DENVER WATER 457 DEFERRED COMPENSATION PLAN

Financial Statements

December 31, 2018 and 2017

(With Independent Auditors’ Report Thereon)

DENVER WATER 457 DEFERRED COMPENSATION PLAN

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CliftonLarsonAllen LLP
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INDEPENDENT AUDITORS' REPORT

The Board of Water Commissioners, City and County of Denver, Colorado
Denver Water 457 Deferred Compensation Plan
Denver, Colorado

Report on the Financial Statements

We have audited the accompanying statements of fiduciary net position and statements of changes in fiduciary net position of the Denver Water 457 Deferred Compensation Plan (the Plan), as of and for the years ended December 31, 2018 and 2017, and the related notes to the financial statements, which collectively comprise the Plan's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the fiduciary net position of the Plan as of December 31, 2018 and 2017, and the respective changes in fiduciary net position for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 3-5 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated April 8, 2019, on our consideration of the Plan's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the result of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Plan's internal control over financial reporting and compliance.

CliftonLarsonAllen LLP

CliftonLarsonAllen LLP

Greenwood Village, Colorado
April 8, 2019

DENVER WATER 457 DEFERRED COMPENSATION PLAN

Management's Discussion and Analysis

December 31, 2018 and 2017

(Unaudited)

This is an analysis and overview of the financial activities of the Denver Water 457 Deferred Compensation Plan (Plan) for the years ended December 31, 2018 and 2017. This information should be read in conjunction with the Plan financial statements and notes, which follow.

Financial Highlights

As of December 31, 2018, $32.7 million was held in trust for the payment of Plan benefits to the participants as compared to $34.1 million in 2017.

Total fiduciary net position decreased by $1.5 million or 4.3% in 2018 as compared to an increase in 2017 of $1.6 million or 4.9%. The decrease in 2018 and the increase in 2017 was primarily due to changes in the fair values of the Plan's investments.

In 2018, the Plan had a net investment loss of $1.1 million compared to a net investment income of $4.4 million in 2017. Participant contributions were approximately $2.1 million in 2018 and $2.0 million in 2017.

Deductions from fiduciary net position totaled $3.1 million in 2018 and $4.9 million in 2017 and were primarily for benefit payments to participants.

The Plan is a deferred compensation plan and its primary purpose is to attract and retain qualified personnel by permitting eligible employees to defer a portion of their current income for their retirement. At December 31, 2018, there were 385 participating employees in the Plan, which constituted 40% of all eligible Denver Water employees. This compares to 391 participating employees in the Plan, constituting 39% of all eligible employees in 2017. There were 958 employees eligible for the Plan as of December 31, 2018, compared with 993 employees eligible for the Plan as of December 31, 2017.

Overview of the Financial Statements

The following discussion and analysis is intended to serve as an introduction to the Plan's financial statements, which follow. The statements include:

1. Statements of Fiduciary Net Position
2. Statements of Changes in Fiduciary Net Position
3. Notes to Financial Statements

The Statements of Fiduciary Net Position present the Plan's assets, liabilities and fiduciary net position as of December 31, 2018 and 2017. The Statements of Changes in Fiduciary Net Position show the additions to and deductions from Plan fiduciary net position during 2018 and 2017.

The above financial statements are presented in accordance with the Governmental Accounting Standards Board (GASB) Statement No. 72, *Fair Value Measurement and Application*, which provides guidance for determining a fair value measurement for financial reporting purposes and provides guidance for applying fair value to certain investments and disclosures related to all fair value measurements, Statement No. 67, *Financial Reporting for Pension Plans* (replacing GASB 25, *Financial Reporting for Defined Benefit Pension Plans and Note Disclosures for Defined Contribution Plans* and GASB 50, *Pension Disclosures*), and GASB Statement No. 34, *Basic Financial Statements and Management's Discussion and Analysis–for State and Local Governments*, and all other applicable GASB pronouncements. These pronouncements address the requirements for financial statement presentation and certain disclosures for state and local governmental entities. The Plan's financial statements comply with all material requirements of these pronouncements.

These financial statements provide a snapshot of the Plan's assets and liabilities as of December 31 and the activities which occurred during the years presented. Both financial statements were prepared using the accrual basis of accounting as required by GASB. All investment activities have been reported based on trade dates and have been valued based on independent outside sources.

The Notes to Financial Statements provide additional information, which is essential to have a full understanding of the basic financial statements.

Financial Analysis

The following section provides further detail of the activities within the Plan as well as additions and deductions to the Plan. Additions to the Plan consist of participant and employer contributions, participant rollovers, interest income on outstanding participant loans, miscellaneous income, and net investment income. Deductions to the Plan are the result of benefit payments to participants, administrative expenses, and participant investment advisory fees. Comparative financial schedules depict the changes between the years 2018, 2017 and 2016.

As of December 31, the Plan fiduciary net position was:

Fiduciary Net Position
(Amounts expressed in thousands)

	Years ended December 31			2018 – 2017		2017 – 2016	
	2018	2017	2016	Increase (decrease)	Percent change	Increase (decrease)	Percent change
Mutual funds	$ 24,989	25,363	22,680	(374)	(1.5)%	$ 2,683	11.8%
Commingled fund	6,780	8,019	8,796	(1,239)	(15.5)	(777)	(8.8)
Money market fund	605	490	788	115	23.5	(298)	(37.8)
Total investments	32,374	33,872	32,264	(1,498)	(4.4)	1,608	5.0
Receivables:							
Contributions	84	77	66	7	9.1	11	16.7
Participant loans	209	194	209	15	7.7	(15)	(7.2)
Other receivable	—	—	1	—	—	(1)	(100.0)
Total receivables	293	271	276	22	8.1	(5)	(1.8)
Total assets	32,667	34,143	32,540	(1,476)	(4.3)	1,603	4.9
Total liabilities	—	2	1	(2)	(100.0)	1	100.0
Fiduciary net position	$ 32,667	34,141	32,539	(1,474)	(4.3)%	$ 1,602	4.9%

Plan Activities

The decrease to net position in 2018 was primarily due to the depreciation of the fair value of investments. The total decrease in Plan net position was $1.5 million or 4.3%. In 2017, Plan net position increased by $1.6 million or 4.9%, as compared to 2016. Additional details for the change in net position are discussed on the following page.

Additions

The money used to pay benefits is accumulated from the contributions made by each participant and from income generated from the participants' investments including investment appreciation, interest and dividends. Earnings on investments are reported net of investment management expenses. Investment loss net of investment manager fees during 2018 was $1.1 million as compared to a net investment income of $4.4 million in 2017.

Additions to Fiduciary Net Position
(Amounts expressed in thousands)

	Years ended December 31 2018	2017	2016	2018 – 2017 Increase (decrease)	2018 – 2017 Percent change	2017 – 2016 Increase (decrease)	2017 – 2016 Percent change
Participant contributions	$ 2,108	2,017	2,070	91	4.5%	$ (53)	(2.6)%
Employer contributions	25	—	36	25	—	(36)	(100.0)
Participant rollovers	583	33	2	550	1,666.7	31	1,550.0
Participant interest on loans	9	9	8	—	—	1	12.5
Miscellaneous income	5	9	12	(4)	(44.4)	(3)	(25.0)
Net investment income (loss)	(1,075)	4,427	1,854	(5,502)	(124.3)	2,573	138.8
Total additions	$ 1,655	6,495	3,982	(4,840)	(74.5)%	$ 2,513	63.1%

Deductions

Benefits paid to participants of $3.1 million in 2018 and $4.9 million in 2017 represent the majority of the deductions from the Plan. Benefits paid to participants were 36.3% less in 2018 compared to 2017 and 117.9% more in 2017 compared to 2016. The change in the amount of benefits paid to participants from year to year is attributed to the number of participants choosing to take lump sum distributions at retirement in any one year and to changes in the number of participants receiving benefits in the Plan.

Administrative expenses for 2018 and 2017 were $26,500 and $25,900, respectively. Administrative fees are calculated based upon a percentage of the fair value of investments. In 2018, participant investment advisory fees were $5,400 as compared to $5,500 in 2017. Please refer to note 4 of the financial statements for information regarding administrative expenses.

Deductions from Fiduciary Net Position
(Amounts expressed in thousands)

	Years ended December 31 2018	2017	2016	2018 – 2017 Increase (decrease)	2018 – 2017 Percent change	2017 – 2016 Increase (decrease)	2017 – 2016 Percent change
Benefits paid to participants	$ 3,098	4,861	2,231	(1,763)	(36.3)%	2,630	117.9%
Administrative expenses	27	25	22	2	8.0	3	13.6
Participant investment advisory fees	5	6	5	(1)	(16.7)	1	20.0
Total deductions	$ 3,130	4,892	2,258	(1,762)	(36.0)%	2,634	116.7%

Requests for Information

This discussion and analysis is designed to provide a general overview of the fiduciary net position and changes in fiduciary net position as of December 31, 2018 and 2017 and for the years then ended. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to:

Treasurer
Denver Water
1600 W. 12th Ave.
Denver, CO 80204

DENVER WATER 457 DEFERRED COMPENSATION PLAN

Statements of Fiduciary Net Position

December 31, 2018 and 2017

	2018	2017
Assets:		
Investments, at fair value:		
Mutual funds	$ 24,989,100	25,363,300
Commingled fund	6,780,100	8,018,600
Money market fund	604,700	490,500
Total investments	32,373,900	33,872,400
Receivables:		
Participant contributions	83,700	77,000
Participant loans	209,700	193,900
Total receivables	293,400	270,900
Total assets	32,667,300	34,143,300
Liabilities:		
Accrued administrative expenses	—	1,500
Fiduciary net position	$ 32,667,300	34,141,800

See accompanying notes to financial statements.

DENVER WATER 457 DEFERRED COMPENSATION PLAN

Statements of Changes in Fiduciary Net Position

Years Ended December 31, 2018 and 2017

		2018	2017
Additions:			
Investment income:			
Net appreciation(depreciation) in fair value of investments	$	(2,212,000)	3,114,900
Dividends		1,137,500	1,311,600
Net investment income(loss)		(1,074,500)	4,426,500
Contributions:			
Participant contributions		2,108,300	2,017,100
Employer contributions		24,500	—
Participant rollovers		583,000	33,300
Total contributions		2,715,800	2,050,400
Other additions:			
Miscellaneous income		4,800	9,400
Participant interest on loans		9,100	8,700
Total other additions		13,900	18,100
Total additions		1,655,200	6,495,000
Deductions:			
Benefits paid to participants		3,097,800	4,861,000
Administrative expenses		26,500	25,900
Participant investment advisory fees		5,400	5,500
Total deductions		3,129,700	4,892,400
Net increase(decrease)		(1,474,500)	1,602,600
Fiduciary net position:			
Beginning of year		34,141,800	32,539,200
End of year	$	32,667,300	34,141,800

See accompanying notes to financial statements.

(1) Plan Description

The Denver Board of Water Commissioners, City and County of Denver, Colorado (Board) operates a water utility created by the Charter of the City and County of Denver. In 1987, the Board initiated a deferred compensation plan and adopted the Conference of Mayors' 457 Plan. The termination of the administrator of the Plan in December 2000 required the Board to adopt a new plan. In January 2001, the Board adopted the Denver Water 457 Deferred Compensation Plan (Plan). All of the investments in the old Plan were sold and the proceeds were used to purchase like kind investments in the new Plan.

The Board is made up of five members appointed by the Mayor of the City and County of Denver for staggered six-year terms. The Board is the sponsor of the Plan. The Board has delegated certain responsibilities regarding the Plan administration through a delegation resolution to the Chief Human Resources Officer and to the Chief Finance Officer. The delegation resolution instructs the CEO/Manager to create an advisory committee, with representation from the Finance, Human Resources, and Legal divisions, for the purpose of making recommendations to the CEO/Manager, the Chief Finance Officer and the Chief Human Resources Officer regarding the Retirement Program, including this Plan. The advisory committee, in and of itself, has no decision-making authority.

The Board has engaged with Great West Life & Annuity Insurance Company d/b/a Empower Retirement (Empower Retirement) to provide recordkeeping and communication services for the Plan. The Board engages investment experts to monitor and recommend changes in the investment options included in the Plan.

The following description of the Plan provides general information. Participants and others should refer to the Plan document for a more complete description of the Plan provisions.

(a) General

The Plan is a deferred compensation plan covering all regular and discretionary employees of the Board who have completed the required introductory period. The Plan's primary purpose is to attract and retain qualified personnel by permitting them to provide for benefits in the event of their retirement or death.

The Plan is exempt from compliance with the Employee Retirement Income Security Act of 1974, as amended, as it is a governmental plan.

(b) Contributions

Each year a participant may defer up to an annual maximum amount as codified by the Internal Revenue Service. The Plan will accept transfers, pursuant to Section 457 of the Internal Revenue Code (Code), of amounts deferred by an individual under another eligible deferred compensation plan. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan was amended in 2013 to authorize employer discretionary contributions to qualifying participants. There were $24,500 in discretionary contributions in 2018 and no discretionary contributions in 2017. Employer contributions must be made no later than the last day of the Plan year for which the contribution is made. The employer may suspend, reduce or eliminate future employer contributions and may rescind such action at any time.

(c) Participant Accounts

Each participant's account reflects the cumulative amount of each participant's deferred compensation and employer discretionary contribution (if any), including any income, gains, losses, or increases or decreases in fair value attributable to the investment of the participant's deferred compensation and employer discretionary contribution (if any), and further reflects any distributions to the participant or his or her beneficiary and any fees or expenses charged against the participant's account. The amount of the employer discretionary contribution, if any, for a Plan year is determined by the employer, and is subject to Treasury Regulations under IRS Code §415 and 401(a)(17).

(d) Vesting

A participant's interest in his/her participant contributions is fully vested and non-forfeitable. Discretionary contributions and earnings thereon to qualifying participants become fully vested upon completing seven years of service, the qualifying participant attaining the age of 65 while employed by the employer, by termination due to the qualifying participant's death or disability, by termination of employment due to serious health conditions of the qualifying participants spouse and by termination by the employer for reasons other than serious cause. In December 2016, the Plan was amended to allow a specified dollar amount of the qualifying participant's discretionary employer contribution to become fully vested and non-forfeitable.

In the event of forfeitures due to termination of the qualifying participant prior to vesting the non-vested portion of the qualifying participant's discretionary employer contribution account will be used to pay Plan administrative expenses. Any excess, after paying Plan administrative expenses, will be allocated to participant accounts as employer contributions on the last day of the Plan year during the year of the forfeiture.

(e) Participant Loans

Only active Plan participants may request a loan and the participant must have a minimum vested account balance of $2,000. The minimum loan amount that a participant may request is $1,000 and the maximum is $50,000 or 50% of the vested account balance, whichever is less. The $50,000 maximum loan amount is reduced by the highest loan balance during the past 12 months minus the loan balance on the date a new loan is made. If a participant has an outstanding loan through another qualified plan, 403(b) plan, or a 401(k) plan maintained by the same employer, the maximum loan amount available must be reduced by the highest outstanding loan balance during the past 12 months. The participant is responsible for ensuring that the aggregated loan amount on all plans sponsored by the same employer is the lesser of $50,000 or 50% of the vested account balance.

The Plan offers two loan options to the participants. One is a General Purpose Loan that has a term of twelve to sixty (12-60) months. No reason or documentation, other than a signed promissory note, is required when a participant requests a General Purpose Loan. The other is a Principal Residence Loan that has a term of 72-180 months, which must be utilized for the purchase of a primary residence only.

Participants are charged a loan origination fee and it is deducted from the original loan amount as well as an annual administrative fee that is deducted quarterly and is assessed to each participant's account. The interest rate assessed to the loans is 1% over the prime rate published in the Wall Street Journal on the first business day of the month before the loan is originated.

The interest rate for General Purpose Loans is fixed for the life of the loan. For more information regarding the loan policy, participants may refer to the Plan Document.

(f) Payment of Benefits

On termination of service, a participant with a balance of $1,000 or less will have the amount distributed in a lump-sum as soon as feasibly possible. A participant whose account is greater than $1,000 may elect to receive either a lump-sum amount equal to the value of the participant's interest in his or her account, leave the balance in the Plan, or roll their balance to an eligible plan. Distributions from balances left in the Plan must begin no later than age 70½. When balances are paid, participants will receive payment under various payment options defined by the Plan. Upon the death of a participant, a death benefit equal to the value of the participant's account shall be payable to a designated beneficiary. The beneficiary may select from various payment options defined by the Plan.

(g) Recordkeeping, Custody and Management of Assets

Effective December 29, 2015, the Board amended the original agreement with Empower Retirement for an additional five years of recordkeeping and communication services related to the Plan. Trust services are provided by Orchard Trust Company, LLC, through a separate contract with the Board. Fees for the trust services are paid by the participants. Assets allocated to the various funds are managed by investment professionals hired by the fund.

(h) Plan Termination

Though it has not expressed any intent to do so, the Board has the right under the Plan to terminate the Plan at any time with respect to any or all participants by resolution of the Board.

(2) Summary of Significant Accounting Policies

(a) Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the Board to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

(b) Basis of Accounting

The Plan's financial statements are prepared using the accrual basis of accounting and in accordance with generally accepted accounting principles that apply to governmental accounting for defined contribution plans. Contributions are recognized when earned without regard to the date of actual collection. Expenses are recognized when due and payable. Benefit payments and refunds are recognized upon distribution.

(c) Income Recognition

Purchases and sales are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net realized and unrealized gains and losses are reflected as net appreciation or depreciation in fair value of investments in the accompanying statements of changes in fiduciary net position. This is determined as the difference between fair value at the beginning of the year (or date purchased during the year) and selling price or year-end fair value.

(d) *Tax Status*

The Plan is intended to be an eligible deferred compensation plan under Section 457(b) of the Code. The Board and the Plan's tax counsel believe that the Plan is currently designed and operating in compliance with the applicable requirements of the Code.

(3) Investments

The following table lists the investment options available to participants and the value of each option at December 31, 2018 and 2017 (amounts are expressed in thousands):

		2018	2017
American Beacon Small CP Val Institutional	$	1,090	1,275
American Funds Washington Mutual		1,958	2,138
Arrowstreet Intl Equity ACWI Ex US Class A		913	—
Baron Growth Institutional		870	854
Cohen & Streers Institutional Global Realty		320	246
Fidelity Global Ex US Index		665	—
Fidelity Global Ex US Index Premium		—	258
Fidelity Total Market Index		4,269	—
Fidelity Total Market Index Institutional		—	4,473
Fidelity US Bond Index		748	—
Fidelity US Bond Index Premium		—	250
Frost Total Return Bond Institutional		1,938	1,716
Galliard Retirement Income Fund		6,780	8,019
Harbor International Institutional		—	1,448
Northern Global Sustainability Index		148	352
PIMCO High Yield Institutional		832	938
T. Rowe Price Growth Stock Fund I		2,472	3,675
Vanguard Inflation-Protected Secs Adm		516	373
Vanguard Target Retirement 2015 Inv		463	663
Vanguard Target Retirement 2020 Inv		1,070	803
Vanguard Target Retirement 2025 Inv		1,798	2,504
Vanguard Target Retirement 2030 Inv		672	236
Vanguard Target Retirement 2035 Inv		1,515	972
Vanguard Target Retirement 2040 Inv		338	254
Vanguard Target Retirement 2045 Inv		1,166	1,145
Vanguard Target Retirement 2050 Inv		144	96
Vanguard Target Retirement 2055 Inv		207	193
Vanguard Target Retirement 2060 Inv		46	37
Vanguard Target Retirement 2065 Inv		5	—
Vanguard Target Retirement Income Inv		429	402
Vanguard Total Intl BD Idx Admiral		397	62
Vanguard Treasury Money Market Inv		605	490
Total investments	$	32,374	33,872

The Plan offered 26 mutual fund investment options (including 12 target date funds), one money market fund and one commingled fund as of December 31, 2018. In 2017, the Plan offered 25 mutual fund investment options (including 11 target date funds), one money market fund and one commingled fund as of December 31, 2017. The Plan's investments (including gains and losses on investments bought and sold, as well as income received on investments held during the year) during 2018 and 2017 generated an investment loss of $1.1 million and investment income of $4.4 million, respectively.

(a) Fair Value Measurement

The Plan has the following recurring fair value measurements as of December 31, 2018 and 2017:

Investments and Derivative Instruments Measured at Fair Value
($ in thousands)

			Fair Value Measurements Using		
		December 31, 2018	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Investments by fair value level					
Mutual Funds	$	24,989	24,989	-	-
Commingled funds		6,780	-	6,780	-
Total investments by fair value level	$	31,769	24,989	6,780	-
Investments measured at amortized cost					
Money market funds	$	605			
Total investments measured at fair value	$	32,374			

		December 31, 2017	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Investments by fair value level					
Mutual Funds	$	25,363	25,363	-	-
Commingled funds		8,019	-	8,019	-
Total investments by fair value level	$	33,382	25,363	8,019	-
Investments measured at amortized cost					
Money market funds	$	490			
Total investments measured at fair value	$	33,872			

Funds classified in Level 1 of the fair value hierarchy are valued using prices quoted in active markets for those securities. Funds classified in Level 2 of the fair value hierarchy are valued based on evaluated prices using a matrix pricing technique. Matrix pricing is used to value securities based on the securities' relationship to benchmark quoted prices. Level 3 inputs are significant unobservable inputs.

(4) Administrative Expenses

The majority of investment options available to participants in the Plan are registered mutual funds. The dollar amount of fees paid by the Plan for investment management and administrative services on these funds is not separately disclosed. The fees are calculated and withdrawn from all participant accounts on a monthly basis. Revenue generated from the funds which had revenue sharing arrangements with the recordkeeper (Frost Total Return Bond Institutional, Northern Global Sustainability, Baron Growth Institutional and Cohen & Steers Institutional Global Realty) were credited to participants with account balances in the revenue-paying fund, based on the average daily balance of the participant's investment in such fund(s) for the month.

The assessed recordkeeping and communication fee for 2018 totaled $26,500. Revenue sharing from 12(b) (1) fees reported by the recordkeeper for the same period was $4,800. The assessed recordkeeping and communication fee for 2017 totaled $25,900. Revenue sharing from 12(b) (1) fees reported by the recordkeeper for the same period was $9,400.

(5) Participant Investment Advisory Fees

The Plan participants may choose to either manage their investments themselves, use an online investment advice tool, or they can choose to have their account managed as an ancillary service available through the Plan recordkeeper. Participants who choose to use the online investment advice tool pay an annual fee assessed quarterly. Participants choosing to have their account managed pay an annual tiered fee, assessed quarterly, based on the participant’s account balance. In 2018 and 2017, total participant investment advisory fees paid were $5,400 and $5,500, respectively.

(6) Risks and Uncertainties

(a) Custodial Credit Risk

Custodial credit risk is the risk that, in the event of a failure of the counterparty, the Plan will not be able to recover its investment or collateral securities that are in the possession of an outside party. Investment securities are exposed to custodial credit risk if the securities are uninsured, are not registered in the name of the Plan, and are held by either the counterparty or the counterparty’s trust department or agent, but not in the Plan’s name.

The Plan investments are evidenced by mutual fund shares and commingled fund units. In accordance with Governmental Accounting Standards Board (GASB) Statement No. 40, *Deposit and Investment Risk Disclosures*, investments in these funds should be disclosed but not categorized because they are not evidenced by securities that exist in physical or book-entry form. The Plan’s investment is the mutual fund share or the commingled fund unit, not the underlying security. Additionally, investments in open-end mutual or commingled funds are not subject to custodial credit risk disclosures.

(b) Concentration of Credit Risk

Concentration of credit risk is the risk of loss attributed to the magnitude of an investment in a single issuer. If 5% or more of the total assets of the Plan are invested with one issuer then the investment is considered to have concentration risk. Investments issued or explicitly guaranteed by the U.S. government and investments in mutual funds or pools are excluded from concentration of credit risk requirements. The Plan investment options consist of diversified mutual funds, a commingled fund, and one money market fund and therefore do not have concentration risk.

(c) Credit Risk

Credit risk exists when there is a possibility the issuer or other counterparty to an investment may be unable to fulfill its obligations. The Plan investment policy does not specifically address the quality rating of the investments. Each participant is responsible for determining the risks and commensurate returns of their portfolio. The Plan investment options consist of diversified mutual funds and one commingled fund, and one money market fund and therefore do not have credit risk. The mutual funds, commingled fund, and money market fund have not been rated by any nationally recognized rating agency (Moody's, Fitch and Standard & Poor's rating agencies).

(d) Interest Rate Risk

Interest rate risk exists when there is a possibility that changes in interest rates could adversely affect an investment's fair value. Some of the mutual funds held by the Plan invest in debt instruments that are subject to interest rate risk. The schedule presented below provides an indication of the interest rate risk associated with the funds holding debt obligations as of the most recent information available:

Schedule of maturity, duration and credit quality

	Average effective maturity (years)	Average effective duration (years)	Average credit quality of underlying assets
Target date funds:			
Vanguard Target Retirement 2015 Inv	7.51	5.83	AA
Vanguard Target Retirement 2020 Inv	8.02	6.17	AA
Vanguard Target Retirement 2025 Inv	8.74	6.64	A
Vanguard Target Retirement 2030 Inv	8.74	6.64	A
Vanguard Target Retirement 2035 Inv	8.74	6.64	A
Vanguard Target Retirement 2040 Inv	8.74	6.64	A
Vanguard Target Retirement 2045 Inv	8.74	6.64	A
Vanguard Target Retirement 2050 Inv	8.74	6.65	A
Vanguard Target Retirement 2055 Inv	8.74	6.64	A
Vanguard Target Retirement 2060 Inv	8.75	6.65	A
Vanguard Target Retirement 2065 Inv	8.74	6.65	A
Vanguard Target Retirement Income Inv	7.32	5.71	AA
Fixed income mutual funds:			
Fidelity US Bond Index Premium	8.10	5.92	AA
Frost Total Return Bond Institutional	5.10	3.37	BB
PIMCO High Yield Institutional	5.75	3.65	BB
Vanguard Inflation-Protected Secs Adm	8.20	7.57	AAA
Vanguard Total Intl Bd Index Admiral	9.30	7.90	A
Commingled funds:			
Galliard Retirement Income Fund	3.59	2.51	AA

(e) Foreign Currency Risk

Foreign currency risk is the risk that changes in exchange rates will adversely affect the fair value of an investment or a deposit. The Plan's diversified selection of funds encourages the participants to employ diversification, asset allocation, and quality strategies to minimize risks. Each participant is responsible for determining the risks and commensurate returns of their portfolio.

The Plan exposure to foreign currency risk measured by fund allocation to foreign securities as of the most recent information available is summarized in the table below (amounts are expressed in thousands):

Schedule of assets invested in foreign securities

	Percentage of fund invested in foreign securities
American Beacon Small CP Val Institutional	2.86%
American Funds Washington Mutual	9.20
Arrowstreet INTL Equity ACWI Ex US Class A	97.90
Baron Growth Institutional	2.63
Cohen & Streers Institutional Global Realty	47.96
Fidelity Global Ex US Index	94.13
Fidelity Total Market Index	0.95
Fidelity US Bond Index	9.03
Frost Total Return Bond Institutional	14.39
Northern Global Sustainability Index	38.46
PIMCO High Yield Institutional	12.75
T. Rowe Price Growth Stock Fund I	6.17
Vanguard Target Retirement 2015 Inv	31.76
Vanguard Target Retirement 2020 Inv	34.64
Vanguard Target Retirement 2025 Inv	36.93
Vanguard Target Retirement 2030 Inv	37.20
Vanguard Target Retirement 2035 Inv	37.48
Vanguard Target Retirement 2040 Inv	37.78
Vanguard Target Retirement 2045 Inv	37.99
Vanguard Target Retirement 2050 Inv	37.96
Vanguard Target Retirement 2055 Inv	37.91
Vanguard Target Retirement 2060 Inv	37.99
Vanguard Target Retirement 2065 Inv	38.09
Vanguard Target Retirement Income Inv	30.04
Vanguard Total Intl BD Idx Admiral	96.71

(7) Plan Amendments

On December 6, 2017, the Plan was amended to revise the definition of compensation and the definition of spouse and permitted deferral of compensation as a percentage or a dollar amount.

On April 2017, the Plan was amended to allow employees to defer their paid time off (PTO) and any back pay in accordance with the IRS 457(b) requirements.

INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH *GOVERNMENT AUDITING STANDARDS*

The Board of Water Commissioners, City and County of Denver, Colorado
Denver Water 457 Deferred Compensation Plan
Denver, Colorado

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the statements of fiduciary net position, and the related statements of changes in fiduciary net position of the Denver Water 457 Deferred Compensation Plan, as of and for the year ended December 31, 2018, and 2017, and the related notes to the financial statements, which collectively comprise the Plan's basic financial statements, and have issued our report thereon dated .

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Plan's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we do not express an opinion on the effectiveness of the Plan's internal control.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Plan's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

CliftonLarsonAllen LLP

CliftonLarsonAllen LLP

Greenwood Village, Colorado
April 8, 2019