

WYNDHAM HILL METROPOLITAN DISTRICT NO. 1
Town of Frederick, Colorado

FINANCIAL STATEMENTS
December 31, 2013

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INDEPENDENT AUDITORS' REPORT

Board of Directors
Wyndham Hill Metropolitan District No. 1
Frederick, Colorado

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities and the major fund of Wyndham Hill Metropolitan District No. 1, as of and for the year ended December 31, 2013, and the related notes to the financial statements, which collectively comprise the entity'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.

Auditors' 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 auditors' 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 the major fund of Wyndham Hill Metropolitan District No. 1 as of December 31, 2013, and the respective changes in financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

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

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

CliftonLarsonAllen LLP

Greenwood Village, Colorado
April 4, 2014

BASIC FINANCIAL STATEMENTS

WYNDHAM HILL METROPOLITAN DISTRICT NO. 1
STATEMENT OF NET POSITION
December 31, 2013

	<u>Governmental Activities</u>
ASSETS	
Cash and investments	\$ 1,112,043
Property taxes	2,243
Construction in progress	<u>539,711</u>
TOTAL ASSETS	<u>1,653,997</u>
LIABILITIES	
Accounts payable and retainage payable	239,147
Noncurrent liabilities due in more than one year:	
Accrued interest payable	3,118,231
Developer advances	4,852,140
Bond anticipation note	<u>3,279,000</u>
TOTAL LIABILITIES	<u>11,488,518</u>
DEFERRED INFLOWS OF RESOURCES	
Property tax revenue	<u>2,243</u>
TOTAL DEFERRED INFLOWS OF RESOURCES	<u>2,243</u>
NET POSITION	
Restricted for emergencies	77
Unrestricted	<u>(9,836,841)</u>
TOTAL NET POSITION	<u>\$ (9,836,764)</u>

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

WYNDHAM HILL METROPOLITAN DISTRICT NO. 1
STATEMENT OF ACTIVITIES
Year Ended December 31, 2013

<u>Functions/Programs</u>	<u>Expenses</u>	<u>Program Revenues</u>	<u>Net (Expense) Governmental</u>
Governmental activities:			
General government	\$ 54,711	\$ -	\$ (54,711)
Public Works	52,833	-	(52,833)
Interest and fiscal charges	<u>278,715</u>	-	<u>(278,715)</u>
	<u>\$ 386,259</u>	<u>\$ -</u>	<u>(386,259)</u>
 General revenues:			
Property taxes			2,350
Specific ownership taxes			172
Net investment income			50
Intergovernmental revenue - District No. 2 and No. 3			<u>102,000</u>
Total general revenues			<u>104,572</u>
 Change in net position			 (281,687)
 Net position - Beginning of year			 <u>(9,555,077)</u>
Net position - End of year			<u>\$ (9,836,764)</u>

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

WYNDHAM HILL METROPOLITAN DISTRICT NO. 1
BALANCE SHEET
GOVERNMENTAL FUNDS
December 31, 2013

	<u>General Fund</u>
ASSETS	
Cash and investments	\$ 1,112,043
Property tax receivable	<u>2,243</u>
Total assets	<u>\$ 1,114,286</u>
LIABILITIES, DEFERRED INFLOWS OF RESOURCES, AND FUND BALANCE	
LIABILITIES	
Accounts payable and retainage payable	<u>\$ 239,147</u>
Total liabilities	<u>239,147</u>
DEFERRED INFLOWS OF RESOURCES	
Property tax revenue	<u>2,243</u>
Total deferred inflows of resources	<u>2,243</u>
FUND BALANCE	
Reserved for emergencies	77
Restricted - capital outlay	<u>872,819</u>
Total fund balance	<u>872,896</u>
TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES, AND FUND BALANCE	<u>\$ 1,114,286</u>

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

**WYNDHAM HILL METROPOLITAN DISTRICT NO. 1
RECONCILIATION OF THE BALANCE SHEET OF
GOVERNMENTAL FUNDS TO THE STATEMENT OF NET POSITION
December 31, 2013**

Total fund balance - Total governmental funds	<u>\$ 872,896</u>
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Amounts reported for governmental activities in the statement of net position are different because:

Capital assets used in governmental activities are not financial resources and, therefore, are not reported in the fund balance sheet:

Capital assets, not being depreciated	<u>539,711</u>
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Some liabilities are not due in the current period and, therefore, are not reported in the fund balance sheet:

Bond anticipation note payable	(3,279,000)
Developer advances	(4,852,140)
Accrued interest payable	<u>(3,118,231)</u>
	<u>(11,249,371)</u>

Net position of governmental activities	<u>\$ (9,836,764)</u>
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The accompanying notes are an integral part of the financial statements.

WYNDHAM HILL METROPOLITAN DISTRICT NO. 1
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES
IN FUND BALANCE
GOVERNMENTAL FUNDS
Year Ended December 31, 2013

	<u>General Fund</u>
REVENUES	
Property tax income	\$ 2,350
Specific ownership taxes	172
Net investment income	50
Intergovernmental revenue	
Metropolitan District No. 2 and No. 3	102,000
Total revenues	<u>104,572</u>
EXPENDITURES	
Current	
Management, accounting and audit	22,864
Insurance	2,712
Legal	25,441
Other	3,694
Capital outlay	569,798
Total expenditures	<u>624,509</u>
(DEFICIENCY) OF REVENUE OVER EXPENDITURES	<u>(519,937)</u>
OTHER FINANCING SOURCES	
Proceeds from Developer advances	1,386,140
Total other financing sources	<u>1,386,140</u>
NET CHANGE IN FUND BALANCE	866,203
FUND BALANCE - BEGINNING OF YEAR	<u>6,693</u>
FUND BALANCE - END OF YEAR	<u>\$ 872,896</u>

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

**WYNDHAM HILL METROPOLITAN DISTRICT NO. 1
RECONCILIATION OF THE STATEMENT OF REVENUES,
EXPENDITURES AND CHANGES IN FUND BALANCE OF GOVERNMENTAL
FUNDS TO THE STATEMENT OF ACTIVITIES
Year Ended December 31, 2013**

Net change in fund balance - Total governmental funds	\$ 866,203
Amounts reported for governmental activities in the statement of activities are different because:	
Governmental funds report capital outlays as expenditures. However, for government activities, those capital outlays other than noncapitalizable items are shown in the statement of activities at cost.	
Capital outlay	569,798
The issuance of long-term debt (bonds) provides current financial resources to governmental funds, while the repayment of the principal on long term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net position.	
Proceeds from developer advances	(1,386,140)
The change in accrued interest expense reported in the statement of activities does not require the use of current financial resources and, therefore, is not reported as an expenditure in governmental funds.	
	(278,715)
Transfers of capital improvements to other entities decrease net position in the statement of activities. This transaction is not reported in the governmental fund as it is not a current use of financial resources.	
	<u>(52,833)</u>
Change in net position of governmental activities	<u>\$ (281,687)</u>

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

WYNDHAM HILL METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2013

NOTE 1 – DEFINITION OF REPORTING ENTITY

Wyndham Hill Metropolitan District No. 1 (District), a quasi-municipal corporation and political subdivision of the State of Colorado, was organized by order and decree of the District Court in Weld County on June 8, 2004, and is governed pursuant to provisions of the Colorado Special District Act (Title 32, Article 1, Colorado Revised Statutes). The District operates under a Consolidated Service Plan with Wyndham Hill Metropolitan District No. 2 (District No. 2) and Wyndham Hill Metropolitan District No. 3 (District No. 3) approved by the Town of Frederick (Town) on February 13, 2004 as amended on August 11, 2005. Pursuant to the Service Plan, District No. 2 and District No. 3, the financing districts, are intended to provide funding to District No. 1, the operating district, for construction, operation and maintenance of the public improvements, while District No. 1 is intended to manage the financial, construction and operation and maintenance of such improvements.

The District was established to provide financing for the design, acquisition, installation, construction, and completion of public improvements, including streets, traffic and safety controls and devices, transportation services, park and recreation, water, mosquito and pest control and sanitation facilities generally located in the collector roadway system, services and programs. The District contracts with Wyndham Hill Master Association, Inc. for the maintenance of park and recreation facilities including a District operated pool and community building. The operation and maintenance of all other services and facilities is anticipated to be provided by other entities and not by the District.

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

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 District No. 2, District No. 3 and the Town of Fredrick.

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. Governmental activities are normally supported by taxes.

WYNDHAM HILL METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2013

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

The District is responsible for the repayment of bonds issued for the purpose of constructing infrastructure improvements which will be conveyed to Frederick. The funds generated through the issuance of the bonds have been transferred from District No. 2 to District No. 1 for that purpose. Consequently, a deficit balance is reflected on the District's Statement of Net Position.

The statement of activities demonstrates the degree to which the direct and indirect expenses of a given function or segment are offset by program revenues. Direct expenses are those that are clearly identifiable with a specific function or segment. Program revenues include charges to customers or applicants who purchase, use, or directly benefit from goods, services or privileges provided by a given function or segment. Taxes and other items not properly included among program revenues are reported instead as general revenues.

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. Grants and similar items are recognized as revenues as soon as all eligibility requirements imposed by the provider have been met. Construction in progress is shown as an increase in assets and increases in notes and advances payable are recorded as an increase in liabilities.

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the government considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. The major sources of revenue susceptible to accrual are intergovernmental revenue and property taxes. Expenditures generally are recorded when a liability is incurred as under accrual accounting. However, debt service expenditures are recorded only when payment is due. When both restricted and unrestricted resources are available for use, it is the District's policy to use restricted resources first, then unrestricted resources as they are needed.

The District reports the following major governmental fund:

The General Fund is the District's primary operating fund. It accounts for all financial resources of the general government.

Budgets

In accordance with the State Budget Law, the District's Board of Directors holds public hearings in the fall each year to approve the budget and appropriate the funds for the ensuing year. The appropriation is at the total fund expenditures level and lapses at year-end. The District's Board

WYNDHAM HILL METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2013

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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 adopted budgets for the General Fund, Capital Projects Fund, and Debt Service Fund have been consolidated and reflected as the General Fund budget for financial reporting purposes. During 2013, the Board of Directors approved a supplemental appropriation of \$570,965.

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.

Property taxes are recorded initially as deferred inflows of resources in the year they are levied and measurable. The property tax revenue are recorded as revenue in the year they are available or collected.

Capital Assets

Capital assets consist entirely of construction projects in process that will be conveyed to the Town of Frederick once completed. Therefore, no depreciation is calculated on these assets. Interest incurred during construction is not capitalized.

Fund Balance

As of December 31, 2013, fund balances of governmental funds are classified as follows:

Non-spendable – amounts that cannot be spent either because they are not spendable in form or because they are legally or contractually required to be maintained intact.

Restricted – amounts that are subject to externally enforceable legal purpose restrictions imposed by creditors, grantors, contributors, or laws and regulations of other governments; or through constitutional provisions or enabling legislation.

Committed – amounts that are subject to a purpose constraint imposed by a formal action of the Board of Directors. The Board is the highest level of decision-making authority for the District. Commitments may be established, modified or rescinded only through resolutions approved by the Board.

WYNDHAM HILL METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2013

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Assigned – amounts that are subject to a purpose constraint that represents an intended use established by the District in its budget process. The purpose of the assignment must be narrower than the purpose of the General Fund.

Unassigned – represents the residual classification for the District’s General Fund and could report a surplus or deficit.

Restricted Fund Balance

Emergency Reserves have been provided for as required by Article X, Section 20 of the Constitution of the State of Colorado. \$77 of the General Fund balance has been reserved in compliance with this requirement.

The remaining fund balance of the District of \$872,819 is considered restricted for capital outlay payments.

The District’s order of fund balance spending policy is to apply expenditures against non-spendable fund balance, restricted fund balance, committed fund balance, assigned fund balance, and unassigned fund balance. The District reserves the right to selectively spend unassigned fund balance.

New and Future Accounting Pronouncements

Effective December 31, 2013, the District implemented the provisions of GASB No. 65, “Items Previously Reported as Assets and Liabilities” – (GASB No. 65). The objective of GASB No. 65 is to establish accounting and financial reporting standards that reclassify, as deferred outflows of resources or deferred inflows of resources, certain items that were previously reported as assets and liabilities. Deferred property taxes will be shown as deferred inflows and resources on the balance sheet and statement of net position. One clarification affecting the District is that bond issuance and organization costs will no longer be capitalized on the statement of net position and will be expensed when incurred. Otherwise, the adoption of this pronouncement had no impact to the District’s financial statements.

NOTE 3 – CASH AND INVESTMENTS

Cash and investments as of December 31, 2013 consist of the following:

Restricted	\$ 77
Unrestricted	1,111,966
	<u>\$ 1,112,043</u>

Cash and investments as of December 31, 2013 consist of the following:

Cash deposits	\$ 10,495
Cash held in escrow	1,099,032
Investments	2,516
	<u>\$ 1,112,043</u>

WYNDHAM HILL METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2013

NOTE 3 – CASH AND INVESTMENTS (CONTINUED)

Cash Deposits

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 equal to the aggregate uninsured deposits.

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

The District's cash deposits were covered under PDPA and not subject to custodial credit risk. At December 31, 2013, the District's cash deposits had a carrying balance of \$1,109,527.

Investments

The District has not adopted a formal investment policy; however, it follows state statutes regarding investments. The District also follows investment policies in bond or note agreements when those agreements are more restrictive than state statutes. The District generally limits its concentration of investments to those noted with an asterisk (*) below, which are believed to have minimal credit risk; minimal interest rate risk and no foreign currency risk. Additionally, the District is not subject to concentration risk disclosure requirements or subject to investment custodial credit risk for investments that are in the possession of another party.

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

Colorado revised statutes limit investment maturities to five years or less depending on the specific investment held unless formally approved by the Board of Directors. Such actions are generally associated with a debt service reserve or sinking fund requirements. Revenue bonds of U.S. local government securities, corporate and bank securities and guaranteed investment contracts not purchased with bond proceeds are limited to maturities of three years or less.

WYNDHAM HILL METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2013

NOTE 3 – CASH AND INVESTMENTS (CONTINUED)

As of December 31, 2013, the District had the following investments:

Investment	Maturity	Fair Value
*Colorado Surplus Asset Fund Trust	Less than one year	<u>\$ 2,516</u>

Colorado Surplus Asset Trust Fund

As of December 31, 2013, the District had invested \$2,516 in the Colorado Surplus Asset Fund 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 is rated AAAM by Standard & Poor's.

NOTE 4 – CONSTRUCTION IN PROCESS

An analysis of the changes in construction in progress for the year ended December 31, 2013 follows:

<u>By Classification</u>	<u>Balance at January 1, 2013</u>	<u>Additions</u>	<u>Retirements</u>	<u>Balance at December 31, 2013</u>
Construction in progress	<u>\$ 22,746</u>	<u>\$ 569,798</u>	<u>\$ 52,833</u>	<u>\$ 539,711</u>

It is the policy of the Town to accept the maintenance responsibility for traffic and safety controls, park and recreation improvements (except for a pool, community center and associated landscaping), mosquito and pest control, transportation and other related improvements within the Town after a probationary period following completion of construction. When the improvements enter the probationary period, the District will remove the cost of construction from its Statement of Net Position.

NOTE 5 – RELATED PARTY

Two of the three members of the Board of Directors are employees or are associated with Bellock Construction Company, construction manager for the District, and Frederick Development Company, Inc., the Developer within the District. During 2013, the District and Districts No. 2 and No. 3 had the same Board of Directors (see Notes 6 and 7).

Construction Management Agreement

A construction management agreement was entered into during 2007 between the District and Bellock Construction Company. The agreement calls for Bellock Construction Company to provide management services of all activities related to construction projects to be completed within Wyndham Hill Metropolitan Districts No. 1, No. 2 and No. 3. The agreement expires on December 31 of each year, but is automatically extended for a successive annual period so long as sufficient funds have been appropriated, unless contrary action is taken.

WYNDHAM HILL METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2013

NOTE 5 – RELATED PARTY (CONTINUED)

Amounts paid to Bellock Construction Company during 2013 for construction and construction management were \$30,073 and \$23,476, respectively.

During 2005, the District entered into a District development agreement with Frederick Development Co., Inc. and KDB Homes, Inc. The agreement provides for the District to construct certain public infrastructure, to the extent required by the Town, for KDB Homes, Inc. to obtain building permits and certificates of occupancy for the residential improvements to be constructed within the District.

At December 31, 2013, the District constructed the required public infrastructure for KDB Homes, Inc. to obtain building permits and certificates of occupancy.

Accounting Services Agreement

An accounting services contract was entered into with Bellock Construction Company on March 10, 2005. Under this agreement, accounting services are provided to District No. 1, No. 2 and No. 3 at the hourly annual rates of Bellock Construction Company employees. During 2013, the District incurred accounting services fees in the amount of \$16,827.

Administrative and Operations and Maintenance Cost Funding and Reimbursement Agreement

In September 2005, the District entered into an agreement whereby the Developer has agreed to loan to the District funds for costs related to the provision of general, operation, maintenance and administrative services of the District. As of December 31, 2013, \$4,852,140 in advances had been made, of which a limited portion thereof was for operation/administrative costs and the remaining portion was for capital.

NOTE 6 – LONG-TERM OBLIGATIONS

	<u>Balance</u> <u>January 1,</u> <u>2013</u>	<u>Additions</u>	<u>Deletions</u>	<u>Balance</u> <u>December 31,</u> <u>2013</u>	<u>Due Within</u> <u>One Year</u>
Subordinate Bond Anticipation Note Frederick Development Co.	\$ 3,279,000	\$ -	\$ -	\$ 3,279,000	\$ -
Developer advances - Frederick Development Company, Inc.	3,466,000	1,386,140	-	4,852,140	-
	<u>\$ 6,745,000</u>	<u>\$ 1,386,140</u>	<u>\$ -</u>	<u>\$ 8,131,140</u>	<u>\$ -</u>

WYNDHAM HILL METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2013

NOTE 6 – LONG-TERM OBLIGATIONS (CONTINUED)

Developer Advances for Capital Costs. In December 2005, the District, along with Districts No. 2 and No. 3, entered into agreements with Frederick Development Company (FDC) whereby FDC will provide up to \$17,100,000 of funding for District infrastructure at a rate of 8.5%. In 2010 the interest rate decreased to 0%. It is anticipated that advances on FDC will be converted to Bond Anticipation Notes as described below on a periodic basis. As of December 31, 2013, \$4,852,140 is due to Frederick Development Company by the District. There was no interest expense on developer advances in 2013.

The District has been authorized to issue debt and the principal amount not to exceed \$140,100,000 as voted on in November 2004. The voted authorization has been limited by the service plan approved by the Town of Frederick. \$17,100,000 of the 2004 authorization has been used for the 2005 bond anticipation notes. During November 2005, District voters authorized an additional \$406,000,000 of debt principal. The service plan limits the total new money revenue and general obligation debt for the District, District No. 2 and District No. 3 to \$36,000,000. At December 31, 2013, the District had remaining authorized but unissued indebtedness of \$542,821,000.

\$3,279,000 Subordinate Bond Anticipation Note.

In 2005 the District issued a Bond Anticipation Note (BAN) to the Developer covering \$3,279,000 of the previous developer advances made by the Developer. The BAN carries the same interest rate as the loan agreement with the Developer as previously discussed. The District has authorized BAN's not to exceed \$17,100,000. The BAN shall be paid solely from the proceeds of general obligation or revenue bonds to be issued by the District prior to maturity date, or from any revenues made available to the District by District No. 2. Repayment of the BAN is subordinate in all respects to repayment of any outstanding Senior Notes or Senior Debt of the District. In 2010 the BAN matured, however no new BAN was issued to refund. The principal remained outstanding and accrued interest. In 2013, the District issued a Memo of Agreement documenting the aforementioned understanding. Additionally, the MOA documents both parties' intention to issue a BAN dated 2010 to mature on December 20, 2015 with the same terms as noted above.

The District's long-term note obligations will mature as follows:

	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2014	\$ -	\$ 278,715	\$ 278,715
2015	3,279,000	278,715	3,557,715
	<u>\$ 3,279,000</u>	<u>\$ 557,430</u>	<u>\$ 3,836,430</u>

NOTE 7 – DISTRICT FACILITIES CONSTRUCTION AND SERVICE AGREEMENT (SERVICE CONTRACT) AND OTHER AGREEMENTS

In order to implement the Service Plan, the District entered into an intergovernmental agreement with District No. 2 and No. 3. The agreement shall remain in full force and effect until such time as each of the terms and conditions have been performed in their entirety or until the agreement is terminated by mutual written agreement of the Districts.

WYNDHAM HILL METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2013

NOTE 7 – DISTRICT FACILITIES CONSTRUCTION AND SERVICE AGREEMENT (SERVICE CONTRACT) AND OTHER AGREEMENTS (CONTINUED)

The District is to construct the facilities benefiting the District and some facilities being more regional in nature that also benefit District No. 3 and all such facilities are then transferred to the Town as required. District No. 2 and No. 3 will, to the extent that it each is to benefit, pay the capital costs and the service costs of operation and maintenance of such facilities (authorized service costs).

District No. 2 and No. 3 is obligated to fund, on an annual basis, the amount of authorized service costs. The funding will come from the issuance of Series 2005 Bonds and the imposition of an ad valorem tax by District No. 2 in an amount not to exceed 10 mills, and District No. 3 in an amount of 3 mills. The annual amount due will be equal to the service costs in the final adopted budget of each district in any given year.

NOTE 8 – RISK MANAGEMENT

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

The District is a member of the Colorado Special Districts Property and Liability Pool (Pool) as of December 31, 2013. 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 during the past three years.

The District pays annual premiums to the Pool for liability 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 9 – TAX, SPENDING AND DEBT LIMITATIONS

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

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

WYNDHAM HILL METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2013

NOTE 9 – TAX, SPENDING AND DEBT LIMITATIONS (CONTINUED)

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.

On May 4, 2004, a majority of the District's electors authorized the District to collect and spend or retain in a reserve all annual District revenue without regard to any limitations under TABOR.

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.

NOTE 10 – INTERGOVERNMENTAL REVENUE/EXPENDITURE

The following intergovernmental revenues and expenditures occurred during fiscal year end December 31, 2013:

Intergovernmental Revenue/Expenditures

	<u>Wyndham Hill Metropolitan District No. 1</u>	<u>Wyndham Hill Metropolitan District No. 2</u>	<u>Wyndham Hill Metropolitan District No. 3</u>	<u>Total Expenditures</u>
Wyndham Hill Metropolitan District No. 1	\$ -	\$ -	\$ -	\$ -
Wyndham Hill Metropolitan District No. 2	93,000	-	-	\$ 93,000
Wyndham Hill Metropolitan District No. 3	<u>9,000</u>	<u>-</u>	<u>-</u>	<u>\$ 9,000</u>
Total revenue	<u>\$ 102,000</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 102,000</u>

NOTE 11 – NET POSITION

The District has net position consisting of two components - Restricted and unrestricted.

Restricted net position includes net position that is restricted for use either by externally imposed by creditors, grantors, contributors, or laws and regulations of other governments or imposed by law through constitutional provisions or enabling legislation.

The District had a deficit net position at December 31, 2013 of \$9,828,764.

This information is an integral part of the accompanying financial statements.

REQUIRED SUPPLEMENTARY INFORMATION

WYNDHAM HILL METROPOLITAN DISTRICT NO. 1
SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN
FUND BALANCE - BUDGET AND ACTUAL
GENERAL FUND
Year Ended December 31, 2013

	<u>Original Budgeted Amounts</u>	<u>Final Budgeted Amounts</u>	<u>Actual</u>	<u>Variance with Final Budget Positive (Negative)</u>
REVENUES				
Property taxes	\$ 2,350	\$ 2,350	\$ 2,350	\$ -
Specific ownership taxes	118	172	172	-
Intergovernmental revenue				
Metropolitan District No. 2	80,000	92,900	93,000	(100)
Intergovernmental revenue				
Metropolitan District No. 3	-	9,000	9,000	-
Net investment income	<u>2</u>	<u>50</u>	<u>50</u>	<u>-</u>
Total revenues	<u>82,470</u>	<u>104,472</u>	<u>104,572</u>	<u>(100)</u>
EXPENDITURES				
Current				
Management, accounting and audit	10,500	19,000	22,864	(3,864)
Insurance	2,600	3,000	2,712	288
Legal	20,000	27,000	25,441	1,559
Other	16,235	4,300	3,694	606
Capital outlay	<u>100,000</u>	<u>650,000</u>	<u>569,798</u>	<u>80,202</u>
Total expenditures	<u>149,335</u>	<u>703,300</u>	<u>624,509</u>	<u>78,791</u>
DEFICIENCIES OF REVENUES OVER EXPENDITURES	<u>(66,865)</u>	<u>(598,828)</u>	<u>(519,937)</u>	<u>(78,891)</u>
OTHER FINANCING SOURCES AND (USES)				
Transfers to District No. 2	-	(17,000)	-	17,000
Transfers to District No. 3	(2,000)	(2,000)	-	2,000
Proceeds from Developer advances	<u>75,000</u>	<u>1,391,140</u>	<u>1,386,140</u>	<u>(5,000)</u>
Total other financing sources and (uses)	<u>73,000</u>	<u>1,372,140</u>	<u>1,386,140</u>	<u>14,000</u>
EXCESS OF REVENUE AND OTHER FINANCING SOURCES OVER EXPENDITURES	6,135	773,312	866,203	92,891
FUND BALANCE (DEFICIT) - BEGINNING OF YEAR	<u>1,544</u>	<u>6,693</u>	<u>6,693</u>	<u>-</u>
FUND BALANCE (DEFICIT) - END OF YEAR	<u>\$ 7,679</u>	<u>\$ 780,005</u>	<u>\$ 872,896</u>	<u>\$ 92,891</u>