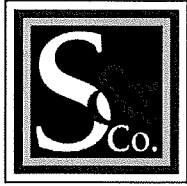


**WILLOW BROOK
METROPOLITAN DISTRICT
Summit County, Colorado**

**FINANCIAL STATEMENTS
DECEMBER 31, 2013**

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SCHILLING & COMPANY, INC.

Certified Public Accountants

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Independent Auditor's Report

Board of Directors
Willow Brook Metropolitan District
Summit County, Colorado

We have audited the accompanying financial statements of the governmental activities, the business-type activities and each major fund of Willow Brook Metropolitan District (District) as of and for the year ended December 31, 2013, 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 entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, the business-type activities and each major fund of Willow Brook Metropolitan District, as of December 31, 2013, 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 accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

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

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the District's financial statements as a whole. The supplemental information listed in the table of contents is presented for purposes of additional analysis and are not a required part of the financial statements.

The supplemental information is the responsibility of management and was derived from and relate directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the supplemental information is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

SCHILLING & COMPANY, INC.

Highlands Ranch, Colorado
June 20, 2014

BASIC FINANCIAL STATEMENTS

WILLOW BROOK METROPOLITAN DISTRICT
STATEMENT OF NET POSITION
December 31, 2013

	<u>Governmental Activities</u>	<u>Business-Type Activities</u>	<u>Total</u>
ASSETS			
Cash and cash equivalents	\$ 260,787	\$ 1,912	\$ 262,699
Accounts Receivable:			
Customer	1,717	8,106	9,823
County treasurer	683	508	1,191
Stable lease	3,500	-	3,500
Property taxes receivable	180,002	129,999	310,001
Prepaid expenses	5,430	-	5,430
Capital assets, not being depreciated	11,760	40,466	52,226
Capital assets, net of accumulated depreciation	129,386	850,700	980,086
Total assets	<u>593,265</u>	<u>1,031,691</u>	<u>1,624,956</u>
LIABILITIES			
Accounts payable	18,315	33,333	51,648
Deposits	5,000	-	5,000
Total liabilities	<u>23,315</u>	<u>33,333</u>	<u>56,648</u>
DEFERRED INFLOWS OF RESOURCES			
Deferred property tax revenue	180,002	129,999	310,001
Total deferred inflows of resources	<u>180,002</u>	<u>129,999</u>	<u>310,001</u>
NET POSITION			
Net investment in capital assets	141,146	891,166	1,032,312
Restricted for emergencies	5,733	4,085	9,818
Unrestricted	243,069	(26,892)	216,177
Total net position	<u>\$ 389,948</u>	<u>\$ 868,359</u>	<u>\$ 1,258,307</u>

These financial statements should be read only in connection with
the accompanying notes to financial statements.

WILLOW BROOK METROPOLITAN DISTRICT
STATEMENT OF ACTIVITIES
Year Ended December 31, 2013

Functions/Programs	Program Revenues			Net (Expense) Revenue and Changes in Net Position	
	Expenses	Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Total
Governmental activities:					
General government	\$ 186,483	\$ 9,558	\$ -	\$ -	\$ (176,925)
	186,483	9,558	-	-	(176,925)
Business-type activities:					
Water	98,243	41,788	4,200	-	(52,255)
	98,243	41,788	4,200	-	(52,255)
Total	\$ 284,726	\$ 51,346	\$ 4,200	\$ -	(229,180)

General revenues:

Taxes:

Property taxes	174,998	129,999	304,997
Specific ownership taxes	8,279	6,152	14,431
Conservation Trust Funds	254	-	254
Stable lease	4,000	-	4,000
Net investment income	609	197	806
Miscellaneous	10	-	10
Total general revenues	188,150	136,348	324,498
Change in net position	11,225	84,093	95,318
Net position - Beginning	378,723	784,266	1,162,989
Net position - Ending	\$ 389,948	\$ 868,359	\$ 1,258,307

These financial statements should be read only in connection with the accompanying notes to financial statements.

**WILLOW BROOK METROPOLITAN DISTRICT
BALANCE SHEET
GOVERNMENTAL FUND
December 31, 2013**

	General
ASSETS	
Cash and cash equivalents	\$ 260,787
Accounts Receivable:	
Customer	1,717
County treasurer	683
Stable lease	3,500
Property taxes receivable	180,002
Prepaid expenses	5,430
TOTAL ASSETS	\$ 452,119
LIABILITIES	
Accounts payable	\$ 18,315
Deposits	5,000
TOTAL LIABILITIES	23,315
DEFERRED INFLOWS OF RESOURCES	
Deferred property tax revenue	180,002
TOTAL DEFERRED INFLOWS OF RESOURCES	180,002
FUND BALANCE	
Nonspendable:	
Prepaid expenditures	5,430
Spendable:	
Restricted:	
Emergency reserves	5,733
Unassigned	237,639
TOTAL FUND BALANCE	248,802
Amounts reported for governmental activities in the Statement of Net Position are different because:	
Capital assets used in governmental activities are not financial resources and, therefore, are not reported in the funds.	
Capital assets	141,146
Net position of governmental activities	\$ 389,948

These financial statements should be read only in connection with the accompanying notes to financial statements.

**WILLOW BROOK METROPOLITAN DISTRICT
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES
IN FUND BALANCE - GOVERNMENTAL FUND
Year Ended December 31, 2013**

	General
REVENUES	
Property tax	\$ 174,998
Specific ownership tax	8,279
Conservation Trust Funds	254
Trash service	6,941
Stable lease	4,000
Net investment income	609
Weed program	2,617
Miscellaneous	10
Total revenues	197,708
 EXPENDITURES	
General government:	
Current:	
Accounting and management	26,887
Audit	8,327
County Treasurer's fees	8,763
Insurance and dues	5,686
Legal	889
Miscellaneous	1,757
Repairs and maintenance -	
General	2,500
Gate maintenance	1,060
Meadow maintenance - non-stable	7,590
Road maintenance	44,232
Stable and stable meadow maintenance	4,384
Weed maintenance	8,358
Snow plowing	28,782
Trash removal	7,796
Utilities	2,355
Wildfire fuel reduction	2,300
Capital outlay:	
Trash pad	10,126
Total expenditures	171,792
 NET CHANGE IN FUND BALANCE	 25,916
 FUND BALANCE - BEGINNING OF YEAR	 222,886
FUND BALANCE - END OF YEAR	\$ 248,802

These financial statements should be read only in connection with
the accompanying notes to financial statements.

**WILLOW BROOK METROPOLITAN DISTRICT
RECONCILIATION OF THE STATEMENT OF REVENUES,
EXPENDITURES AND CHANGES IN FUND BALANCE - GOVERNMENTAL
FUND TO THE STATEMENT OF ACTIVITIES
Year Ended December 31, 2013**

A reconciliation reflecting the differences between the governmental funds net change in fund balances and change in net position reported for governmental activities in the Statement of Activities as follows:

Net change in fund balances - Total governmental funds	<u>\$ 25,916</u>
<p>Governmental funds report capital outlays as expenditures. However, in the statement of activities the costs of those assets is allocated over their estimated useful lives and reported as depreciation expense.</p>	
Capital outlay	10,126
Depreciation	<u>(24,817)</u>
	<u>(14,691)</u>
Change in net position - governmental activities	<u><u>\$ 11,225</u></u>

These financial statements should be read only in connection with the accompanying notes to financial statements.

**WILLOW BROOK METROPOLITAN DISTRICT
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN
FUND BALANCE - BUDGET AND ACTUAL
GENERAL FUND
Year Ended December 31, 2013**

	<u>Budgeted Amounts</u>		<u>Variance with Final Budget - Positive (Negative)</u>
	<u>Original-Final</u>	<u>Actual</u>	
REVENUES			
Property tax	\$ 174,998	\$ 174,998	\$ -
Specific ownership tax	6,000	8,279	2,279
Conservation Trust Funds	200	254	54
Trash service	7,000	6,941	(59)
Stable lease	4,000	4,000	-
Net investment income	2,600	609	(1,991)
Weed program	1,000	2,617	1,617
Miscellaneous	-	10	10
Total Revenues	<u>195,798</u>	<u>197,708</u>	<u>1,910</u>
EXPENDITURES			
General government:			
Accounting and management	28,000	26,887	1,113
Audit	6,500	8,327	(1,827)
County Treasurer's fees	8,750	8,763	(13)
Insurance and dues	5,300	5,686	(386)
Legal	1,000	889	111
Miscellaneous	1,000	1,757	(757)
Office supplies	500	-	500
Repairs and maintenance -			
General maintenance	-	2,500	(2,500)
Gate maintenance	4,000	1,060	2,940
Meadow maintenance - non-stable	5,000	7,590	(2,590)
Road maintenance	38,000	44,232	(6,232)
Stable and stable meadow maintenance	4,000	4,384	(384)
Weed maintenance	7,000	8,358	(1,358)
Snow plowing	29,500	28,782	718
Trash removal	9,200	7,796	1,404
Utilities	2,800	2,355	445
Wildfire fuel reduction	2,000	2,300	(300)
Emergency reserve	5,250	-	5,250
Capital outlay:			
Road improvements	25,000	-	25,000
Trash pad	-	10,126	(10,126)
Total Expenditures	<u>182,800</u>	<u>171,792</u>	<u>11,008</u>
NET CHANGE IN FUND BALANCE	12,998	25,916	12,918
FUND BALANCE - BEGINNING OF YEAR	183,831	222,886	39,055
FUND BALANCE - END OF YEAR	<u>\$ 196,829</u>	<u>\$ 248,802</u>	<u>\$ 51,973</u>

These financial statements should be read only in connection with the
accompanying notes to financial statements.

**WILLOW BROOK METROPOLITAN DISTRICT
STATEMENT OF NET POSITION
PROPRIETARY FUND
December 31, 2013**

	Water
ASSETS	
CURRENT ASSETS	
Cash and cash equivalents	\$ 1,912
Accounts Receivable:	
Customer	8,106
County treasurer	508
Property taxes receivable	129,999
Total current assets	140,525
CAPITAL ASSETS	
Capital assets, not being depreciated	40,466
Capital assets, being depreciated	1,491,465
	1,531,931
Less accumulated depreciation and amortization	(640,765)
Total capital assets	891,166
TOTAL ASSETS	\$ 1,031,691
LIABILITIES, DEFERRED INFLOWS OF RESOURCES, AND NET POSITION	
CURRENT LIABILITIES	
Accounts payable	\$ 33,333
Total current liabilities	33,333
DEFERRED INFLOWS OF RESOURCES	
Deferred property tax revenue	129,999
Total deferred inflows of resources	129,999
NET POSITION	
Net investment in capital assets	891,166
Restricted for emergencies	4,085
Unrestricted	(26,892)
Total net position	868,359
TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND NET POSITION	\$ 1,031,691

These financial statements should be read only in connection with
the accompanying notes to financial statements.

**WILLOW BROOK METROPOLITAN DISTRICT
STATEMENT OF REVENUES, EXPENSES, AND CHANGES IN
FUND NET POSITION - PROPRIETARY FUND
Year Ended December 31, 2013**

	Water
OPERATING REVENUE	
Service charges	\$ 41,788
Miscellaneous	4,200
Total operating revenue	45,988
 OPERATING EXPENSES	
Maintenance contract	21,195
Repairs and maintenance	10,898
Utilities	7,551
Water billing	1,935
Water testing	1,038
Depreciation	36,480
Total operating expenses	79,097
 OPERATING LOSS	(33,109)
 NONOPERATING REVENUE AND (EXPENSES)	
Property taxes	129,999
Specific ownership taxes	6,152
Net investment income	197
County Treasurer's fees	(6,510)
Loss on disposal of capital assets	(12,636)
Total nonoperating revenue (expense)	117,202
 CHANGE IN NET POSITION	84,093
 NET POSITION - BEGINNING OF YEAR	784,266
NET POSITION - END OF YEAR	\$ 868,359

These financial statements should be read only in connection with
the accompanying notes to financial statements.

**WILLOW BROOK METROPOLITAN DISTRICT
STATEMENT OF CASH FLOWS
PROPRIETARY FUND
Year Ended December 31, 2013**

	Water
CASH FLOWS FROM OPERATING ACTIVITIES	
Receipts from customers	\$ 46,101
Payments to vendors	(47,494)
Net cash required by operating activities	(1,393)
CASH FLOWS FROM CAPITAL FINANCING ACTIVITIES	
Property and specific ownership taxes received	135,942
County treasurer's fees paid	(6,510)
Acquisition of capital assets	(126,324)
Net cash provided by capital financing activities	3,108
CASH FLOWS FROM INVESTING ACTIVITIES	
Interest received	197
Net cash provided by investing activities	197
NET INCREASE IN CASH AND CASH EQUIVALENTS	1,912
CASH AND CASH EQUIVALENTS - BEGINNING OF YEAR	-
CASH AND CASH EQUIVALENTS - END OF YEAR	\$ 1,912
RECONCILIATION OF OPERATING LOSS TO CASH FLOWS PROVIDED BY OPERATING ACTIVITIES	
Net (loss) from operations	\$ (33,109)
Adjustments to reconcile net (loss) from operations to net cash required by operating activities:	
Depreciation	36,480
Effects of changes in operating assets and liabilities:	
Accounts receivable	113
Accounts payable and other liabilities	(4,877)
Net cash required by operating activities	\$ (1,393)

These financial statements should be read only in connection with
the accompanying notes to financial statements.

**WILLOW BROOK METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013**

NOTE 1 – DEFINITION OF REPORTING ENTITY

Willow Brook Metropolitan District (District), a quasi-municipal corporation, is governed pursuant to the provisions of the Colorado Special District Act. The District's service area is located in Summit County, Colorado. The District was established to provide water, recreation, and street maintenance services within its boundaries.

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.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The more significant accounting policies of the District are described as follows:

Government-wide and Fund Financial Statements

The government-wide financial statements include the statement of net position and the statement of activities. These financial statements include all of the activities of the District. For the most part, the effect of interfund activity has been removed from these statements. Both statements distinguish between governmental activities, which normally are supported by taxes and intergovernmental revenues, and business-type activities, which rely to a significant extent on fees and charges for support.

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

The statement of activities demonstrates the degree to which the direct and indirect expenses of a given function or segment are offset by program revenues. Direct expenses are those that are clearly identifiable with a specific function or segment. Program revenues include 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.

**WILLOW BROOK METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013**

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Separate financial statements are provided for governmental funds and proprietary funds. Major individual governmental and enterprise funds are reported as separate columns in the fund financial statements.

Measurement Focus, Basis of Accounting, and Financial Statement Presentation

The government-wide and Proprietary Fund 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 capital assets are shown as increases in assets and redemption of bonds and notes are recorded as a reduction in liabilities. Tap fees are recorded as capital contributions when received.

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 trash service 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 fund:

The General Fund is the District's primary operating fund. It accounts for all financial resources of the general government, except those required to be accounted for in another fund.

The District reports the following major proprietary fund:

The Water Fund accounts for the water 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. The District accounts for capital purchases in a Capital Projects Fund which is combined with the Water Fund for financial reporting purposes.

Proprietary funds distinguish operating revenues and expenses from nonoperating items. Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with a proprietary fund's principal ongoing operations. Operating revenues consist of charges to customers for service provided. Operating expenses for enterprise funds include the cost of sales and services, administrative expenses, and depreciation of capital assets. All revenues and expenses not meeting this definition are reported as nonoperating revenues and expenses or capital contributions.

**WILLOW BROOK METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013**

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

When both restricted and unrestricted resources are available for use, it is the government's policy to use restricted resources first, then unrestricted resources as they are needed.

Budgets

In accordance with the State Budget Law, the District's Board of Directors holds public hearings in the fall each year to approve the budget and appropriate the funds for the ensuing year. The appropriation is at the total fund expenditures level and lapses at year end. The District's Board of Directors can modify the budget by line item within the total appropriation without notification. The appropriation can only be modified upon completion of notification and publication requirements. The budget includes each fund on its basis of accounting unless otherwise indicated.

For District management purposes, the District adopts budgets for the General Fund, Capital Projects Fund and the Water Fund. However, for financial reporting purposes the Capital Projects Fund is combined into the Water Fund as the capital projects are related to water operations. Therefore, the following appropriations have been combined for a total appropriation for the Water Fund of \$195,608: Capital Projects Fund, as amended, \$147,510 and Water Fund, \$48,098.

Pooled Cash and Investments

The District follows the practice of pooling cash and investments of all funds to maximize investment earnings. Except when required by trust or other agreements, all cash is deposited to and disbursed from a single bank account. Cash in excess of immediate operating requirements is pooled for deposit and investment flexibility. Investment earnings are allocated periodically to the participating funds based upon each funds' average equity balance in total cash.

Investments are carried at fair value.

Cash Equivalents

For purposes of the statement of cash flows, the District considers cash deposits and highly liquid investments (including restricted assets) with a maturity of three months or less when purchased, to be cash equivalents.

Customer Accounts Receivable

Due to the broad powers of collection, no allowance for uncollectible customer accounts receivable has been reported.

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

**WILLOW BROOK METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013**

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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 30 or if in equal installments, at the taxpayer's election, in February and June. Delinquent taxpayers are notified in August and generally sales of the tax liens on delinquent properties are held in November or December. The County Treasurer remits the taxes collected monthly to the District.

Property taxes, net of estimated uncollectible taxes, are recorded initially as deferred inflows of resources in the year they are levied and measurable. The deferred inflows of resources related to property tax revenues are recorded as revenue in the year they are available or collected.

Capital Assets

Capital assets, which include land, water rights, road improvements, bridge improvements, buildings and improvements, and water system, are reported in the applicable governmental or business-type activities columns in the government-wide financial statements. Capital assets are defined by the District 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 water rights includes acquisition cost, legal and engineering costs related to the development and augmentation of those rights. Since the rights have a perpetual life, they are not amortized. All other costs, including costs incurred for the protection of those rights, are expensed.

The costs of normal maintenance and repairs that do not add to the value of the asset or materially extend the life of the asset are not capitalized. Improvements are capitalized and depreciated over the remaining useful lives of the related capital assets, as applicable. Depreciation expense has been computed using the straight-line method over the following estimated economic useful lives:

Road improvements	5 years
Buildings and improvements	10 – 30 years
Bridge improvements	30 years
Water system and equipment	3 – 40 years

Tap Fees and Contributed Lines

Tap fees are recorded as capital contributions when received. Lines contributed to the District by developers are recorded as capital contributions and additions to the systems at estimated fair market value when received.

Fund Balances – Governmental Funds

The District's governmental fund balances may consist of five classifications based on the relative strength of the spending constraints:

**WILLOW BROOK METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013**

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Nonspendable fund balance—the amount of fund balance that is not in spendable form (such as inventory or prepaids) or is legally or contractually required to be maintained intact.

Restricted fund balance—the amounts constrained to specific purposes by their providers (such as grantors, bondholders, and higher levels of government), through constitutional provisions, or by enabling legislation.

Committed fund balance—amounts constrained to specific purposes by the District itself, using its highest level of decision-making authority (i.e., Board of Directors). To be reported as committed, amounts cannot be used for any other purpose unless the District takes the same highest level action to remove or change the constraint.

Assigned fund balance—amounts the District intends to use for a specific purpose. Intent can be expressed by the District Board of Directors or by an official or body to which the District Board of Directors delegates the authority.

Unassigned fund balance—amounts that are available for any purpose.

When an expenditure is incurred for purposes for which both restricted and unrestricted fund balance is available, the District considers restricted funds to have been spent first. When an expenditure is incurred for which committed, assigned, or unassigned fund balances are available, the District considers amounts to have been spent first out of committed funds, then assigned funds, and finally unassigned funds, as needed, unless the District Board of Directors has provided otherwise in its commitment or assignment actions.

NOTE 3 - CASH AND INVESTMENTS

Cash and investments as of December 31, 2013 are classified in the accompanying financial statements as follows:

Cash and cash equivalents	<u>\$ 262,699</u>
---------------------------	-------------------

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

Deposits with financial institutions	\$ 74,535
Investments - COLOTRUST	<u>188,164</u>
	<u>\$ 262,699</u>

Cash Deposits

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

**WILLOW BROOK METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013**

NOTE 3 - CASH AND INVESTMENTS (CONTINUED)

maintained by another institution or held in trust. The market value of the collateral must be at least equal to 102% of the aggregate uninsured deposits.

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

At December 31, 2013, the District's cash deposits had a bank balance of \$101,592 and carrying balance of \$74,535.

Investments

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

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

Interest Rate Risk

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.

At December 31, 2013, the District had the following investments:

<u>Investment</u>	<u>Maturity</u>	<u>Fair Value</u>
Colorado Local Government Liquid Asset Trust (COLOTRUST)	Weighted average under 60 days	\$ <u>188,164</u>

**WILLOW BROOK METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013**

NOTE 3 - CASH AND INVESTMENTS (CONTINUED)

COLOTRUST

At December 31, 2013, the District has invested \$188,164 in the Colorado Local Government Liquid Asset Trust (COLOTRUST), an investment vehicle established for local government entities in Colorado to pool surplus funds. The State Securities Commissioner administers and enforces all State statutes governing COLOTRUST. COLOTRUST operates similarly to a money market fund and each share is equal in value to \$1.00. COLOTRUST is rated AAAM by Standard and Poor's.

Concentration of Credit Risk

The District does not have a policy that addresses limitations on the amount that can be invested in any one issuer, however, the District invests primarily in local government investment pools, which are not subject to concentration of credit risk.

NOTE 4 - CAPITAL ASSETS

An analysis of the changes in capital assets for the year ended December 31, 2013 follows:

Depreciation of the governmental activities is charged to the general government function/program.

Governmental activities:	Balance at December 31, 2012	Additions	Disposals/ Retirements	Balance at December 31, 2013
Capital assets, not being depreciated:				
Land	\$ 11,760	\$ -	\$ -	\$ 11,760
Total capital assets, not being depreciated	11,760	-	-	11,760
Capital assets, being depreciated:				
Road improvements	114,147	-	-	114,147
Bridge improvements	77,674	-	-	77,674
Buildings and improvements	155,117	10,126	-	165,243
Total capital assets being depreciated	346,938	10,126	-	357,064
Less accumulated depreciation for:				
Road improvements	(87,067)	(14,706)	-	(101,773)
Bridge improvements	(1,295)	(2,589)	-	(3,884)
Buildings and improvements	(114,499)	(7,522)	-	(122,021)
Total accumulated depreciation	(202,861)	(24,817)	-	(227,678)
Total capital assets being depreciated, net	144,077	(14,691)	-	129,386
Total capital assets, net	<u>\$ 155,837</u>	<u>\$ (14,691)</u>	<u>\$ -</u>	<u>\$ 141,146</u>

**WILLOW BROOK METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013**

NOTE 4 - CAPITAL ASSETS (CONTINUED)

Depreciation of the business-type activities is charged to the water function/program.

Business-type activities:	Balance at December 31, 2012	Additions	Disposals/ Retirements	Balance at December 31, 2013
Capital assets, not being depreciated:				
Water rights	\$ 40,466	\$ -	\$ -	\$ 40,466
Total capital assets, not being depreciated	40,466	-	-	40,466
Capital assets, being depreciated:				
Water system	1,397,387	145,135	(51,057)	1,491,465
Total capital assets being depreciated	1,397,387	145,135	(51,057)	1,491,465
Less accumulated depreciation for:				
Water system	(642,706)	(36,480)	38,421	(640,765)
Total accumulated depreciation	(642,706)	(36,480)	38,421	(640,765)
Total capital assets being depreciated, net	754,681	108,655	(12,636)	850,700
Total capital assets, net	<u>\$ 795,147</u>	<u>\$ 108,655</u>	<u>\$ (12,636)</u>	<u>\$ 891,166</u>

NOTE 5 – INTERGOVERNMENTAL AGREEMENT

Town of Silverthorne

On June 1, 1995, the District entered into an intergovernmental agreement to purchase treated water from the Town of Silverthorne (the Town). The District agreed to purchase 28 water taps for original residences at a cost of \$2,800 per tap totaling \$78,400. The final payment was made in 1999. Any future water taps purchased will be charged at the Town's existing published rates for Town residents. The District has built the connection to the Town's water system, including a master meter and will purchase water necessary to supplement the District's supply. The District is responsible for reading customer meters within the District and billing customers for water used. The District will be charged at the rate of 1-1/2 times the rate for the Town's residents and will be billed by the Town quarterly for each quarter of the calendar year during which water is actually delivered to the District.

NOTE 6 – FUND EQUITY

At December 31, 2013, the District reported the following classifications of fund equity.

**WILLOW BROOK METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013**

NOTE 6 – FUND EQUITY (CONTINUED)

Nonspendable Fund Balance

The nonspendable fund balance in the General Fund in the amount of \$5,430 is comprised of prepaid amounts which are not in spendable form.

Restricted Fund Balance

The restricted fund balance in the General Fund in the amount of \$5,733 is comprised of the Emergency Reserves that have been provided for as required by Article X, Section 20 of the Constitution of the State of Colorado (see Note 9).

NOTE 7 - NET POSITION

The District's net position consists of three components – net investment in capital assets, restricted and unrestricted.

The net investment in capital assets consists of capital assets, net of accumulated depreciation. As of December 31, 2013, the District had net investment in capital assets of \$1,032,312, comprised of \$141,146 in the governmental activities and \$891,166 in the business-type activities.

Restricted assets include net assets that are restricted for use either externally imposed by creditors, grantors, contributors, or laws and regulations of other governments or imposed by law through constitutional provisions or enabling legislation. The District's restricted net position at December 31, 2013 is as follows:

	Governmental Activities	Business-type Activities	Total
Restricted net position:			
Emergency reserves (see Note 9)	\$ 5,733	\$ 4,085	\$ 9,818
	\$ 5,733	\$ 4,085	\$ 9,818

The District's unrestricted net position at December 31, 2013 totaled \$216,177, comprised of \$243,069 in the governmental activities and (\$26,892) in the business-type activities.

NOTE 8 - RISK MANAGEMENT

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

The District is a member of the Colorado Special Districts Property and Liability Pool (Pool) as of December 31, 2013. The Pool is an organization created by intergovernmental agreement to provide property, liability, public officials' liability, boiler and machinery and workers

**WILLOW BROOK METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013**

NOTE 8 - RISK MANAGEMENT (CONTINUED)

compensation coverage to its members. Settled claims have not exceeded this coverage in any of the past three fiscal years.

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

NOTE 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 that apply to the State of Colorado and all local governments.

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

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

On November 7, 1996, the eligible electors of the District authorized the District to: (1) collect in fiscal year 1996 and subsequent fiscal years thereafter additional property tax revenue from its mill levy, without an increase in the rate thereof, and from specific ownership taxes, interest income, and any other income of the District in excess of the rate of inflation in the prior calendar year plus annual local growth, and in excess of 105.5 percent of the property tax revenue of the District collected in the respective prior fiscal year for general operating and maintenance expenditures; and (2) implement and increase in fiscal year spending greater than the rate of inflation in the respective prior calendar year plus annual local growth, as described in (1).

On May 4, 2010, the eligible electors of the District approved the following ballot measure:

Shall Willow Brook Metropolitan District taxes be increased \$140,000 annually commencing in 2010, and by whatever amount of revenue is generated annually in 2011 and every year thereafter until 2021, by the imposition of a capital expenditures mill levy of 17.474 mills (which levy shall be in addition to any other mill levy imposed by the District) said levy to be adjusted up or down to account for any general reassessment of taxable property valuations by Summit County or legislative or constitutional changes in the method or percentage for calculating District assessed values, and in each year

**WILLOW BROOK METROPOLITAN DISTRICT
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013**

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

imposed at a rate determined by the board of directors of the District within such limitations; and shall the proceeds from such mill levy be allocated and restricted so that the proceeds shall be budgeted and spent solely to pay the costs of such water system improvements, repairs, replacements, extensions, additions and acquisitions (including the repayment of any debt issued to pay said costs, and including appurtenant land and easements) as the board deems necessary or proper; and shall the proceeds of such taxes and investment income thereon constitute voter-approved revenue changes and be collected and spent by the District each year, without limiting or affecting the collection or expenditure of other revenues, and without regard to any spending, revenue-raising, tax reduction or other limitation contained within Article X, Section 20 of the Colorado Constitution, Section 29-1-301, Colorado Revised Statutes, or any other applicable law?

On May 8, 2012, the eligible electors of the District approved the following ballot measure:

Shall Willow Brook Metropolitan District taxes be increased \$210,000 annually in 2012 (representing total income of \$210,000 bringing the District back to 2012 collections), and by that amount plus inflation and local growth in every year thereafter, or by such lesser annual amount as may be necessary to pay the District's operations, maintenance, and other expenses; such taxes to consist of an ad valorem mill levy imposed without limitation of rate or with such limitations as may be determined by the District Board, and in amounts sufficient to produce the annual increase set forth above or such lesser amount as may be determined by the District Board; and shall the proceeds of such taxes and investment income thereon constitute a voter-approved revenue change in 2013 and each year thereafter and be collected and spent by the District each year, without limiting or affecting the collection or expenditure of other revenues and without regard to any spending, revenue-raising, tax reduction or other limitation contained within Article X, Section 20 of the Colorado Constitution, Section 29-1-301, Colorado Revised Statutes, or any other applicable law?

The District's management believes it is in compliance with the provisions of TABOR. However, TABOR is complex and subject to interpretation. Many of the provisions, including the interpretation of how to calculate Fiscal Year Spending limits will require judicial interpretation.

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

SUPPLEMENTAL INFORMATION

**WILLOW BROOK METROPOLITAN DISTRICT
SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN
FUNDS AVAILABLE - BUDGET AND ACTUAL (BUDGETARY BASIS)
WATER FUND
Year Ended December 31, 2013**

	Original Budgeted Amounts	Final Budgeted Amounts	Actual	Variance with Final Budget - Positive (Negative)
REVENUES				
Property taxes	\$ 130,000	\$ 130,000	\$ 129,999	\$ (1)
Specific ownership taxes	3,500	3,500	6,152	2,652
Service charges	38,000	38,000	41,788	3,788
Net investment income	40	40	197	157
Miscellaneous	100	100	4,200	4,100
Total Revenues	<u>171,640</u>	<u>171,640</u>	<u>182,336</u>	<u>10,696</u>
EXPENDITURES				
County Treasurer's fees	6,500	6,510	6,510	-
Maintenance contract	21,698	21,698	21,195	503
Repairs and maintenance	1,500	10,000	10,898	(898)
Utilities	6,556	7,600	7,551	49
Water billing	2,800	2,800	1,935	865
Water testing	500	1,000	1,038	(38)
Construction management	8,000	8,000	-	8,000
Water system improvements	125,000	138,000	145,135	(7,135)
Total Expenditures	<u>172,554</u>	<u>195,608</u>	<u>194,262</u>	<u>1,346</u>
NET CHANGE IN FUND BALANCE	(914)	(23,968)	(11,926)	12,042
FUNDS AVAILABLE - BEGINNING OF YEAR	38,030	38,030	(10,881)	(48,911)
FUNDS AVAILABLE - END OF YEAR	<u>\$ 37,116</u>	<u>\$ 14,062</u>	<u>\$ (22,807)</u>	<u>\$ (36,869)</u>

Funds available is computed as follows:

Current assets	\$ 140,525
Current liabilities and deferred inflows of resources	(163,332)
	<u>\$ (22,807)</u>

**WILLOW BROOK METROPOLITAN DISTRICT
RECONCILIATION OF BUDGETARY BASIS TO STATEMENT OF
REVENUES, EXPENSES AND CHANGES IN FUND NET POSITION
Year Ended December 31, 2013**

Revenue (budgetary basis)	<u>\$</u>	182,336
Revenues per Statement of Revenues, Expenses and Changes in Fund Net Position		<u>182,336</u>
Expenditures (budgetary basis)		194,262
Depreciation		36,480
Capital outlay - water system improvements		(145,135)
Loss on disposition of assets		<u>12,636</u>
Expenses per Statement of Revenues, Expenses and Changes in Fund Net Position		<u>98,243</u>
Change in net position per Statement of Revenues, Expenses and Changes in Fund Net Position	<u>\$</u>	<u>84,093</u>