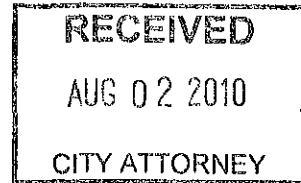


Centerra Metropolitan District

July 28, 2010



City of Loveland
500 East 3rd Street
Loveland, CO 80537
Attn: John Duval, Esq., City Attorney
Attn: Terry Andrews, City Clerk's Office
Attn: Don Williams, City Manager



RE: Annual Report for Centerra Metropolitan District No. 1

Per the requirements of the Consolidated Service, attached please find the following:

Centerra Metropolitan District No. 1 - Audited Financial Statements
Centerra Metropolitan District No. 1 PIF Revenue Account – Audited Statement of Cash Receipts and Disbursements
Centerra Public Improvement Collection Corporation – Audited Financial Statements

Sincerely,

A handwritten signature in black ink, appearing to read "B. Campbell".

Brendan Campbell
District Accountant

2725 Rocky Mountain Ave., Suite 200
Loveland, Colorado 80538
Phone: (970) 962-9990

CENTERRA METROPOLITAN DISTRICT NO. 1
PIF REVENUE ACCOUNT
Larimer County, Colorado

STATEMENT OF CASH RECEIPTS AND DISBURSEMENTS
December 31, 2009

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JASPERS + HALL, PC
CERTIFIED PUBLIC ACCOUNTANTS

12295 Oracle Blvd
Colorado Springs, CO 80921
(719) 785-7905

Report of Independent Certified Public Accountants

Board of Directors
Centerra Metropolitan District No. 1

We have audited the accompanying statement of cash receipts and disbursements of the Collateral Revenue Fund – PIF Revenue Account for the year ended December 31, 2009. This financial statement is the responsibility of the District's management. Our responsibility is to express an opinion on this financial statement 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 statement is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statement. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statement. We believe that our audit provides a reasonable basis for our opinion.

As described in Note 2, this financial statement was prepared on the basis of cash receipts disbursements, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America.

In our opinion, the financial statement referred to above presents fairly, in all material respects, the cash collected in and cash disbursed from the Collateral Revenue Fund – PIF Revenue Account for the year ended December 31, 2008, on the basis of accounting described in Note 2.

Jaspers + Hall, PC
May 28, 2010

**CENTERRA METROPOLITAN DISTRICT NO. 1
PIF REVENUE ACCOUNT
STATEMENT OF CASH RECEIPTS AND DISBURSEMENTS
Year Ended December 31, 2009**

CASH RECEIPTS

Public improvement fees	\$	2,332,000
Interest income		4,542
Total sources		2,336,542

DISBURSEMENTS

Payments to Centerra Metropolitan District No. 1-Debt obligations		2,610,581
Payments to Centerra Public Improvement Collections Corporation		50,000
Payments to City of Loveland for Cost of PIF Collection		39,333
Total uses		2,699,914

CHANGE IN CASH (363,372)

CASH - BEGINNING OF YEAR 580,372

CASH - END OF YEAR \$ 217,000

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

CENTERRA METROPOLITAN DISTRICT NO. 1
PIF REVENUE ACCOUNT
NOTES TO FINANCIAL STATEMENTS
December 31, 2009

NOTE 1 – DEFINITION OF REPORTING ENTITY

Centerra Metropolitan District No. 1 (District), a quasi-municipal corporation, was organized on May 20, 2004, and is governed pursuant to provisions of the Colorado Special District Act. The District's service area is located in the City of Loveland (City), Larimer County, Colorado. The District was established to provide construction, installation, financing, and operation of public improvements, including streets, traffic safety controls, landscaping, water, sanitary sewer, storm drainage, television relay, and park and recreation facilities. The District's service plan was approved by the City. Pursuant to the consolidated service plan for Centerra Metropolitan Districts No. 1-4, the District operates as the Service District related to Centerra Metropolitan District No. 2 (Commercial District), Centerra Metropolitan District No. 3 (Residential District), and Centerra Metropolitan District No. 4 (Regional Improvements District).

On January 26, 2004, Centerra Public Improvement Collection Corporation (PIC Corporation) was formed for the purpose of adopting and imposing Declarations and Covenants on property within Centerra and for the purpose of imposing and collecting certain fees. PIC Corporation has entered into an agreement with the District whereby the PIC Corporation has agreed to remit to the District certain revenue received from fees imposed by the PIC Corporation in consideration of the District's financing, construction and operation of public improvements which benefit the members of PIC Corporation.

The Collateral Revenue Fund – PIF Account (PIF Account) was an account established through the Indenture of Trust for the District's Variable Rate Revenue Bonds, Series 2004 (2004 Bonds). On March 20, 2008, the Series 2004 bonds were refunded and replaced with Variable Rate Refunding and Improvement Revenue Bonds, Series 2008 (2008 Bonds). A new PIF Revenue Account was established for the 2008 Bonds. This PIF Revenue Account receives Public Improvement Fees (PIFs) from the PIC Corporation, and the funds received are then transferred to the Revenue Fund as needed. See Note 4 for a description on the Collateral Revenue Fund and the flow of funds related to the cash receipts and disbursements.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statement has been prepared on the cash receipts and disbursements basis of accounting. Under that basis, the only asset recognized is cash, and no liabilities are recognized. All transactions are recognized as either cash receipts or disbursements, and noncash transactions are not recognized. The cash basis differs from generally accepted accounting principles primarily because the effects of outstanding dues and obligations for assessments unpaid at the date of the financial statement are not included in the financial statement.

CENTERRA METROPOLITAN DISTRICT NO. 1
 PIF REVENUE ACCOUNT
 NOTES TO FINANCIAL STATEMENTS
 December 31, 2009

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Cash Equivalents

For purposes of the statement of cash receipts and disbursements, 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.

NOTE 3 – CASH AND INVESTMENTS

Cash and investments as of December 31, 2009 are classified in the accompanying financial statements

Statement of cash receipts and disbursements	\$ <u>217,000</u>
--	-------------------

Cash and investments as of December 31, 2009 consist of the following:

Investment	Fair Value
Colorado Liquid Asset Trust (Colotrust) Less than 1 year	\$ <u>217,000</u>

Deposits with Financial Institutions

The Colorado Public Deposit Protection Act (PDPA) requires that all units of local government deposit cash 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 maintained by another institution or held in trust. The market value of the collateral must be at least equal to the aggregate uninsured deposits.

The State Commissioners for banks 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.

CENTERRA METROPOLITAN DISTRICT NO. 1
PIF REVENUE ACCOUNT
NOTES TO FINANCIAL STATEMENTS
December 31, 2009

NOTE 3 – CASH AND INVESTMENTS (CONTINUED)

Investments

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

The District generally limits its concentration of investments to local government investment pools, which are believed to have minimal credit risk, minimal interest rate risk and no foreign currency risk. Additionally, the District's PIF Revenue Account is not subject to concentration risk disclosure requirements or subject to investment custodial credit risk for investments that are in the possession of another party.

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

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

- Obligations of the United States, certain U.S. government agency securities and securities of the World Bank
- General obligation and revenue bonds of U.S. local government entities
- Bankers' acceptances of certain banks
- Commercial paper
- Written repurchase agreements and certain reverse repurchase agreements collateralized by certain authorized securities
- Certain money market funds
- Guaranteed investment contracts
- Local government investment pools

CENTERRA METROPOLITAN DISTRICT NO. 1
PIF REVENUE ACCOUNT
NOTES TO FINANCIAL STATEMENTS
December 31, 2009

NOTE 3 – CASH AND INVESTMENTS (CONTINUED)

COLOTRUST

During 2009, the District's PIF Revenue Account at American National Bank (ANB) invested in the Colorado Local Government Liquid Asset Trust (the Trust), and investment vehicle established for local government entities in Colorado to pool surplus funds. The State Securities Commissioner administers and enforces all State statutes governing the Trust. The Trust operates similarly to a money market fund and each share is equal in value to \$1.00. The Trust offers shares in two portfolios, COLOTRUST PRIME and COLOTRUST PLUS+, both of which are rated AAAM from Standard and Poor's. Both portfolios may invest in U.S. Treasury securities and repurchase agreements collateralized by U.S. Treasury securities. A designated custodial bank serves as custodian for the Trust's portfolios pursuant to a custodian agreement. The custodian acts as safekeeping agent for the Trust's investment portfolios and provides services as the depository in connection with direct investments and withdrawals. The custodian's internal records segregate investments owned by the Trust. As of December 31, 2009, the District's PIF Revenue Account had \$217,000 invested in COLOTRUST PRIME.

NOTE 4 – COLLATERAL REVENUE FUND

Amounts deposited into the Revenue Bond Fund are to be applied to the following purposes in the following order of disbursement priority, provided that such transfers are to be made first from the PIF Revenue Account, then from the S/O Tax Revenue Account:

- i) From the amount on deposit in the PIF Revenue Account to the City for any unpaid fees or expenses due under the terms on the Collection Agreement.
- ii) From amounts on deposit in the PIF Revenue Account to the PIF Bond Account of the Revenue Bond Fund, to fund any insufficiencies of the Revenue Bond Fund as outlined above.
- iii) To the Letter of Credit Bank from any Collateral Revenue Fund for amounts remaining due under the Reimbursement Agreement.
- iv) Solely from the amounts on deposit in the PIF Revenue Account to the Loveland Urban Renewal Authority as the Regional Allocation pursuant to the terms of the Master Finance Agreement.
- v) Payment for operations of the District, not to exceed the District's annual operating budget and not greater than \$167,000 per month when combined with transfers made from the Revenue Bond Fund, without prior written consent of the majority bank.

NOTE 5 – RELATED PARTY

The members of the Board of Directors are employees, owners or are otherwise associated with McWhinney (Developer) and have disclosed any conflicts of interest at all meetings of the Board of Directors.

CENTERRA METROPOLITAN DISTRICT NO. 1
Larimer County, Colorado

FINANCIAL STATEMENTS
December 31, 2009

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JASPERS + HALL, PC
CERTIFIED PUBLIC ACCOUNTANTS

12295 Oracle Blvd
Colorado Springs, CO 80925
(719) 785-7905

Report of Independent Certified Public Accountants

Board of Directors
Centerra Metropolitan District No. 1

We have audited the accompanying financial statements of the governmental activities and each major fund of Centerra Metropolitan District No. 1 (District) as of and for the year ended December 31, 2009, which collectively comprise the District's basic financial statements as listed in the table of contents. These financial statements are the responsibility of the District's management. 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 includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinions.

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each major fund of Centerra Metropolitan District No. 1, as of December 31, 2009, and the respective changes in its financial position, thereof, and the respective budgetary comparison for the General Fund for the year then ended in conformity with accounting principles generally accepted in the United States of America.

The management's discussion and analysis is presented for purposes of additional analysis and is not a required part of the basic financial statements but is supplementary information required by accounting principles generally accepted in the United States of America. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the District's basic financial statements. The other supplementary information presented on pages 30 through 31 is presented for purposes of additional analysis and is also not a required part of the basic financial statements. This information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

Jaspers + Hall, PC
May 28, 2010

Management's Discussion and Analysis

As management of Centerra Metropolitan District No. 1 (the District), we offer readers of the District's financial statements this narrative overview and analysis of the financial activities of the District for the fiscal year ended December 31, 2009.

Financial Highlights

- Liabilities exceeded assets by \$52,186,344 at the end of the fiscal year. This deficit of net assets is largely due to the District being responsible for the repayment of bonds and Developer advances that were used for public improvements and then subsequently dedicated to other governments.
- At December 31, 2009, the District's governmental funds reported combined ending fund balances of \$21,725,551. This combined fund balance includes \$9,230,394 of Debt Service Fund balance, and \$11,732,711 of Capital Projects Fund balance.
- Total net assets decreased by \$8,245,919. A significant portion of this decrease is attributable to the District incurring debt for capital improvements but transferring the related assets to the City of Loveland.
- Total cash and investments decreased by \$1,327,948 as compared to 2008. The decrease in cash and investments is due to spending to construct or acquire capital assets.
- General Fund expenditures were \$1,461,372 for the year ended December 31, 2009. The expenditures included in the General fund are those costs incurred to provide the administration of the District and include accounting, legal, management, insurance, utilities, landscape maintenance and other costs. As the District grows, these costs will likely increase in future years.
- At the end of the current fiscal year, unreserved fund balance for the General Fund was \$687,648, or 47% of total General Fund expenditures.

Overview of the Financial Statements

This discussion and analysis is intended to serve as an introduction to the District's basic financial statements. The District's basic financial statements are comprised of three components: 1) government-wide financial statements, 2) fund financial statements, and 3) notes to financial statements. This report also contains other supplementary information in addition to the basic financial statements themselves.

Government-wide financial statements. The *government-wide financial statements* are designed to provide readers with a broad overview of the District's finances, in a manner similar to a private-sector business.

The *statement of net assets* presents information on all of the District's assets and liabilities, with the difference between the two reported as *net assets*. Over time, increases or decreases in net assets 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 government's net assets changed during the most recent fiscal year. All changes in net assets are reported as soon as the underlying event giving rise to the change occurs, *regardless of the timing of related cash flows*. Thus, revenues and expenses are reported in this statement for some items that will only result in cash flows in future fiscal periods.

Both of the government-wide financial statements identify functions of the District that are principally to be supported by ad valorem taxes (*governmental activities*). The governmental activities of the District include the financing, construction of, and maintenance of governmental infrastructure including streets, water, sewer, storm, park and recreation, and transportation and traffic improvements constructed or acquired by the District.

The government-wide financial statements can be found on pages 1-2 of this report.

Fund financial statements. A *fund* is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. The District, like other state and local governments, uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. All of the funds of the District are governmental funds.

Governmental funds. *Governmental funds* are used to account for essentially the same functions reported as *governmental activities* in the government-wide financial statements. However, unlike the government-wide financial statements, governmental fund financial statements focus on *near-term inflows and outflows of spendable resources*, as well as on *balances of spendable resources* available at the end of the fiscal year. Such information may be useful in evaluating a government's near-term financing requirements.

Because the focus of governmental funds is narrower than that of the government-wide financial statements, it is useful to compare the information presented for *governmental funds* with similar information presented for *governmental activities* in the government-wide financial statements. By doing so, readers may better understand the long-term impact of the government's near-term financing decisions. Both the governmental fund balance sheet and the governmental fund statement of revenues, expenditures, and changes in fund balances provide a reconciliation to facilitate this comparison between *governmental funds* and *governmental activities*.

The District maintains three individual governmental funds. Information is presented separately in the governmental fund balance sheet and in the governmental fund statement of revenues, expenditures, and changes in fund balances for each of the funds – general fund, debt service fund, and capital projects fund – all of which are considered to be major funds.

The District adopts an annual appropriated budget for its general fund. A budgetary comparison statement has been provided for this fund in the *basic financial statements* to demonstrate compliance with this budget.

The basic governmental fund financial statements can be found on pages 3-6 of this report.

Notes to financial statements. The notes provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements. The notes to financial statements can be found on pages 7-28 of this report.

Other information. The report includes individual fund schedules. A budgetary comparison statement has been provided in this section for the Debt Service Fund and the Capital Projects Fund to demonstrate compliance with these budgets. The budget statements are found after the *basic financial statements* on pages 29-31 of this report. A schedule of debt service requirements to maturity on the District's 2008 Variable Rate Refunding and Improvement Revenue Bonds is included on page 32 and a five year summary of Centerra Metropolitan District No. 2's assessed valuation, mill levy and property taxes collected is included on page 33.

Government-wide Financial Analysis

As noted earlier, net assets may serve over time as a useful indicator of a government's financial position. The District's liabilities exceeded assets by \$52,186,344 at the close of the most recent fiscal year.

Net Assets

	December 31,	
	<u>2009</u>	<u>2008</u>
Current assets	\$ 27,596,513	\$ 28,885,154
Other assets	1,726,294	1,858,877
Capital assets	42,403,230	43,441,113
Total assets	<u>71,726,037</u>	<u>74,185,144</u>
Current liabilities	5,467,397	5,112,798
Long-term obligations	118,444,982	113,012,771
Total liabilities	<u>123,912,379</u>	<u>118,125,569</u>
Invested in capital assets, net of related debt	(24,184,346)	(19,010,848)
Restricted net assets	171,571	1,301,960
Unrestricted net assets	<u>(28,173,569)</u>	<u>(26,231,537)</u>
Total net assets	<u><u>\$(52,186,344)</u></u>	<u><u>\$(43,940,425)</u></u>

The District's current assets decreased \$1,288,641 mainly due to decreases in cash and investments of \$1,327,948. The cash and investments were used mainly to construct or acquire capital assets.

Change in Net Assets

	December 31,	
	2009	2008
Revenue		
General revenue		
URA revenues	\$ 7,971,632	\$ 5,221,700
Net investment income and other income	112,452	396,649
Intergovernmental revenue - District No. 2 & 3	319,836	332,834
Program revenue		
Charges for services	3,814,994	2,160,403
Total revenues	12,218,914	8,111,586
Expenses		
General government	6,445,247	3,212,446
Dedication of capital assets to other governments	6,723,850	7,967,030
Interest and related costs on long-term debt	7,295,736	6,084,271
Total expenses	20,464,833	17,263,747
Change in net assets	(8,245,919)	(9,152,161)
Net assets - Beginning	(43,940,425)	(34,788,264)
Net assets - Ending	\$ (52,186,344)	\$ (43,940,425)

The District's main revenue sources for 2009 were revenues from the Loveland Urban Renewal Authority (LURA), public improvement fees and investment income. The majority of the expenses for general government were accounting, legal, landscape maintenance, Chapungu Park, utilities, warranty costs, waterline reimbursement, management, administration and engineering, for both administrative and capital functions, totaling \$1,873,329. The interest and related costs on long-term debt include interest, principal, letter of credit fees, swap payments, remarketing fees, paying agent fees, trustee fees and amortization of bond issue costs, interest expense on Developer advances, and collection fees paid to the City of Loveland.

Financial Analysis of the Government's Funds

As noted earlier, the District uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements.

Governmental funds. The focus of the District's *governmental funds* is to provide information on near-term inflows, outflow, and balances of *spendable* resources. Such information is useful in assessing the District's financing requirements. In particular, *unreserved fund balance* may serve as a useful measure of a government's net resources available for spending at the end of the fiscal year.

At the end of the current fiscal year, the District's governmental funds reported combined ending fund balances of \$21,725,551. *Unreserved fund balance* constitutes \$687,648 of this total amount and is available for spending at the government's discretion.

The General fund is the chief operating fund of the District. At the end of the current fiscal year, reserved fund balance of the General fund was \$74,798, and the unreserved fund balance of the General Fund was \$687,648 out of a total fund balance of \$762,446.

The Debt Service Fund has a total fund balance of \$9,230,394, all of which is restricted for repayments on debt service.

The Capital Projects Fund has a total fund balance of \$11,732,711, all of which is restricted for the construction of infrastructure.

General Fund Budgetary Highlights

During the year ended December 31, 2009, the District incurred actual expenditures of \$1,461,372 in the general fund. The difference between actual and budgeted expenditures of \$1,974,229 was \$512,857. Notable savings were achieved in several expense categories, including savings of \$290,000 for contingency.

Capital Assets

The District invested \$10,209,914 in capital assets for its governmental activities for the period ended December 31, 2009. This investment in capital assets includes construction of streets, water, sewer, storm sewer, and park and recreation. Some of these infrastructure assets will ultimately be conveyed to other governments that will maintain these infrastructure assets in the future. At the time of conveyance, these assets will be removed from the District's books. During 2009, \$6,723,850 in infrastructure assets were transferred to other governments.

Additional information on the District's capital assets can be found in Note 4 of this report.

Long-Term Debt

On March 20, 2008, the District issued \$112,000,000 Variable Rate Refunding and Improvement Revenue Bonds (2008 Bonds) which were used to repay the 2004 Series Variable Rate Revenue Bonds on April 1, 2008 and provide additional funds for construction, bond issue costs, and increased debt service reserve.

At the end of the current fiscal year, the District had total outstanding bond indebtedness of \$111,580,000. The District's 2008 Bonds are due December 1, 2029 and pay a synthetically fixed interest rate of 3.5502% through maturity due to swap agreements in place at December 31, 2009. Interest payments are made monthly on the first business day of the subsequent month. Additionally, the District had a long-term liability to the Developer, McWhinney, of \$11,792,076 as a result of funding provided by the Developer to the District for operations and capital improvement costs, as well as a long-term liability to the Developer of \$102,809 for the accrued interest on the funding the Developer provided.

Additional information on the District's long-term debt can be found in Note 5 of this report.

Next Year's Budgets and Rates

In 2010, the District anticipates spending slightly less for items such as landscape maintenance, utilities, and repairs and maintenance, as well as for items such as accounting, management and administration, legal, and general engineering. Budgeted expenditures for the General fund in 2010 are \$1,324,269 and are anticipated to be primarily funded by LURA revenues and services fees from District No. 2.

Requests for Information

This financial report is designed to provide a general overview of the finances for Centerra Metropolitan District No. 1. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to: Centerra Metropolitan District No. 1, c/o Pinnacle Consulting Group, Inc., 5110 Granite Street, Suite C, Loveland, CO 80538.

BASIC FINANCIAL STATEMENTS

CENTERRA METROPOLITAN DISTRICT NO. 1
STATEMENT OF NET ASSETS
December 31, 2009

	Governmental Activities
ASSETS	
Cash and investments	\$ 762,591
Cash and investments - Restricted	26,733,131
Interest receivable	49,662
Service fees receivable	20,646
Other receivable	4,485
Prepaid insurance expense	25,998
Deferred charges (net of accumulated amortization)	1,726,294
Capital assets not being depreciated	
Construction in progress	11,222,211
Water rights	3,423,082
Capital assets, net	27,757,937
Total assets	71,726,037
LIABILITIES	
Accounts payable	1,194,299
Bond interest payable	403,564
Deferred URA revenue	4,273,098
Noncurrent liabilities	
Due within one year	765,947
Due in more than one year	117,275,471
Total liabilities	123,912,379
NET ASSETS	
Invested in capital assets, net of related debt	(24,184,346)
Restricted for:	
Emergency reserves	48,800
Debt service	47,903
Capital projects	74,868
Unrestricted	(28,173,569)
Total net assets	\$ (52,186,344)

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

CENTERRA METROPOLITAN DISTRICT NO. 1
STATEMENT OF ACTIVITIES
Year Ended December 31, 2009

<u>Functions/Programs</u>	<u>Program Revenues</u>			<u>Net (Expense) Revenue and Changes in Net Assets</u>
	<u>Expenses</u>	<u>Charges for Services</u>	<u>Operating Grants and Contributions</u> <u>Capital Grants and Contributions</u>	
Primary government:				
Government activities:				
General government	\$ 3,447,988	\$ 3,755,581	\$ -	\$ 307,593
Dedication of capital assets to other government	6,723,850	-	-	\$ (6,723,850)
Interest related costs on long-term debt	10,292,996	59,413	-	(10,233,583)
	<u>\$ 20,464,834</u>	<u>\$ 3,814,994</u>	<u>\$ -</u>	<u>\$ (16,649,840)</u>

General revenues:

Net investment income and other income	112,452
Service fees - District Nos. 2 & 3	319,837
URA revenues	7,971,632
Total general revenues	<u>8,403,921</u>
Change in net assets	<u>(8,245,919)</u>
Net assets - Beginning	<u>(43,940,425)</u>
Net assets - Ending	<u>\$ (52,186,344)</u>

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

CENTERRA METROPOLITAN DISTRICT NO. 1

BALANCE SHEET

GOVERNMENTAL FUNDS

December 31, 2009

	General	Debt Service	Capital Projects	Total Governmental Funds
ASSETS				
Cash and investments	\$ 762,591	\$ -	\$ -	\$ 762,591
Cash and investments - Restricted	48,800	14,241,932	12,442,399	26,733,131
Interest receivable	28	47,827	1,807	49,662
Receivable - Service fees	20,607	39	-	20,646
Other receivable	4,485	-	-	4,485
Prepaid insurance	25,998	-	-	25,998
TOTAL ASSETS	<u>\$ 862,509</u>	<u>\$ 14,289,798</u>	<u>\$ 12,444,206</u>	<u>\$ 27,596,513</u>
LIABILITIES AND FUND BALANCES				
LIABILITIES				
Accounts payable	\$ 100,063	\$ 382,741	\$ 711,495	\$ 1,194,299
Bond interest payable	-	403,564	-	403,564
Deferred URA revenue	-	4,273,098	-	4,273,098
Total liabilities	<u>100,063</u>	<u>5,059,403</u>	<u>711,495</u>	<u>5,870,961</u>
FUND BALANCES				
Reserved				
Prepays	25,998	-	-	25,998
Emergency reserve	48,800	-	-	48,800
Debt Service	-	9,230,394	-	9,230,394
Capital projects	-	-	11,732,711	11,732,711
Unreserved, reported in:				
General fund	687,648	-	-	687,648
Total fund balances	<u>762,446</u>	<u>9,230,394</u>	<u>11,732,711</u>	<u>21,725,551</u>
TOTAL LIABILITIES AND FUND BALANCES	<u>\$ 862,509</u>	<u>\$ 14,289,797</u>	<u>\$ 12,444,206</u>	

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

Capital assets used in governmental activities are not financial

resources and, therefore, are not reported as assets in the funds.

Capital assets, not being depreciated

14,645,293

Capital assets, net

27,757,937

Other long-term assets are not available to pay for current period expenditures and, therefore, are deferred in the funds.

Bond issue costs, net

1,726,294

Long-term liabilities, including Developer advances and bonds payable, are not due and payable in the current period and, therefore, are not reported as liabilities in the funds.

Bond payable

(111,580,000)

Cost of refunding, net

5,614,092

Developer advance payable

(11,792,076)

Developer advance interest payable

(102,809)

Waterline reimbursement agreement note payable

(180,626)

Net assets of governmental activities

\$ (52,186,344)

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

CENTERRA METROPOLITAN DISTRICT NO. 1
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES
GOVERNMENTAL FUNDS
Year Ended December 31, 2009

	General	Debt Service	Capital Projects	Total Governmental Funds
REVENUES				
Service fees - District 2 & 3	\$ 312,627	\$ 7,210	\$ -	\$ 319,837
Net investment and other income	12,299	66,925	34,161	113,385
Public Improvement fees	-	59,413	3,755,581	3,814,994
URA revenues	1,299,238	6,672,394	-	7,971,632
Total Revenues	<u>1,624,164</u>	<u>6,805,942</u>	<u>3,789,742</u>	<u>12,219,848</u>
EXPENDITURES				
Current				
Accounting & Financial Management	178,186	-	-	178,186
Audit	7,300	-	-	7,300
Chapungu Park	222,659	-	-	222,659
Directors' fees	2,500	-	-	2,500
District Management	169,738	-	370,974	540,712
Engineering	27,767	-	5,080	32,847
Hardscape maintenance	90,974	-	-	90,974
Insurance and bonds	27,481	-	-	27,481
Landscape maintenance	499,810	-	-	499,810
Legal	160,874	-	66,680	227,554
Reimbursement per Waterline Agreement - Principal	-	-	105,947	105,947
Reimbursement per Waterline Agreement - Interest	-	-	17,194	17,194
Office expense/miscellaneous	8,985	-	-	8,985
Snow removal and sidewalk sweeping	16,680	-	-	16,680
Utilities	48,418	-	-	48,418
Debt service				
Paying agent/trustee/banking fees	-	11,828	-	11,828
Bond principal	-	420,000	-	420,000
Interest expense - 2008 Bonds	-	4,259,640	-	4,259,640
Letter of credit fees - 2008 issue	-	1,859,700	-	1,859,700
Remarketing fees	-	151,590	-	151,590
City of Loveland collection fees	-	80,320	-	80,320
Capital outlay	-	-	10,209,914	10,209,914
Total expenditures	<u>1,461,372</u>	<u>6,783,078</u>	<u>10,775,789</u>	<u>19,020,239</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	<u>162,792</u>	<u>22,864</u>	<u>(6,986,047)</u>	<u>(6,800,391)</u>
OTHER FINANCING SOURCES (USES)				
Developer advance	-	-	7,580,553	7,580,553
Unrealized gain/loss on investments	-	(216,387)	-	(216,387)
Repayment of developer advance - Principal	-	-	(2,225,686)	(2,225,686)
Repayment of developer advance - Interest	-	-	(384,895)	(384,895)
Total other financing sources (uses)	<u>-</u>	<u>(216,387)</u>	<u>4,969,972</u>	<u>4,753,585</u>
NET CHANGE IN FUND BALANCES	162,792	(193,523)	(2,016,075)	(2,046,806)
FUND BALANCES - BEGINNING OF YEAR	599,654	9,423,917	13,748,786	23,772,357
FUND BALANCES - END OF YEAR	<u>\$ 762,446</u>	<u>\$ 9,230,394</u>	<u>\$ 11,732,711</u>	<u>\$ 21,725,551</u>

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

CENTERRA METROPOLITAN DISTRICT NO. 1
RECONCILIATION OF THE STATEMENT OF REVENUES,
EXPENDITURES AND CHANGES IN FUND BALANCES OF GOVERNMENTAL FUNDS
TO THE STATEMENT OF ACTIVITIES
Year Ended December 31, 2009

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

Net change in fund balances - Total governmental funds \$ (2,046,806)

Governmental funds report capital outlays as expenditures. In the statement of activities capital outlay is not reported as an expenditure. However, the statement of activities will report as depreciation expense the allocation of the cost of any depreciable asset of the estimated useful life of the asset.

Capital outlay	7,229,847
Dedication of infrastructure to other governments	(6,723,850)
Depreciation	(1,543,881)

The issuance of long-term debt (e.g., bonds, Developer advances) provides current financial resources to governmental funds, while the repayment of the principal of long-term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net assets. Also, governmental funds report the effect of issuance costs, premiums, discounts, and similar items when debt is first issued, whereas these amounts are deferred and amortized in the statement of activities. This amount is the net effect of these differences in the treatment of long-term debt and related items.

Current year debt - Developer advance	(7,580,553)
Current year repayment of Developer advance - Principal	2,225,686
Current year repayment of Developer advance - Interest	384,895
Current year repayment of Bonds - Principal	420,000
Current year amortization of bond issuance expenses	(132,583)
Current year amortization of cost of refunding	(431,175)
Current year reimbursement per waterline agreement - Principal	105,947
Forgiveness of developer advance payable	215,454

Some expenses reported in the statement of activities do not require the use of current financial resources and, therefore, are not reported as expenditures in governmental funds.

Accrued interest on Developer advance - Change in liability	(368,900)
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Changes in net assets of governmental activities	\$ (8,245,919)
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These financial statements should be read only in connection with
the accompanying notes to financial statements.

CENTERRA METROPOLITAN DISTRICT NO. 1
GENERAL FUND
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN
FUND BALANCES - BUDGET AND ACTUAL
Year Ended December 31, 2009

	Original and Final Budget	Actual Amounts	Variance with Final Budget Positive (Negative)
REVENUES			
Service fees - District 2	\$ 335,934	\$ 312,283	\$ (23,651)
Service fees - District 2	345	344	(1)
Net investment and other income	20,000	12,299	(7,701)
URA revenues (O&M)	1,631,242	1,299,238	(332,004)
Total Revenues	<u>1,987,521</u>	<u>1,624,164</u>	<u>(363,357)</u>
EXPENDITURES			
Accounting & financial consulting	221,400	178,186	43,214
Audit	10,000	7,300	2,700
Chapungu Park	264,967	222,659	42,308
Directors' fees	1,900	2,500	(600)
District management & admin	169,200	169,738	(538)
Engineering & other professional services	62,000	27,767	34,233
Hardscape maintenance	103,800	90,974	12,826
Insurance	23,000	27,481	(4,481)
Landscape maintenance and repairs	550,936	499,810	51,126
Legal	120,000	160,874	(40,874)
Office, dues & other	5,000	8,985	(3,985)
Snow removal and sidewalk sweeping	60,026	16,680	43,346
Thompson Valley EMS IGA Pmt	22,000	-	22,000
Utilites	70,000	48,418	21,582
Contingency	290,000	-	290,000
Total expenditures	<u>1,974,229</u>	<u>1,461,372</u>	<u>512,857</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	<u>13,292</u>	<u>162,792</u>	<u>149,500</u>
FUND BALANCES - BEGINNING OF YEAR	<u>131,916</u>	<u>599,654</u>	<u>467,738</u>
FUND BALANCES - END OF YEAR	<u>\$ 145,208</u>	<u>\$ 762,446</u>	<u>\$ 617,238</u>

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

CENTERRA METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2009

NOTE 1 – DEFINITION OF REPORTING ENTITY

Centerra Metropolitan District No. 1 (District), a quasi-municipal corporation was organized on May 20, 2004, and is governed pursuant to provisions of the Colorado Special District Act (Title 32, Article 1, Colorado Revised Statutes). The District's service area is located in the City of Loveland (City), Larimer County, Colorado. The District was established to provide construction, installation, financing and operation of public improvements, including streets, traffic safety controls, landscaping, water, sanitary sewer, storm drainage, television relay, and park and recreation facilities. The District's service plan was approved by the City. Pursuant to the consolidated service plan for Centerra Metropolitan Districts No. 1-4, the District operates as the Service District related to Centerra Metropolitan District No. 2 (Commercial District), Centerra Metropolitan District No. 3 (Residential District), Centerra Metropolitan District No. 4 (Regional Improvements District) and Centerra Metropolitan District No. 5 (Industrial District).

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

On January 26, 2004, Centerra Public Improvement Collection Corporation (PIC Corporation) and the Centerra Retail Sales Fee Corporation (RSF Corporation) were formed. Both PIC Corporation and RSF Corporation are nonprofit corporations that were formed for the purpose of adopting and imposing Declarations and Covenants on property within Centerra and for the purpose of imposing and collecting certain fees. PIC Corporation and RSF Corporations have entered into an agreement with the District whereby on June 4, 2004, PIC and RSF Corporations have agreed to remit to the District certain revenues received from fees imposed by PIC and RSF Corporations in consideration of the District's financing, construction and operation of public improvements which benefit the members of PIC and RSF Corporations. In the refinancing of the 2004 bonds in March of 2008, the RSF Corporation was released from its agreement.

The District is not financially accountable for any other organization, including Centerra Metropolitan Districts No. 2-4, PIC Corporation and RSF Corporation, nor is the District a component unit of any other primary governmental entity, including the City.

CENTERRA METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2009

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 assets 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. Governmental activities are normally supported by taxes and intergovernmental revenues.

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

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.

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

Measurement Focus, Basis of Accounting, and Financial Statement Presentation

The government-wide financial statements are reported using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Grants and similar items are recognized as revenues as soon as all eligibility requirements imposed by the provider have been met. Depreciation is computed and recorded as an operating expense. Expenditures for capital assets are shown as increases in assets and redemption of bonds and notes are recorded as a reduction in liabilities.

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the government considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. The major sources of revenue susceptible to accrual are service fees and public improvement fees.

CENTERRA METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2009

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

All other revenue items are considered to be measurable and available only when cash is received by the District. The District determined that Developer advances are not considered as revenue susceptible to accrual. Expenditures, other than interest on long-term obligations are recorded when the liability is incurred or the long-term obligation paid.

The District reports the following major governmental funds:

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 Debt Service Fund accounts for the resources accumulated and payments made for principal and interest on long-term general obligation debt of the governmental funds.

The Capital Projects fund is used to account for financial resources to be used for the acquisition and construction of capital equipment and facilities.

As a general rule, the effect of interfund activity has been eliminated from the government-wide financial statements.

When both restricted and unrestricted resources are available for use, it is the District'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 total 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.

During the year ended December 31, 2009, supplementary appropriations approved by the District's Board of Directors modified the appropriations from \$6,597,382 to \$6,815,157 in the Debt Service Fund.

CENTERRA METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2009

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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 fund's average equity balance in the total cash.

Investments are carried at fair value.

Capital Assets

Capital assets, which include property, plant, equipment, and infrastructure assets (e.g. roads, bridges, sidewalks, and similar items), are reported in the applicable governmental 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.

Capital assets which are anticipated to be conveyed to other governmental entities are recorded as construction in progress, and are not included in the calculation of invested in capital assets, net of related debt component of the District's net assets.

There is a two year warranty period on the assets that were conveyed to the City of Loveland. The costs associated with the warranty during 2009 were \$121,838.

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 fixed assets, as applicable.

Depreciation expense has been computed using the straight-line method over the following estimated economic useful life:

Monumentation	20 years
Landscape/Parks and recreation	20 years
Promenade infrastructure	20 years
Conduit - Street	20 years

CENTERRA METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2009

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Amortization

Bond Issue Costs

In the government-wide financial statements, bond issuance costs are reported as deferred charges and amortized over the term of the related debt using the effective interest method.

In the fund financial statements, governmental fund types recognize bond issue costs during the current period. The face amount of debt issued is reported as other financing sources. Issuance costs, whether or not withheld from the actual debt proceeds received, are reported as debt service or capital projects expenditures.

Fund Equity

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

Reserved Fund Balance

Emergency reserves have been provided for as required by Article X, Section 20 of the Constitution of the State of Colorado. \$48,800 of the fund balance has been reserved in compliance with this requirement.

The reserved fund balance in the Debt Service Fund in the amount of \$9,230,394 is to be used exclusively for future debt service payments.

The reserved fund balance in the Capital Projects Fund in the amount of \$11,732,711 represents bond proceeds and Developer advances for completion of capital projects.

An amount of the fund balance equal to the reported prepaid expense is reserved to indicate that the prepaid expense does not constitute spendable resources even though it is a component of fund balance.

CENTERRA METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2009

NOTE 3 – CASH AND INVESTMENTS

Cash and investments as of December 31, 2009 are classified in the accompanying financial statements as follows:

Statement of net assets:

Cash and investments	\$ 762,591
Cash and investments - Restricted	<u>26,733,131</u>
Total cash and investments	<u>\$ 27,495,722</u>

Cash and investments as of December 31, 2009, consist of the following:

Deposits with financial institutions	\$ 22,891
Investments	<u>27,472,831</u>
Total cash and investments	<u>\$ 27,495,722</u>

Deposits with Financial Institutions

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

The State Commissioners for banks 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, 2009, the District's cash deposits had a bank balance of \$179,869 that was either federally insured or collateralized by PDPA, and a carrying balance of \$22,891.

Investments

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

CENTERRA METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2009

NOTE 3 – CASH AND INVESTMENTS (CONTINUED)

The District generally limits its concentration of investments to local government investment pools, which are believed to have minimal credit risk, minimal interest rate risk and no foreign currency risk. Additionally, the District is not subject to concentration risk disclosure requirements or subject to investment custodial credit risk for investments that are in the possession of another party.

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

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

- Obligations of the United States, certain U.S. government agency securities and securities of the World Bank.
- General obligation and revenue bonds of U.S. local government entities
- Bankers' acceptances of certain banks
- Commercial paper
- Written repurchase agreements and certain reverse repurchase agreements collateralized by certain authorized securities
- Certain money market funds
- Guaranteed investment contracts
- Local government investment pools

As of December 31, 2009, the District had the following investments:

<u>Government Activities</u>		<u>Investment Maturity (in Years)</u>			
Investment Type	Standard and Poor's Rating	Less than 1	1-3	4-5	Total
U.S. Agency Securities	AAAm	\$ -	\$ 3,071,233	\$ 6,007,972	\$ 9,079,205
Local Government Investment Pool	AAAm	18,393,626	-	-	18,393,626
Total		\$ 18,393,626	\$ 3,071,233	\$ 6,007,972	\$ 27,472,831

CENTERRA METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2009

NOTE 3 – CASH AND INVESTMENTS (CONTINUED)

COLOTRUST

During 2009, the District invested in the Colorado Local Government Liquid Asset Trust (the Trust), 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 the Trust. The Trust operates similarly to a money market fund and each share is equal in value up to \$1.00. The Trust offers shares in two portfolios, COLOTRUST PRIME and COLOTRUST PLUS+, both of which are rated AAAM from Standard and Poor's. Both portfolios may invest in U.S. Treasury securities and repurchase agreements collateralized by U.S. Treasury securities. COLOTRUST PLUS+ may also invest in certain obligations of U.S. government agencies, highest rated commercial paper and repurchase agreements collateralized by certain obligations of U.S. government agencies. A designated custodial bank serves as custodian for the Trust's portfolios pursuant to a custodian agreement. The custodian acts as safekeeping agent for the Trust's investment portfolios and provides services as the depository in connection with direct investments and withdrawals. The custodian's internal records segregate investments owned by the Trust. As of December 31, 2009, the Centerra Metropolitan District No. 1 had \$1,572,713 invested in COLOTRUST PLUS+ and \$16,820,913 invested in COLOTRUST PRIME (funds invested by ANB).

CENTERRA METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2009

NOTE 4 – CAPITAL ASSETS

An analysis of the changes in capital assets for the year ended December 31, 2009, follows:

	Balance at December 31, 2008	Increases	Decreases	Balance at December 31, 2009
Governmental Activities:				
Capital assets, not being depreciated:				
Construction in progress	\$ 11,028,136	\$ 6,917,925	\$ 6,723,850	\$ 11,222,211
Water rights	3,423,082	-	-	3,423,082
Total capital assets, not being depreciated	14,451,218	6,917,925	6,723,850	14,645,293
Capital assets, being depreciated:				
Monumentation	4,550,218	-	-	4,550,218
Landscape improvements	5,250,073	210,086	-	5,460,159
Promenade shops	20,988,826	-	-	20,988,826
Conduit - Streets	-	101,838	-	101,838
Total capital assets, being depreciated	30,789,117	311,924	-	31,101,041
Less accumulated depreciation for:				
Monumentation	620,286	227,511	-	847,797
Landscape improvements	688,040	266,081	-	954,121
Promenade shops	490,896	1,049,441	-	1,540,337
Conduit - Streets	-	849	-	849
Total accumulated depreciation	1,799,222	1,543,882	-	3,343,104
Total capital assets, being depreciated, net	28,989,895	(1,231,958)	-	27,757,937
Governmental activities capital assets, net	\$ 43,441,113	\$ 5,685,967	\$ 6,723,850	\$ 42,403,230

Depreciation expense was charged to functions/programs of the District as follows:

Governmental Activities:	
General government	\$ 1,543,882
Total depreciation expense - Governmental activities	\$ 1,543,882

CENTERRA METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2009

NOTE 5 – LONG-TERM OBLIGATIONS

The following is an analysis of the changes in the District’s long-term obligations for the year ended December 31, 2009.

	<u>Balance at December 31, 2008</u>	<u>Additions</u>	<u>Reductions</u>	<u>Balance at December 31, 2009</u>	<u>Due Within One Year</u>
Variable rate revenue and refunding bonds					
2008 Bonds	\$ 112,000,000	\$ -	\$ (420,000)	\$ 111,580,000	\$ 660,000
Cost on bond refunding	(6,045,268)	-	431,175	(5,614,093)	(429,558)
Developer advances	6,652,662	7,580,552	(2,441,138)	11,792,076	-
Interest on Developer advances	118,804	368,900	(384,895)	102,809	-
Waterline reimbursement agreement note payable	286,573	-	(105,947)	180,626	105,947
	<u>\$ 113,012,771</u>	<u>\$ 7,949,452</u>	<u>\$ (2,920,805)</u>	<u>\$ 118,041,418</u>	<u>\$ 336,389</u>

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

Variable Rate Refunding and Improvement Revenue Bonds, Series 2008 (2008 Bonds) dated March 14, 2008 were issued on March 20, 2008, in the original amount of \$112,000,000 for the purpose of: (i) refunding the District's outstanding Variable Rate Revenue Bonds, Series 2004, including payment of a termination payment due in connection with an interest rate exchange agreement related thereto; (ii) acquiring and constructing certain public infrastructure improvements in the District required for the Development, consisting generally of streets, water, sanitary sewer, park and recreation, and related improvements, including reimbursements to the Developer for amounts advanced for such purposes; (iii) funding a Debt Service Reserve Account (which, while the Letter of Credit is in effect, is pledged to the Bank and not to the Series 2008 Bonds); and (iv) paying certain costs related to the issuance of the Series 2008 Bonds. The 2008 Bonds are term bonds due on December 1, 2029, with mandatory redemption principal payments starting at \$420,000 on December 1, 2009, and increasing annually thereafter.

The bonds are subject to redemption prior to maturity at the option of the District at certain dates depending upon the interest rate mode. The bonds are currently remarketed in the weekly mode. Interest is payable on the first business day of each calendar month. The District may effect a change in mode to a daily, monthly, semi-annual, annual, flexed pricing or fixed rate mode by giving proper notice in accordance with the provisions in the Indenture.

CENTERRA METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2009

NOTE 5 – LONG-TERM OBLIGATIONS (CONTINUED)

The bonds are secured by and payable from the Pledged Revenue consisting of monies derived by the District from the following sources, net of any collection costs: (1) Tax Increment Financing (TIF) Revenues derived from the Required Mill Levy, (2) Public Improvement Fee (PIF) Revenues, and (3) any other legally available monies which the District determines to be treated as Pledged Revenue. The bonds are also secured by amounts held by the Trustee in the Reserve Fund(s). Required Mill Levy means an ad valorem mill levy imposed upon all taxable property of Centerra Metropolitan District No. 2 each year in a amount sufficient to pay the principal, premium if any, and interest on the bonds as the same become due and payable and to make up any deficiencies in the Reserve Fund. The maximum Required Mill Levy is 72 mills and the minimum Mill Levy is 35 mills, with respect to Centerra Metropolitan District No. 2, adjusted for changes in the ratio of actual value to assessed value of property within the District. As of December 31, 2009, the adjusted maximum mill levy is 72 mills and the adjusted minimum mill levy is 35 mills. For collection year 2009, the District levied 42.6 mills with respect to District No. 2 and 6.655 mills for District No. 2 debt only portion of District No. 2.

Letter of Credit

Concurrently with the issuance of the 2008 Bonds, the District established an irrevocable direct pay Letter of Credit with Compass Bank in the amount of \$112,000,000. The Letter of Credit expires March 20, 2013, unless extended and subject to certain acts of default as defined in the Indenture and the Reimbursement Agreement. Letter of Credit facility fees are paid quarterly at an annual rate of up to 1.50% per annum on the daily average undrawn Stated Amount of the Letter of Credit. The Facility Fee Rate is currently 1.50% per annum and thereafter the Facility Fee Rate will be determined by the debt service coverage ratio for the immediately preceding fiscal year as follows:

Coverage Ratio	Facility Fee Rate
<1.50%	1.50%
1.51% - 1.75%	1.25%
>1.75%	1.00%

Flow of Funds

Pursuant to the Indenture, the Trustee has established a Revenue Bond Fund. Pursuant to the Custodial Agreement, the District is to deposit the following pledged revenues into the Revenue Bond Fund: i) Tax Increment Financing (TIF) Revenues; and ii) Residential Contributions, defined by the "Residential District IGA" as an amount equal to the assessment of 5 mills against taxable property within the Residential District (Centerra Metropolitan Districts 2 - 4), from the

CENTERRA METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2009

NOTE 5 – LONG-TERM OBLIGATIONS (CONTINUED)

earlier of: (a) the issuance of the first certificate of occupancy in the Residential District; or (b) January 1, 2009, through at least August 19, 2029. Also, the Custodial Agreement requires that the following Bank Collateral Revenues are to be deposited in the following subaccounts of the Collateral Revenue Fund: i) into the PIF Revenue Account all Public Improvement Fee (PIF) Revenues; ii) into the S/O Tax Revenue Account, all specific ownership tax revenues. The revenues deposited into the Revenue Bond Fund and the Collateral Revenue Fund are to be used as set forth below.

Revenue Bond Fund

Amounts deposited into the Revenue Bond Fund are to be applied to the following purposes in the following order of disbursement priority, provided that such transfers are to be made first from the TIF Revenue Account, second, from the Residential Tax Revenue Account, and third, from the PIF Bond Account.

- i) Payment of Fees due to the Custodian and payment of LOC Facility Fees.
- ii) Payments on debt service on the 2008 Bonds, and then payments on the swap agreement with Royal Bank of Canada (RBC) (see Note 8).
- iii) Payments to replenish the Debt Service Reserve Funds to the extent that the Debt Service Fund Requirement is not being met. The Debt Service Reserve Fund Requirement is \$9,411,000.
- iv) Payment for Swap Termination if needed.
- v) Payment to the Loveland Urban Renewal Authority (LURA) as the Regional Allocation pursuant to the terms of the Master Financing Agreement (MFA).
- vi) Payment for operations of the District, not to exceed the District's annual operating budget and not greater than \$167,000 per month when combined with transfers made from the Collateral Revenue Fund, without prior written consent of the majority bank.

Collateral Revenue Fund

Amounts deposited into the Revenue Bond Fund are to be applied to the following purposes in the following order of disbursement priority, provided that such transfers are to be made first from PIF Revenue Account then from the S/O Tax Revenue Account:

- i) From the amount on deposit in the PIF Revenue Account to the City for any unpaid fees or expenses due under the terms on the Collection Agreement.
- ii) From amounts on deposit in the PIF Revenue Account to the PIF Bond Account of the Revenue Bond Fund, to fund any insufficiencies of the Revenue Bond Fund as outlined above.

CENTERRA METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2009

NOTE 5 – LONG-TERM OBLIGATIONS (CONTINUED)

- iii) To the Letter of Credit Bank from any Collateral Revenue Fund for amounts remaining due under the Reimbursement Agreement.
- iv) Solely from the amounts on deposit in the PIF Revenue Account to the LURA as the Regional Allocation pursuant to the terms of the MFA.
- v) Payment for operations of the District, not to exceed the District's annual operating budget and not greater than \$167,000 per month when combined with transfers made from the Revenue Bond Fund, without prior written consent of the majority bank.

The District entered into a swap agreement with Royal Bank of Canada during 2008 for the purpose of creating a synthetic fixed interest rate on their 2008 Bonds of 3.5502% per annum (see Note 8).

The District's long-term obligations, using a synthetic fixed interest rate of 3.5502% plus .60% allowance for market interest rates at December 31, 2009, through 2029, will mature as follows:

The District's long-term obligations will mature as follows:

	Governmental Activities		
	Principal	Interest	Total
2010	\$ 660,000	\$ 4,630,794	\$ 5,290,794
2011	2,375,000	4,603,403	6,978,403
2012	3,090,000	4,504,836	7,594,836
2013	3,310,000	4,376,595	7,686,595
2014-2018	21,380,000	19,547,034	40,927,034
2019-2023	28,825,000	14,501,429	43,326,429
2024-2028	38,185,000	7,787,023	45,972,023
2029	13,755,000	570,860	14,325,860
	<u>\$ 111,580,000</u>	<u>\$ 60,521,974</u>	<u>\$ 172,101,974</u>

CENTERRA METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2009

NOTE 5 – LONG-TERM OBLIGATIONS (CONTINUED)

Swap Payments and Associated Debt

Using rates as of December 31, 2009, debt service requirements of the variable rate debt and net swap payments, assuming current interest rates remain the same for their term, were as follows. As rates vary, variable rate bond interest payments and net swap payments will vary (see Note 8).

	<u>2008 Series Variable Rate Bonds</u>		<u>Interest Rate</u>	<u>Total</u>
	<u>Principal</u>	<u>Interest</u>	<u>Swap, Net</u>	
2010	\$ 660,000	\$ 669,480	\$ 3,961,314	\$ 5,290,794
2011	2,375,000	665,520	3,937,883	6,978,403
2012	3,090,000	651,270	3,853,566	7,594,836
2013	3,310,000	632,730	3,743,865	7,686,595
2014-2018	21,380,000	2,825,940	16,721,094	40,927,034
2019-2023	28,825,000	2,096,490	12,404,939	43,326,429
2024-2028	38,185,000	1,125,780	6,661,243	45,972,023
2029	13,755,000	82,530	488,330	14,325,860
	<u>\$ 111,580,000</u>	<u>\$ 8,749,740</u>	<u>\$ 51,772,234</u>	<u>\$ 172,101,974</u>

Refunding

On March 20, 2008, the District advance refunded and defeased (debt legally satisfied) \$57,000,000 of Variable Rate Revenue Bonds dated October 15, 2004, with an average interest rate of 4.25% by the issuance of \$112,000,000 Variable Rate Refunding and Improvement Revenue Bonds dated March 14, 2008, with an average interest rate of 3.5502%. The District advance refunded the 2004 Series bonds to reduce its interest rate over the next 21 years. There was an economic loss (difference between the present values of the debt service payments on the old and new debt) of \$(1,756,262). Restrictions on the monies restricted for interest payments and the reserve account pertaining to the defeased bonds were removed under the new refunding.

The defeased bonds are not considered a liability of the District since sufficient funds in the amount of \$57,131,489 were deposited with a trustee and invested in U.S. government securities for the purpose of paying the principal and interest of the defeased bonds until the call date, April 1, 2008, at which point the bonds were repaid in their entirety from the remaining funds in the escrow account. As of December 31, 2009, the outstanding principal balance of the bonds is \$-0-.

CENTERRA METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2009

NOTE 5 – LONG-TERM OBLIGATIONS (CONTINUED)

In the government-wide statements, the District incurred a cost on bond refunding in the amount of \$6,345,893, which has been deferred and is being amortized over the life of the new debt.

Authorized Debt

On May 4, 2004, a majority of the qualified electors of the District authorized the issuance of indebtedness in an amount not to exceed \$5,350,000,000 at an interest rate not to exceed 18% per annum. At December 31, 2009, the District had authorized but unissued indebtedness in the following amounts allocated for the following purposes:

	Amount Authorized May 4, 2004	Authorization Used Series 2004 Bonds	Authorization Used Series 2008 Bonds	Authorized But Unissued
Street improvement	\$ 350,000,000	\$ 28,226,400	\$ 24,426,816	\$ 297,346,784
Traffic and safety controls	350,000,000	1,185,600	2,149,711	346,664,689
Water supply system	350,000,000	1,026,000	7,533,504	341,440,496
Sanitary sewer and storm drainage	350,000,000	12,369,000	13,449,969	324,181,031
Parks and recreation	350,000,000	14,067,600		335,932,400
Public transportation	350,000,000	125,400		349,874,600
Television relay and transmission	350,000,000			350,000,000
Mosquito control	350,000,000			350,000,000
Fire protection	350,000,000			350,000,000
Administrative/management services	50,000,000			50,000,000
Refinancing district debt	700,000,000		64,440,000	635,560,000
Intergovernmental agreements among Centerra Metropolitan Districts Nos. 1-5	500,000,000			500,000,000
Contracts with other political subdivisions	500,000,000			500,000,000
Reimbursement obligations to private entities	400,000,000			400,000,000
Construction management	50,000,000			50,000,000
	<u>\$ 5,350,000,000</u>	<u>\$ 57,000,000</u>	<u>\$ 112,000,000</u>	<u>\$ 5,181,000,000</u>

Pursuant to the Service Plan, the District is not limited as to bond indebtedness. Required Mill Levy is discussed under Bonds.

The District does not anticipate issuing bonds in the year ending December 31, 2010, as set forth in the budget for the year ending December 31, 2010.

CENTERRA METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2009

NOTE 6 – NET ASSETS

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

Invested in capital assets, net of related debt consists of capital assets, net of accumulated depreciation and reduce by the outstanding balances of bonds and other borrowings that are attributable to the acquisition, constructions, or improvement of those assets. As of December 31, 2009, the District had invested in capital assets, net of related debt calculated as follows:

	Governmental Activities
Invested in capital assets, net of related debt:	
Capital assets, net	\$ 31,181,019
Unspent bond proceeds	12,121,192
Bond issuance costs (net of accumulated amortization)	1,004,050
Current and noncurrent portion of long-term obligations - Bonds	(64,897,358)
Cost of refunding, net of accumulated amortization	3,265,279
Noncurrent portion of long-term obligations - Developer advances	(6,858,528)
Invested in capital asset, net of related debt	\$ (24,184,346)

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 had restricted net assets as of December 31, 2009 as follows:

	Governmental Activities
Restricted net assets:	
Emergencies (see Note 2)	\$ 48,800
Debt service	47,903
Capital projects	74,868
Total restricted net assets	\$ 171,571

The District's unrestricted net assets as of December 31, 2009 totaled \$(28,173,569). This deficit amount was a result of the District being responsible for the financing and repayment of bonds issued for the construction of public improvements which were conveyed to other governmental entities and which costs were removed from the District's financial records.

CENTERRA METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2009

NOTE 7 – RELATED PARTY

The Developers of the property which constitutes the District are McWhinney; Centerra Residential, LLC; Centerra Properties West, LLC (CPW); Rocky Mountain Village II, LLLP (RMVII); and SMP4 Investments, Inc. (SMP4). The members of the Board of Directors are employees, owners or are otherwise associated with the Developers and have disclosed any potential conflicts of interest in taking action on matters brought before the Board. The District owes CPW \$4,060,857, RMVII \$-0-, and SMP4 \$1,344,610 as of December 31, 2009 for a total of \$5,405,467 in principal outstanding for related party Developer advances (see Note 5).

NOTE 8 – AGREEMENTS

Master Financing Agreement

The Master Financing Agreement (MFA) was entered into between the District, the City, the Loveland Urban Renewal Authority (LURA), the Developer, Centerra Public Improvement Collection Corporation, and Centerra Public Improvement Development Corporation on August 19, 2004. Pursuant to the MFA the LURA assigned the net TIF Revenues to the District for the purpose of financing certain public improvements. The MFA also requires the recording of the PIF Covenant against all of the property within the Commercial District to provide for the imposition of a Public Improvement Fee. In connection with the PIF the City agrees in the MFA to grant a credit against the collection of 1.25% of its 3.0% sales tax on taxable sales transactions occurring within the Commercial District. The MFA also provides for the payment to the District by the Residential District of 5.000 mills against the property in the Residential District (referred to as the Residential Contribution). The MFA authorizes the District to provide for the construction or acquisition of certain public improvements.

Funding and Reimbursement Agreement (Capital Costs)

On November 20, 2008, the District entered into that certain Second Amended and Restated Advance and Reimbursement Agreement with SMP4 Investments, Inc., (“SMP4”), which provides for loans to the District in an amount not to exceed \$10,800,000. The agreement is secured by a promissory note made by the District, payable to SMP4, which notes bears interest at a rate of two percent plus the Federal Reserve Bank Prime Rate, simple interest. The agreement expired on December 31, 2009.

CENTERRA METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2009

NOTE 8 – AGREEMENTS (CONTINUED)

On November 20, 2008, the District entered into that certain Second Amended and Restated Advance and Reimbursement Agreement with Centerra Properties West, LLC (“CPW”), which provides for loans to the District in an amount not to exceed \$9,260,000. This agreement was subsequently amended On May 1, 2009, to increase the amount of funding capacity under the agreement to \$15,260,000. This agreement, as amended, expired on December 31, 2009. The agreement is secured by a promissory note made by the District, payable to CPW, which note bears interest at a rate of two percent plus the Federal Reserve Bank Prime Rate, simple interest.

On May 1, 2009, the District entered into that certain 2009 Advance and Reimbursement Agreement with CPW, which provides for loans to the District to fund specific projects, in an amount not to exceed \$715,000. The agreement is secured by a promissory note made by the District, payable to CPW, which note bears interest at a rate of two percent plus the Federal Reserve Bank Prime Rate or six percent, whichever is greater, such interest to compound annually. This agreement expired on December 31, 2009.

On May 1, 2009, the District entered into that certain 2009 Advance and Reimbursement Agreement with SMP4, which provides for loans to the District to fund specific projects, in an amount not to exceed \$50,000. The agreement is secured by a promissory note made by the District, payable to SMP4, which note bears interest at a rate of two percent plus the Federal Reserve Bank Prime Rate or six percent, whichever is greater, such interest to compound annually. This agreement expired on December 31, 2009.

Waterline Reimbursement Agreement

On March 15, 2007, the District entered into a Waterline reimbursement agreement with the City of Loveland (City). Under the terms of this agreement the District agrees to reimburse the City for 100% of eligible costs associated with the installation of a sixteen inch (16") waterline to benefit certain properties within the District. The amount due to the City, based on the actual eligible costs, was determined to be \$529,736, spread out equally over five (5) years with payments of \$105,947 plus interest due on June 1 of each year starting in 2007. Interest due is determined by multiplying the balance due by the interest rate of 6%. On May 17, 2007, the District made the first required payment to the City in the amount of \$169,000 (based on initial cost estimates) which was \$31,269 more than the required payment of \$137,731, including interest. This overpayment was subtracted from the balance due. In 2009, the District made the third required payment to the city in the amount of \$123,141 consisting of \$105,947 principal and \$17,194 interest. The balance due at December 31, 2009 is \$180,626 (see Note 5).

CENTERRA METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2009

NOTE 8 – AGREEMENTS (CONTINUED)

Interest Rate Swaps

On August 11, 2005, the District entered into a swap agreement with RBC for the notional amount of \$57,000,000 (referred to as the 2005 swap). On March 20, 2008, the District terminated the 2005 swap. On March 20, 2008, the District entered into a new swap agreement with RBC for the notional amount of \$112,000,000 (referred to as the 2008 swap).

Objective of the interest rate swaps. As a means to lower its borrowing costs, when compared against fixed rate bonds at the time of issuance in March 2008, the District has entered into an interest rate swap in connection with its \$112 million Series 2008 Variable Rate Refunding and Improvement Revenue Bonds. The intention of the swap is to effectively change the District's variable interest rate on the 2008 Bonds to a synthetic fixed rate of 3.5502% through the life of the 2008 Bonds.

Terms. The 2008 Bonds mature on December 1, 2029, and the 2008 swap matures on December 1, 2029. The principal amount of the 2008 Bonds of \$111.58 million matches the notional amount of the 2008 swap. Under the swap, the District pays the counterparty a fixed payment of 3.5502% through December 1, 2029, and receives a variable payment based on the Securities Industry and Financial Markets Association Swap Index (SIFMA). The 2008 Bonds' variable rate coupons are also based on the SIFMA.

Fair Value. The 2008 swap has a negative fair value of \$3,985,896 as of December 31, 2009. The fair value was determined to be the market price of the swaps at December 31, 2009.

Credit Risk. As of December 31, 2009, the District was not exposed to credit risk because the swap had a negative fair value. However, should interest rates change and the fair market value of the swap becomes positive, the District would be exposed to credit risk in the amount of the derivative's fair value. The 2008 swap counterparty was rated "AA"/Stable Outlook by Fitch Ratings and Standard & Poor's and "Aaa"/Negative Outlook by Moody's Investors Service as of December 31, 2009.

Basis Risk. The District has managed its basis risk by choosing to receive their variable rate payments from RBC based on the SIFMA, which will closely approximate the variable rate interest payments due on the 2008 Bonds.

CENTERRA METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2009

NOTE 8 – AGREEMENTS (CONTINUED)

Termination Risk. The District or RBC may terminate the swap if the other party fails to perform under the terms of the contract. The swaps may be terminated at any time based on the District's option or because of default. If the District decides to take its option to terminate the agreement, it is obligated to give two business days notice and pay a settlement amount to free itself of the swap contract. If an event of default occurs by RBC, for instance if their credit rating falls below "A-" as issued by Fitch Ratings or Standard & Poor's or "A3" as issued by Moody's Investors Service, the swap can be terminated. Also, if at the time of the termination, the swap has a negative fair value, the District would be liable to RBC for a payment equal to the absolute value of the swap's fair value, or, if the fair value of the swap is positive, the District will pay the fair value of the swap.

Centerra Public Improvement Collection Corporation Reimbursement Agreement

On April 13, 2009, the District entered into that certain Reimbursement Agreement (the "Agreement") with the Centerra Public Improvement Collection Corporation (the "PIC"), pursuant to which the PIC advanced to the District \$1,145,000, which the District applied to the costs of the Crossroads Interchange Interim Improvements. Pursuant to the Agreement, the District is required to repay the advanced funds not later than January 20, 2029; provided, however, that the District's obligation to repay the PIC is contingent upon: 1. The Crossroads Interchange Interim Improvements being included within the US 34/Crossroads Corridor Renewal Plan, and 2. The District having funds available to make repayment to the PIC. The Agreement is a multiple fiscal year obligation of the District, and the repayment of funds to the PIC does not accrue any interest.

NOTE 9 - COMMITMENTS AND CONTINGENCIES

Construction Commitments

As of December 31, 2009, the District had unexpended construction commitments of approximately \$7,237,133.

CENTERRA METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2009

NOTE 10 – 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, 2009. 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 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 11 – 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 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 May 4, 2004, a majority of the District's electors authorized the District to collect and spend or retain in a reserve all currently levied and future levied taxes and fees of the District, up to the amounts specified in the May 2004 election, without regard to any limitations under TABOR.

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.

SUPPLEMENTAL INFORMATION

CENTERRA METROPOLITAN DISTRICT NO. 1
DEBT SERVICE FUND
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN
FUND BALANCES - BUDGET AND ACTUAL
Year Ended December 31, 2009

	Budget Amounts		Actual Amounts	Variance with Final Budget Positive (Negative)
	Original	Final		
REVENUES				
Service Fees, District no. 2	\$ 6,707	\$ 6,844	\$ 7,210	\$ 366
Net investment and other income	211,914	20,000	66,925	46,925
URA revenues (Debt Service)	7,249,018	7,249,018	6,672,394	(576,624)
PIF Revenues	-	39,333	59,413	20,080
Total revenues	<u>7,467,639</u>	<u>7,315,195</u>	<u>6,805,942</u>	<u>(509,253)</u>
EXPENDITURES				
Debt service				
Paying agent/trustee/banking fees	20,000	14,000	11,828	2,172
Bond principal - 2008 Bonds	420,000	420,000	420,000	-
Interest expense - 2008 Bonds	3,976,225	4,200,000	4,259,640	(59,640)
Letter of credit fees - 2008 Bonds	1,855,837	1,855,837	1,859,700	(3,863)
Remarketing and rating fees	145,000	145,000	151,590	(6,590)
City of Loveland collection fees	80,320	80,320	80,320	-
Contingency	100,000	100,000	-	100,000
Total expenditures	<u>6,597,382</u>	<u>6,815,157</u>	<u>6,783,078</u>	<u>32,079</u>
EXCESS OF REVENUES				
OVER (UNDER) EXPENDITURES	<u>870,257</u>	<u>500,038</u>	<u>22,864</u>	<u>(477,174)</u>
OTHER FINANCING SOURCES (USES)				
Unrealized loss on investment	-	-	(216,387)	216,387
Transfer from other fund	580,000	-	-	-
Total other financing sources (uses)	<u>580,000</u>	<u>-</u>	<u>(216,387)</u>	<u>216,387</u>
EXCESS OF REVENUES AND OTHER				
FINANCING SOURCES OVER (UNDER)				
EXPENDITURES AND OTHER USES	1,450,257	500,038	(193,523)	693,561
FUND BALANCES - BEGINNING OF YEAR				
	<u>10,595,685</u>	<u>9,423,917</u>	<u>9,423,917</u>	<u>-</u>
FUND BALANCES - END OF YEAR				
	<u>\$ 12,045,942</u>	<u>\$ 9,923,955</u>	<u>\$ 9,230,394</u>	<u>\$ 693,561</u>

See the accompanying independent certified public accountants report.

CENTERRA METROPOLITAN DISTRICT NO. 1
CAPITAL PROJECTS FUND
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN
FUND BALANCES - BUDGET AND ACTUAL
Year Ended December 31, 2009

	<u>Original and Final Budget</u>	<u>Actual Amounts</u>	<u>Variance with Final Budget Positive (Negative)</u>
REVENUES			
Net investment and other income	\$ 263,655	\$ 34,161	\$ (229,494)
PIF Revenues	2,515,000	3,755,581	1,240,581
Total revenues	<u>2,778,655</u>	<u>3,789,742</u>	<u>1,011,087</u>
EXPENDITURES			
Current			
Bond issue costs	920,000	-	920,000
District Management	102,900	106,956	(4,056)
Project Management	380,000	264,018	115,982
Engineering & Other professional svcs	129,000	5,080	123,920
Legal	63,000	66,680	(3,680)
Reimbursement per Waterline Agreement - Principal	111,036	105,947	5,089
Reimbursement per Waterline Agreement - Interest	-	17,194	(17,194)
Warranty costs	284,000	121,838	162,162
Capital outlay			
Streets/I-25 1601 Processes/Engineering	890,000	-	890,000
I-25 & Hwy 34 Interchange Safety Improv.	12,000,000	490,454	11,509,546
Formation/Organization	-	79,262	(79,262)
Water	-	567,674	(567,674)
Streets	3,007,507	5,693,899	(2,686,392)
Transportation/Traffic	23,017	222,631	(199,614)
Park and recreation	528,786	663,458	(134,672)
Sewer and storm sewer	425,899	2,083,209	(1,657,310)
TV Relay and improvements	-	287,489	(287,489)
Contingency	2,000,000	-	2,000,000
Total expenditures	<u>20,865,145</u>	<u>10,775,789</u>	<u>10,089,356</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	<u>(18,086,490)</u>	<u>(6,986,047)</u>	<u>11,100,443</u>
OTHER FINANCING SOURCES (USES)			
Bond issuance	11,500,000	-	(11,500,000)
Transfer to other fund	(580,000)	-	580,000
Developer advance	4,096,245	669,376	(3,426,869)
Proceeds from Developer note	-	6,911,177	6,911,177
Repay Developer advance	(10,000,000)	(2,225,686)	7,774,314
Repay Developer advance - Interest	-	(384,895)	(384,895)
Total other financing sources (uses)	<u>5,016,245</u>	<u>4,969,972</u>	<u>(46,273)</u>
EXCESS OF REVENUES AND OTHER FINANCING SOURCES OVER (UNDER) EXPENDITURES AND OTHER USES	<u>(13,070,245)</u>	<u>(2,016,075)</u>	<u>11,054,170</u>
FUND BALANCES - BEGINNING OF YEAR	<u>13,182,730</u>	<u>13,748,786</u>	<u>566,056</u>
FUND BALANCES - END OF YEAR	<u>\$ 112,485</u>	<u>\$ 11,732,711</u>	<u>\$ 11,620,226</u>

See the accompanying independent certified public accountants report.

CENTERRA METROPOLITAN DISTRICT NO. 1
SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY
December 31, 2009

\$112,000,000 Variable Rate Refunding and Improvement Bonds

Series 2008

Dated March 19, 2008

Principal due December 1

Variable Interest Rate (Weekly Mode)

Paid 1st Business Day of Subsequent Month

Year Ended December 31,	Principal	Interest *	Annual Debt Service	LOC Fees**	Remarketing Fees***	Annual Debt Service w/ Fees
2010	\$ 660,000	\$ 4,630,794	\$ 5,290,794	\$ 1,809,375	\$ 139,406	\$ 7,239,575
2011	2,375,000	4,603,403	6,978,403	1,683,212	138,403	8,800,018
2012	3,090,000	4,504,836	7,594,836	1,104,836	135,359	8,835,031
2013	3,310,000	4,376,595	7,686,595	1,073,217	131,474	8,891,286
2014	3,675,000	4,239,223	7,914,223	1,039,237	127,298	9,080,758
2015	3,925,000	4,086,703	8,011,703	1,001,642	122,679	9,136,024
2016	4,335,000	3,923,808	8,258,808	961,368	117,730	9,337,906
2017	4,590,000	3,743,897	8,333,897	917,055	112,284	9,363,236
2018	4,855,000	3,553,403	8,408,403	1,083,178	106,519	9,598,100
2019	5,135,000	3,351,911	8,486,911	1,021,358	100,421	9,608,690
2020	5,430,000	3,138,798	8,568,798	955,974	93,972	9,618,744
2021	5,750,000	2,913,442	8,663,442	886,825	87,151	9,637,418
2022	6,080,000	2,674,805	8,754,805	813,611	79,929	9,648,345
2023	6,430,000	2,422,473	8,852,473	736,194	72,293	9,660,960
2024	6,800,000	2,155,615	8,955,615	654,320	64,217	9,674,152
2025	7,195,000	1,873,401	9,068,401	567,731	55,676	9,691,808
2026	7,615,000	1,574,794	9,189,794	476,110	46,638	9,712,542
2027	8,055,000	1,258,756	9,313,756	379,145	37,073	9,729,974
2028	8,520,000	924,457	9,444,457	276,579	26,956	9,747,992
2029	13,755,000	570,860	14,325,860	162,807	15,761	14,504,428
	<u>\$ 111,580,000</u>	<u>\$ 60,521,974</u>	<u>\$ 172,101,974</u>	<u>\$ 17,603,774</u>	<u>\$ 1,811,239</u>	<u>\$ 191,516,987</u>

* Estimated average weekly rate for March 19, 2008 through maturity (swap plus 60 pbs):

4.1502%

** LOC Fees line item above includes the Facility Fee, Fronting Fee, and Payment Fee.

Facility Fees are charged as a percentage of a Stated Amount, and are paid quarterly. The Stated Amount is based on outstanding principal and a portion (34/365) of an additional interest calculation at 12% of the outstanding principal. The Fees start at 1.5% and continue at that rate thru December 31, 2009. After December 31, 2009, the fee will be based on the debt service coverage ratios listed below. This schedule assumes that the Debt Service Coverage Ratio will be 1.76 or greater to 1 in the years 2010-2017 and 1.70-1.75 to 1 in the years 2018-2029.

<u>Debt Service Coverage Ratio</u>	<u>Facility Fee Rate</u>
1.76 or greater to 1	1.00%
1.51 to 1.75 to 1	1.25%
1.50 or less to 1	1.50%

Fronting Fees are charged as a percentage of outstanding principal every quarter, rate of:

0.185%

Payment Fee is a fee of \$250 for each monthly bond payment to the LOC provider

***Remarketing fees are charged every June and December 1, based on the monthly outstanding principal during that six month period

Remarketing fee rate: 0.125%

CENTERRA METROPOLITAN DISTRICT NO. 1
FIVE YEAR SUMMARY OF CENTERRA METROPOLITAN DISTRICT NO.2'S
ASSESSED VALUATION, MILL LEVY AND PROPERTY TAXES COLLECTED
 December 31, 2009

Year Ended December 31,	Prior Year		Prior Year		Mills		Mills		Total Property Taxes Levied	Property Taxes Collected	Percent Collected to Levied
	Assessed Valuation for Current Year	Property Tax Levy General Fund	Assessed Valuation for Current Year	Property Tax Levy Debt Service Fund	Levied for Contractual Obligation	General Fund	Levied for Contractual Obligation	Debt Service Fund			
2005	\$ 363,730		\$ -		35.000		0.000		\$ 12,731	\$ 12,731	100.0%
2006	\$ 374,750		\$ -		35.000		0.000		\$ 13,116	\$ 10,121	77.2%
2007	\$ 398,960		\$ -		35.000		0.000		\$ 13,964	\$ 13,963	100.0%
2008	\$ 422,861		\$ -		52.600		0.000		\$ 22,242	\$ 22,068	99.2%
2009	\$ 1,127,183		\$ 1,028,350		42.600		6.655		\$ 54,862	\$ 54,559	99.4%
Estimated for calendar year ending December 31, 2010	\$ 1,138,344		\$ 876,010		42.600		6.655		\$ 54,323	\$ 54,323	

Note:

Property taxes collected in any one year include collection of delinquent property taxes levied in prior years.

CENTERRA PUBLIC IMPROVEMENT
COLLECTION CORPORATION
Loveland, Colorado

FINANCIAL STATEMENTS
December 31, 2009

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JASPERS + HALL, PC
CERTIFIED PUBLIC ACCOUNTANTS

*12295 Oracle Blvd
Colorado Springs, CO 80921
(719) 785-7905*

Report of Independent Certified Public Accountants

Board of Directors
Centerra Public Improvement Corporation.

We have audited the accompanying statements of financial position of the Centerra Public Improvement Corporation (a non-profit organization) as of December 31, 2009, and the statements of activities and cash flows for the year then ended. These financial statements are the responsibility of the Centerra Public Improvement Corporation's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Centerra Public Improvement Corporation as of December 31, 2009, and the change in its net assets and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Jaspers + Hall, PC
May 28, 2010

CENTERRA PUBLIC IMPROVEMENT COLLECTION CORPORATION
STATEMENT OF FINANCIAL POSITION
December 31, 2009

CURRENT ASSETS	
Cash	\$ 89,852
Total assets	<u>\$ 89,852</u>
 CURRENT LIABILITIES	
Accounts payable	\$ 1,598
Total current liabilities	<u>1,598</u>
 TOTAL LIABILITIES	 <u>\$1,598</u>
 NET ASSETS	 <u>88,254</u>
Unrestricted net assets	<u>88,254</u>
 TOTAL LIABILITIES AND NET ASSETS	 <u><u>\$89,852</u></u>

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

CENTERRA PUBLIC IMPROVEMENT COLLECTION CORPORATION
STATEMENT OF ACTIVITIES - BUDGET AND ACTUAL
Year Ended December 31, 2009

	Annual Budget	Actual	Variance
REVENUES			
PIF funds released	\$ 2,515,000	\$ 50,000	\$ 2,465,000
Total Revenues	<u>2,515,000</u>	<u>50,000</u>	<u>2,465,000</u>
EXPENSES			
Accounting and auditing	10,000	7,697	\$ 2,303
Insurance and bonds	6,500	5,685	815
Legal	10,000	7,193	2,807
Management	12,000	12,240	(240)
Office expense/miscellaneous/contingency	35,000	205	34,795
PIF Refunds	-	2,809	(2,809)
Transfer to Centerra Metropolitan Dist No. 1	441,500	1,145,000	(703,500)
Constructor Reimbursements	2,000,000	-	2,000,000
Total expenses	<u>2,515,000</u>	<u>1,180,829</u>	<u>1,334,171</u>
CHANGE IN NET ASSETS	-	(1,130,829)	(1,130,829)
NET ASSETS - BEGINNING	-	1,219,083	1,219,083
NET ASSETS - ENDING	<u>\$ -</u>	<u>\$ 88,254</u>	<u>\$ 88,254</u>

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

CENTERRA PUBLIC IMPROVEMENT COLLECTION CORPORATION
STATEMENT OF CASH FLOWS
Year Ended December 31, 2009

CASH FLOWS FROM OPERATING ACTIVITIES	
Cash received from retailers (collected by City of Loveland)	\$ 2,331,540
Cash payments to vendors	(34,692)
Cash payments to/from Centerra Metropolitan District No. 1	<u>(3,427,000)</u>
Net cash provided by operating activities	<u><u>(1,130,152)</u></u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	(1,130,152)
CASH AND CASH EQUIVALENTS - BEGINNING OF YEAR	<u>1,220,004</u>
CASH AND CASH EQUIVALENTS - END OF YEAR	<u><u>\$ 89,852</u></u>
 Reconciliation of operating income (loss) to net cash provided by operating activities	
Operating (loss)	\$ (1,130,829)
(Decrease) in accounts payable	(499)
Decrease in prepaid expense	<u>1,176</u>
Net cash provided by operating activities	<u><u>(1,130,152)</u></u>

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

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

On January 26, 2004, Centerra Public Improvement Collection Corporation (PIC) was formed. The PIC is a nonprofit corporation under Section 501(c)(4) and was formed for the purpose of adopting and imposing Declarations and Covenants on property within the Centerra development and for the purpose of imposing and collecting certain fees.

Use of Estimates in Preparing Financial Statements

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues, expenses, gains, losses, and other changes in the net assets during the reporting period. Actual results could differ from those estimates.

Cash Equivalents

Unrestricted investments with maturities of three months or less from the date of purchase are *considered cash equivalents*.

Revenue

In accordance with the Master Financing Agreement, the PIC has required under its Declaration and Covenants that all retailers collect a public improvement fee of 1.25% on sales that are taxable under the City of Loveland's sales tax ordinance. This is the only of revenue for the PIC.

NOTE 2 – CASH AND INVESTMENTS

Cash and investments as of December 31, 2009 are classified in the accompanying financial statements as follows:

Total cash	<u>\$ 89,852</u>
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Deposits with Financial Institutions

At December 31, 2009, the PIC's cash deposits had a bank balance of \$89,852 and a carrying balance of \$89,852.

NOTE 3 – CONCENTRATION OF CREDIT RISK

The PIC maintains its cash accounts at two financial institutions. The balances, at times, may exceed federally insured limits. At December 31, 2009, the PIC did not have cash on deposit exceeding the insured limit.

NOTE 4 – RELATED PARTY TRANSACTIONS

A voting majority of the board members of the PIC are employees, owners or are otherwise associated with McWhinney (Developer), which is the developer of Centerra. Centerra Metropolitan District No. 1 (District) is comprised of a five member board. Each of the board members of the District is also an employee, owner or is otherwise associated with the Developer. The PIC entered into an agreement with the District on June 4, 2004, whereby the PIC agreed to remit to the District certain revenue received from fees imposed by the PIC in consideration of the District's financing, construction and operation of public improvements within Centerra which benefit the members of the PIC.