

CliftonLarsonAllen LLP www.CLAconnect.com

Accountant's Compilation Report

Board of Directors North Range Metropolitan District No. 2

Management is responsible for the accompanying budget of revenues, expenditures, and fund balances of North Range Metropolitan District No. 2 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 ended 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 North Range Metropolitan District No. 2.

Greenwood Village, Colorado

Clifton Larson allen LA

January 25, 2019



NORTH RANGE METROPOLITAN DISTRICT NO. 2 SUMMARY 2019 BUDGET

WITH 2017 ACTUAL AND 2018 ESTIMATED For the Years Ended and Ending December 31,

	ACTUAL	BUDGET	ACTUAL	ESTIMATED	BUDGET
	2017	2018	ll l		2019
			•		
BEGINNING FUND BALANCES	\$ 1,121,703	\$ 7,425,174	\$ 5,570,638	\$ 5,570,638	\$ 5,483,729
REVENUES					
Property taxes	652,035	1,104,639	1,102,847	1,104,639	1,443,467
Specific ownership tax	62,806	110,500	68,185	90,913	101,043
Net investment income	24,700	48,400	66,659	86,028	78,200
System development fees	735,000	647,500	567,000	647,500	875,000
Sales tax sharing	250,000	252,500	251,758	252,500	255,025
Impact fees	262,380	218,485	191,322	222,028	295,250
Developer advance	3,022,605	6,000,000	1,430,278	1,430,278	937,076
Bond issuance	37,631,000	-	-	-	-
Total revenues	42,640,526	8,382,024	3,678,049	3,833,886	3,985,061
TRANSFERS IN	3,589,010	_		-	
Total funds available	47,351,239	15,807,198	9,248,687	9,404,524	9,468,790
EXPENDITURES					
General Fund	201,917	338,000	317,718	332,799	431,238
Debt Service Fund	27,735,810	1,788,975	900,890	1,788,975	1,814,944
Capital Projects Fund	10,253,864	10,300,930	1,799,021	1,799,021	2,753,442
Total expenditures	38,191,591	12,427,905	3,017,629	3,920,795	4,999,624
		,, .	-,,	_,,	., ,
TRANSFERS OUT	3,589,010	-	-	-	-
Total expenditures and transfers out					
requiring appropriation	41,780,601	12,427,905	3,017,629	3,920,795	4,999,624
ENDING FUND BALANCES	\$ 5,570,638	\$ 3,379,293	\$ 6,231,058	\$ 5,483,729	\$ 4,469,166
	+ 0,0.0,000	+	+ 5,25.,555	+	+ 1,100,100
EMERGENCY RESERVE	\$ 6,100	\$ 10,300	\$ 9,900	\$ 10,200	\$ 13,100
AVAILABLE FOR OPERATIONS	100	179	8,099	-	-
DEBT SERVICE RESERVE - SERIES 2017A	1,800,000	1,800,000	1,800,000	1,800,000	1,800,000
DEBT SERVICE SURPLUS - SERIES 2017A	1,628,329	1,568,814	2,623,305	1,879,163	2,656,066
TOTAL RESERVE	\$ 3,434,529	\$ 3,379,293	\$ 4,441,304	\$ 3,689,363	\$ 4,469,166

NORTH RANGE METROPOLITAN DISTRICT NO. 2 PROPERTY TAX SUMMARY INFORMATION 2019 BUDGET

WITH 2017 ACTUAL AND 2018 ESTIMATED For the Years Ended and Ending December 31,

		ACTUAL	E;	STIMATED		BUDGET
		2017		2018		2019
ASSESSED VALUATION						
Residential	\$	106,730	\$	1,926,860	\$	5,206,820
Commercial		5,261,190		5,855,410		5,796,390
Agricultural		10		5,390		3,080
State assessed		-		-		180
Vacant land		1,125,270		3,179,540		3,844,770
Personal property		1,762,290		1,542,170		1,495,130
Certified Assessed Value	<u>\$</u>	8,255,490	\$	12,509,370	\$	16,346,370
MILL LEVY General		22.400		24.764		24.764
Debt Service		57.470		63.541		63.541
Total mill levy		79.870		88.305		88.305
rotai fillii levy	_	79.070		66.303		00.303
PROPERTY TAXES						
General	\$	184,923	\$	309,782	\$	404,802
Debt Service	Φ	474,443	Φ	794,857	Φ	1,038,665
Debt Service		474,443		194,031		1,030,003
Levied property taxes		659,366		1,104,639		1,443,467
Adjustments to actual/rounding		(7,331)		-		-
Budgeted property taxes	\$	652,035	\$	1,104,639	\$	1,443,467
BUDGETED PROPERTY TAXES General Debt Service	\$	182,856 469,179	\$	309,782 794,857	\$	404,802 1,038,665
	<u>\$</u>	652,035	\$	1,104,639	\$	1,443,467

NORTH RANGE METROPOLITAN DISTRICT NO. 2 GENERAL FUND 2019 BUDGET

WITH 2017 ACTUAL AND 2018 ESTIMATED For the Years Ended and Ending December 31,

	ACTUAL		ESTIMATED		BUDGET	
	2017		2018			2019
BEGINNING FUND BALANCE	\$	6,741	\$	6,200	\$	10,200
REVENUES						
Property taxes		182,856		309,782		404,802
Specific ownership tax		17,613		25,493		28,336
Net investment income		907		1,524		1,000
Total revenues		201,376		336,799		434,138
Total funds available		208,117		342,999		444,338
EXPENDITURES						
General and administrative						
County Treasurer's fee		2,744		4,647		6,072
Intergov Expenditure - RMD Operations		186,548		319,583		415,113
Audit		2,400		2,500		2,700
Dues and memberships		439		589		650
Insurance and bonds		2,933		3,727		3,800
Miscellaneous		2,723		1,753		2,903
Elections		966		-		-
Legal		3,164		222 700		424 229
Total expenditures		201,917		332,799		431,238
Total expenditures and transfers out						
requiring appropriation		201,917		332,799		431,238
ENDING FUND BALANCE	\$	6,200	\$	10,200	\$	13,100
		-,		,—		,
EMERGENCY RESERVE	\$	6,100	\$	10,200	\$	13,100
AVAILABLE FOR OPERATIONS		100				
TOTAL RESERVE	\$	6,200	\$	10,200	\$	13,100

NORTH RANGE METROPOLITAN DISTRICT NO. 2 DEBT SERVICE FUND 2019 BUDGET

WITH 2017 ACTUAL AND 2018 ESTIMATED For the Years Ended and Ending December 31,

	ACTUAL 2017	ESTIMATED 2018	BUDGET 2019
BEGINNING FUND BALANCE	\$ 1,114,962	\$ 3,428,329	\$ 3,679,163
REVENUES			
Property taxes	469,179	794,857	1,038,665
Specific ownership tax	45,193	65,420	72,707
Net investment income	15,772	57,504	55,200
System development fees	735,000	647,500	875,000
Sales tax sharing	250,000	252,500	255,025
Impact fees	262,380	222,028	295,250
Developer advance	895,663	-	-
Bond issuance	30,965,000	-	-
Total revenues	33,638,187	2,039,809	2,591,847
Total funds available	34,753,149	5,468,138	6,271,010
EXPENDITURES			
Debt Service			
County Treasurer's fee	7,041	11,923	15,580
Bond interest - series 2017A	942,383	1,766,969	1,766,969
Cost of issuance	960,788	-	· · ·
Contingency	· -	1,083	22,395
Paying agent fees	7,500	9,000	10,000
Refunding escrow payment	25,818,098	-	· <u>-</u>
Total expenditures	27,735,810	1,788,975	1,814,944
TRANSFERS OUT			
	2 500 010		
Transfer to capital project fund	3,589,010		
Total expenditures and transfers out			
requiring appropriation	31,324,820	1,788,975	1,814,944
ENDING FUND BALANCE	\$ 3,428,329	\$ 3,679,163	\$ 4,456,066
DEBT SERVICE RESERVE - SERIES 2017A	\$ 1,800,000	\$ 1,800,000	\$ 1,800,000
DEBT SERVICE RESERVE - SERIES 2017A DEBT SERVICE SURPLUS - SERIES 2017A	1,628,329	1,879,163	2,656,066
TOTAL RESERVE	\$ 3,428,329	\$ 3,679,163	\$ 4,456,066
TOTAL NEOLINAL	Ψ 3,720,328	Ψ 5,018,103	Ψ +,+30,000

NORTH RANGE METROPOLITAN DISTRICT NO. 2 CAPITAL PROJECTS FUND 2019 BUDGET

WITH 2017 ACTUAL AND 2018 ESTIMATED For the Years Ended and Ending December 31,

	ACTUAL 2017	ESTIMATED 2018	BUDGET
	2017	2018	2019
BEGINNING FUND BALANCE	\$ -	\$ 2,136,109	\$ 1,794,366
REVENUES			
Net investment income	8,021	27,000	22,000
Developer advance	2,126,942	1,430,278	937,076
Bond issuance	6,666,000	-	-
Total revenues	8,800,963	1,457,278	959,076
TRANSFERS IN			
Transfer from DSF	3,589,010	_	
Transier nem 20.			
Total funds available	12,389,973	3,593,387	2,753,442
EXPENDITURES			
Capital Projects			
Capital outlay	2,126,942	1,430,278	-
Cost of issuance	199,980	, , , <u>-</u>	_
Developer repayment	2,126,942	368,743	_
Transfer to Reunion - Bond proceeds	5,800,000	· -	_
Reunion Phase 3D - Landscape	-	-	1,283,854
Reunion Phase 3D - Conn fee	-	-	282,849
Landscape - Filing 26	-	-	505,582
Connection fee	-	-	46,096
ERU fee	-	-	275,916
Contingency		-	359,145
Total expenditures	10,253,864	1,799,021	2,753,442
Total expenditures and transfers out			
requiring appropriation	10,253,864	1,799,021	2,753,442
ENDING FUND BALANCE	\$ 2,136,109	\$ 1,794,366	\$ -

Services Provided

North Range Metropolitan District No.2 (the "District"), a quasi-municipal corporation and political subdivision of the State of Colorado was organized by Court Order and Decree of the District Court on December 27, 2000 and is governed pursuant to provisions of the Colorado Special District Act, Title 32, Article I, Colorado Revised Statutes. The District was organized in conjunction with North Range Metropolitan Districts Nos. 1, 3, 4, and 5 (collectively "NRMD's"), and the Reunion Metropolitan District ("Reunion"). Reunion and the NRMD's have entered into intergovernmental agreements whereby Reunion provides the construction for street improvements, storm drainage improvements, safety protection facilities, parks and recreation facilities and water and wastewater improvements. The service plan anticipates that Reunion will be responsible for managing the construction, operation, and maintenance of such improvements and facilities and that the NRMD's will provide the necessary funding to Reunion.

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 the 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.

The calculation of the taxes levied is displayed on the Property Tax Summary of the Budget at the adopted total mill levy.

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 7% of the property taxes collected by both the General Fund and the Debt Service Fund. The budget assumes that specific ownership taxes allocable to property taxes collected by the Debt Service Fund will be pledged to debt service on the bonds during the term the bonds are outstanding.

Revenues - (continued)

Net Investment Income

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

Intergovernmental revenue – System Development Fees

The District has entered into an intergovernmental agreement with Reunion in order to collect a portion of system development fees which are pledged for the repayment of debt. The agreement provides that for each Residential System Development Fee collected by Reunion, \$3,500 is to be transferred to the District's Bond Fund.

Intergovernmental revenue – Impact Fees

Pursuant to the intergovernmental agreement with Reunion, the District receives road impact fees in the amount of \$1,181 for residential, commercial and industrial property located within the District.

Intergovernmental revenue - Sales tax Revenue

During 2017, the District has entered into an intergovernmental agreement with Reunion in order to collect \$250,000, inflated annually at 1% thereafter, of sales tax revenue collected by the City of Commerce City on property within the District.

Expenditures

Intergovernmental expenditure

Pursuant to intergovernmental agreements, the District will remit revenues to Reunion in order to pay the District's operational costs, which may include legal, management, election, accounting, insurance, and meeting expenses.

Debt Service

The District will make debt service payments on the Bonds as required.

MLEPA payment to Reunion - Intergovernmental

On June 3, 2016, and as amended on May 1, 2017, the District entered into a Mill Levy Equalization and Pledge Agreement (MLEPA) with Reunion, District No. 1, District No. 3, and District No. 4 (collectively, the "MLEPA Districts" and individually, a "MLEPA District") in order to promote the integrated plan of development set forth in the Service Plans for the MLEPA Districts. The MLEPA is intended to ensure an equitable allocation among the MLEPA Districts of the costs of acquiring, installing, constructing, designing, administering, financing, operating, and maintaining streets, water, sanitation and various other public improvements (collectively, the "Public Improvements") and services, as well as covenant enforcement services within Reunion.

Expenditures – (continued)

Pursuant to the MLEPA, each applicable North Range District agrees to impose an Equalization Mill Levy consisting of the Debt Service Mill Levy plus the Operations and Maintenance Mill Levy in order to pay the Developer Debt, the Senior Bonds, the Reunion debt, and the operations and maintenance costs of the Districts. The MLEPA generally defines the term "Developer Debt" as (i) amounts owed to the Developer by any applicable North Range District for advancing of guaranty payments on the Senior Bonds, for the provision of public Improvements or for advancing of amounts to fund operations shortfalls and (ii) any other repayment obligations incurred by the MLEPA Districts in connection with advances made by the Developer to the MLEPA Districts for the purpose of paying the costs of designing, acquiring, installing, and constructing the Public Improvements or paying the operations and maintenance costs of the MLEPA Districts. The MLEPA generally defines the term "Senior Bonds" as al bonds issued by the North Range Districts, now or in the future, which bonds shall be senior to any obligations of the North Range Districts under the MLEPA. The term "Reunion Debt" generally means all bonds, agreements or other financial obligations issued or incurred by Reunion or assumed by Reunion from any North Range District, specifically including the 2017 Reunion Bonds.

The District has levied the required operations and debt services mill levies under the MLEPA. Revenue generated from the Operations and Maintenance Mill Levy will be transferred to Reunion.

Debt and Leases

Series 2017A and 2017B Bonds

On May 19, 2017, the District issued its 2017A Bonds and its 2017B Bonds on May 19, 2017, in the amounts of \$30,965,000 and \$6,666,000, respectively. The proceeds from the sale of the 2017A Bonds and a prior reserve fund will be used to:

- (A) advance refund the District's Limited Tax General Obligation Bonds, Series 2007;
- (b) finance the acquisition, construction, and installation of certain public improvements;
- (c) fund the Reserve Fund;
- (d) fund a portion of the Surplus Fund; and
- (e) pay the costs of issuing the 2017A Bonds and the 2017B Bonds.

The proceeds from the sale of the 2017B Bonds are used to finance the acquisition, construction, and installation of certain public improvements.

The 2017A Bonds bear interest at rates ranging from 5.625% to 5.750%, payable semi-annually on June 1 and December 1 each year, to the extent of Senior Pledged Revenue available therefor, beginning on June 1, 2017. Annual mandatory sinking fund principal payments on the 2017A Bonds are due on December 1, beginning on December 1, 2023. The 2017A Bonds mature on December 1, 2047.

Debt and Leases - (continued)

The 2017B Bonds bear interest rate of 7.75% per annum and payable annually on December 15, but only to the extent of available Subordinate Pledged Revenue. The 2017B Bonds are structured as cash flow bonds meaning that there are no scheduled payments of principal or interest. Unpaid interest on the 2017B Bonds compounds annually on each December 15.

In the event that, on December 15, 2057 any amount of principal of or interest on the 2017B Bonds remains unpaid after application of all Subordinate Pledged Revenue available therefor in accordance with the Subordinate Indenture, the 2017B Bonds and the lien of the Subordinate Indenture securing payment thereof is to be deemed discharged.

The 2017A Bonds are secured by and payable solely from and to the extent of the Senior Pledged Revenue, net of any costs of collection, which is defined generally in the 2017A Indenture as:

- (a) the Senior Required Mill Levy;
- (b) the Pledge Agreement Revenue;
- (c) the Specific Ownership Tax Revenue attributable to the Senior Required Mill Levy; and
- (d) any other legally available moneys which the District determines, in its absolute discretion, to credit to the Senior Bond Fund.

The 2017A Bonds are further secured by amounts on deposit in the Reserve Fund, which will be funded with proceeds of the 2017A Bonds in the amount of \$1,800,000 and by amounts on deposit in the Surplus Fund. A portion of the Surplus Fund will be funded on the date of issuance of the 2017A Bonds in the amount of \$800,000. The remaining portion of the Surplus Fund, up to the Maximum Surplus Amount of \$3,096,500 will be funded with Senior Pledged Revenue to the extent available.

The 2017B Bonds are secured by and payable solely from and to the extent of the Subordinate Pledged Revenue, net of any costs of collection, which is defined generally in the 2017B Indenture as:

- (a) the Subordinate Required Mill Levy;
- (b) the Specific Ownership Tax Revenue attributable to the Subordinate Required Mill Levy;
- (c) the Excess Senior Pledged Revenue; and
- (d) any other legally available moneys which the District determines, in its absolute discretion, to credit to the Subordinate Bond Fund.

The District has no capital or operating leases.

Reserves

Emergency Reserve

The District has provided for an Emergency Reserve equal to at least 3% of fiscal year spending, as defined under TABOR.

Debt Service Reserve

The District maintains a debt service reserve as required with the issuance of the Series 2017A Bonds.

NORTH RANGE METROPOLITAN DISTRICT NO. 2 SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY December 31, 2018

\$30,965,000 Limited Tax G.O. and Special Revenue Refunding and Improvement Bonds Series 2017A

May 19, 2017

Principal due December 1 Interest Rates 5.625 - 5.750% Payable

Year Ended	June 1 and December 1				
December 31,	Principal	Interest	Total		
2019	\$ -	\$ 1,766,969	\$ 1,766,969		
2020	-	1,766,969	1,766,969		
2021	-	1,766,969	1,766,969		
2022	-	1,766,969	1,766,969		
2023	235,000	1,766,969	2,001,969		
2024	395,000	1,753,750	2,148,750		
2025	425,000	1,731,531	2,156,531		
2026	495,000	1,707,625	2,202,625		
2027	520,000	1,679,781	2,199,781		
2028	595,000	1,650,531	2,245,531		
2029	625,000	1,617,063	2,242,063		
2030	705,000	1,581,906	2,286,906		
2031	745,000	1,542,250	2,287,250		
2032	835,000	1,500,344	2,335,344		
2033	880,000	1,453,375	2,333,375		
2034	980,000	1,403,875	2,383,875		
2035	1,035,000	1,348,750	2,383,750		
2036	1,140,000	1,290,531	2,430,531		
2037	1,205,000	1,226,406	2,431,406		
2038	1,320,000	1,158,625	2,478,625		
2039	1,395,000	1,082,725	2,477,725		
2040	1,525,000	1,002,513	2,527,513		
2041	1,610,000	914,825	2,524,825		
2042	1,755,000	822,250	2,577,250		
2043	1,855,000	721,338	2,576,338		
2044	2,015,000	614,675	2,629,675		
2045	2,130,000	498,813	2,628,813		
2046	2,305,000	376,338	2,681,338		
2047	4,240,000	243,800	4,483,800		
	\$ 30,965,000	\$ 37,758,465	\$ 68,723,465		

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

NORTH RANGE METROPOLITAN DISTRICT NO. 2 SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY December 31, 2018

\$6,666,000 Subordinate Limited Tax G.O. and Special Revenue Bonds Series 2017B May 19, 2017 Principal due December 15

Interest Rate 7.750% Payable

Year Ended	December 15									
December 31,		Principal		Interest		Interest		Total		
2019	\$		\$		\$					
2020	Φ	-	Φ	-	Φ	-				
2021		-		1 100 070		1 100 070				
		-		1,182,970 1,127,757		1,182,970 1,127,757				
2022		-		1,137,757		1,137,757				
2023		-		704,373		704,373				
2024		-		715,316		715,316				
2025		-		715,408		715,408				
2026		-		726,681		726,681				
2027		-		729,525		729,525				
2028		-		742,289		742,289				
2029		91,000		654,394		745,394				
2030		251,000		509,563		760,563				
2031		270,000		490,110		760,110				
2032		303,000		469,185		772,185				
2033		329,000		445,703		774,703				
2034		366,000		420,205		786,205				
2035		394,000		391,840		785,840				
2036		441,000	361,305			802,305				
2037		475,000		327,128		802,128				
2038		529,000		290,315		819,315				
2039		571,000		249,318		820,318				
2040		631,000		205,065		836,065				
2041		683,000		156,163		839,163				
2042		751,000		103,230		854,230				
2043		581,000		45,028		626,028				
	\$	6,666,000	\$	11,772,871	\$	18,438,871				