districts).

The District was established to provide the funding for improvements necessary for a portion of the High Point Development, consisting largely of water, sewer and storm drainage, parks and recreation, street, safety protection, transportation, mosquito control, fire protection and other permitted improvements and facilities within and outside of the District. The operation and maintenance of most District services and facilities are anticipated to be provided by the City and not by the District. The District expects to own, operate, and maintain certain park and recreation improvements within the District. Per the Service Plan, the District is not authorized to provide television relay and translation facilities unless provided pursuant to an intergovernmental agreement with the City.

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

The District is not financially accountable for any other organization nor is the District a component unit of any other primary governmental entity, including the City and any of the other Denver High Point Districts.

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

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

Government-Wide and Fund Financial Statements

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

COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 14
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Government-Wide and Fund Financial Statements (Continued)

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

The statement of activities demonstrates the degree to which the direct 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 District considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. The major sources of revenue susceptible to accrual are property taxes and specific ownership taxes. All other revenue items are considered to be measurable and available only when cash is received by the District. Expenditures, other than interest on long-term obligations, are recorded when the liability is incurred or the long-term obligation 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.

The Capital Projects Fund - Regional is used to account for funds generated from the Regional Mill Levy and Regional Facility Fees.

COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 14
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Pooled Cash and Investments

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

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 and other financing uses level and lapses at year end. The District's Board of Directors can modify the budget by line item within the total appropriation without notification. The appropriation can only be modified upon completion of notification and publication requirements. The budget includes each fund on its basis of accounting unless otherwise indicated.

The District amended its annual budget for the year ended December 31, 2018.

Property Taxes

Property taxes are levied by the District 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 taxpayer's election, in February and June. Delinquent taxpayers are notified in August and generally sales of the tax liens on delinquent properties are held in November or December. The County Treasurer remits the taxes collected monthly to the District.

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

Maintenance Fee

On October 28, 2015 (as amended on February 27, 2018), each of the Taxing Districts and the Management District adopted Joint Resolutions Concerning the Imposition of Maintenance Fee. These Joint Resolutions superseded all other resolutions imposing Maintenance Fees.

COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 14
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Maintenance Fee (Continued)

A monthly recurring maintenance fee is charged to each residential and commercial unit in the Taxing Districts for services provided in connection with the construction, operation, and maintenance of public facilities within the District, including but not limited to the operation and maintenance of park and recreational facilities, landscaping, and common areas. The maintenance fee may be adjusted from time to time. In 2018, the fees were \$26.50 for residential units without underdrains and \$27.50 for residential units with underdrains. The maintenance fees are to be billed, collected, and retained by the Management District. During 2018, there were no occupied residential units within the District. Therefore, no maintenance fee revenue has been reported.

The Districts are also authorized to charge a one-time maintenance fee payable upon the transfer of a residential or commercial unit by an End User at a rate established by the Districts from time to time. As of December 31, 2018, no rate for the one-time maintenance fees had been established.

Facilities Fee

On February 27, 2018, each of the Taxing Districts and the Management District adopted Amended and Restated Joint Resolutions Concerning the Imposition of Facilities Fee. These Amended and Restated Joint Resolutions superseded all other resolutions imposing Facilities Fees.

A facility fee of \$2,500 for each single-family residential unit, \$1,250 for each multi-family residential unit, and \$0.25 per square foot for each commercial unit is charged against properties within the District. The facility fee is due at the time of issuance of a building permit. The District records the facilities fee as revenue when received.

Regional Development Fee

On February 27, 2018, each of the Taxing Districts and the Management District adopted Amended and Restated Joint Resolutions Concerning the Imposition of Regional Development Fee. These Amended and Restated Joint Resolutions superseded all other resolutions imposing Regional Development Fees.

The Districts impose a Regional Development Fee on property within the Districts ranging from a base amount of \$0.20 to \$0.50 per square foot of a Zone Lot, as adjusted by the Construction Cost Adjustment multiplier provided by the City. The fee is imposed to provide for the funding of certain Regional Improvements, per an agreement with the City. During 2018, the fees in effect ranged from \$0.36 to \$0.89.

Any unpaid fees constitute a statutory and perpetual lien against the property served.

COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 14
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Deferred Inflows of Resources

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

Equity

Net Position

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

Fund Balance

Fund balance for governmental funds is 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.

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.

**COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 14
 NOTES TO BASIC FINANCIAL STATEMENTS
 DECEMBER 31, 2018**

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Equity (Continued)

Fund Balance (Continued)

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, 2018, are classified in the accompanying financial statements as follows:

Statement of Net Position:

Cash and Investments	\$ 11
Cash and Investments - Restricted	<u>45,894,377</u>
Total Cash and Investments	<u><u>\$ 45,894,388</u></u>

Cash and investments as of December 31, 2018, consist of the following:

Deposits with Financial Institutions	\$ 11
Investments	<u>45,894,377</u>
Total Cash and Investments	<u><u>\$ 45,894,388</u></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, 2018, the District's cash deposits had a bank balance and a carrying balance of \$11.

**COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 14
 NOTES TO BASIC FINANCIAL STATEMENTS
 DECEMBER 31, 2018**

NOTE 3 CASH AND INVESTMENTS (CONTINUED)

Investments

The District has adopted a formal investment policy whereby 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 or investment custodial risk disclosure requirements for investments that are in the possession of another party.

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

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

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

As of December 31, 2018, the District had the following investments:

<u>Investment</u>	<u>Maturity</u>	<u>Amount</u>
Colorado Surplus Asset Fund Trust (CSAFE)	Weighted Average Under 60 Days	\$ 2,434
Colorado Local Government Liquid Asset Trust (COLOTRUST)	Weighted Average Under 60 Days	45,891,943
		<u>\$ 45,894,377</u>

COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 14
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 3 CASH AND INVESTMENTS (CONTINUED)

CSAFE

The District invested in the Colorado Surplus Asset Fund Trust (CSAFE) (the Trust), which is an investment vehicle established by state statute for local government entities to pool surplus assets. The State Securities Commissioner administers and enforces all state statutes governing the Trust. The Trust is similar to a money market fund, with each share valued at \$1.00. CSAFE may invest in U.S. Treasury securities, repurchase agreements collateralized by U.S. Treasury securities, certain money market funds, and highest rated commercial paper. A designated custodial bank serves as custodian for CSAFE's portfolio pursuant to a custodian agreement. The custodian acts as safekeeping agent for CSAFE's investment portfolio and provides services as the depository in connection with direct investments and withdrawals. The custodian's internal records segregate investments owned by CSAFE. CSAFE is rated AAAM by Standard & Poor's. CSAFE records its investments at amortized cost and the District records its investments in CSAFE at net asset value as determined by amortized cost. There are no unfunded commitments, the redemption frequency is daily, and there is no redemption notice period.

COLOTRUST

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

COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 14
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 4 LONG-TERM OBLIGATIONS

An analysis of the changes in long-term obligations for the year ended December 31, 2018, follows:

	Balance at December 31, 2017	Additions	Retirement	Balance at December 31, 2018	Due Within One Year
Governmental Activities:					
Tax Free Loan, Series 2015	\$ 9,880,000	\$ -	\$ 9,880,000	\$ -	\$ -
Developer Advance	24,261	-	-	24,261	-
Accrued Interest on Developer Advances	19,230	1,941	-	21,171	-
Limited Tax General Obligation Bonds, Series 2018	-	87,135,000	-	87,135,000	-
Total	<u>\$ 9,923,491</u>	<u>\$ 87,136,941</u>	<u>\$ 9,880,000</u>	<u>\$ 87,180,432</u>	<u>\$ -</u>

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

Limited General Obligation Refunding and Improvement Bonds, Series 2018

On April 12, 2018, the District issued \$87,135,000 of Limited Tax General Obligation Refunding and Improvement Bonds, Series 2018 (the 2018 Bonds). The proceeds from the sale of the 2018 Bonds, combined with available funds of the Districts, were used to: (i) fund public improvements related to the development of property in the District and Colorado International Center Metropolitan District No. 13 (CIC 13); (ii) fund capitalized interest on the 2018 Bonds; (iii) refund amounts outstanding under the Tax Free Loan, Series 2015; (iv) fund a portion of the Surplus Fund; and, (v) pay the costs of issuing the Bonds.

The 2018 Bonds bear interest at rates of 5.625% (\$3,395,000, maturing on December 1, 2032) and 5.875% (\$83,740,000, maturing on December 1, 2046), and are payable semi-annually on June 1 and December 1, beginning on June 1, 2018. Annual mandatory sinking fund principal payments are due on December 1, beginning on December 1, 2023. The 2018 Bonds fully mature on December 1, 2046.

Pursuant to the Indenture, the 2018 Bonds are secured by and payable from pledged revenue, net of any costs of collection, which includes: (1) all Property Tax Revenues derived from the District's imposition of the Required Mill Levy and the Regional Mill Levy; (2) all Capital Fees which include the Facilities Fees; (3) all Specific Ownership Taxes received as a result of the imposition of the Required Mill Levy and the Regional Mill Levy; (4) all PILOT Revenues; and (5) any other legally available moneys which the District determines, in its absolute discretion, to credit to the Bond Fund (Pledged Revenue).

COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 14
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 4 LONG-TERM OBLIGATIONS (CONTINUED)

Limited General Obligation Refunding and Improvement Bonds, Series 2018 (Continued)

Pursuant to the FFCOA, the District and CIC 13 entered into a Capital Pledge Agreement dated April 12, 2018 (Pledge Agreement). Pursuant to the Pledge Agreement, the 2018 Bonds are also secured by and payable from CIC 13 pledged revenue, net any costs of collection, which includes: (1) all CIC 13 Property Tax Revenues derived from CIC 13's imposition of the Required Mill Levy and the Regional Mill Levy; (2) all CIC 13 Capital Fees which includes the Facilities Fees; (3) all CIC 13 Specific Ownership Taxes received as a result of the imposition of the CIC 13 Required Mill Levy and the CIC 13 Regional Mill Levy; (4) all CIC 13 PILOT Revenues; and (5) any other legally available moneys which CIC 13 determines, in its absolute discretion, to credit to the Bond Fund (CIC 13 Pledged Revenue).

Pursuant to the Pledge Agreement, CIC 13 has covenanted to impose a Required Mill Levy of 50.000 mills (subject to adjustment) and a Regional Mill Levy of 15.000 mills (subject to adjustment). The Pledge Agreement defines CIC 13 Property Tax Revenues as, generally, all moneys derived from imposition by CIC 13 of the CIC 13 Required Mill Levy and the CIC 13 Regional Mill Levy.

Amounts on deposit in the Surplus Fund also secure payment of the 2018 Bonds. The Surplus Fund was funded from bond proceeds in the amount of \$8,713,500, from available funds of the Districts, and from the Pledged Revenue and CIC 13 Pledged Revenue up to the Maximum Surplus Amount. The Maximum Surplus Amount means: (a) prior to the Partial Release Test Satisfaction Date, the amount of \$17,427,000; and (b) after the Partial Release Test Satisfaction Date, the amount of \$8,713,500 (which is equal to the initial deposit to the Surplus Fund from bond proceeds). The Partial Release Test Satisfaction Date means the first date on which the Senior Debt to Assessed Ratio is 50% or less.

Pledged Revenue and CIC 13 Pledged Revenue that is not needed to pay debt service on the 2018 Bonds in any year will be deposited to and held in the Surplus Fund, up to the Maximum Surplus Amount. Pursuant to the Indenture, amounts on deposit in the Surplus Fund (if any) on the maturity date of the Bonds shall be applied to the payment of the Bonds. The availability of such amount shall be taken into account in calculating the Required Mill Levy and the Regional Mill Levy required to be imposed in December 2045. The Surplus Fund will be terminated upon the repayment of the 2018 Bonds and any excess moneys therein will be applied to any legal purpose of the District.

**COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 14
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 4 LONG-TERM OBLIGATIONS (CONTINUED)

Limited General Obligation Refunding and Improvement Bonds, Series 2018 (Continued)

Outstanding principal and interest on the Series 2018 bonds mature as follows:

<u>Years Ending December 31,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2019	\$ -	\$ 5,110,694	\$ 5,110,694
2020	-	5,110,694	5,110,694
2021	-	5,110,694	5,110,694
2022	-	5,110,694	5,110,694
2023	5,000	5,110,694	5,115,694
2024-2028	25,000	25,549,251	25,574,251
2029-2033	5,495,000	25,207,532	30,702,532
2034-2038	19,575,000	21,958,988	41,533,988
2039-2043	29,720,000	14,980,663	44,700,663
2044-2046	32,315,000	4,372,175	36,687,175
Total	<u>\$ 87,135,000</u>	<u>\$ 117,622,079</u>	<u>\$ 204,757,079</u>

Developer Advances

On October 14, 2016, the District (along with the Management District and Colorado International Center Metropolitan District No. 13) (the Districts) entered into an Operations Funding and Reimbursement Agreement (New Agreement) with LNR CPI High Point, LLC (LNR). The Districts had entered into previous Operations and Funding Agreements dated March 22, 2007, and made effective December 1, 2006 (Prior Agreements). The New Agreement was entered into for the purpose of terminating the Prior Agreements, acknowledging all prior costs to the Districts for the payment of operations costs, and clarifying and consolidating all understandings and commitments between the Districts and LNR. The Districts have acknowledged that LNR has made advances to the District since 2006 through the date of the New Agreement, and that LNR will continue to advance funds to the Districts for operations costs on a periodic basis as needed. Simple interest on such advances shall accrue at the rate of 8% per annum. Repayment of advances will be from ad valorem taxes, fees, or other legally available revenues. Any mill levy certified by the District for the purpose of repaying advances shall not exceed 50 mills, less amounts needed for current administrative, operations and maintenance costs, and to service existing debt. The New Agreement is in effect until the earlier of repayment of advances or December 1, 2046. In July 2017, LNR sold its property in the District to ACM High Point VI LLC (ACM). The Operations and Capital Funding and Reimbursement Agreements with LNR were terminated and all reimbursement rights were assigned to ACM.

COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 14
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 4 LONG-TERM OBLIGATIONS (CONTINUED)

Developer Advances (Continued)

ACM and the Management District entered into the Operations Funding and Reimbursement Agreement on July 20, 2017 for the purposes of acknowledging all prior advances made by LNR to the Districts, as assigned to ACM, and to provide for ACM's advancement of funds to the District for future operations costs of the District up to \$1,000,000 for the fiscal years 2017 through 2020. The payment obligation to pay ACM constitutes a multiple-fiscal year obligation of the District. Simple interest shall accrue on each developer advance, including the prior advances, at a rate of 8%. The District intends to repay from certain revenues including ad valorem taxes and fees. Any mill levy certified by the District for the purpose of repaying advances made shall not exceed the mill levy limitation in the Service Plan, and in any event, shall not exceed 50 mills. The term of this Agreement is in effect until the earlier of the repayment of the obligation or December 1, 2047.

ACM and the Management District entered into the Capital Funding and Reimbursement Agreement on July 20, 2017 for the purposes of acknowledging all prior advances made by LNR to the Districts, as assigned to ACM, and to provide for ACM's advancement of funds to the District for future capital costs of the District up to \$10,000,000 for the fiscal years 2017 through 2020. The payment obligation to pay ACM constitutes a multiple-fiscal year obligation of the District. Simple interest shall accrue on each developer advance, including the prior advances, at a rate of 8%. The District intends to repay from certain revenues including ad valorem taxes and fees. Any mill levy certified by the District for the purpose of repaying advances made shall not exceed the mill levy limitation in the Service Plan, and in any event, shall not exceed 50 mills. The term of this Agreement is in effect until the earlier of the repayment of the obligation or December 1, 2047.

At December 31, 2018, the outstanding amount due to ACM by the District was \$45,432, which includes \$21,171 of accrued interest.

COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 14
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 4 LONG-TERM OBLIGATIONS (CONTINUED)

Authorized Debt

On May 2, 2006, the District's electors authorized the incurrence of general obligation debt totalling \$1,530,400,000 in principal at an interest rate not to exceed 14%. On May 3, 2016, the District's electors authorized the incurrence of general obligation debt totalling \$2,615,000,000 in principal, at an interest rate not to exceed 18%. At December 31, 2018, the District has authorized but unissued indebtedness for the following purposes:

	Authorized May 2, 2006 Election	Authorized May 3, 2016 Election	Authorization Used 2010 Bonds	Authorization Used 2015 Loan	Authorization Used 2018 Bonds	Remaining at December 31, 2018
Streets	\$ 157,800,000	\$ 157,800,000	\$ 3,456,000	\$ 6,650,506	\$ 4,004,561	\$ 301,488,933
Parks and Recreation	157,800,000	157,800,000	128,000	-	1,610,300	313,861,700
Water Supply System	157,800,000	157,800,000	256,000	-	734,523	314,609,477
Sanitary and Storm Sewer	157,800,000	157,800,000	2,560,000	-	713,334	312,326,666
Public Transportation	157,800,000	157,800,000	-	-	-	315,600,000
Mosquito Control	10,000,000	157,800,000	-	-	-	167,800,000
Traffic and Safety Protection	157,800,000	157,800,000	-	-	-	315,600,000
Fire Protection	10,000,000	157,800,000	-	-	-	167,800,000
Operations and Maintenance	157,800,000	157,800,000	-	-	-	315,600,000
Debt Refunding	157,800,000	157,800,000	-	5,534,494	11,094,495	298,971,011
Intergovernmental Contracts	157,800,000	157,800,000	-	-	-	315,600,000
Regional Improvements	90,200,000	90,200,000	-	-	68,977,787	111,422,213
Special Assessment Debt	-	157,800,000	-	-	-	157,800,000
Television Relay/Translation	-	157,800,000	-	-	-	157,800,000
Security	-	157,800,000	-	-	-	157,800,000
Private Contracts	-	157,800,000	-	-	-	157,800,000
Mortgages	-	157,800,000	-	-	-	157,800,000
Total	<u>\$ 1,530,400,000</u>	<u>\$ 2,615,000,000</u>	<u>\$ 6,400,000</u>	<u>\$ 12,185,000</u>	<u>\$ 87,135,000</u>	<u>\$ 4,039,680,000</u>

The District's Service Plan limits total debt issuance to \$157,800,000 for District Improvements and \$90,200,000 for Regional Improvements.

In the future, the District may issue a portion or all of the remaining authorized but unissued general obligation debt for purposes of providing public improvements to support development as it occurs within the District's service area; however, as of the date of this audit, the amount and timing of any debt issuances is not determinable.

NOTE 5 NET POSITION

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

The restricted component of net position includes assets that are restricted for use either externally 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 of \$1,347,853 for debt service and \$162,444 for capital projects at December 31, 2018.

The District has a deficit in unrestricted net position. This deficit amount is a result of the District being responsible for the repayment of debt issued for public improvements, while the funds for construction of those improvements have been transferred to the Management District.

COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 14
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 6 RELATED PARTIES

The property within the District is owned by and is being developed by ACM High Point VI LLC, a Delaware limited liability corporation (ACM), which acquired the property from LNR CPI High Point LLC, a Colorado limited liability corporation, in July 2017. During 2018, a majority of the members of the Board of Directors were officers of, employees of, or associated with ACM. One board member is the owner of Silverbluff Companies, Inc., which provides construction management services to the Management District.

NOTE 7 AGREEMENTS

Facilities Funding, Construction and Operations Agreement (FFCOA)

On June 28, 2007 as amended on October 29, 2009, with an effective date of September 2, 2009, the District entered into a Facilities Funding, Construction, and Operations Agreement (FFCOA) with Colorado International Center Metropolitan District No. 13 and the Management District. The Management District will own, operate, maintain, finance, and construct facilities benefiting all of the Districts and the Taxing Districts will contribute to the costs of construction, operation, and maintenance of such facilities. Since all assessed valuation of property developed will be located in the Taxing Districts, the Taxing Districts will either use proceeds of general obligation bonds or pledge their ad valorem tax revenues to pay their obligations to the Management District. The FFCOA was amended on October 29, 2009, effective September 2, 2008, to revise certain provisions relating to bonds and revenue from regional mill levies and regional development fees.

Operations Financing Intergovernmental Agreement

On June 6, 2007, the District entered into an agreement with the other Denver High Point Districts and Gateway Regional Metropolitan District (Gateway). Under the agreement, the Denver High Point Districts agreed to participate in the operations and maintenance of certain public landscaping improvements in the medians along Tower Road between 56th Avenue and 72nd Avenue that had been previously installed by Gateway. The Denver High Point Districts' share of the operations and maintenance expenses is 17% of Gateway's budgeted operation and maintenance expenses, as adjusted for certain provisions. As provided under the FFCOA (see above), the Management District shall collect revenues from the other Denver High Point Districts and remit to Gateway the annual amount due in twelve equal installments. During 2018, no payments were made by the Management District to Gateway under this Agreement.

Denver High Point IGA

On April 12, 2018, Aurora High Point at DIA Metropolitan District (AHP) entered into a Cost Sharing and Reimbursement Agreement (the Denver High Point IGA) with Denver High Point at DIA Metropolitan District (DHP) (also referred to as the Management District). DHP functions as the management district for the Denver High Point Districts and is responsible for coordinating and managing the financing, acquisition, construction, completion, and operation and maintenance of all public infrastructure and services within the portion of High Point in Denver.

COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 14
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 7 AGREEMENTS (CONTINUED)

Denver High Point IGA (Continued)

Construction of certain regional improvements funded by AHP and DHP benefitted property owners and taxpayers in both the Aurora and Denver portions of High Point; however, the parties have determined that such costs should be re-distributed based on an engineer's recommendation of benefit provided and, as a result, the parties entered into the Denver High Point IGA to, among other things, re-allocate such costs between the two districts (assigning 56.18% of such costs to DHP and 43.83% to AHP). Accordingly, pursuant to the Denver High Point IGA, both AHP and DHP acknowledge that AHP is entitled to be reimbursed by DHP in the amount of \$10,021,145 for various capital expenditures the District previously made and which the Board of Directors of DHP has determined conferred a benefit to one or more of the Denver High Point Districts. DHP has received an engineer's certification to verify the allocated amount owed to the District for the improvements constructed. AHP was reimbursed in the amount of \$10,021,145 using proceeds of the District's 2018 Bonds.

On May 7, 2018, the Denver High Point IGA was amended to include Colorado International Center Metropolitan District No. 4 (CIC No. 4), a taxing district to AHP, as a party to the Denver High Point IGA; to recognize certain improvements that CIC No. 4 constructed as Regional Facilities under the Denver High Point IGA; to reallocate costs associated with the construction of such improvements as part of the total reallocation under the Denver High Point IGA; and to recognize that AHP is entitled to an additional reimbursement to further reconcile DHP's proportionate share of the re-allocated costs. Accordingly, the reimbursement amount was reallocated and increased from \$10,021,145 to \$22,399,717, which additional amount of \$12,378,572 was also paid to AHP using proceeds of the District's 2018 Bonds.

NOTE 8 INTERFUND TRANSFERS

The transfer of \$31,535,304 from the Capital Projects Fund - Regional to the Debt Service Fund was made in accordance with terms of the Series 2018 bond issue.

NOTE 9 RISK MANAGEMENT

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

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

COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 14
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 9 RISK MANAGEMENT (CONTINUED)

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

NOTE 10 TAX, SPENDING AND DEBT LIMITATIONS

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

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

On May 2, 2006 and again on May 3, 2016, a majority of the District's electors authorized the District to collect and spend or retain ad valorem taxes of up to \$10,000,000 annually for operations and maintenance expenses of the District without regard to any limitations imposed by TABOR beginning in 2007. Additionally, the District electors authorized the District to collect, retain and spend all revenue without regard to limitation under TABOR in 2007 and all subsequent years.

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 transfers all of its operating revenues to the Management District, as provided for in the FFCOA. Therefore, the Emergency Reserve related to the District's revenue stream is captured in the Management District.

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

SUPPLEMENTARY INFORMATION

**COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 14
DEBT SERVICE FUND
SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE –
BUDGET AND ACTUAL
YEAR ENDED DECEMBER 31, 2018**

	Original Budget	Final Budget	Actual Amounts	Variance with Final Budget Positive (Negative)
REVENUES				
Property Taxes	\$ 812,260	\$ 812,260	\$ 918,287	\$ 106,027
Specific Ownership Tax	73,900	73,900	61,277	(12,623)
Interest Income	5,200	90,000	324,529	234,529
Other Income	2,000	-	-	-
Total Revenues	<u>893,360</u>	<u>976,160</u>	<u>1,304,093</u>	<u>327,933</u>
EXPENDITURES				
County Treasurer's Fee	8,120	8,120	9,185	(1,065)
Contingency	2,205	79,290	-	79,290
Bond Interest - Series 2018	960,266	3,881,400	3,250,969	630,431
Loan Interest	-	346,190	117,737	228,453
Loan Principal	-	9,880,000	9,880,000	-
Payment to Refunding Escrow	9,934,409	-	-	-
Paying Agent Fees	10,000	5,000	5,273	(273)
Total Expenditures	<u>10,915,000</u>	<u>14,200,000</u>	<u>13,263,164</u>	<u>936,836</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	(10,021,640)	(13,223,840)	(11,959,071)	1,264,769
OTHER FINANCING SOURCES (USES)				
Transfer from Capital Projects - Regional Fund	9,868,748	34,526,190	31,535,304	(2,990,886)
Total Other Financing Sources (Uses)	<u>9,868,748</u>	<u>34,526,190</u>	<u>31,535,304</u>	<u>(2,990,886)</u>
NET CHANGE IN FUND BALANCE	(152,892)	21,302,350	19,576,233	(1,726,117)
Fund Balance - Beginning of Year	<u>434,395</u>	<u>436,774</u>	<u>436,776</u>	<u>2</u>
FUND BALANCE - END OF YEAR	<u>\$ 281,503</u>	<u>\$ 21,739,124</u>	<u>\$ 20,013,009</u>	<u>\$ (1,726,115)</u>

**COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 14
CAPITAL PROJECTS - REGIONAL FUND
SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE –
BUDGET AND ACTUAL
YEAR ENDED DECEMBER 31, 2018**

	Original Budget	Final Budget	Actual Amounts	Variance with Final Budget Positive (Negative)
REVENUES				
Regional Mill Levy	\$ 243,678	\$ 243,678	\$ 275,486	\$ 31,808
Interest Income	100	100	399,777	399,677
Other Revenue	4,439	171,287	-	(171,287)
Total Revenues	<u>248,217</u>	<u>415,065</u>	<u>675,263</u>	<u>260,198</u>
EXPENDITURES				
County Treasurer's Fee - Regional Mill Levy	2,440	2,440	2,755	(315)
Contingency	4,631	81,370	-	81,370
Intergovernmental Expense - Denver High Point at DIA	19,499,850	63,300,000	28,184,625	35,115,375
Cost of Issuance	1,104,640	2,500,000	2,283,525	216,475
Total Expenditures	<u>20,611,561</u>	<u>65,883,810</u>	<u>30,470,905</u>	<u>35,412,905</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	(20,363,344)	(65,468,745)	(29,795,642)	35,673,103
OTHER FINANCING SOURCES (USES)				
Bond Issuance - Series 2018	30,232,000	100,000,000	87,135,000	(12,865,000)
Transfer from DHP at DIA Metro District	-	-	84,706	84,706
Transfers to Debt Service Fund	(9,868,748)	(34,526,190)	(31,535,304)	2,990,886
Total Other Financing Sources (Uses)	<u>20,363,252</u>	<u>65,473,810</u>	<u>55,684,402</u>	<u>(9,789,408)</u>
NET CHANGE IN FUND BALANCE	(92)	5,065	25,888,760	25,883,695
Fund Balance (Deficit) - Beginning of Year	<u>92</u>	<u>(5,065)</u>	<u>(5,065)</u>	<u>-</u>
FUND BALANCE - END OF YEAR	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 25,883,695</u>	<u>\$ 25,883,695</u>

OTHER INFORMATION

**COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 14
SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY
DECEMBER 31, 2018**

\$87,135,000

Limited Tax General Obligation Refunding
and Improvement Bonds, Series 2018

Dated April 12, 2018

Interest Rate between 5.625% and 5.875%

Interest Payable June 1 and December 1

Principal Due December 1

<u>Years Ending December 31,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2019	\$ -	\$ 5,110,694	\$ 5,110,694
2020	-	5,110,694	5,110,694
2021	-	5,110,694	5,110,694
2022	-	5,110,694	5,110,694
2023	5,000	5,110,694	5,115,694
2024	5,000	5,110,413	5,115,413
2025	5,000	5,110,131	5,115,131
2026	5,000	5,109,850	5,114,850
2027	5,000	5,109,569	5,114,569
2028	5,000	5,109,288	5,114,288
2029	155,000	5,109,006	5,264,006
2030	575,000	5,100,288	5,675,288
2031	1,020,000	5,067,944	6,087,944
2032	1,615,000	5,010,569	6,625,569
2033	2,130,000	4,919,725	7,049,725
2034	2,835,000	4,794,588	7,629,588
2035	3,435,000	4,628,031	8,063,031
2036	4,130,000	4,426,225	8,556,225
2037	4,375,000	4,183,588	8,558,588
2038	4,800,000	3,926,556	8,726,556
2039	5,085,000	3,644,556	8,729,556
2040	5,555,000	3,345,813	8,900,813
2041	5,885,000	3,019,456	8,904,456
2042	6,410,000	2,673,713	9,083,713
2043	6,785,000	2,297,125	9,082,125
2044	7,365,000	1,898,506	9,263,506
2045	7,795,000	1,465,813	9,260,813
2046	17,155,000	1,007,856	18,162,856
Total	<u>\$ 87,135,000</u>	<u>\$ 117,622,079</u>	<u>\$ 204,757,079</u>

**COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 14
SCHEDULE OF ASSESSED VALUATION, MILL LEVY, AND PROPERTY TAXES COLLECTED
DECEMBER 31, 2018**

Year Ended December 31,	Prior Year Assessed Valuation for Current Year Property Tax Levy	Mills Levied		Total Property Taxes		Percentage Collected to Levied
		General	Debt	Levied	Collected	
		Operations	Service			
2014	\$ 8,509,450	10.000	50.000 (1)	\$ 510,568	\$ 510,565	100.00 %
2015	8,446,680	10.000	50.000 (1)	506,798	500,564	98.77
2016	11,126,220	10.000	50.000 (1)	667,573	667,419	99.90
2017	10,961,600	10.000	50.000 (1)	657,696	657,852	100.02
2018	16,245,200	10.000	65.000 (1)	1,218,390	1,377,430	113.05
Estimated for Year Ending December 31, 2019	\$ 32,904,040	10.000	65.000 (1)	\$ 2,467,803		

(1) Includes 15.000 mills for a Regional Mill levy, which is pledged to debt service.

NOTE: Property taxes collected in any one year include collection of delinquent property taxes assessed in prior years, as well as reductions for property tax refunds or abatements. Information received from the County Treasurer does not permit identification of specific year of assessment.

CONTINUING DISCLOSURE ANNUAL FINANCIAL INFORMATION

**COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 14
SCHEDULE OF ASSESSED VALUATION, MILL LEVY, AND PROPERTY TAXES COLLECTED
COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 13
DECEMBER 31, 2018**

Colorado International Center Metropolitan District No. 13

Year Ended <u>December 31,</u>	Prior Year Net Assessed Valuation for Current Year Tax Levy	Mills Levied		Total Property Taxes		Percent Collected to Levied
		General	Debt	Levied	Collected	
2014	\$ 30	10.000	15.000 (1)	\$ -	\$ -	N/A
2015	30	10.000	15.000 (1)	-	-	N/A
2016	60	10.000	15.000 (1)	2	2	100.00 %
2017	60	10.000	15.000 (1)	2	2	100.00
2018	60	11.056	70.278 (1)	5	5	100.00

Estimated for
the Year Ending

December 31, 2019 \$ 2,980 11.056 70.278 (1) \$ 243

(1) Includes 15.000 mills for a Regional Mill levy, which is pledged to debt service.

NOTE:

Property taxes shown as collected in any one year include collection of delinquent property taxes or abatements of property taxes assessed in prior years. This presentation does not attempt to identify specific years of assessments.

**COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 14
 ASSESSED VALUATION CLASSES, LARGEST TAX PAYERS, AND SELECTED DEBT RATIOS
 DECEMBER 31, 2018**

2018 Assessed Valuation of Classes of Property in the District

<u>Class</u>	<u>Total Assessed Valuation</u>	<u>Percent of Total Assessed Valuation</u>
Commercial	\$ 18,930,190	57.54%
Vacant Land	1,837,880	5.59
Agricultural Land	14,360	0.04
Personal Property	12,110,310	36.80
State Assessed	11,300	0.03
Total	<u>\$ 32,904,040</u>	<u>100.00%</u>

Largest Taxpayers in the District for 2018

<u>Taxpayer Name</u>	<u>2018 Assessed Valuation</u>	<u>Percentage of Total Assessed Valuation</u>
Flight Safety International	\$ 11,274,290	34.27%
DIA HIX LLC	6,823,700	20.74
MH HHOUSE LLC	3,301,000	10.03
DIA Tower Road LLC	3,021,050	9.18
DIA Development LLC	2,545,380	7.74
Menifee Mart Inc.	2,116,820	6.43
BD OMNI #1 LLC	1,568,980	4.77
Corporex High Point LLC	865,770	2.63
AMC High Point VI LLC	659,400	2.00
LNR CPI High Point LLC	326,510	0.99
All Others	401,140	1.22
Total	<u>\$ 32,904,040</u>	<u>100.00%</u>

Selected Debt Ratios of the District

District's Direct Debt	\$ 87,135,000
District's 2018 Assessed Valuation	\$ 32,904,040
Direct Debt to Assessed Valuation	264.82%
District's Statutory Actual Value	\$ 117,476,031
Direct Debt to Statutory Actual Value	74.17%

**COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 14
 ASSESSED VALUATION CLASSES AND LARGEST TAX PAYERS
 COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 13
 DECEMBER 31, 2018**

**Colorado International Center Metropolitan District No. 13
2018 Assessed Valuation of Classes of Property in the District**

<u>Class</u>	<u>Total Assessed Valuation</u>	<u>Percent of Total Assessed Valuation</u>
Agricultural Land	\$ 2,980	100.00%
Total	\$ 2,980	100.00%

**Colorado International Center Metropolitan District No. 13
Largest Taxpayers in the District for 2018**

<u>Taxpayer Name</u>	<u>2018 Assessed Valuation</u>	<u>Percentage of Total Assessed Valuation</u>
AMC High Point VI LLC	\$ 2,980	100.00%
Total	\$ 2,980	100.00%