



CliftonLarsonAllen

CliftonLarsonAllen LLP
CLAconnect.com

Accountant's Compilation Report

Board of Directors
Colorado International Center Metropolitan District No.14

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

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

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

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

CliftonLarsonAllen LLP

Greenwood Village, Colorado
January 8, 2019



An independent member of Nexia International

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

1/8/19

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

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

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

1/8/19

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

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

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

1/8/19

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

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

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

1/8/19

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

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

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

1/8/19

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

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

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

Services Provided

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

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

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

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

Revenues

Property Taxes

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

Per terms of the District's Series 2018 Bonds (see Debt and Leases below), the District's maximum Required Mill Levy is 50.000 mills, adjusted for changes in the ratio of actual value to assessed value of property within the District. Required Mill Levy means an ad valorem mill levy imposed upon all taxable property of the District each year in an amount sufficient to pay the principal, premium if any, and interest on the Bonds as the same become due and payable [and to make up any deficiencies in the Reserve Fund], and for so long as the Surplus Fund is less than the Maximum Surplus Amount, not less than 35 mills. As of December 31, 2017, the adjusted maximum mill levy for debt service is 50.000 mills. The total maximum mill levy that may be pledged to debt service is 65 mills, which includes the regional improvements mill levy.

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

Revenues - (continued)

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

Regional Improvements Mill Levy

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

Specific Ownership Taxes

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

Net Investment Income

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

Expenditures

County Treasurer's Fees

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

Transfer to Denver High Point at DIA

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

Debt Service

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

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

Expenditures (Continued)

Capital Expenditures

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

Debt and Leases

Series 2018 Limited Tax General Obligation Refunding and Improvement Bonds

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

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

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

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

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

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

Debt and Leases - (continued)

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

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

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

Developer Advances

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

The District has no operating or capital leases.

Reserves

Emergency Reserve

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

This information is an integral part of the accompanying budget.

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

\$87,135,000

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

Dated April 12, 2018

Interest Rate between 5.625% and 5.875%

Interest Payable June 1 and December 1

Principal Due December 1

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

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