UPPER BLUE SANITATION DISTRICT BRECKENRIDGE, COLORADO

FINANCIAL STATEMENTS with INDEPENDENT AUDITORS' REPORT

> FOR THE YEAR ENDED DECEMBER 31, 2013

UPPER BLUE SANITATION DISTRICT FINANCIAL STATEMENTS DECEMBER 31, 2013

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UPPER BLUE SANITATION DISTRICT FINANCIAL STATEMENTS DECEMBER 31, 2013

ROSTER OF OFFICIALS

BOARD OF DIRECTORS

Robin Theobald – Board President Michael Turek – Board Vice President Allyn Mosher – Board Secretary/Treasurer Barrie Stimson – Member Kenneth Trausch – Member

KEY EMPLOYEES

Andrew Carlberg – District Manager Marjorie Borsina – Administrative Assistant Greg Brown – Chief Plant Operator Wally Esquibel – Collection System Foreman

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FINANCIAL SECTION

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MANAGEMENT'S DISCUSSION AND ANALYSIS (Required Supplementary Information)

(Required Supplementary Information)

UPPER BLUE SANITATON DISTRICT

MANAGEMENT'S DISCUSSION AND ANALYSIS (MD&A) Required Supplementary Information (RSI) December 31, 2013

The discussion and analysis of the Upper Blue Sanitation District's financial performance provides an overall review of the District's financial activities for the year ended December 31, 2013. The intent of this discussion and analysis is to look at the District's financial performance as a whole. Readers should also review the financial statements and the notes to the financial statements to broaden their understanding of the District's financial performance.

Financial Highlights

The District offers sanitary sewer services to the Town of Breckenridge and surrounding areas. The District's assets exceeded its liabilities at the close of 2013 by \$76,471,418 (*net position*), which is an increase of \$1,760,693 from the prior year. Of this amount \$15,960,052 (*unrestricted net position*) may be used to meet the District's ongoing obligations to citizens and creditors.

The District's policy is not to impose property taxes. The District may have large fund balances from time-to-time, but those funds are allocated to new capital projects and replacement capital projects. Those capital projects are identified in the District's ten year financial master plan.

The District had total revenues of \$7,483,274 in 2013 versus 2012 revenues of \$7,763,321. There was a decrease in 2013 revenues in the amount of \$280,047. The main decrease from 2012 was due to a decrease in Plant Investment Fees in the amount of 133,309, Line Extension Fees in the amount of \$50,839 and Inclusion Fees in the amount of \$77,090.

The District's total operating revenues decreased in 2013 by \$65,067 from 2012. The main decrease in 2013 operating revenue was Line Extension Fees in the amount of \$50,839. Investment Earnings decreased in 2013 by \$4,581 from 2012 mainly due to the low interest rates currently available.

Using the Basic Financial Statements

The Basic Financial Statements consists of Management's Discussion and Analysis (this section) and a series of financial statements and notes to those statements. These statements are organized so that the reader can understand the District as an entire operating entity. The statements then proceed to provide an increasingly detailed look at specific financial activities.

The first two statements, The Statement of Net Position and The Statement of Activities are government-wide financial statements. Both provide long and short-term information about the District's overall financial status.

The Statement of Net Position presents information on all of the District's assets and liabilities, with the difference between the two reported as *net position*. Over time, increases or decreases in net position may serve as a useful indicator of whether the financial position of the District is improving or deteriorating.

The Statement of Activities presents information showing how the District's net position changed during 2013. All changes in net position are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of cash flows.

The remaining statements are fund financial statements that focus on individual parts of the District's operations in more detail. The governmental fund statements tell how general District services were financed in the short term as well as what remains for future spending.

The District has the following governmental funds:

The District operates as a proprietary fund. Proprietary Fund statements offer short and long-term financial information about the activities that the District operates as a business enterprise.

The financial statements also include notes that explain some of the information in the financial statements and provide more detailed data.

Government-Wide Financial Statements

The government-wide statements report information about the District as a whole using accounting methods similar to those used by private businesses. The Statement of Net Position includes all of the government's assets and liabilities. All of the current year's revenues and expenses are accounted for in the Statement of Activities regardless of when cash is received or paid.

The two government-wide statements report the District's net position and how it may have changed. The change in net position is important because it shows the reader whether, for the District as a whole, the financial position of the District has improved or diminished. The causes of this change may be the result of various factors, some financial, some not. Non-financial factors include facility conditions and state or federal required programs. In the Statement of Net Position and the Statement of Activities, the District's proprietary fund is shown as a business-type activity.

Business-Type Activities:

The District's business-type activities consist of its sewer operations. The District provides sanitary sewer services using owned facilities throughout its service area. The District's sewer operations are supported primarily by charges for sewer services and by system expansion and plant investment fees.

Financial Analysis of the District as a Whole

Net Position increased in 2013 by \$1,760,693 to \$76,471,418 and in 2012 by \$2,229,065 to \$74,710,725. This was the result of an increase in current assets in the amount of 1,906,395. In 2012, there was operating income from operations in the amount of \$5,475,000 and other income in the amount of \$2,288,321. Capital contributions from Plant Investment Fees in the amount of \$1,986,477 for 2013 and \$2,119,786 for 2012.

Cash, Cash equivalents and investments of the District at December 31, 2013 totaled \$16,073,518, which represents 18.57% of the District's total assets, and at December 31, 2012 Cash, Cash equivalents and investments totaled \$14,122,447 which represents 16.50% of the District's total assets.

The District's Capital assets, net of accumulated depreciation, at December 31, 2013 totaled \$68,982,639, which represents 79.68% of the District's total assets as of December 31, 2013; and at December 31, 2012 Capital assets, net of accumulated depreciation totaled \$69,888,139, which represents 81.67% of the District's total assets as of December 31, 2012.

Net Position

A summary of District's net assets at December 31, 2013 is as follows:

Condensed Statement of Net Position

Condensed Statement of Net Position							
	2013	2012					
Current Assets	\$ 16,443,360	\$ 14,536,965					
Non Current Assets							
Cash and Investments	963,000	937,000					
Capital Assets - Net	68,982,639	69,888,139					
Other	182,180	212,517					
Total Assets	86,571,179	85,574,621					
Current Liabilities	1,750,457	1,573,422					
Non Current Liabllities - Loan Payable	8,349,304	9,290,474					
Total Liabilities	10,099,761	10,863,896					
Net Position	2						
Net Investment in Capital Assets	59,548,366	59,528,723					
Restricted	963,000	937,000					
Unrestricted	15,960,052	14,245,002					
Total Net Position	\$76,471,418	\$ 74,710,725					

The following summarizes the District's change in net assets during the year:

Condensed Statement of Activities 2013

Revenues	2013	2012
Program Revenues:		
Charges for Services	\$ 5,409,933	\$ 5,475,000
Capital Grants and Contributions	2,042,054	2,252,453
Total Program Revenues	7,451,987	7,727,453
General Revenues		
Investment Earnings	31,287	35,868
Total Revenues	7,483,274	7,763,321
Expenses		
Wastewater Operations	5,722,581	5,534,256
Change in Net Position	1,760,693	2,229,065
Net Position, Beginning	74,710,725	72,481,660
Net Position, Ending	\$76,471,418	\$74,710,725

Reporting the District's Most Significant Funds

The analysis of the District's major fund immediately follows the government-wide statements. Fund financial reports provide detailed information about the District's major fund. The District's major fund is its Proprietary Fund.

Net operating income for 2013, before depreciation, was approximately \$166,862 less than 2012 operating income. The decrease in 2013 was due to a \$50,839 decrease in Line Extension Fees and a decrease in other charges in the amount of \$43,699. In addition, there was an increase in 2013 operating expenses in the amount of \$101,795. The net operating income for 2012, before depreciation was approximately \$235,332 more than 2011 operating income.

Non-operating revenues and Capital Contributions for 2013 were approximately \$190,462 less than 2012. Non-operating revenues and Capital Contributions for 2012 were approximately \$216,699 less than 2011. In 2011, there was a loan credit from Colorado, Water & Power in the amount of \$736,688.

The District's policy is not to impose property taxes. The District may have large fund balances from time-to-time, but those funds are allocated to new capital projects and replacement capital projects. Those capital projects are identified in the District's ten year financial master plan.

Budget and Actual Comparisons

Actual revenues exceeded budgeted revenues by \$1,693,700 in 2013. Actual revenues exceeded budgeted revenues by \$1,851,557 in 2012. Plant Investment Fees exceeded the budgeted amount by \$1,586,477 in 2013. Plant Investment Fees exceeded the budgeted amount by \$1,519,786 in 2012.

Actual expenditures were approximately \$1,111,405 less than budgeted in 2013 and \$2,382,950 less than budgeted in 2012. Significant variations to budget are as follows:

- Administrative expenses were approximately \$170,663 less than budgeted in 2013 and approximately \$218,608 less than budgeted in 2012.
- Plant expenses were approximately \$223,468 less than budgeted in 2013 mainly due to utilities, equipment repairs and sludge hauling expenses being less than budgeted. For 2012 plant expenses were approximately \$82,681 less than budgeted manly due to utilities and sludge hauling expenses being less than budgeted.
- Replacement capital expenditures were approximately \$694,953 less than budgeted in 2013 and approximately \$544,699 less than budgeted in 2012.
- Capital outlay for 2013 was approximately \$10,543 less than budgeted and approximately \$1,527,868 less than budgeted in 2012. See discussion below.

Capital Assets

Replacement Capital

Repairs and line replacement projects were undertaken to help address infiltration and inflow problems. The primary slip lining project was in the Woodmoor subdivision.

At the Farmers Korner old plant the District replaced some pumps, replaced filter valves/actuators & media, refurbished plant lights, replaced the gen set roof and upgraded the SCADA system. In addition, the District upgraded the blowers at the new Farmers Korner plant.

At the Iowa Hill plant the District refurbished BAF's and filters, and upgraded the SCADA system.

The South Blue River plant replaced pumps and blowers.

New Capital

In Collections, the District continued the extension of central sewer in the Ten Mile Vista Subdivision, Breckenridge Park Estates Subdivision and along Highway 9 in Blue River and spent \$239,754. Future sewer line extensions are planned for the Town of Blue River in 2014.

The District depreciates its capital assets. See Note 1 of Notes to Financial Statementssummary of Significant Account Policies-Capital Assets on page 9 and Note 3 of Notes to Financial Statements-Capital Assets on page 13.

The following is a summary of capital asset activity:

	I	Balance					Balance
	12/31/12			Additions	Deletions		12/31/13
Capital Assets Not Being Depreciated:							
Land and Easements	\$	790,653	\$	2,697	\$-	\$	793,350
Capital Assets Being Depreciated:							
Buildings		-		138,162	-		138,162
Treatment Plants		76,570,393		538,435	-		77,108,828
Upper Blue River System		4,321,429		-	-		4,321,429
Sewer Lines and Mains		13,460,838		397,760	-		13,858,598
Equipment and Vehicles		1,519,621		28,351	-		1,547,972
Employee Housing		1,038,191			-	_	1,038,191
Total Capital Assets Being Depreciated		96,910,472		1,102,708			98,013,180
Accumulated Depreciation:			2				
Buildings		-		(2,763)	-		(2,763)
Treatment Plants		18,787,763))	(1,561,163)	-		(20,348,926)
Upper Blue River System		(1,503,048)		(75,828)	-		(1,578,876)
Sewer Lines and Mains		(5,830,762)		(311,797)	-		(6,142,559)
Equipment and Vehicles		(1,400,719)		(38,591)	-		(1,439,310)
Employee Housing		(290,694)		(20,763)			(311,457)
Total Accumulated Depreciation	(<u>27,812,986)</u>		(2,010,905)		_	(29,823,891)
Capital Assets Being Depreciated, net		69,097,486		(908,197)			68,189,289
Total Capital Assets	<u>\$ 6</u>	59,888,139	\$	(905,500)	<u>\$</u> -	<u>\$</u>	68,982,639

Long-Term Debt

A principal payment of \$913,365 was made during 2013 and \$890,595 during 2012 on the CWRPDA notes along with \$361,170 and \$385,689 respectively in interest. In 2005, the District entered into a second loan agreement to finance the construction of the pumpback system. In 2007, the Board of Directors decided not to continue to pursue the pump-back and the CWRPDA agreed to allow the funds to be used to expand the facilities at Farmers Korner. See Notes to Financial Statements, Note 5-Long Term Debt on pages 13 & 14 and the Schedule of Debt Service Requirements to Maturity on page 14.

The Future of the District

New water quality regulations in the State of Colorado could require the District to modify the treatment plants within five to eight years. The new regulations could require capital treatment additions which could cost the District approximately 40 million dollars. The District has reserved funds in the ten year master plan for the new water quality regulations.

Request for Information

The financial report is designed to provide information for regulatory reporting to federal and state agencies and those with an interest in the District's finances. Questions concerning this or any additional information should be addressed to Andrew Carlberg, District Manager, Upper Blue Sanitation District, PO Box 1216, 1605 Airport Road, Breckenridge, CO 80424-1216.

Holscher, Mayberry & Company, LLC

Certified Public Accountants

Member of the American Institute of Certified Public Accountants Governmental Audit Quality Center and Private Company Practice Section

INDEPENDENT AUDITORS' REPORT

Board of Directors Upper Blue Sanitation District Breckenridge, Colorado

Report on the Financial Statements

We have audited the accompanying financial statements of the Upper Blue Sanitation 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.

Auditors' Responsibility

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 from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the 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 opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Upper Blue Sanitation District, as of December 31, 2013, and the changes in financial position, and cash flows, thereof, for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Upper Blue Sanitation District Independent Auditors' Report Page 2

Report on Summarized Comparative Information

We have previously audited the Upper Blue Sanitation District's 2012 financial statements, and we expressed an unmodified audit opinion on those audited financial statements in our report dated April 26, 2013. In our opinion, the summarized comparative information presented herein as of and for the year ended December 31, 2013 is consistent, in all material respects, with the audited financial statements from which it has been derived.

Other Matters

Required Supplementary Information – Management Discussion and Analysis

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

Other Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The budgetary comparison schedule listed as other supplementary information is presented for purposes of additional analysis and is not a required part of the financial statements. The information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the 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 basic 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 information is fairly stated, in all material respects, in relation to the financial statements as a whole.

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Englewood, Colorado May 12, 2014

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BASIC FINANCIAL STATEMENTS

UPPER BLUE SANITATION DISTRICT Breckenridge, Colorado

STATEMENT OF NET POSITION December 31, 2013 (With Comparative Totals for December 31, 2012)

	2013			2012	
ASSETS					
Current Assets					
Cash and Equivalents	\$	12,433,522	\$	10,483,549	
Investments		3,639,996		3,638,898	
Accounts Receivable		47,182		88,587	
Prepaid Expenses		170,924		168,840	
Restricted Cash & Investments Total Current Assets		<u>151,736</u> 16,443,360		<u>157,091</u> 14,536,965	
		10,443,300		14,330,903	
Noncurrent Assets Capital Assets, not being depreciated		793,350		790,653	
Capital Assets, hot being depreciated Capital Assets, being depreciated (net)		68,189,289		69,097,486	
Notes and Other Receivables		182,180		212,517	
Restricted Cash & Investments		963,000		937,000	
Total Noncurrent Assets		70,127,819		71,037,656	
Total Assets		86,571,179		85,574,621	
LIABILITIES					
Current Liabilities					
Accounts Payable		332,037		141,060	
Retainage Payable		47,863		49,063	
Unearned Revenue		-		34,232	
Accrued Compensated Absences		120,992		121,784	
Accrued Interest Payable Deposits and Escrow Balances		143,799 1,250		155,577 1,250	
Retainage Payable - Restricted Resources		1,250		34,847	
Deposits and Escrow Balances - Restricted Resources		151,736		122,244	
Current Portion - Notes Payable		941,170		913,365	
Total Current Liabilities		1,750,457		1,573,422	
Noncurrent Notes Payable		8,349,304		9,290,474	
Total Liabilities		10,099,761		10,863,896	
NET POSITION		EO E 40 244			
Net Investment in Capital Assets Restricted:		59,548,366		59,528,723	
For Operations and Maintenance Reserve		963,000		937,000	
Unrestricted		15,960,052		14,245,002	
Total Net Position	\$	76,471,418	\$	74,710,725	

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

UPPER BLUE SANITATION DISTRICT Breckenridge, Colorado

STATEMENT OF REVENUES, EXPENSES AND CHANGES IN FUND NET POSITION For the Year Ended December 31, 2013 (With Comparative Totals for the Year Ended December 31, 2012)

	 2013	 2012
OPERATING REVENUES		
User Charges	\$ 5,233,777	\$ 5,202,706
Inspection Fees	8,200	9,800
Line Extension Fees	66,226	117,065
Rental Income	45,000	45,000
Other Charges	 56,730	 100,429
Total Operating Revenues	 5,409,933	 5,475,000
OPERATING EXPENSES		
Admininstrative	1,922,974	1,819,892
Operating - Iowa Hill	77,455	173,774
Operating - Farmers Korner	1,184,788	1,070,624
Operating - Collection System	165,289	184,421
Depreciation Expense	2,010,905	 1,899,857
Total Operating Expenses	 5,361,411	 5,148,568
Income (Loss) from Operations	 48,522	 326,432
NONOPERATING INCOME (EXPENSE)		
Investment Earnings	31,287	35,868
Inclusion Fees	55,577	132,667
Interest Expense	(361,170)	(385,688)
Total Nonoperating Income (Expense)	 (274,306)	 (217,153)
CAPITAL CONTRIBUTIONS		
Plant Investment Fees	1,986,477	2,119,786
Change in Net Position	1,760,693	2,229,065
NET POSITION, Beginning	 74,710,725	 72,481,660
NET POSITION, Ending	\$ 76,471,418	\$ 74,710,725

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

UPPER BLUE SANITATION DISTRICT Breckenridge, Colorado

PROPRIETARY FUND

STATEMENT OF CASH FLOWS For the Year Ended December 31, 2013

(With Comparative Totals for the Year Ended December 31, 2012)

	2013	2012
Cash Flows from Operating Activities:		
Cash Receipts from Customers	\$ 5,446,598	\$ 5,467,374
Cash Payments to Suppliers	(1,715,743)	
Cash Payments to Employees	(1,471,099)	(1,469,404)
Net Cash Flows from Operating Activities	2,259,756	378,995
Cash Flows from Capital and Related Financing Activities:		
Plant Investment Fees	1,986,477	2,119,786
Inclusion Fees	55,577	132,667
Acquisition and Construction of Capital Assets	(1,105,404)	
Principal Paid on Loans	(913,365)	
Increase in O & M Reserve	(26,000)	
Interest Paid on Loans	(372,949)	(394,782)
Net Cash Flows from Capital and Related Financing Activities	(375,664)	(690,681)
Cash Flows from Investing Activities:		
Proceeds from Sale (Purchases) of Investments	4,257	1,266,271
Payments (Advances) on Notes Receivable	30,337	(9,031)
Investment Earnings	31,287	35,868
Net Cash Flows from Investing Activities	65,881	1,293,108
		1,2,0,100
Net Increase (Decrease) in Cash and Equivalents	1,949,973	981,422
CASH AND EQUIVALENTS, Beginning	10,483,549	9,502,127
	* 40 400 500	• • • • • • • • • •
CASH AND EQUIVALENTS, Ending	\$ 12,433,522	\$ 10,483,549
Reconciliation of Income (Loss) from Operations to Net		
Cash Flows from Operations:		
Income (Loss) from Operations	\$ 48,522	\$ 326,432
Adjustments required to reconcile operating income (loss) to net	· · · · · · · · · · · · · · · · · · ·	·
cash flows from operations		
Depreciation	2,010,905	1,899,857
Changes in Assets and Liabilities:		
(Increase) Decrease in Accounts Receivable	41,405	(15,236)
(Increase) Decrease in Prepaid Expenses	(2,084)	104,285
Increase (Decrease) in Accounts Payable	166,540	(1,944,320)
Increase (Decrease) in Unearned Revenue	(34,232)	
Increase (Decrease) in Accrued Compensated Absences	(792)	367
Increase (Decrease) in Deposits and Escrow Balances	29,492	-
Total Adjustments	2,211,234	52,563
Net Cash Flows from Operating Activities	\$ 2,259,756	\$ 378,995

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

DECEMBER 31, 2013

Note 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Upper Blue Sanitation District (the District) is a Colorado governmental unit operating in accordance with Colorado statute. The District was established to provide sewer treatment services to properties located within its boundaries. The significant accounting policies utilized are detailed below.

Financial Reporting Entity

The District applies the criteria set forth in GASB Statement No. 14, *The Financial Reporting Entity*, to determine which governmental organizations should be included in the reporting entity. The inclusion or exclusion of component units is based on the elected officials' accountability to their constituents, and the financial reporting entity follows the same accountability. Further, the financial statements of the reporting entity should enable the reader to distinguish between the primary government (including its blended component units, which are, in substance, part of the primary government) and discretely presented component units.

The criteria used for determining whether an entity should be included, either blended or discretely presented, includes but is not limited to: fiscal dependency, imposition of will, legal standing, and the primary recipient of services. Based on these criteria, the District has no includable component units. The District is also not included in the financial statements of any other entity.

Basis of Accounting

Enterprise fund accounting is utilized in accordance with accounting principles generally accepted in the United States of America. Enterprise funds recognize revenues and expenses on the accrual basis of accounting where revenues are recorded when earned and expenses are recorded when incurred.

The District distinguishes operating revenues and expenses from non-operating items. Operating revenues and expenses generally result from providing services in connection with the District's principal ongoing operations. The principal operating revenues of the District are charges to customers for sales and service. Operating expenses include the cost of sales and services, administrative expenses, and depreciation on capital assets. All revenues and expenses not meeting this definition are reported as non-operating revenues and expenses.

DECEMBER 31, 2013

Note 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of Accounting (Continued)

The District follows the provisions of Governmental Accounting Standards Board (GASB) Statement No. 34 Basic Financial Statements and Management's Discussion and Analysis for State and Local Governments. Statement No. 34 establishes standards for external financial reporting for all state and local governmental entities which includes a management's discussion and analysis section; a statement of net position; a statement of revenues, expenses, and changes in net position; and a statement of cash flows. It requires the classification of net position into three components – net investment in capital assets; restricted; and unrestricted.

Cash and Equivalents

For purposes of the statement of cash flows, the District treats all demand and money market bank accounts as cash and equivalents.

Investments

The District records investments at fair value. Gains or losses on the sale of investments are recognized when the investment is sold.

Capital Assets

Assets are stated at cost; developers cost, or estimated fair market value at the time of dedication. The capitalization threshold for capital assets is \$5,000. Depreciation is computed using the straight-line method over the asset's estimated useful life ranging from five to fifty years. Depreciation begins in the year following completion for assets under construction.

Comparative Information

Comparative total data for the prior year has been presented in the accompanying financial statements in order to provide an understanding of changes in the District's financial position and operations. However, comparative (i.e., presentation of prior year totals by fund type) data has not been presented in each of the statements since their inclusion would make the statements unduly complex and difficult to read. This information may have been reclassified from its original presentation for comparative purposes.

Budgets

Each fall the Board of Directors adopts a budget and appropriates funds for the following calendar year. Unused appropriations lapse at year-end.

DECEMBER 31, 2013

Note 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Budgets (Continued)

An amendment to budget through supplemental appropriation is subject to approval of the Board of Directors at a public hearing and the filing of the approved supplemental appropriation with the State of Colorado. There were no budget amendments in 2013.

The basis of these budgets is non-GAAP, in that revenues and expenditures are budgeted on the modified accrual basis of accounting. This budgetary basis Includes plant investment fees as revenues (contributed capital for GAAP), and expenditures include loan principal paid and capital outlay, but exclude depreciation.

Compensated Absences

The District allows employees to accumulate unused vacation, sick leave and compensatory time up to specified maximum limits. The District accrues such benefits in the period in which they are earned.

Use of Estimates in the Preparation of Financial Statements

The preparation of 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, liabilities, revenues, and expenses during the period. Actual results could differ from those estimates.

Equity

Equity is classified as net position and displayed in three components:

- Net investment in capital assets consists of capital assets including restricted capital assets, net of accumulated depreciation and reduced by the outstanding balances of any bonds, mortgages, notes or other borrowings that are attributable to the acquisition, construction, or improvement of those assets.
- Restricted net position consists of net position with constraints placed on the use either by (1) external groups, such as creditors, grantors, or laws or regulations of other governments; or (2) law through constitutional provisions or enabling legislation.
- Unrestricted net position all other net position that do not meet the definition of "restricted" or "net investment in capital assets". This net position is available for future operations or distributions.

It is the District's policy to fund operations through the most restricted available equity first.

DECEMBER 31, 2013

Note 2: CASH AND INVESTMENTS

Cash deposits and investments are comprised of and are allocated on the December 31, 2013 statement of net position as follows:

Cash Deposits and On Hand	\$	13,548,258
Investments		3,639,996
Total Cash and Investments	\$	17,188,254
Cash and Equivalents	\$	12,433,522
Investments		3,639,996
Restricted Cash and Investments		1,114,736
Total Cash and Investments	<u>\$</u>	17,188,254

CASH DEPOSITS

At December 31, 2013, the District's cash deposits had bank and carrying balances as follows:

		Bank		Carrying	
		Balance	Balance		
FDIC Insured	\$	500,000	\$	500,000	
PDPA Collateralized (Not in the District's Name)		13,250,648		13,048,058	
Petty Cash		-		200	
Total Cash Balances	<u>\$</u>	13,750,648	\$	13,548,258	

Custodial Credit Risk - Deposits

Deposits are exposed to custodial credit risk (the risk that, in the event of the failure of a depository financial institution, the government would not be able to recover deposits or would not be able to recover collateral securities that are in the possession of an outside party), If they are not covered by depositary insurance and are collateralized with securities held by the pledging financial Institution, except for deposits collateralized by certain types of collateral pools including a single financial institution collateral pool where the fair value of the pool is equal to or exceeds all uninsured public deposits held by the financial institution (e.g. deposits insured by The Public Deposit Protection Act, (PDPA)). Accordingly, none of the District's deposits at December 31, 2013, are deemed to be exposed to custodial credit risk.

DECEMBER 31, 2013

Note 2: CASH AND INVESTMENTS (Continued)

INVESTMENTS

Colorado statutes specify in which investment instruments the units of a local government may invest:

- Obligations of the United States and certain United States government agency securities
- Certain international agency securities
- •General obligation and revenue bonds of United States local government
- Bankers' acceptances of certain banks
- Commercial paper
- Local government investment pools
- Written repurchase agreements collateralized by certain authorized securities
- Certain money market funds
- Guaranteed investment contracts

The District had the following investments as of December 31, 2013:

		Weighted		
	Fair	Avg. Maturity	% Of	
	Value	in Years	Portfolio	Rating
Local Government Pools	\$ 3,639,996	- -	<u>100.0</u> %	AAAm

At December 31, 2013, the District had invested in the Colorado Local Government Liquid, Asset Trust (COLOTRUST), a local government investment pool. As an Investment pool, COLOTRUST operates under the Colorado Revised Statutes (2476-701) and is overseen by the Colorado Securities Commissioner. COLOTRUST invests in securities that are specified by the Colorado Revised Statutes (2475-601). Authorized securities included US Treasuries, US Agencies, commercial paper (rated A1 or better) and bank deposits (collateralized through PDPA). COLOTRUST operates similar to a 2a-7-like money market fund with a share value equal to \$1.00 and a maximum weighted average maturity of 60 days. COLOTRUST is rated AAA by the Standard & Poor's Corporation. A designated custodial bank provides banking services and trust custody for securities held on behalf of the participating governments in COLOTRUST. The custodian's internal records identify the investments owned by the participating governments.

Interest Rate Risk

Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. As a means of limiting its exposure to decline in fair value due to rising interest rates, the District's investment policy requires that the majority of its investments have a maturity date of 1 year or less.

DECEMBER 31, 2013

Note 2: CASH AND INVESTMENTS (Continued)

Credit Risk

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligation. State law permits investments in guaranteed federal agency securities without restrictions since such securities are considered to have minimal credit risk. In order to minimize credit risk, the District's investments have been limited to guaranteed federal agency securities and local government investment pools. In addition, the District has adopted policies to limit the percentage that can be invested in U.S. Agency securities and certificates of deposit.

Concentration of Credit Risk

Concentration of credit risk is the risk of loss attributed to the magnitude of an entities investment in a single issuer. The District has adopted limitations in the amount of investment that can be held by any one institution for U.S. Agency securities, certificates of deposit, money market funds and local government investment pools.

RESTRICTED CASH AND INVESTMENTS

Restricted cash and investments for the operations and maintenance reserve for 2013 represent an amount equal to three months of 2012 budgeted operating expenses as required by the 1997, 2005, and 2010 loan agreements with Colorado Water Resources and Power Development Authority (CWRPDA) (see Note 5). These monies, per agreement with CWRPDA, can be used for emergency operating purposes, if necessary. The District has also restricted funds it has on deposit in escrow per developer agreements. The amount held in construction retainage escrow ultimately belongs to the contractor and a retainage payable account has been established to offset this amount.

Total Restricted Cash and Investments	\$ 1,114,736
CWRPDA O& M Reserves	 963,000
Developer Escrow Balances	\$ 151,736

DECEMBER 31, 2013

Note 3: CAPITAL ASSETS

Summaries of changes to capital assets for 2013 are as follows:

		Balance				Balance
		12/31/12	A	dditions	Deletions	12/31/13
Capital Assets Not Being Depreciated:						
Land and Easements	\$	790,653	\$	2,697	\$ -	\$ 793,350
Capital Assets Being Depreciated:						
Buildings		-		138,162	-	138,162
Treatment Plants		76,570,393		538,435	-	77,108,828
Upper Blue River System		4,321,429		-	-	4,321,429
Sewer Lines and Mains		13,460,838		397,760	-	13,858,598
Equipment and Vehicles		1,519,621		28,351	-	1,547,972
Employee Housing		1,038,191	_	-	<u> </u>	 1,038,191
Total Capital Assets Being Depreciated	_	96,910,472		1,102,708		 98,013,180
Accumulated Depreciation:						
Buildings		-		(2,763)	-	(2,763)
Treatment Plants		(18,787,763)		(1,561,163)	-	(20,348,926)
Upper Blue River System		(1,503,048)		(75,828)	-	(1,578,876)
Sewer Lines and Mains		(5,830,762)		(311,797)	-	(6,142,559)
Equipment and Vehicles		(1,400,719)		(38,591)	-	(1,439,310)
Employee Housing		(290,694)		(20,763)		 (311,457)
Total Accumulated Depreciation		(27,812,986)		<u>(2,010,905</u>)		 (29,823,891)
Capital Assets Being Depreciated, net		69,097,486		(908,197)		 68,189,289
Total Capital Assets	\$	69,888,139	\$	(905,500)	<u>\$</u>	\$ 68,982,639

Depreciation expense for the year ended December 31, 2013 was \$2,010,905.

DECEMBER 31, 2013

Note 4: COMMITMENTS AND CONTIGENCIES

Prepaid Plant Investment Fees

The District has received prepaid plant investment fees for approximately 65 single-family equivalent plant investment connections. The District is not required to repay the fees but is required to provide service without additional cash payment from the property owners.

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.

Enterprises, defined as government-owned businesses authorized to issue revenue bonds and receiving less than 10 percent of annual revenue in grants from all state and local governments combined, are excluded from the provisions of TABOR. The District's management believes, after consultation with legal counsel, it is in compliance with the provisions of TABOR. However, TABOR is complex and subject to interpretation. Many of the provisions, including interpretation of qualification as an Enterprise will require judicial interpretation.

Note 5: LONG TERM DEBT

The District has three outstanding loans with the Colorado Water Resources and Power Development Authority. In 1997, the District entered into a loan agreement to partially finance a wastewater treatment expansion project, and in 2005, the District entered into a second loan agreement that was to be used to finance the construction of a pump-back system. However due to the Board canceling the pump-back project these funds were diverted to facility expansion at the Farmers Korner treatment plant. In 2010, the District entered into a third loan agreement to complete the Farmers Korner facility expansion. The loans contain various covenants and a revenue pledge.

Among the covenants are rate maintenance provisions, operations and maintenance reserve requirements *and provisions against providing free service or capacity to any person, firm, corporation, public agency or instrumentality.*

The 1997 loan requires semiannual payments through September 2017 with interest at an effective rate of approximately 4.53 percent. The District has the option to repay the loan in whole or in part, in minimum increments of \$100,000, upon prior written notice. Additionally, prepayments shall be subject to repayment of certain administrative fees and a redemption premium as determined by the Authority.

DECEMBER 31, 2013

Note 5: LONG TERM DEBT (Continued)

The 2005 loan requires semiannual payments through August 2026 with interest at an effective rate of approximately 3.48 percent. The District has the option to repay the loan in whole or in part, in minimum increments of \$100,000, upon prior written notice. Additionally, prepayments shall be subject to repayment of certain administrative fees and a redemption premium as determined by the Authority.

The 2010 loan requires semiannual payments through February 2030 with interest at an effective rate of approximately 2 percent. The District has the option to repay the loan in whole or in part upon prior written notice.

The District has pledged the revenue from the operation and use of the wastewater treatment facilities and other legally available revenue, after the payment of operation and maintenance expenses of the system, for the repayment of the above loans. The loan agreements contain restrictive covenants and requirements, including a rate covenant (See Note 9) and maintenance of a three month operating reserve for the 1997 loan (See Note 2). The District was in compliance with the covenants and requirements of the loan agreements at December 31, 2013.

		Balance				Balance	Current	l	Interest
		12/31/12	Advances	F	ayments	 12/31/13	 Portion	E	xpense
Notes Payable:		1	\sim						
1997 CWRPDA	\$	2,571,354	\$ -	\$	470,435	\$ 2,100,919	\$ 486,472	\$	130,468
2005 CWRPDA		5,810,000	-		355,000	5,455,000	365,000		195,422
2010 CWRPDA	_	1,822,485	-		87,930	 1,734,555	 89,698		35,280
Total Long-Term Debt	<u>\$</u>	10,203,839	<u>\$</u> -	\$	913,365	\$ 9,290,474	\$ 941,170	\$	361,170

The following is an analysis of changes in long-term debt:

A schedule of future loan payments is as follows:

Fiscal Year	 Principal	 Interest	 Total
2014	\$ 941,170	\$ 446,637	\$ 1,285,376
2015	964,010	411,110	1,394,915
2016	1,002,579	376,198	1,387,806
2017	1,062,914	315,502	1,375,121
2018	492,130	260,908	1,378,777
2019-2023	2,615,729	1,029,258	4,342,351
2024-2028	2,029,686	305,266	3,521,157
2029-2030	 182,256	 3,657	 433,797
Totals	\$ 9,290,474	\$ 3,148,536	\$ 15,119,300

DECEMBER 31, 2013

Note 6: BENEFIT PLANS

Money Purchase Pension Plan

The District maintains an Internal Revenue Code Section 401(a) money purchase plan for all full-time employees. The assets of this plan are not reflected in the financial statements because they are not subject to any creditors of the District.

This plan is a single employer, defined contribution pension plan. The District contributes 5 percent of each participating employee's salary. Total contributions (including application of forfeitures) were \$50,175, \$48,780, and \$47,373, for 2013, 2012 and 2011, respectively.

Covered and total payroll for 2013, 2012 and 2011 was \$1,009,489, \$975,594, and \$950,556, respectively. Employer contributions vest at a rate of 20% per year of service with employees fully vested after five years.

Beginning in 2011, the District contributes an additional 2.5% of each employee's salary into the 401 (a) based upon their optional contribution to the District's 457 plan. In 2013 the total contributions were \$22,572.

District contributions for plan members who leave employment before they are fully vested are used to reduce the District's current period contribution requirement. There is no liability for benefits under the plan beyond the District's matching payments. Plan provisions and contribution requirements are established and may be amended by the District's Board of Directors.

Note 7: RECONCILIATION OF PROPRIETARY (GAAP) REVENUES AND EXPENSES TO BUDGETARY REVENUES AND EXPENDITURES

The District prepares its budget annually. The following reconciliation is presented to reconcile the annual budgeted revenues and expenditures to the GAAP basis financial statements.

	Revenues			Expenditures		
Budgetary Basis	\$	7,483,274	\$	5,887,545		
GAAP Basis Adjustments						
Capital Replacement		-		(793,047)		
Capital Outlay		-		(469,457)		
Debt Service Principal		-		(913,365)		
Depreciation Expense		-		2,010,905		
GAAP Basis		7,483,274	\$	5,722,581		

DECEMBER 31, 2013

Note 8: RISK MANAGEMENT

The District is exposed to various risks of loss related to torts, theft of, damage to, and destruction of assets; errors and omissions; injuries to employees; and natural disasters.

The District is a member of the Colorado Special Districts Property and Liability Pool (Pool) as of December 31, 2013. The Pool is an organization created by intergovernmental agreement to provide property, liability, public officials' liability, boiler and machinery and workers compensation coverage to its members. Settled claims have not exceeded this coverage in any of the past three fiscal years. 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 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: RATE MAINENANCE

The 1997 Colorado Water Resources and Power Development Authority loan agreement requires that Net Revenues shall represent a sum equal to 110% of the amount necessary to pay when due the principal and interest on the loan and any parity debt coming due.

The 2010 Colorado Water Resources and Power Development Authority loan agreement requires that Net Revenues shall represent a sum equal to 110% of the amount necessary to pay when due the principal and interest on the loan and any parity debt coming due.

Gross operating revenue	\$ 5,409,933
Other revenue	2,073,341
Total revenue	7,483,274
Operations and maintenance expense	(3,350,506)
Net revenue	4,132,768
Total debt service	
1997 CWRPDA	589,712
2005 CWRPDA	596,895
2010 CWRPDA	123,942
	1,310,549
Required rate	<u>110%</u>
Net revenue required	1,441,604
Excess (deficit)	\$ 2,691,164

DECEMBER 31, 2013

Note 10: FUTURE USES OF NET POSITION

Through the adoption of the 2014 budget, the District has appropriated \$2,444,841 of net position available at December 31, 2013 to fund fiscal year 2014 operations.

In addition, the District has set aside funds as of December 31, 2013 to fund future plant improvements that are anticipated to address pending nutrient standards. As included in the 2013 Master Plan, the District intends to set aside \$2,000,000 of net position each year from 2012 through 2017 to insure that adequate reserves are available to meet these projected costs.

As these amounts are internally allocated, they do not meet the requirements to be shown as restricted net position on the Statement of Net Position.

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OTHER SUPPLEMENTARY INFORMATION

UPPER BLUE SANITATION DISTRICT

Breckenridge, Colorado

SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES

IN NET POSITION - BUDGET AND ACTUAL

For the Year Ended December 31, 2013

(With Comparative Totals for the Year Ended December 31, 2012)

	Final		Variance	2012	
	Budget	Actual	Pos (Neg)	Actual	
REVENUES					
U ser Charges	5,231,574	5,233,777	2,203	5,202,706	
Inspection Fees	7,000	8,200	1,200	9,800	
Inclusion Fees	30,000	55,577	25,577	132,667	
Line Extension Fees	25,000	66,226	41,226	117,065	
Ot her Charges	29,000	56,730	27,730	100,429	
Investment Earnings	27,000	31,287	4,287	35,868	
Plant Investment Fees	400,000	1,986,477	1,586,477	2,119,786	
RentalIncome	40,000	45,000	5,000	45,000	
Tot al Revenues	5,789,574	7,483,274	1,693,700	7,763,321	
EXPENDITURES					
Admininstrative					
Personnel Services	1,632,637	1,470,307	162,330	1,469,771	
Office Administration	123,000	126,495	(3,495)	115,049	
Legal and Other Professional	159,000	132,029	26,971	68,774	
Board Expenses	6,000	6,000	-	5,921	
Insurance	116,000	122,765	(6,765)	110,202	
Building M aint enance	17,000	14,934	2,066	15,103	
Employee Housing	23,000	20,400	2,600	17,217	
Other Administrative Expenses	17,000	30,044	(13,044)	17,855	
Total Administrative	2,093,637	1,922,974	170,663	1,819,892	
Operating - Iow a Hill					
Utilities	56,000	39,468	16,532	79,932	
Repairs	50,000	16,753	33,247	42,963	
Chemicals and Other Supplies	28,000	14,856	13,144	37,336	
Biomonitoring	-	-	-	2,254	
Permits & Fees	7,000	6,090	910	6,090	
Ot her Operating Expenses	2,000	288	1,712	5,199	
Tot al Operating - Iow a Hill	143,000	77,455	65,545	173,774	
Operating - Farmers Korner					
Utilities	625,000	465,766	159,234	422,287	
Repairs	75,000	87,133	(12,133)	102,013	
Chemicals and Other Supplies	365,000	401,458	(36,458)	354,007	
Biomonitoring	7,000	4,243	2,757	5,465	
Permits & Fees	19,500	15,882	3,618	15,868	
Sludge Hauling & Land Application	170,000	136,252	33,748	108,067	
Sit e M onit oring	25,000	30,167	(5,167)	25,429	
Ot her Operating Expenses	39,000	43,887	(4,887)	37,488	
Tot al Operating - Farmers Korner	1,325,500	1,184,788	140,712	1,070,624	

See the accompanying Independent Auditors' Report

UPPER BLUE SANITATION DISTRICT

Breckenridge, Colorado

SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES

IN NET POSITION - BUDGET AND ACTUAL

For the Year Ended December 31, 2013

(With Comparative Totals for the Year Ended December 31, 2012)

(Continued)

	Final		Variance	2012		
	Budget	Actual	Pos (Neg)	Actual		
EXPENDITURES (continued)						
Operating - Collection System						
Utilities	18,000	21,949	(3,949)	15,339		
Repairs	134,000	110,180	23,820	136,705		
Inspection Expenses	3,500	-	3,500	4,750		
Ot her Operating Expenses	27,000	33,160	(6,160)	27,627		
Tot al Operating - Collection System	182,500	165,289	17,211	184,421		
Capital Replacement	1,488,000	793,047	694,953	165,301		
Capital Outlay	480,000	469,457	10,543	1,452,132		
Debt Service						
Debt Service Principal	913,365	913,365	-	890,595		
Interest Expense	372,948	361,170	11,778	385,688		
Tot al Debt Service	1,286,313	1,274,535	11,778	1,276,283		
Tot al Expenses	6,998,950	5,887,545	1,111,405	6,142,427		
Change in Net Position - Budget Basis	(1,209,376)	1,595,729	2,805,105	1,620,894		
GAAP Basis Adjustments						
Capital Replacement	-	793,047	793,047	165,301		
Capit al Out lay	-	469,457	469,457	1,452,132		
Debt Service Principal	-	913,365	913,365	890,595		
Depreciation Expense		(2,010,905)	(2,010,905)	(1,899,857)		
Net GAAP Basis Adjustments	<u> </u>	164,964	164,964	608,171		
Change in Net Position - GAAP Basis	\$ (1,209,376)	1,760,693	\$ 2,970,069	2,229,065		
NET POSITION, Beginning		74,710,725		72,481,660		
NET POSITION, Ending		\$ 76,471,418		\$ 74,710,725		

See the accompanying Independent Auditors' Report