

**CENTRAL MARKSHEFFEL
METROPOLITAN DISTRICT**

**Management's Discussion and Analysis
and Financial Statements**

For the Year Ended December 31, 2010

And

Independent Auditors' Report

CENTRAL MARKSHEFFEL METROPOLITAN DISTRICT

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors
Central Marksheffel Metropolitan District

We have audited the accompanying financial statements of the governmental activities and each major fund of Central Marksheffel Metropolitan District (the District) as of December 31, 2010 and for the year then ended, which collectively comprise the basic financial statements of the District, as listed in the table of contents. These financial statements are the responsibility of the District's management. Our responsibility is to express an opinion 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 includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the financial position of the governmental activities and each major fund of Central Marksheffel Metropolitan District at December 31, 2010 and the respective changes in financial position and the budgetary comparisons of the general fund for the year then ended in conformity with accounting principles generally accepted in the United States of America.

The Management's Discussion and Analysis on pages 2 – 4 is not a required part of the basic financial statements but are supplementary information required by the Governmental Accounting Standards Board. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

Our audits were conducted for the purpose of forming an opinion on the financial statements that collectively comprise the basic financial statements. The accompanying supplementary information listed in the table of contents is presented for the purpose of additional analysis and is not a required part of the basic financial statements. These schedules have been subjected to the auditing procedures applied in our audit of the basic financial statements and, in our opinion, is fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

Stockman Kast Ryan & Co., LLP
September 29, 2011

CENTRAL MARKSHEFFEL METROPOLITAN DISTRICT

MANAGEMENT'S DISCUSSION AND ANALYSIS

This section of the District's annual financial report presents an analysis of the District's financial performance during the fiscal year ended December 31, 2010. This information is presented in conjunction with the audited basic financial statements, which follow this section.

FINANCIAL HIGHLIGHTS FOR FISCAL YEAR 2010

- Total assets in 2010 decreased by 69% compared to 2009.
- Total revenues in 2010 increased by 22% compared to 2009.
- Total expenditures decreased to \$1.379 million from 2009 to 2010.
- During 2010, net capital assets decreased by \$10.4 million due to transfer to the County.
- Long-term debt was increased to \$15,407,300 in 2010 from \$14,328,000 in 2009, due to management changing their estimate of the developer related liabilities.

REQUIRED FINANCIAL STATEMENTS

The Financial Statements of the District are accounted for on a flow of economic resources measurement focus. The Financial Statements conform to accounting principles, which are generally accepted in the United States of America. The District's basic financial statements include:

- **Statement of net assets** – reports the District's current financial resources (short-term spend-able resources) with capital assets and long-term obligations. (See page 5).
- **Statement of activities** – reports how the District's net assets changed during the most recent fiscal year. (See page 6)
- **Statement of revenues, expenses and changes in fund balances-governmental funds** - reports the District's operating and non-operating expenses and governmental funds. (See pages 7 and 8).

STATEMENT OF NET ASSETS:

Assets, liabilities and net assets for 2010 compared with 2009 were as follows:

| | 2010 | 2009 | Percent Increase (Decrease) |
|---------------------------|-----------------------------|----------------------|-----------------------------------|
| CURRENT ASSETS | | | |
| Cash and investments | \$ 3,485,936 | \$ 3,389,212 | 3 % |
| Property taxes receivable | <u>1,075,160</u> | <u>1,068,797</u> | 1 % |
| Total current assets | 4,561,096 | 4,458,009 | 2 % |
| Capital assets | <u> </u> | <u>10,416,410</u> | (100)% |
| TOTAL | <u>\$ 4,561,096</u> | <u>\$ 14,874,419</u> | (9)% |

| CURRENT LIABILITIES | | | |
|-----------------------------------|---------------------|----------------------|----------|
| Accounts payable | \$ 15,989 | \$ 4,472 | 258 % |
| Accrued interest | 422,460 | 180,501 | 134 % |
| Deferred property tax revenue | 1,075,160 | 1,068,797 | 1 % |
| Current portion — bonds payable | 200,000 | 200,000 | — |
| Advances from related parties | <u>79,197</u> | <u>79,197</u> | — |
| Total current liabilities | 1,792,806 | 1,532,967 | 17 % |
| LONG-TERM DEBT | <u>15,407,300</u> | <u>14,328,000</u> | 8 % |
| TOTAL LIABILITIES | <u>17,200,106</u> | <u>15,860,967</u> | 8 % |
| NET ASSETS | | | |
| Restricted for debt service | 3,281,953 | 3,204,155 | 2 % |
| Restricted for emergency services | 4,108 | 3,798 | 8 % |
| Unrestricted accumulated deficit | <u>(15,925,071)</u> | <u>(4,194,501)</u> | (280)% |
| Total accumulated deficit | <u>(12,639,010)</u> | <u>(986,548)</u> | (1,181)% |
| TOTAL | <u>\$ 4,561,096</u> | <u>\$ 14,874,419</u> | 69 % |

Changes in assets and liabilities in 2010 were all considered normal operating fluctuations. Capital assets decreased 100% because they have been transferred to the County.

REVIEW OF REVENUES AND EXPENDITURES:

Revenues for 2010 compared with 2009 are as follows:

| | 2010 | 2009 | Percent Increase (Decrease) |
|----------------------|---------------------|---------------------|-----------------------------|
| REVENUE | | | |
| Charges for services | \$ 300,245 | \$ 126,940 | 137 % |
| Property taxes | 1,158,827 | 1,063,359 | 9 % |
| Interest | <u>5,563</u> | <u>10,814</u> | (49)% |
| Total revenue | <u>\$ 1,464,635</u> | <u>\$ 1,201,113</u> | 22 % |

The charges for services increased because of commercial property coming online in 2010. Property taxes increased 9%, which should continue to grow with the future addition of commercial properties.

Expenditures for 2010 compared with 2009 are as follows:

| | 2010 | 2009 | Percent Increase (Decrease) |
|--------------------|---------------------|---------------------|-----------------------------|
| EXPENDITURES | | | |
| Interest | \$ 1,004,125 | \$ 1,018,625 | (1)% |
| Bond principal | 200,000 | 200,000 | 0 % |
| Professional fees | 139,601 | 133,189 | 5 % |
| Capital outlay | 21,001 | 52,602 | (60)% |
| Insurance | 1,247 | 3,291 | (62)% |
| Miscellaneous | <u>13,454</u> | <u>6,410</u> | 110 % |
| Total expenditures | <u>\$ 1,379,428</u> | <u>\$ 1,414,117</u> | (2)% |

Expenditures of \$1.4 million decreased by 2% due to the District completing its infrastructure. The majority of the expenses are for bond interest and principal payments.

Debt Outstanding:

The District remains with long-term debt of \$13,650,000 for Bond Series 2004. The schedule (for details see page 15) reflects the payments over the next 20 years using the annual mill levy and building permit fees.

Economic and Other Factors:

The economy in Colorado Springs continued to decline in 2010. However, new construction of commercial buildings and sites, some residential, and have increased the District's property assessed valuation.

Additional Financial Information:

This financial report is designed to provide the District's customers, investors and other interested parties with an overview of the District's financial operations and financial condition. Should the reader have questions regarding the information included in the report or wish to request additional financial information, please contact the Central Marksheffel Metropolitan District, Terry Schooler, District Manager at 455 E. Pikes Peak Avenue, Suite 308, Colorado Springs, Colorado 80903.

CENTRAL MARKSHEFFEL METROPOLITAN DISTRICT

STATEMENT OF NET ASSETS

DECEMBER 31, 2010

ASSETS

| | |
|---------------------------|------------------|
| Cash | \$ 3,485,936 |
| Property taxes receivable | <u>1,075,160</u> |
| Total assets | <u>4,561,096</u> |

LIABILITIES

| | |
|---------------------------------------|-------------------|
| Accounts payable | 15,989 |
| Accrued interest | 422,460 |
| Deferred property tax revenue | 1,075,160 |
| Advances from related parties | 79,197 |
| Non-current liabilities: | |
| Developer advances | 1,957,300 |
| General obligation limited tax bonds: | |
| Due within one year | 200,000 |
| Due in more than one year | <u>13,450,000</u> |
| Total liabilities | <u>17,200,106</u> |

NET ASSETS (DEFICIT)

| | |
|-----------------------------------|------------------------|
| Restricted for debt service | 3,281,953 |
| Restricted for emergency services | 4,108 |
| Unrestricted accumulated deficit | <u>(15,925,071)</u> |
| Total net deficit | <u>\$ (12,639,010)</u> |

See notes to financial statements.

CENTRAL MARKSHEFFEL METROPOLITAN DISTRICT

STATEMENT OF ACTIVITIES FOR THE YEAR ENDED DECEMBER 31, 2010

| | | Program Revenues | | Net Revenue and Change in Net Assets (Deficit) of Primary Government — Governmental Activities |
|---|----------------------|-----------------------------|--|--|
| | Expenses | Charges for Services | Capital Grants and Contributions | |
| FUNCTIONS/PROGRAMS | | | | |
| PRIMARY GOVERNMENT | | | | |
| General government | \$ 11,871,013 | \$ 1,459,072 | | \$ (10,411,941) |
| Interest on long-term debt | <u>1,246,084</u> | <u> </u> | <u> </u> | <u>(1,246,084)</u> |
| Total primary government | <u>\$ 13,117,097</u> | <u>\$ 1,459,072</u> | <u>\$ —</u> | (11,658,025) |
| General Revenues: | | | | |
| Interest revenue | | | | <u>5,563</u> |
| CHANGE IN NET ASSETS (DEFICIT) | | | | (11,652,462) |
| NET ASSETS (DEFICIT), Beginning of year | | | | <u>(986,548)</u> |
| NET ASSETS (DEFICIT), End of year | | | | <u>\$ (12,639,010)</u> |

See notes to financial statements.

CENTRAL MARKSHEFFEL METROPOLITAN DISTRICT

BALANCE SHEET — GOVERNMENTAL FUNDS DECEMBER 31, 2010

| | General Fund | Capital Projects Fund | Debt Service Fund | Total Governmental Funds |
|--|-------------------|--------------------------|----------------------|--------------------------------|
| ASSETS | | | | |
| Cash | \$ 125,384 | \$ 78,599 | \$ 3,281,953 | \$ 3,485,936 |
| Property taxes receivable | <u>134,395</u> | <u> </u> | <u>940,765</u> | <u>1,075,160</u> |
| Total assets | <u>\$ 259,779</u> | <u>\$ 78,599</u> | <u>\$ 4,222,718</u> | <u>\$ 4,561,096</u> |
| LIABILITIES AND FUND BALANCES | | | | |
| LIABILITIES | | | | |
| Accounts payable | \$ 15,989 | | | \$ 15,989 |
| Deferred property tax revenue | 134,395 | | \$ 940,765 | 1,075,160 |
| Advances from related parties | <u> </u> | <u>\$ 79,197</u> | <u> </u> | <u>79,197</u> |
| Total liabilities | <u>150,384</u> | <u>79,197</u> | <u>940,765</u> | <u>1,170,346</u> |
| FUND BALANCES | | | | |
| Restricted for debt service | | | 3,281,953 | 3,281,953 |
| Restricted for capital projects | | 43,995 | | 43,995 |
| Restricted for emergency | 4,108 | | | 4,108 |
| Unreserved fund balance (deficit) | <u>105,287</u> | <u>(44,593)</u> | <u> </u> | <u>60,694</u> |
| Total fund balances | <u>109,395</u> | <u>(598)</u> | <u>3,281,953</u> | 3,390,750 |
| Total liabilities and fund balances | <u>\$ 259,779</u> | <u>\$ 78,599</u> | <u>\$ 4,222,718</u> | |

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

Liabilities are not due and payable in the current period and therefore are not reported in the funds:

| | |
|--------------------------|------------------|
| Bonds payable | (13,650,000) |
| Developer advances | (1,957,300) |
| Accrued interest payable | <u>(422,460)</u> |

Net assets (deficit) of government activities \$ (12,639,010)

See notes to financial statements.

CENTRAL MARKSHEFFEL METROPOLITAN DISTRICT

STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES — GOVERNMENTAL FUNDS FOR THE YEAR ENDED DECEMBER 31, 2010

| | General Fund | Capital Projects Fund | Debt Service Fund | Total Governmental Funds |
|--|-----------------------------|-----------------------------|-----------------------------|--------------------------------|
| REVENUE | | | | |
| Property taxes | \$ 144,852 | | \$ 1,013,975 | \$ 1,158,827 |
| Charges for services | 166,668 | | 133,577 | 300,245 |
| Interest | <u> </u> | \$ 81 | <u>5,482</u> | <u>5,563</u> |
| Total revenues | <u>311,520</u> | <u>81</u> | <u>1,153,034</u> | <u>1,464,635</u> |
| EXPENDITURES | | | | |
| Interest | | | 1,004,125 | 1,004,125 |
| Bond principal | | | 200,000 | 200,000 |
| Professional fees | 123,567 | | 16,034 | 139,601 |
| Capital outlay | | 21,001 | | 21,001 |
| Insurance | 1,247 | | | 1,247 |
| Miscellaneous | <u>12,110</u> | <u>17</u> | <u>1,327</u> | <u>13,454</u> |
| Total expenditures | <u>136,924</u> | <u>21,018</u> | <u>1,221,486</u> | <u>1,379,428</u> |
| EXCESS (DEFICIT) OF REVENUE OVER EXPENSES | <u>174,596</u> | <u>(20,937)</u> | <u>(68,452)</u> | <u>85,207</u> |
| OTHER FINANCING SOURCES | | | | |
| Transfers in | | 1,186 | 146,250 | 147,436 |
| Transfers out | <u>(147,436)</u> | <u> </u> | <u> </u> | <u>(147,436)</u> |
| Total other financing sources | <u>(147,436)</u> | <u>1,186</u> | <u>146,250</u> | <u>—</u> |
| NET CHANGE IN FUND BALANCES | 27,160 | (19,751) | 77,798 | 85,207 |
| FUND BALANCES, Beginning of year | <u>82,235</u> | <u>19,153</u> | <u>3,204,155</u> | <u>3,305,543</u> |
| FUND BALANCES, End of year | <u>\$ 109,395</u> | <u>\$ (598)</u> | <u>\$ 3,281,953</u> | <u>\$ 3,390,750</u> |

See notes to financial statements.

CENTRAL MARKSHEFFEL METROPOLITAN DISTRICT

RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES OF GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES FOR THE YEAR ENDED DECEMBER 31, 2010

| | |
|---|------------------------|
| NET CHANGE IN GOVERNMENTAL FUND BALANCES | \$ 85,207 |
| Amounts reported for governmental activities in the statement of activities are different because: | |
| Governmental funds report capital outlays as expenditures. However, in the statement of activities, the cost of those assets is allocated over their estimated useful lives and reported as depreciation expense. This is the amount by which depreciation of \$554,395 exceeded capital outlays of \$21,001 in the current period. | (533,394) |
| Payment of long-term debt is not reflected in the statement of activities; whereas in governmental funds it is reported as an expense. | 200,000 |
| In the statement of activities interest is accrued on outstanding bonds, whereas in governmental funds it is reported when paid. In 2010 the amount accrued exceeded the amount paid. | (241,959) |
| Transfers of capital assets to other governments | <u>(11,162,316)</u> |
| CHANGE IN NET ASSETS OF GOVERNMENTAL ACTIVITIES | <u>\$ (11,652,462)</u> |

See notes to financial statements.

CENTRAL MARKSHEFFEL METROPOLITAN DISTRICT

GENERAL FUND

STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE — BUDGET AND ACTUAL FOR THE YEAR ENDED DECEMBER 31, 2010

| | <u>Budget Amounts</u> | | <u>Actual</u> | <u>Variance</u> |
|--|-----------------------|-------------------|-------------------|-------------------|
| | <u>Original</u> | <u>Final</u> | | |
| REVENUE | <u>\$ 140,279</u> | <u>\$ 146,953</u> | <u>\$ 311,520</u> | <u>\$ 164,567</u> |
| EXPENDITURES | | | | |
| Professional fees | 114,004 | 103,908 | 123,567 | (19,659) |
| Insurance | 2,500 | 2,187 | 1,247 | 940 |
| Miscellaneous | <u>21,300</u> | <u>16,210</u> | <u>12,110</u> | <u>4,100</u> |
| Total expenditures | <u>137,804</u> | <u>122,305</u> | <u>136,924</u> | <u>(14,619)</u> |
| EXCESS OF REVENUE OVER EXPENDITURES | 2,475 | 24,648 | 174,596 | 149,948 |
| OTHER FINANCING USES | | | | |
| Transfers out | _____ | _____ | <u>(147,436)</u> | <u>(147,436)</u> |
| NET CHANGE IN FUND BALANCE | <u>\$ 2,475</u> | <u>\$ 24,648</u> | <u>\$ 27,160</u> | <u>\$ 2,512</u> |

See notes to financial statements.

CENTRAL MARKSHEFFEL METROPOLITAN DISTRICT

NOTES TO FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Reporting Entity —Central Marksheffel Metropolitan District of El Paso County, Colorado (the District), a quasi-municipal corporation and political subdivision of the State of Colorado, was formed on December 4, 2002, and is governed pursuant to provisions of the Colorado Special District Act. The District's service area is located in El Paso County, Colorado. The District was organized to construct public improvements including road and bridge improvements, landscaping, sanitary and storm sewer, water systems, park and recreation, channel and other drainage improvements needed for the area.

The District has no employees and all operations and 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.

Government-wide and Fund Financial Statements — The government-wide financial statements (i.e. the statement of net assets and the statement of activities) report information on all of the nonfiduciary activities of the District. The effect of interfund activity has been removed from these statements. Governmental activities, which normally are supported by taxes and intergovernmental revenues, are reported separately from business-type-activities, which rely to a significant extent on fees and charges for support.

The statement of activities demonstrates the degree to which the direct expenses of a given function or segment are offset by program revenues. Direct expenses are those that are clearly identifiable with a specific function or segment. Program revenues include 1) charges to customers or applicants who purchase, use, or directly benefit from goods, services or privileges provided by a given function or segment and 2) grants and contributions that are restricted to meeting the operational or capital requirements of a particular function or segment. Taxes and other items not properly included among program revenues are reported instead as general revenues.

Major individual governmental funds are reported as separate columns in the fund financial statements.

Basis of Accounting — 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. Depreciation is computed and recorded as an operating expense. Expenditures for property and equipment are shown as increases in assets and redemption of bonds and notes are recorded as a reduction 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 property taxes and developments fees. Expenditures, other than interest on long-term obligations are recorded when the liability is incurred or the long-term obligation paid. All other revenue items are considered to be measurable and available only when cash is received by the District.

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.

Capital Projects Fund — The capital projects fund accounts for the construction costs of public improvements undertaken and financed by the District.

Debt Service Fund — The debt service fund accounts for the servicing of general long-term debt and revenues generated and received by the District that are required to be used in payment of long-term debt.

Fund Balances — Committed fund balances are balances that the Board of Directors have made a formal agreement and committed these resources to the specified purpose. Assigned balances fund balances are resources that District Management has agreed to use for the specified purpose. When both restricted and unrestricted resources are available for use, it is the District's practice to use restricted resources first, then unrestricted resources as they are needed. When available the District uses committed and assigned funds before using unassigned funds.

The District has elected to follow Governmental Accounting Standards Board pronouncements in government-wide financial statements. Therefore, statements issued by the Financial Accounting Standards Board after November 30, 1989 are not applied.

Budgets — In the fall, the District manager is required to submit to the Board of Directors a budget for the fiscal year commencing the following January 1. The operating budget includes proposed expenditures and the means of financing them. Public hearings are conducted at the District to obtain taxpayer comments. Prior to December 31, the budget is legally enacted by the Board. The manager is authorized to transfer budgeted amounts between line items of the District; however, any revisions that alter the total expenditures of the District must be approved by the Board of Directors.

Capital Assets — All development costs in excess of \$500 which have a useful life of greater than one year and all expenditures for repairs, maintenance, renewals, and betterments that materially prolong the lives of assets are capitalized. Public improvements are recorded at cost. Depreciation is recorded on a straight-line basis over the estimated useful lives of the assets, which range from twenty to forty years.

Cash and Cash Equivalents — The District considers all highly liquid investments with an initial maturity of three months or less to be cash equivalents if not restricted by the Board.

Fund Equity — In the fund financial statements, governmental funds report reservations of fund balance for amounts that are legally segregated or are not subject to future appropriations. Designations of unreserved fund balances indicate management's intention for future utilization of such funds and are subject to change by management.

Restricted Fund Balance — Emergency Reserves have been provided for as required by Article X, Section 20 of the Constitution of the State of Colorado (see Note 9). \$4,108 of the fund balance has been reserved in compliance with this requirement.

Use of Estimates — Preparation of the District's financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. Actual results could differ from those estimates.

Subsequent Events — The District has evaluated subsequent events for recognition or disclosure through September 29, 2011, the date the financial statements were available for issuance.

2. CASH AND INVESTMENTS

Cash totaling \$3,485,936 as of December 31, 2010 consists entirely of deposits with financial institutions.

The Colorado Public Deposit Protection Act (PDPA) requires that all units of local government deposit cash in eligible public depositories. Eligibility is determined by state regulators. Amounts on deposit in excess of federal insurance levels must be collateralized. The eligible collateral is determined by the PDPA. PDPA allows the institution to create a single collateral pool for all public funds. The pool for all 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 is required by statute to monitor the naming of eligible depositories and reporting of the uninsured deposits and assets maintained in the collateral pools.

At December 31, 2010, the carrying amount and bank balances of the District's cash was \$3,485,936. Bank balances of \$358,540 were covered by federal depository insurance and \$3,127,396 is required by Colorado Statutes to be collateralized with securities held by the pledging institution's trust department in the District's name.

Investments — The District has not adopted a formal investment policy; however, the District follows state statutes regarding investments.

The District generally limits its concentration of investments to those noted with an asterisk (*) below, which are believed to have minimal credit risk, minimal interest rate risk and no foreign currency risk. Additionally, the District is not subject to concentration risk disclosure requirements or subject to investment custodial credit risk for investments that are in the possession of another party.

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

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

- * Obligations of the United States and certain U.S. government agency securities
- Certain international agency securities
- 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

As of December 31, 2010, the District had no investments.

3. CAPITAL ASSETS

Capital asset activity for the year ended December 31, 2010 is as follows:

| | Balance at January 1, 2010 | Increase | Transfers | Balance at December 31, 2010 |
|--------------------------|---|-------------------|------------------------|---|
| Roads and drainage | \$ 12,211,142 | \$ 1,300,301 | \$ (13,511,443) | \$ — |
| Accumulated depreciation | <u>(1,794,732)</u> | <u>(554,395)</u> | <u>2,349,127</u> | <u>—</u> |
| Net capital assets | <u>\$ 10,416,410</u> | <u>\$ 745,906</u> | <u>\$ (11,162,316)</u> | <u>\$ —</u> |

All depreciation expense for the year was charged for public improvements. All assets were final accepted by El Paso County during the year end therefore have been transferred to the County.

4. LONG-TERM DEBT

A summary of long-term debt for the year ended December 31, 2010 is as follows:

| | Balance at January 1, 2010 | Increase | Decrease | Balance at December 31, 2010 | Amounts Due Within One Year |
|--|---|---------------------|-------------------|---|--|
| General Obligation Limited Tax Bonds Series 2004 — \$14,650,000 originally issued with 7.25% interest | \$ 13,850,000 | | \$ 200,000 | \$ 13,650,000 | \$ 200,000 |
| Developer advances | <u>678,000</u> | <u>\$ 1,279,300</u> | | <u>1,957,300</u> | |
| | <u>\$ 14,528,000</u> | <u>\$ 1,279,300</u> | <u>\$ 200,000</u> | <u>\$ 15,607,300</u> | <u>\$ 200,000</u> |

Payment of the principal and interest on the bonds will be from property taxes and facility fees as the District develops. After the majority of properties in the District have been sold, homes, commercial facilities and other improvements have been constructed and the District's tax base has had time to develop, the source of payment of debt service on the Bonds will be primarily paid from the limited mill levy to be levied on the taxable property within the District.

The following is a summary of mandatory sinking fund payments and interest requirements on the Bonds:

| Year Ending December 31, | Sinking Fund | Interest | Total |
|-------------------------------------|-------------------------|----------------------|----------------------|
| 2011 | \$ 200,000 | \$ 989,625 | \$ 1,189,625 |
| 2012 | 215,000 | 975,125 | 1,190,125 |
| 2013 | 215,000 | 959,538 | 1,174,538 |
| 2014 | 250,000 | 943,950 | 1,193,950 |
| 2015 | 295,000 | 925,825 | 1,220,825 |
| 2016-2020 | 2,240,000 | 4,237,988 | 6,477,988 |
| 2021-2025 | 3,955,000 | 3,196,887 | 7,151,887 |
| 2026-2030 | <u>6,280,000</u> | <u>1,328,200</u> | <u>7,608,200</u> |
| Total | <u>\$ 13,650,000</u> | <u>\$ 13,557,138</u> | <u>\$ 27,207,138</u> |

Voters in the District authorized the District to be able to incur a maximum of \$31,250,000 of debt. Subsequent to the issuance of the 2004 Bonds, the District has \$16,600,000 in authorized but unissued debt. The District does not have any intention to issue additional debt at this time.

In December 2006, the District entered into a reimbursement agreement with a developer under which the District will reimburse the developer for the cost of water service extension improvements to be constructed that benefit the District and development within the District. This project was completed by the developer in the spring of 2007 at a cost of \$657,300. These costs will potentially be reduced by any reimbursements actually received by the developer from other sources such as a neighboring metropolitan district with which the developer has a reimbursement agreement. The District has recorded \$657,300 which management believes is a reasonable estimate of its liability. Additional simple interest at 6% totaling \$159,805 has also been accrued. The commitment is subordinate to the District's bond liability. The District does not know when the liability will be paid as it is subordinate to the Bonds and payments are subject to appropriation by the District.

On April 31, 2007, the District entered into an agreement with a developer under which the District will reimburse the developer for construction cost related to the intersection of two highways for the benefit of the District. Under the agreement, the reimbursement shall not exceed \$1,300,000 plus interest of six percent per annum commencing upon full completion and full acceptance of the intersection improvements by the appropriate jurisdiction. Payments are subject to annual appropriation subordinate to the District's bond liability. The District's liability under the agreement is to be reduced by the cost recovery proceeds pursuant to reimbursement agreements to be negotiated by the developer with adjacent property owners or through the County fair share reimbursement for improvements agreement with the adjacent property owners. Construction on this project was completed and the District has recorded \$1,300,000 as a liability. The District does not know when or if they will receive any reimbursements to offset this liability. The District has also recorded \$185,918 of accrued interest related to this project. The District does not know when the liability will be paid as it is subordinate to the Bonds.

On August 7, 2007, the District entered into an agreement with a developer under which the District will reimburse the developer for construction costs related to various road improvements for the benefit of the District. The reimbursement shall not exceed \$280,000 and is conditional upon receiving cost recovery proceeds pursuant to reimbursement agreements to be negotiated by the developer with adjacent property owners or through the County fair share reimbursement for improvements. As of December 31, 2010, no cost recoveries have been collected and the District has not recognized \$280,000 as a liability due to the uncertainties of the receipt of funds and the conditional nature of the repayment source pledge.

5. ADVANCES DUE RELATED PARTIES

An entity controlled by a Board member has advanced funds to the District. Outstanding advances at December 31, 2010 are \$79,197. The advances are short-term, unsecured, and accrue interest at a rate of 8%.

6. INTERGOVERNMENTAL AGREEMENT

In June 2004, the District entered into a Transportation Impact Fee and Public Improvement Agreement with El Paso County for the purpose of the District securing fair and equitable participation in the Marksheffel improvements from out-of-District properties identified within the area serviced by the improvements. Under the agreement, the County is to prepare an Off-Site Road Study and Plan to formalize and adopt a methodology for determining the fair and equitable financial participation in the Marksheffel improvements by the service area property, the result of which will be for the County to impose a Transportation Impact Fee on any service area property required to go through the subdivision process. Such fees will represent fair and equitable share of costs attributable to the out-of-District property as determined by the County, and will be remitted to the District by the end of the month following their collection.

7. NET ASSETS

The District has net assets consisting of three components – invested in capital assets, net of related debt; restricted; and unrestricted.

Invested in capital assets, net of related debt consists of capital assets, net of accumulated depreciation, and reduced by the outstanding balances of bonds, mortgages, notes, or other borrowings that are attributable to the acquisition, construction, or improvements of those assets. As of December 31, 2010, the District had no investment in capital assets, net of related debt.

Restricted assets include net assets that are restricted for use either externally by creditors, grantors, contributors, or laws and regulations of other governments; or imposed by law through constitutional provisions or enabling legislation. The District has \$3,286,061 of restricted net assets as of December 31, 2010.

As of December 31, 2010, the District had unrestricted net assets (deficit) of \$(15,925,071).

8. RISK MANAGEMENT

Except as provided in the Colorado Governmental Immunity Act, the District may be 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, 2010. 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.

The District pays annual premiums to the Pool for liability, property, public officials' liability and workers compensation 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.

9. TAX, SPENDING AND DEBT LIMITATIONS

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

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.

TABOR requires local governments to establish Emergency Reserves. These reserves must be at least 3% of Fiscal Year Spending (excluding bonded debt service). Local governments are not allowed to use the emergency reserves to compensate for economic conditions, revenue shortfalls, or salary or benefit increases.

The District elected to allow the retaining and spending of all revenues collected. The District believes that it is in compliance with all the provisions of TABOR as it is currently understood.

CENTRAL MARKSHEFFEL METROPOLITAN DISTRICT

SUPPLEMENTAL SCHEDULES

CENTRAL MARKSHEFFEL METROPOLITAN DISTRICT

CAPITAL PROJECTS FUND SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE — BUDGET AND ACTUAL FOR THE YEAR ENDED DECEMBER 31, 2010

| | <u>Budget Amounts</u> | | <u>Actual</u> | <u>Variance</u> |
|--|-----------------------|--------------------|--------------------|-----------------|
| | <u>Original</u> | <u>Final</u> | | |
| REVENUE | | | | |
| Interest | <u>\$ 100</u> | <u>\$ 81</u> | <u>\$ 81</u> | <u>\$ —</u> |
| EXPENDITURES | | | | |
| Capital outlay | 101,430 | 26,418 | 21,001 | 5,417 |
| Miscellaneous | <u>20</u> | <u>17</u> | <u>17</u> | <u>—</u> |
| Total expenditures | <u>101,450</u> | <u>26,435</u> | <u>21,018</u> | <u>5,417</u> |
| EXCESS (DEFICIT) OF REVENUE OVER EXPENDITURES | (101,350) | (26,354) | (20,937) | 5,417 |
| OTHER FINANCING USES | | | | |
| Transfers in | <u> </u> | <u> </u> | <u>1,186</u> | <u>1,186</u> |
| NET CHANGE IN FUND BALANCE | <u>\$ (101,350)</u> | <u>\$ (26,354)</u> | <u>\$ (19,751)</u> | <u>\$ 6,603</u> |

CENTRAL MARKSHEFFEL METROPOLITAN DISTRICT

DEBT SERVICE FUND

SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE — BUDGET AND ACTUAL FOR THE YEAR ENDED DECEMBER 31, 2010

| | <u>Budget Amounts</u> | | Actual | Variance |
|--|-----------------------|--------------------|------------------|-------------------|
| | Original | Final | | |
| REVENUE | | | | |
| Property taxes | \$ 981,957 | \$ 1,013,275 | \$ 1,013,975 | \$ 700 |
| Charges for services | 189,000 | 132,827 | 133,577 | 750 |
| Interest | <u>13,300</u> | <u>4,645</u> | <u>5,482</u> | <u>837</u> |
| Total revenue | <u>1,184,257</u> | <u>1,150,747</u> | <u>1,153,034</u> | <u>2,287</u> |
| EXPENDITURES | | | | |
| Bond interest | 1,004,057 | 1,002,304 | 1,004,125 | (1,821) |
| Bond principal | 200,000 | 200,000 | 200,000 | — |
| Professional fees | 14,028 | 14,030 | 16,034 | (2,004) |
| Miscellaneous | <u>3,600</u> | <u>683</u> | <u>1,327</u> | <u>(644)</u> |
| Total expenditures | <u>1,221,685</u> | <u>1,217,017</u> | <u>1,221,486</u> | <u>(4,469)</u> |
| EXCESS (DEFICIT) OF REVENUE OVER EXPENDITURES | (37,428) | (66,270) | (68,452) | (2,182) |
| OTHER FINANCING USES | | | | |
| Transfers in | <u> </u> | <u> </u> | <u>146,250</u> | <u>146,250</u> |
| NET CHANGE IN FUND BALANCE | <u>\$ (37,428)</u> | <u>\$ (66,270)</u> | <u>\$ 77,798</u> | <u>\$ 144,068</u> |
