



COTTON RANCH METROPOLITAN DISTRICT
FINANCIAL STATEMENTS AND REPORT OF
INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

December 31, 2012

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**REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS**

July 10, 2013

The Board of Directors
Cotton Ranch Metropolitan District

We have audited the accompanying financial statements of the governmental activities, the business-type activity, and each major fund of Cotton Ranch Metropolitan District as of and for the year ended December 31, 2012, 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 of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the District's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the District's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting 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, business-type activity, and each major fund of Cotton Ranch Metropolitan District, as of December 31, 2012, and the respective changes in financial position, and where applicable, cash flows thereof and the respective budgetary comparison for the General Fund for the year then ended in conformity with accounting principles generally accepted in the United States of America.



Board of Directors
Cotton Ranch Metropolitan District
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Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 3 through 6 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.

Supplementary Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise Cotton Ranch Metropolitan District's basic financial statements. The Debt Service Fund and Proprietary Fund budgetary schedules and the property tax statistical schedule are presented for purposes of additional analysis and are not a required part of the basic financial statements. The budgetary schedules are the responsibility of management and were derived from and relate directly to the underlying accounting and other records used to prepare the basic financial statements. The information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated, in all material respects, in relation to the basic financial statements as a whole. The property tax statistical schedule 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.

Chadwick, Steinkirchner, Davis & Co., P.C.

Cotton Ranch Metropolitan District
Management Discussion and Analysis
December 31, 2012

This management's discussion and analysis of the Cotton Ranch Metropolitan District's financial statements provides an overview of the District's financial activities for the fiscal year ended December 31, 2012. The intent of this discussion and analysis is to look at the District's financial performance as a whole; it should be read in conjunction with the basic financial statements and notes to enhance the reader's understanding of the District's overall financial performance.

USING THE BASIC FINANCIAL STATEMENTS

This annual report consists of three parts – *management's discussion and analysis* (this section), the *basic financial statements*, and *supplementary information*. The basic financial statements include two types of information on the same statement that present different views of the District:

- *Government-wide financial statements* that provide both *long-term* and *short-term* information about the District's *overall* financial status.
- *Fund financial statements* that focus on *individual parts* of the District government, reporting the District's operations *in more detail* than the government-wide statements.

The financial statements also include *notes* that explain some of the information in the financial statements and provide more detailed data. The statements are followed by a section of *supplementary information* that further explains and supports the information in the financial statements

Government-wide Financial Statements

The government-wide financial statements consist of the Statement of Net Position and the Statement of Activities. These statements report information about the District as a whole and include *all* assets, deferred outflows of resources, liabilities and deferred inflows of resources using the *accrual basis of accounting*, which is similar to the accounting used by most private-sector companies. All of the current year's revenues and expenses are taken into account regardless of when cash is received or paid.

These two statements report the District's *net position* and changes in net position. The District's net position – the difference between assets, deferred inflows, liabilities, and deferred outflows – is one way to measure the District's financial health, or *financial position*. Over time, *increases or decreases* in the District's net position is one indicator of whether its *financial health* is improving or deteriorating. Other non-financial factors, however, such as changes in the District's property tax base and the condition of the infrastructure, are needed to assess the *overall health* of the District.

Fund Financial Statements

The fund financial statements provide more detailed information about the District's *funds*, focusing on its most significant funds – not the District as a whole. The District's major governmental funds include the General Fund and the Debt Service Fund. Unlike government-wide financial statements, the focus of the fund financial statements is directed to specific activities of the District rather than the District as a whole. Except for the General Fund, a

Cotton Ranch Metropolitan District
Management Discussion and Analysis
December 31, 2012

specific fund is established to satisfy managerial control over resources or to satisfy finance-related legal requirements established by external parties or governmental statutes or regulations.

Governmental funds – The District’s activity is reported as a governmental fund, which focuses on how money flows into and out of those funds and the balances left at year-end that are available for spending in future periods. The funds are reported using an accounting method called *modified accrual* accounting, which measures cash and all other *financial* assets that can readily be converted to cash. The governmental fund financial statements provide a detailed *short-term view* of the District’s general government operations and the basic services it provides. Governmental fund information helps to determine whether there are more or fewer financial resources that can be spent in the near future to finance the District’s programs. The relationship (or differences) between governmental *activities* (reported in the Statement of Net Position and the Statement of Activities) and governmental *funds* is provided in reconciliations following the fund financial statements.

THE DISTRICT AS A WHOLE

Statement of Net Position

The perspective of the Statement of Net Position is of the District as a whole. Following is a summary of the District’s net position for fiscal years 2012 and 2011.

	2012			2011 (Restated ⁽¹⁾)		
	Governmental Activities	Business-type Activities	Total	Governmental Activities	Business-type Activities	Total
Assets:						
Current assets	773,378	82,743	856,121	785,224	52,213	837,437
Capital and non-current assets	0	556,661	556,661	0	559,157	559,157
Total Assets	773,378	639,404	1,412,782	785,224	611,370	1,396,594
Liabilities:						
Current liabilities	43,211	0	43,211	32,233	0	32,233
Long-term liabilities (including current portion)	9,390,738	0	9,390,738	9,662,880	0	9,662,880
Total Liabilities	9,433,949	0	9,433,949	9,695,113	0	9,695,113
Deferred Inflows of Resources:						
Property Taxes	705,134		705,134	712,715		712,715
Total Deferred Inflows of Resources	705,134	0	705,134	712,715	0	712,715
Net Position:						
Net investment in capital assets	0	556,661	556,661	0	559,157	559,157
Restricted for emergencies	435	0	435	771	0	771
Restricted for debt service	0	0	0	25,992	0	25,992
Unrestricted	(9,366,140)	82,743	(9,283,397)	(9,649,367)	52,213	(9,597,154)
Total Net Position	(9,365,705)	639,404	(8,726,301)	(9,622,604)	611,370	(9,011,234)

(1) Restated pursuant to GASB Statement No. 65. See Note I on Page 31

The District shows a substantial negative balance in net position. This deficit balance is the result of the District issuing bonds to pay for infrastructure and then conveying that infrastructure to the Town of Gypsum for the Town’s ongoing operation and maintenance of the infrastructure for the benefit of the District’s and Town’s constituents. The most significant items on the statement of net position are the long term liabilities and these are described in more depth in *Note C*.

Cotton Ranch Metropolitan District
Management Discussion and Analysis
December 31, 2012

Statement of Activities

The perspective of the Statement of Activities is of the District as a whole. The statement of activities reflects the cost of program services and the charges for services and sales, grants and contributions offsetting those services. The following detail reflects the total cost of services supported by program revenues and general property taxes, as well as other general revenues, resulting in the overall change in net position for the fiscal years 2012 and 2011.

	2012			2011 (Restated ⁽¹⁾)		
	Govern- mental Activities	Business- type Activities	Total	Govern- mental Activities	Business- type Activities	Total
REVENUES:						
Program revenues:						
Charges for services	0	77,154	77,154	0	71,205	71,205
Grants and contributions	2,753	19,200	21,953	2,285	14,400	16,685
General revenues:						
Taxes	725,534	0	725,534	744,565	0	744,565
Interest and other revenue	297	4,759	5,056	5,762	4,527	10,289
Total revenues	728,584	101,113	829,697	752,612	90,132	842,744
EXPENSES:						
General Government	47,757	0	47,757	54,785	0	54,785
Water Activity operations	0	73,079	73,079	0	83,212	83,212
Interest on General Long Term Debt	423,928	0	423,928	440,234	0	440,234
Total expenses	471,685	73,079	544,764	495,019	83,212	578,231
Increase in net position before transfers	256,899	28,034	284,933	257,593	6,920	264,513
Transfers	0	0	0	0	0	0
Change in net position	256,899	28,034	284,933	257,593	6,920	264,513
Net Position January 1	(9,622,604)	611,370	(9,011,234)	(9,880,197)	604,450	(9,275,747)
Net Position December 31	(9,365,705)	639,404	(8,726,301)	(9,622,604)	611,370	(9,011,234)

(1) Restated pursuant to GASB Statement No. 65. See Note I on Page 31

The District's primary source of revenues is property taxes, while secondary revenue sources are water user fees (which are reflected as charges for services) and tap fees (which are reflected as capital grants and contributions). These revenues are used to pay the cost of the general government, the cost of the irrigation water activity expenses, and to pay the District's debt service.

The District operated with a surplus of revenues over expenses in 2012 and 2011. Some of the District's bond agreements require the District to pay the debt service principal and interest annually and all mandatory bond payments have been made. The District's other bond agreements only require the District to pay the debt service principal and interest as the District has the funds available from property taxes generated by the District. The unpaid interest expense has been accrued and will be paid at such time that the District has the funds available or if funds are not available to make these payments by certain future dates, then the obligation to pay the debt service is cancelled. *Note C* explains these provisions of the District's long-term debt obligations in greater detail.

Cotton Ranch Metropolitan District
Management Discussion and Analysis
December 31, 2012

In both 2012 and 2011, the District levied taxes in excess of the interest expense on the bonds, which created a surplus. This surplus was used to make the debt service principal payments.

THE DISTRICT'S FUNDS

The fund level financial statements focus on how services were financed in the short-term as well as what remains for future spending. The fund level financial statements are reported on the modified accrual basis of accounting.

At the fund level, under the modified accrual basis of accounting, depreciable assets and their related depreciation expense are not reflected as they are not a current period financial resource or use. In addition, at the fund level, inflows from operating loans are presented as a source of funds while outflows for capital outlay and debt service payments are presented as an expenditure item, as these items represent current period financial resources and uses.

The District experienced a decrease in fund balances in the Governmental Funds for 2012 because expenditures during the year exceeded the revenues collected by the District because certain property taxes were abated during the year.

GENERAL FUND BUDGETARY HIGHLIGHTS

The District's procedures in establishing budgetary data reflected in the financial statements are summarized in *Note A* of the financial statements. Details of the General Fund budget can be seen on Page 14 of the financial statements.

General Fund Resources (Inflows)

The District's final General Fund actual revenues and other financing sources in the amount of \$17,253 had a negative variance of (\$6,350) to the final budget of \$23,603, most of which is attributable to Property Tax revenues collected by the Debt Service Fund and transferred to the General Fund being less than budgeted.

General Fund Charges to Appropriations (Outflows)

The District's final budgetary expenditures and other financing uses of \$26,088 were \$9,265 less than the final appropriated balance of \$35,353.

CAPITAL ASSETS

At the end of 2012, the District didn't have any funds invested in governmental activities capital assets and had \$556,661 invested in business-type activities capital assets. The minimal decrease in business-type activities capital assets over 2011 is due to current year fixed asset additions being slightly less than current year depreciation. See *Note D, Capital Assets*.

DEBT ADMINISTRATION

At December 31, 2012, the District had \$9,390,738 of long-term obligations outstanding. See *Note C, Long-term Debt* for a detail of the terms and annual requirements to amortize the District's long-term debt.

Cotton Ranch Metropolitan District
Management Discussion and Analysis
December 31, 2012

CONTACTING THE DISTRICT'S FINANCIAL MANAGEMENT

This financial report is designed to provide our residents, customers, taxpayers, investors, and creditors with a general overview of the District's finances and to show the District's accountability for the money it receives. If you have any questions regarding this report or need additional financial information, please contact the:

Cotton Ranch Metropolitan District Manager
c/o Robertson & Marchetti, P.C.
28 Second Street, Suite 213
Edwards, CO 81632
Tel: (970) 926-6060
Fax: (970) 926-6040

Cotton Ranch Metropolitan District

STATEMENT OF NET POSITION

December 31, 2012

	Governmental Activities	Business-type Activities	Total
ASSETS			
Equity in pooled cash and investments	\$ 19,791	\$ 70,116	\$ 89,907
Receivables			
Property taxes receivable	751,274	-	751,274
Water fees receivable	-	8,765	8,765
Tap fees receivable	-	3,600	3,600
Miscellaneous receivables	329	262	591
Prepaid expenses	1,984	-	1,984
Capital assets (net of accumulated depreciation)			
Non-potable water system, net	-	246,322	246,322
Water rights	-	310,339	310,339
Total Assets	<u>773,378</u>	<u>639,404</u>	<u>1,412,782</u>
LIABILITIES			
Accounts payable	5,559	-	5,559
Property tax abatements payable	12,312	-	12,312
Accrued interest payable	25,340	-	25,340
Non-current liabilities, due within one year			
Bonds	430,000	-	430,000
Non-current liabilities			
Bonds	8,960,738	-	8,960,738
Total Liabilities	<u>9,433,949</u>	<u>-</u>	<u>9,433,949</u>
DEFERRED INFLOWS OF RESOURCES			
Property taxes	705,134	-	705,134
Total Deferred Inflows of Resources	<u>705,134</u>	<u>-</u>	<u>705,134</u>
Total Liabilities and Deferred Inflows of Resources	<u>10,139,083</u>	<u>-</u>	<u>10,139,083</u>
NET POSITION			
Net investment in capital assets	-	556,661	556,661
Restricted for emergencies	435	-	435
Unrestricted	(9,366,140)	82,743	(9,283,397)
Total Net Position	<u>\$ (9,365,705)</u>	<u>\$ 639,404</u>	<u>\$ (8,726,301)</u>

The accompanying notes are an integral part of this statement.

Cotton Ranch Metropolitan District

STATEMENT OF ACTIVITIES

Year ended December 31, 2012

Function/Programs	Expenses	Program Revenues			Net (Expense) Revenue and Changes in Net Assets		Total
		Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Governmental Activities	Business-type Activities	
Governmental activities:							
General government	\$ 47,757	\$ -	\$ 2,753	\$ -	\$ (45,004)		\$ (45,004)
Interest on long-term debt	423,928	-	-	-	(423,928)		(423,928)
Total governmental activities	<u>471,685</u>	<u>-</u>	<u>2,753</u>	<u>-</u>	<u>(468,932)</u>		<u>(468,932)</u>
Business-type activities:							
Irrigation	73,079	77,154	-	19,200		\$ 23,275	23,275
Total business-type activities	<u>73,079</u>	<u>77,154</u>	<u>-</u>	<u>19,200</u>	<u>-</u>	<u>23,275</u>	<u>23,275</u>
Total	<u>\$ 544,764</u>	<u>\$ 77,154</u>	<u>\$ 2,753</u>	<u>\$ 19,200</u>	<u>(468,932)</u>	<u>23,275</u>	<u>(445,657)</u>
General revenues:							
Property taxes					725,534	-	725,534
Interest earnings					297	4,759	5,056
Total general revenues					<u>725,831</u>	<u>4,759</u>	<u>730,590</u>
Change in net position					256,899	28,034	284,933
Net position - beginning					(9,432,342)	611,370	(8,820,972)
Change in accounting principle					<u>(190,262)</u>	-	<u>(190,262)</u>
Net position - beginning, restated					<u>(9,622,604)</u>	<u>611,370</u>	<u>(9,011,234)</u>
Net position - ending					<u>\$ (9,365,705)</u>	<u>\$ 639,404</u>	<u>\$ (8,726,301)</u>

The accompanying notes are an integral part of this statement.

Cotton Ranch Metropolitan District

BALANCE SHEET - GOVERNMENTAL FUNDS

December 31, 2012

	General	Debt Service	Total Governmental Funds
ASSETS			
Equity in pooled cash and investments	\$ 19,791	\$ -	\$ 19,791
Receivables			
Due from other funds	16,043	-	16,043
Property taxes receivable	16,449	734,825	751,274
Miscellaneous receivables	-	329	329
Prepaid expenses	1,984	-	1,984
Total Assets	<u>54,267</u>	<u>735,154</u>	<u>789,421</u>
LIABILITIES			
Due to other funds	-	16,043	16,043
Accounts payable	5,559	-	5,559
Property tax abatements payable	-	12,312	12,312
Total Liabilities	<u>5,559</u>	<u>28,355</u>	<u>33,914</u>
DEFERRED INFLOWS OF RESOURCES			
Deferred property taxes	16,449	734,825	751,274
Total Deferred Inflows of Resources	<u>16,449</u>	<u>734,825</u>	<u>751,274</u>
Total Liabilities and Deferred Inflows of Resources	<u>22,008</u>	<u>763,180</u>	<u>785,188</u>
FUND EQUITY			
Nonspendable	1,984	-	1,984
Restricted for emergencies	435	-	435
Unassigned	29,840	(28,026)	1,814
Total Fund Equity	<u>\$ 32,259</u>	<u>\$ (28,026)</u>	<u>\$ 4,233</u>

The accompanying notes are an integral part of this statement.

Cotton Ranch Metropolitan District

RECONCILIATION OF THE BALANCE SHEET OF GOVERNMENTAL FUNDS
TO THE STATEMENT OF NET POSITION

December 31, 2012

Amounts reported for governmental activities in the Statement of Net Position are different because:

Total fund balance - governmental funds	\$ 4,233
Long-term liabilities such as bonds are not due and payable in the current period and, therefore, are not reported in the funds.	(9,390,738)
Accrued interest and fees are not due and payable in the current period and, therefore, are not reported in the funds.	(25,340)
Delinquent property taxes receivable are recognized as a receivable and deferred inflow of resources in the governmental funds but as a receivable and revenue in the government-wide statements. This is the amount by which Deferred Inflows of Resources from property taxes has been reduced in the Statement of Net Position and a revenue recognized.	<u>46,140</u>
Net Position of Governmental Activities	<u>\$ (9,365,705)</u>

The accompanying notes are an integral part of this statement.

Cotton Ranch Metropolitan District

STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES
IN FUND BALANCES - GOVERNMENTAL FUNDS

Year ended December 31, 2012

	General	Debt Service	Total Governmental Funds
Revenues			
Taxes	\$ 14,466	\$ 664,928	\$ 679,394
Interest	34	263	297
Intergovernmental	2,753	-	2,753
Total revenues	<u>17,253</u>	<u>665,191</u>	<u>682,444</u>
Expenditures			
General government	26,088	19,269	45,357
Debt service			
Principal	-	420,000	420,000
Interest	-	277,540	277,540
Financial fees	-	2,400	2,400
Total expenditures	<u>26,088</u>	<u>719,209</u>	<u>745,297</u>
Excess of Revenues Over (Under) Expenditures	(8,835)	(54,018)	(62,853)
Fund Balance - beginning	<u>41,094</u>	<u>25,992</u>	<u>67,086</u>
Fund Balance - ending	<u>\$ 32,259</u>	<u>\$ (28,026)</u>	<u>\$ 4,233</u>

The accompanying notes are an integral part of this statement.

Cotton Ranch Metropolitan District

RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES
IN FUND BALANCES - GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES

Year ended December 31, 2012

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

Net Change in Fund Balances - Governmental Funds \$ (62,853)

Governmental funds report the repayment of principal on long-term debt as expenditures.
However, these repayments are not reported as expenses in the Statement of Activities,
but rather a reduction of debt in the Statement of Net Position. This amount is the
difference in the treatment of these repayments. 420,000

Governmental funds do not record the amount of interest and fees on long-term debt that has
accrued since the end of the year. However, these liabilities are reported in the Statement
of Net Position and the related expense is reported in the Statement of Activities. This is
the amount by which accrued interest and fees increased over the prior year. (146,388)

Governmental funds report property taxes receivable and a deferred inflow of
resources for the same amount, including delinquent taxes receivable, because these
amounts have not yet been received in cash. This is the amount of delinquent taxes
receivable recognized as revenue in the Statement of Activities. 46,140

Change in Net Position of Governmental Activities \$ 256,899

The accompanying notes are an integral part of this statement.

Cotton Ranch Metropolitan District

STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND
BALANCE - BUDGET AND ACTUAL - GENERAL FUND

Year ended December 31, 2012

	Original and Final Budget	Actual	Variance Favorable (Unfavorable)
Revenues			
Property taxes	\$ 15,176	\$ 13,892	\$ (1,284)
Specific ownership taxes	668	574	(94)
Intergovernmental	2,000	2,753	753
Interest earnings	686	34	(652)
Total revenues	<u>18,530</u>	<u>17,253</u>	<u>(1,277)</u>
Expenditures			
Accounting and auditing	41,250	34,718	6,532
Insurance	2,700	2,271	429
Legal	3,000	3,120	(120)
Treasurer's fees	456	419	37
Repair and maintenance	12,000	7,826	4,174
Other	6,300	3,823	2,477
Allocation of overhead	(35,353)	(26,089)	(9,264)
Contingency	5,000	-	5,000
Total expenditures	<u>35,353</u>	<u>26,088</u>	<u>9,265</u>
Excess of Revenues Over (Under) Expenditures	(16,823)	(8,835)	7,988
Other financing sources			
Transfers in	5,073	-	(5,073)
Excess of Revenues and Other Financing Sources Over (Under) Expenditures	(11,750)	(8,835)	2,915
Fund Balance - beginning	<u>40,015</u>	<u>41,094</u>	<u>1,079</u>
Fund Balance - ending	<u>\$ 28,265</u>	<u>\$ 32,259</u>	<u>\$ 3,994</u>

The accompanying notes are an integral part of this statement.

Cotton Ranch Metropolitan District

STATEMENT OF REVENUES, EXPENSES AND CHANGES
IN FUND NET POSITION - PROPRIETARY FUND

Year ended December 31, 2012

	<u>Business-type Activities- Irrigation Enterprise Fund</u>
Revenues	
Water service fees	\$ 77,154
Total revenues	<u>77,154</u>
Expenses	
Repairs and maintenance	35,742
Bad debt expense	20
Depreciation	9,538
Augmentation water contract and lease	1,656
Allocation of overhead	26,089
Miscellaneous expenses	34
Total expenses	<u>73,079</u>
Operating income (loss)	4,075
Non-operating revenues (expenses)	
Investment earnings	4,759
Total non-operating revenues (expenses)	<u>4,759</u>
Income (loss) before contributions	8,834
Capital contributions - tap fees	<u>19,200</u>
Change in net position	28,034
Total net position - beginning	<u>611,370</u>
Total net position - ending	<u><u>\$ 639,404</u></u>

The accompanying notes are an integral part of this statement.

Cotton Ranch Metropolitan District

STATEMENT OF CASH FLOWS
 PROPRIETARY FUND

Year ended December 31, 2012

	Business-type Activities- Irrigation Enterprise Fund
Cash flows from operating activities	
Cash received from customers and users	\$ 86,250
Cash paid to suppliers	(63,541)
Net cash provided (used) by operating activities	22,709
Cash flows from capital and related financing activities	
Capitalized legal costs	(7,042)
Tap fees received (refunded)	19,200
Net cash provided (used) by capital and related financing activities	12,158
Cash flows from investing activities	
Investment income received	4,759
Net cash provided (used) by investing activities	4,759
Net increase (decrease) in cash	39,626
Cash - beginning	30,490
Cash - ending	\$ 70,116
Reconciliation of operating income (loss) to net cash provided (used) by operating activities:	
Operating income (loss)	\$ 4,075
Adjustments to reconcile operating income (loss) to net cash provided (used) by operating activities:	
Depreciation expense	9,538
(Increase) decrease in accounts receivable	9,096
Total adjustments	18,634
Net cash provided (used) by operating activities	\$ 22,709

The accompanying notes are an integral part of this statement.

Cotton Ranch Metropolitan District
NOTES TO FINANCIAL STATEMENTS

December 31, 2012

NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1. Organization

Cotton Ranch Metropolitan District (the District) is a quasi-municipal corporation and is governed pursuant to provisions of the Colorado Special District Act. The District's service area is located in Eagle County, Colorado. The District was established to provide roads, drainage, landscaping, water, sewer and recreation. The District will retain the assets and provide service for the non-potable irrigation system. Roads, drainage, potable water system, sewer system and landscaping assets have been deeded to and maintained by the Town of Gypsum.

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

2. Reporting Entity

The reporting entity consists of (a) the primary government; i.e., the District, and (b) organizations for which the District is financially accountable. The District is considered financially accountable for legally separate organizations if it is able to impose its will on that organization or there is a potential for the organization to provide specific financial benefits to, or to impose specific financial burdens on, the District. Consideration is also given to other organizations which are fiscally dependent; i.e., unable to adopt a budget, levy taxes, or issue debt without approval by the District. Organizations for which the nature and significance of their relationship with the District are such that exclusion would cause the reporting entity's financial statements to be misleading or incomplete are also included in the reporting entity.

Based on the criteria above, the District is not financially accountable for any other entity, nor is the District a component unit of any other government.

3. Government-wide and Fund Financial Statements

The District's basic financial statements include both government-wide (reporting the District as a whole) and fund financial statements (reporting the District's major funds). Both the government-wide and fund financial statements categorize primary activities as either governmental or business type. Currently, the District has both governmental and business-type activities.

Government-wide Financial Statements

In the government-wide Statement of Net Position, the governmental activities column is reported on a full accrual, economic resource basis, which recognizes all long-term assets, receivables and deferred outflows of resources as well as long-term debt, obligations and deferred inflows of resources. The District's net position is reported in four parts: net position restricted for debt service, net position restricted for emergencies, net investment in capital assets, and unrestricted.

Cotton Ranch Metropolitan District

NOTES TO FINANCIAL STATEMENTS

December 31, 2012

NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

The government-wide focus is on the sustainability of the District as an entity and the change in the District's net position resulting from the current year's activities.

Fund Financial Statements

The financial transactions of the District are reported in individual funds in the fund financial statements. Each fund is accounted for by providing a separate set of self-balancing accounts that comprises its assets, deferred outflows of resources, liabilities, deferred inflows of resources, fund equity, revenues and expenditures/expenses.

The fund focus is on current available resources and budget compliance.

4. Fund Accounting

The District uses funds to maintain its financial records during the year. A fund is defined as a fiscal and accounting entity with a self-balancing set of accounts. At this time the District uses governmental funds and a proprietary fund.

Governmental Funds

Governmental funds are those through which most governmental functions typically are financed. Governmental funds reporting focuses on the sources, uses and balances of current financial resources. Expendable assets are assigned to the various governmental funds according to the purpose for which they may or must be used. Current liabilities are assigned to the fund from which they will be paid. The difference between governmental fund assets, deferred outflows of resources, liabilities and deferred inflows of resources is reported as fund equity.

The District reports the following major governmental funds:

General Fund – The General Fund is used to account for all financial resources of the District except those required to be accounted for in another fund. The general fund balance is available to the District for any purpose provided it is expended or transferred according to the general laws of Colorado and the bylaws of the District.

Debt Service Fund – The Debt Service Fund accounts for the servicing of long-term debt including long-term contractual obligations approved by the District's electorate and revenues generated by property taxes that are required to be used in payment of such long-term debt and contractual obligations.

Cotton Ranch Metropolitan District

NOTES TO FINANCIAL STATEMENTS

December 31, 2012

NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Proprietary Fund

Enterprise Fund – The Enterprise Fund accounts for operations that are financed and operated in a manner where the intent of the District is that the costs of providing goods and services to the general public on a continuing basis be financed or recovered primarily through user charges; or where the District has decided that periodic determination of revenue earned, expenses incurred and/or net income is appropriate for capital maintenance, public policy, management control, accountability or other purposes. Operating revenues and expenses for enterprise funds are those that result from providing services. All revenues and expenses not meeting this definition are reported as non-operating revenues and expenses.

For purposes of the statement of cash flows, the District considers all highly liquid investments with maturities of three months or less when purchased to be cash equivalents.

5. Measurement Focus and Basis of Accounting

Measurement focus refers to whether financial statements measure changes in current resources only (current financial focus) or changes in both current and long-term resources (long-term economic focus). Basis of accounting refers to the point at which revenues, expenditures, or expenses are recognized in the accounts and reported in the financial statements.

Long-Term Economic Focus and Accrual Basis

Governmental activities in the government-wide financial statements use the long-term economic focus and are presented on the accrual basis of accounting. Revenues are recognized when earned and expenses are recognized when incurred, regardless of the timing of the related cash flows.

Current Financial Focus and Modified Accrual Basis

The governmental fund financial statements use the current financial focus and are presented on the modified accrual basis of accounting. Under the modified accrual basis of accounting, revenues are recorded when susceptible to accrual; i.e., both measurable and available. “Available” means collectible within the current period or soon enough thereafter to be used to pay liabilities of the current period. Expenditures are generally recognized when the related liability is incurred. The exception to this general rule is that principal and interest on general long-term debt, if any, is recognized when due.

The accrual basis of accounting is utilized in the proprietary fund type. Revenue is recognized when earned and expenses are recognized when the liability is incurred. Depreciation is computed and recorded as an operating expense and expenditures for property and equipment are shown as increases in assets.

Cotton Ranch Metropolitan District

NOTES TO FINANCIAL STATEMENTS

December 31, 2012

NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

When an expense is incurred that can be paid using either restricted or unrestricted resources (net position), the District's policy is to first apply the expense toward restricted resources and then toward unrestricted resources. In governmental funds, the District's policy is to first apply the expenditure toward restricted fund balance and then to other, less-restrictive classifications—committed and then assigned fund balances before using unassigned fund balances.

6. Government-wide Net Position

- *Net investment in capital assets*—consist of the historical cost of capital assets less accumulated depreciation and less any debt that remains outstanding that was used to finance those assets plus deferred outflows of resources less deferred inflows of resources related to those assets.
- *Restricted net position*—consist of assets that are restricted by the District's creditors (for example, through debt covenants), by the state enabling legislation (through restrictions on shared revenues), by grantors (both federal and state), and by other contributors (those who may donate to the District less related liabilities and deferred inflows of resources).
- *Unrestricted*—all other net position is reported in this category.

7. Governmental Fund Balances

In the governmental fund financial statements, fund balances are classified as follows:

- *Non-spendable fund balance* - The portion of fund balance that cannot be spent because it is either not in spendable form (such as inventory) or is legally or contractually required to be maintained intact.
- *Restricted fund balance* - The portion of fund balance constrained to being used for a specific purpose by external parties (such as grantors or bondholders), constitutional provisions or enabling legislation.
- *Committed fund balance* - The portion of fund balance constrained for specific purposes according to limitations imposed by the District's highest level of decision making authority, the Board of Directors, prior to the end of the current fiscal year. The constraint may be removed or changed only through formal action of the Board of Directors.
- *Assigned fund balance* - The portion of fund balance set aside for planned or intended purposes. The intended use may be expressed by the Board of Directors or other individuals authorized to assign funds to be used for a specific purpose.
- *Unassigned fund balance* - The residual portion of fund balance that does not meet any of the above criteria. The District will only report a positive unassigned fund balance in the General Fund.

Cotton Ranch Metropolitan District

NOTES TO FINANCIAL STATEMENTS

December 31, 2012

NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

8. Intergovernmental Revenues

For governmental funds, intergovernmental revenues, such as contributions awarded on a non-reimbursement basis, are recorded as receivables and revenues when measurable and available.

9. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, deferred outflows of resources, liabilities and deferred inflows of resources and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenditures/expenses during the reporting period. Actual results could differ from those estimates.

10. Interfund Transactions

Quasi-external transactions are accounted for as revenues, expenditures or expenses. Transactions that constitute reimbursements to a fund for expenditures/expenses initially made from it that are properly applicable to another fund are recorded as expenditures/expenses in the reimbursing fund and as reductions of expenditures/expenses in the fund that is reimbursed. All other interfund transactions, except quasi-external transactions and reimbursements, are reported as transfers. Nonrecurring or non-routine permanent transfers of equity and other interfund transfers are reported as transfers.

11. Property Taxes

Property taxes are not due and payable until after the assessment year has ended, and are not included in the budget or Statement of Revenues, Expenditures, and Changes in Fund Balance of the assessment year. Property taxes are recorded as deferred inflow of resources in the year they are levied and measurable. Property tax revenues are recorded as revenue in the year they are available or collected. Property taxes are levied on or before December 15 of each year and attach as an enforceable lien on the property on January 1. Taxes are payable in full on April 30 or in two installments on February 28 and June 15.

Cotton Ranch Metropolitan District
NOTES TO FINANCIAL STATEMENTS

December 31, 2012

NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

12. Stewardship, Compliance, and Accountability

Budgets and Budgetary Accounting

In the fall of each year, the District's Board of Directors formally adopts a budget with appropriations by fund for the ensuing year pursuant to the Colorado Local Budget Law. The budgets for the governmental funds are adopted on a basis consistent with generally accepted accounting principles ("GAAP").

As required by the Colorado statutes, the District followed by the following timetable in approving and enacting a budget for the ensuing years:

- (1) For the 2012 budget year, prior to August 23, 2011, the County Assessor sent the District the assessed valuation of all taxable property within the District's boundaries.
- (2) On or before October 15, 2011, the District's accountant submitted to the District's Board of Directors a recommended budget which detailed the necessary property taxes needed along with other available revenues to meet the District's operating requirements.
- (3) The Board held a public hearing on the proposed budget and capital program no later than 45 days prior to the close of the fiscal year.
- (4) For the 2012 budget, prior to December 15, 2011, the District computed and certified to the County Commissioners a rate of levy that derived the necessary property taxes as computed in the proposed budget.
- (5) For the 2012 budget, the final budget and appropriating resolution was adopted prior to December 31, 2011.
- (6) After adoption of the budget resolution, the District may make the following changes: a) it may transfer appropriated monies between funds or between spending agencies within a fund, as determined by the original appropriation level; b) supplemental appropriations to the extent of revenues in excess of those estimated in the budget; c) emergency appropriations; and d) reduction of appropriations for which originally estimated revenues are insufficient.

The level of control in the budget at which expenditures exceed appropriations is at the fund level. All appropriations lapse at year end.

Cotton Ranch Metropolitan District

NOTES TO FINANCIAL STATEMENTS

December 31, 2012

NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

13. Capital Assets

Capital assets, which include construction in progress, are reported in the applicable governmental activities columns in the government-wide financial statements. The District defines capital assets as assets with an initial, individual cost of more than \$5,000. Such assets are recorded at historical cost or estimated historical cost if purchased or constructed. Donated capital assets are recorded at estimated fair market value at the date of donation. The cost of normal maintenance and repairs that do not add to the value of the asset or materially extend assets lives are not capitalized. Major outlays for capital assets and improvements are capitalized as projects are completed.

Depreciation is computed using the straight-line method over estimated useful lives, as follows:

	<u>Estimated Lives</u>
Buildings and improvements	20 to 40 years
Infrastructure	30 to 40 years
Equipment and machinery	5 to 15 years

NOTE B – EQUITY IN POOLED CASH AND INVESTMENTS

The District maintains a cash pool that is available for use by all funds. Each fund type's portion of this pool is displayed on the statement of net position as "Equity in pooled cash."

Deposits

As of December 31, 2012, the carrying amount of the District's deposits was \$4,057 and the bank balance was \$61,834. All of the bank balance was covered by federal depository insurance.

Statutes require that any public depository which accepts and holds public funds maintain, as security for public deposits accepted and held by it, not insured by federal depository insurance, eligible collateral having a market value, at all times, equal to at least 102 percent of the amount of public deposits. Banking institutions are monitored by the State of Colorado Banking Commission and must report monthly on all public deposits held. Pledged collateral must be held in joint custody of the bank and of the Public Deposit Protection Act in a safekeeping account held by a third party, usually the Federal Reserve Bank. The pledge collateral cannot be released unless approval is obtained by the banking commission. Savings and Loan institutions are monitored by the State of Colorado Commissioner of Savings and Loan Associations and must report quarterly on all public deposits held. Pledged collateral, usually in the form of mortgages, must be held by a third party institution for the benefit of the commissioner.

As of December 31, 2012, the District had \$6,001 in a money market account to be used for debt service.

Cotton Ranch Metropolitan District
NOTES TO FINANCIAL STATEMENTS

December 31, 2012

NOTE B – EQUITY IN POOLED CASH AND INVESTMENTS – CONTINUED

Investments

Colorado state statutes authorize the District to invest in U.S. Treasury bills, obligations of any other U.S. agencies, obligations of the World Bank, general obligation bonds of any state or any of their subdivisions, revenue bonds of any state or any of their subdivisions, bankers acceptance notes, commercial paper, repurchase agreements, money market funds and guaranteed investment contracts. All investments must be held by the District, in their name, or in custody of a third party on behalf of the local government.

The District had invested \$79,849 in the Colorado Local Governmental Liquid Asset Trust, (Colotrust), an investment vehicle established for local government entities in Colorado to pool surplus funds. Colotrust operates similarly to a money market fund and each share is equal in value to \$1.00. A designated custodial bank provides safekeeping and depository services to Colotrust in connection with the direct investment and withdrawal functions of Colotrust. Substantially all securities owned by Colotrust are held by the Federal Reserve Bank in the account maintained for the custodial bank. The custodian's internal records identify the investments owned by Colotrust. Colotrust funds carry a Standard & Poor's AAAM rating. There is no custodial, interest rate or foreign currency risk exposure.

A reconciliation of the carrying value of deposits and investments reported above to the Statement of Net Position as of December 31, 2012 is as follows:

Deposits	\$ 4,057
Investments	<u>85,850</u>
Total equity in pooled cash and investments	<u>\$ 89,907</u>

Cotton Ranch Metropolitan District
 NOTES TO FINANCIAL STATEMENTS

December 31, 2012

NOTE C – LONG-TERM DEBT

	<u>Balance at January 1, 2012</u>	<u>Additions</u>	<u>Payments</u>	<u>Balance at December 31, 2012</u>	<u>Due within one year</u>
By Classification					
2002A – \$3,485,000					
Subordinate Junior					
General Obligation					
Limited Tax					
Refunding Bonds	\$ 2,485,000	\$ –	\$ –	\$ 2,485,000	\$ –
General Obligation					
Bonds	1,000,000	–	–	1,000,000	–
Unpaid interest	1,322,880	147,858	–	1,470,738	–
2006 – \$6,040,000					
Refunding General					
Obligation Bonds	4,855,000	–	(420,000)	4,435,000	430,000
	<u>\$ 9,662,880</u>	<u>\$ 147,858</u>	<u>\$ (420,000)</u>	<u>\$ 9,390,738</u>	<u>\$ 430,000</u>

The detail of the District’s governmental activities long-term obligations is as follows:

General Obligation Bonds

\$3,485,000 Subordinate Junior General Obligation Limited Tax Refunding Bonds, Series 2002A, dated December 24, 2002, with interest of 2.9% to 5.95% consist of term bonds due December 15, 2035. During 2002, these bonds were exchanged for the tender and cancellation of the District’s 1999B Bonds. The Bonds were refunded to lower the interest rates on the bonds, extend the maturity dates and change the conversion ratio to general obligation bonds. These bonds were issued to the Developer (see Note E).

Pursuant to the Bond Resolution, the District shall convert the Series 2002A Subordinate Junior General Obligation Limited Tax Refunding Bonds to General Obligation Bonds when the ratio of general obligation debt to certified assessed value of the District is less than or equal to thirty-five percent. The mill levy imposed for the payment of debt service on the bonds shall not be greater than fifty (50) mills nor less than thirty-five (35) mills. Any monies on deposit in the bond fund which are available for payment of the bonds (which are not converted bonds) and any other obligations which have a parity lien on the District’s revenues pledged for repayment of the bonds shall be applied in the following order of priority (as more fully described in the bond resolution):

1. to the payment of unpaid interest on the bonds
2. to the payment of unpaid principal on the bonds
3. to the payment of current interest
4. to the payment of current principal

Cotton Ranch Metropolitan District

NOTES TO FINANCIAL STATEMENTS

December 31, 2012

NOTE C – LONG-TERM DEBT – CONTINUED

Thereafter, the balance of any monies in the bond fund, if any, shall be applied to the optional redemption of converted bonds.

On January 1, 2010, \$1,000,000 of the 2002A Subordinate Bonds were converted from limited tax obligation bonds to general obligation bonds per Section 9 of the Series 2002A subordinate Junior General Obligation Limited Tax Refunding Bond Resolution (the Resolution) dated December 10, 2002. The Resolution states that any January 1st on which the principal amount of the District's outstanding unlimited mill levy general obligation bonds is less than or equal to 35% of the certified assessed value of the District, the 2002A bonds will be exchanged for general obligation bonds in denominations of \$500,000.

Pursuant to the bond resolution, any principal or interest on the Subordinate 2002A bonds remaining unpaid after December 31, 2037 shall be deemed to have been paid in full and discharged and the District's obligation will terminate.

The District was able to pay interest on the Series 2002A bonds in the amount of \$59,500 during 2012.

\$6,040,000 General Obligation Refunding Bonds, Series 2006, dated December 1, 2006, with interest of 4.00% to 4.50%, consisting of term bonds due December 1, 2022. All bonds maturing on or after December 1, 2017 are callable at the option of the District, at any time on or after December 1, 2016, at par.

The District's Series 2002A and 2006 Bonds will mature as follows:

Subordinate Bonds

<u>Year</u>	\$3,485,000 Junior Subordinate 2002A*		
	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2013	\$ —	\$ 207,358	\$ 207,358
2014	—	207,358	207,358
2015	—	207,358	207,358
2016	—	207,358	207,358
2017	—	207,358	207,358
2018-2022	—	1,036,790	1,036,790
2023-2027	650,000	973,422	1,623,422
2028-2032	1,440,000	694,366	2,134,366
2033-2035	<u>1,395,000</u>	<u>171,956</u>	<u>1,566,956</u>
Total	<u>\$ 3,485,000</u>	<u>\$ 3,913,324</u>	<u>\$ 7,398,324</u>

*\$1,000,000 was converted to general obligation bonds as of January 1, 2010.

Cotton Ranch Metropolitan District
 NOTES TO FINANCIAL STATEMENTS

December 31, 2012

NOTE C – LONG-TERM DEBT – CONTINUED

General Obligation Refunding Bonds, Series 2006

Year	\$6,040,000 General Obligation Refunding 2006		
	Principal	Interest	Total
2013	\$ 430,000	\$ 200,400	\$ 630,400
2014	440,000	182,340	622,340
2015	440,000	163,420	603,420
2016	455,000	144,280	599,280
2017	455,000	124,260	579,260
2018-2022	2,215,000	307,788	2,522,788
Total	\$ 4,435,000	\$ 1,122,488	\$ 5,557,488

Remaining Authorized but Unissued Indebtedness and Obligation to Issue Future Bonds. On November 8, 1994, May 7, 1996, and May 5, 1998, and November 7, 2006, a majority of the qualified electors of the District authorized the issuance of indebtedness in an amount not to exceed \$17,000,000 at an interest rate not to exceed 12% per annum. The voter authorized but unissued indebtedness at December 31, 2012 of \$6,315,000 is calculated as follows:

	Original Voter Authorization	Authorization Used For			Remaining Unused Authorization
		1998A Bonds	1998B Bonds	2002A Bonds	
Streets	\$ 9,800,000	\$ (870,000)	\$ (4,410,000)	\$ (1,079,000)	\$ 3,441,000
Water	3,900,000	(575,000)	(1,480,000)	(300,000)	1,545,000
Sewer	3,300,000	(555,000)	(1,110,000)	(306,000)	1,329,000
Total	\$ 17,000,000	\$ (2,000,000)	\$ (7,000,000)	\$ (1,685,000)	\$ 6,315,000

Cotton Ranch Metropolitan District

NOTES TO FINANCIAL STATEMENTS

December 31, 2012

NOTE D – CAPITAL ASSETS

Capital asset activity for business-type activities for the year ended December 31, 2012 follows:

	Balance at January 1, <u>2012</u>	<u>Additions</u>	<u>Deletions</u>	Balance at December 31, <u>2012</u>
Business-type Activities				
Capital assets not being depreciated				
Water rights	\$ 303,297	\$ 7,042	\$ —	\$ 310,339
Capital assets being depreciated				
Non-potable water system	381,492	—	—	381,492
Accumulated depreciation	<u>(125,632)</u>	<u>(9,538)</u>	<u>—</u>	<u>(135,170)</u>
Total capital assets being depreciated, net	<u>255,860</u>	<u>(9,538)</u>	<u>—</u>	<u>246,322</u>
Business-type activity capital assets, net	<u>\$ 559,157</u>	<u>\$ (2,496)</u>	<u>\$ —</u>	<u>\$ 556,661</u>

Depreciation expense for the year ended December 31, 2012 was \$9,538.

NOTE E – RELATED PARTY AND CONCENTRATIONS

Cotton Ranch Company, LLC, was the Developer of Cotton Ranch from 1995 until December 2003 at which time ASW Realty (ASW) purchased the remaining developable property in the District including zoning for 247 residential units. ASW developed 106 residential lots and constructed approximately 58 homes and then in early 2010 sold its remaining interests in the District to the Pauls Corporation (Pauls). Certain members of the Board of Directors through May 2012 were associated with the Cotton Ranch Company, LLC.

The Cotton Ranch Company, LLC financed the cost of infrastructure construction and during 1998, it was reimbursed approximately \$900,000 in cash and \$7,000,000 in series 1998B Subordinate General Obligation Limited Tax Bonds. These bonds were refunded on June 9, 1999 by the issuance of the 1999 Series A and B Bonds. When the 1998B Subordinate General Obligation Limited Tax Bonds were refunded, the Cotton Ranch Company, LLC received \$3,500,000 in Series 1999B Subordinate General Obligation Limited Tax Bonds (refunded with 2002A Subordinate Junior General Obligation Limited Tax Refunding Bonds) and \$3,104,532 in cash. Reimbursement to the Cotton Ranch Company, LLC included \$1,010,000 for construction management service fees.

A construction company affiliated with the Cotton Ranch Company, LLC performed certain construction within the District prior to 1998 and was paid approximately \$2,225,000 through that date.

Cotton Ranch Metropolitan District

NOTES TO FINANCIAL STATEMENTS

December 31, 2012

NOTE E – RELATED PARTY AND CONCENTRATIONS – CONTINUED

In addition to the above costs, Cotton Ranch Company, LLC has incurred additional infrastructure development costs and has expressed its expectation to the District that it be reimbursed for the additional infrastructure costs up to the amount of the District's voted authorization to issue additional bonds. The District has been advised by its general counsel that it has no legal obligation to reimburse Cotton Ranch Company, LLC for these additional costs and the District has therefore not recorded a liability for these costs.

In December 2003 the District entered into an Infrastructure Acquisition Agreement with ASW pursuant to which the District agreed to reimburse ASW up to \$5.5 million of eligible infrastructure construction costs incurred by ASW. Such reimbursement will be made after ASW has provided documentation of the cost of constructing the infrastructure and is intended to be by the District's issuance of limited tax general obligation bonds when the District has the ability to repay such bonds.

As of December 31, 2012, Pauls and its affiliates owned approximately 8.0% of the assessed value of property in the District. Approximately \$58,000 of the District's 2012 property tax revenue is attributable to property owned by Pauls.

In addition, a company owned by a current board member was paid \$6,277 for services provided in relation to the irrigation system. The board member also received a \$1,700 credit on his irrigation account for losses sustained while performing duties related to the District. There was \$0 due to this board member's company as of December 31, 2012.

NOTE F – COMMITMENTS AND CONTINGENCIES

During the normal courses of business, the District may incur claims and other assertions against it from various agencies and individuals. Management of the District and their legal representatives have disclosed that they are not aware of any material outstanding claims against the District at December 31, 2012.

NOTE G – 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 has elected to participate in the Colorado Special District Property and Liability Pool (the Pool), which is sponsored by the Special District Association of Colorado. The Pool provides property and general liability, automobile physical damage and liability, public official's liability and machinery coverage to its members. Members of the Pool are required to make additional surplus contributions. 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. During the year ended December 31, 2012 the Pool made no distributions to the District.

Cotton Ranch Metropolitan District

NOTES TO FINANCIAL STATEMENTS

December 31, 2012

NOTE G – RISK MANAGEMENT – CONTINUED

Condensed financial statement data for the Colorado Special Districts Property and Liability Pool as of December 31, 2012 is as follows:

	<u>Colorado Special Districts Property and Liability Pool</u>
Assets	\$ <u>34,428,555</u>
Liabilities	\$ 15,471,242
Net Assets	<u>18,957,313</u>
	<u>\$ 34,428,555</u>
Revenue	\$ 11,863,661
Investment Income and Other	<u>211,299</u>
Total Revenue	12,074,960
Expenses	<u>10,444,729</u>
Excess of Revenues Over Expenses	<u>\$ 1,630,231</u>

NOTE H – TABOR AMENDMENT

In November 1992, Colorado voters amended Article X of the Colorado Constitution by adding Section 20, commonly known as the Taxpayer’s Bill of Rights (“TABOR”). TABOR contains revenue, spending, tax and debt limitations which apply to the State of Colorado and local governments. TABOR requires, with certain exceptions, advance voter approval for any new tax, tax rate increase, mill levy above that of the prior year, extension of any expiring tax, or tax policy change directly causing a new tax revenue gain to any local government. Except for refinancing bonded debt at a lower interest rate or adding new employees to existing pension plans, TABOR requires advance voter approval for the creation of any multiple fiscal year or other financial obligation unless adequate present cash reserves are pledged irrevocable and held for payments in future years.

TABOR also requires local governments to establish emergency reserves to be used for declared emergencies only. Emergencies, as defined by TABOR, exclude economic conditions, revenue shortfalls, or salary or fringe benefit increases. These reserves are required to be 3% or more of the fiscal year spending (excluding bonded debt service) for fiscal years ended after December 31, 1994. At December 31, 2012, the District had the required 3% reserve of \$435, restricted for emergencies.

Cotton Ranch Metropolitan District

NOTES TO FINANCIAL STATEMENTS

December 31, 2012

NOTE H – TABOR AMENDMENT – CONTINUED

Under Tabor, the initial base for local government spending and revenue limits is December 31, 1992 fiscal year spending. The District's first year of operations ended December 31, 1995. Future spending and revenue limits are determined based on the prior year's fiscal year spending adjusted for inflation in the prior calendar year plus annual local growth. Fiscal year spending is generally defined as expenditures and reserve increases with certain exceptions. Revenue, if any, in excess of the fiscal year spending limit must be refunded in the next fiscal year unless voters approve retention of such revenue.

The District's management believes it is in compliance with the financial provisions of TABOR. However, TABOR is complex and subject to interpretation. Many of its provisions, including the interpretation of how to calculate fiscal year spending limits, will require judicial interpretation.

On November 8, 1994, a majority of the District's electors authorized the District to collect and spend or retain all revenues through 1998 without regard to any limitations under TABOR.

On November 8, 1994, a majority of the District's electors authorized the District to increase taxes \$50,000 annually in 1996 and thereafter by the imposition of an ad valorem property tax levy which shall not exceed a total of 30 mills for the general operations of the District.

On May 5, 1998, a majority of the District's electors authorized the District to collect, keep and expend all District revenues received in 1998 and each year thereafter without regard to limitations under TABOR.

On May 5, 1998, a majority of the District's electors authorized the District to increase taxes \$12,500 annually in the first full fiscal year, upon real property proposed to be included into the District.

NOTE I – CHANGE IN ACCOUNTING PRINCIPLE

Effective January 1, 2011, the District retroactively changed its method of recognizing debt issuance costs in its financial statements to conform with GASB No. 65, *Items Previously Reported as Assets and Liabilities*. Under the new accounting method, such costs are to be expensed in the period incurred rather than being deferred and amortized over the life of the debt. The effect of the change increased beginning negative net position for the year ended December 31, 2011 by \$190,262 from a beginning negative net position of \$9,432,342 to a beginning negative net position of \$9,622,604.

NOTE J – INTERFUND RECEIVABLE/PAYABLE

The Debt Service fund owes the General fund \$16,043 for funds advanced to the Debt Service fund for operations.

SUPPLEMENTAL INFORMATION

Cotton Ranch Metropolitan District

SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE
BUDGET AND ACTUAL - DEBT SERVICE FUND

Year ended December 31, 2012

	Original and Final Budget	Actual	Variance Favorable (Unfavorable)
Revenues			
Property taxes	\$ 697,539	\$ 638,542	\$ (58,997)
Specific ownership taxes	27,902	26,386	(1,516)
Interest income	698	263	(435)
Total revenues	<u>726,139</u>	<u>665,191</u>	<u>(60,948)</u>
Expenditures			
Treasurer's fees	20,926	19,269	1,657
Principal reduction	420,000	420,000	-
Interest	277,540	277,540	-
Other - Paying Agent Fees	2,600	2,400	200
Total expenditures	<u>721,066</u>	<u>719,209</u>	<u>1,857</u>
Excess of Revenues Over (Under) Expenditures	5,073	(54,018)	(59,091)
Other financing sources (uses)			
Transfer out	(5,073)	-	5,073
Total other financing sources (uses)	<u>(5,073)</u>	<u>-</u>	<u>5,073</u>
Excess of Revenues and Other Financing Sources Over (Under) Expenditures and Other Financing Uses	-	(54,018)	(54,018)
Fund Balance - beginning	11,074	25,992	14,918
Fund Balance - ending	<u>\$ 11,074</u>	<u>\$ (28,026)</u>	<u>\$ (39,100)</u>

Cotton Ranch Metropolitan District

SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGE IN NET
POSITION - BUDGET AND ACTUAL - PROPRIETARY FUND

Year ended December 31, 2012

	Original and Final Budget	Actual	Variance Favorable (Unfavorable)
Revenues			
Water service fees	\$ 71,500	\$ 77,154	\$ 5,654
Investment earnings	2,800	4,759	1,959
Tap fees	7,200	19,200	12,000
Total revenues	<u>81,500</u>	<u>101,113</u>	<u>19,613</u>
Expenses			
Repairs and maintenance	40,601	35,742	4,859
Bad debt expense	-	20	(20)
Augmentation water contract and lease	1,656	1,656	-
Legal and professional expense	3,000	7,042	(4,042)
Allocation of overhead	35,353	26,089	9,264
Miscellaneous expenses	-	34	(34)
Total expenses	<u>80,610</u>	<u>70,583</u>	<u>10,027</u>
Change in net position budgetary basis	<u>\$ 890</u>	<u>30,530</u>	<u>\$ 29,640</u>
Reconciliation to GAAP basis			
Capitalized capital outlay and legal expense		7,042	
Depreciation		<u>(9,538)</u>	
Change in net position GAAP basis		28,034	
Total net position - beginning		<u>611,370</u>	
Total net position - ending		<u>\$ 639,404</u>	

OTHER INFORMATION

Cotton Ranch Metropolitan District

SUMMARY OF ASSESSED VALUATION, MILL LEVY AND PROPERTY TAX COLLECTIONS

December 31, 2012

<u>Year Ended December 31,</u>	<u>Prior Year Assessed Valuation for Current Year Property Tax Levy</u>	<u>Mills Levied</u>	<u>Property Taxes</u>		<u>Percent Collected to Levied</u>
			<u>Levied</u>	<u>Collected</u>	
2002	\$ 8,110,670	38.060	\$ 308,692	\$ 308,388	100.0%
2003	8,381,140	42.016	352,143	352,122	99.9%
2004	8,112,638	42.016	340,808	340,808	100.0%
2005	8,238,870	45.231	372,652	371,354	99.65%
2006	9,046,300	45.345	410,204	410,204	100.0%
2007	10,018,350	39.074	391,457	391,457	100.0%
2008	14,612,390	38.414	561,321	557,720	99.36%
2009	15,966,210	39.092	624,152	623,518	99.90%
2010	19,787,380	39.067	773,034	772,568	99.94%
2011	18,548,230	39.274	728,463	721,431	99.03%
2012	11,283,210	63.166	712,715	686,456	96.32%
2013	11,328,190	62.246	705,134		

NOTE:

Property taxes collected in any one year include collection of delinquent property taxes assessed in prior years. Information received from the County Treasurer does not permit identification of specific year of assessment.