

FLYING HORSE METROPOLITAN DISTRICT #3

FINANCIAL STATEMENTS

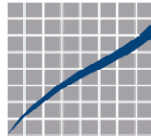
DECEMBER 31, 2016



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BiggsKofford
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

Board of Directors
Flying Horse Metropolitan District #3
Colorado Springs, Colorado

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities and each major fund of Flying Horse Metropolitan District #3 ("District") as of and for the year ended December 31, 2016, which collectively comprise the District's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express opinions on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each major fund of the District as of December 31, 2016, the respective changes in financial position and the respective budgetary comparison for the general fund for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

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

Other Information

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

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

BiggsKofford, P.C.

Colorado Springs, Colorado
July 28, 2017

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BASIC FINANCIAL STATEMENTS

FLYING HORSE METROPOLITAN DISTRICT #3
STATEMENT OF NET POSITION
DECEMBER 31, 2016

	Governmental Activities
<u>ASSETS</u>	
Cash - restricted	\$ 1,280
Accounts receivable - County Treasurer	4,090
Property taxes receivable	479,845
Total assets	485,215
<u>LIABILITIES</u>	
Accrued interest payable	714,966
Noncurrent liabilities:	
Due within one year	115,000
Due in more than one year	5,780,000
Total liabilities	6,609,966
<u>DEFERRED INFLOWS OF RESOURCES</u>	
Deferred property tax revenues	479,845
Total deferred inflows of resources	479,845
<u>NET POSITION</u>	
Restricted for:	
Debt service	4,786
Emergency reserve	2,142
Unrestricted	(6,611,524)
Total net position	\$ (6,604,596)

The accompanying notes and independent auditor's report
should be read with this financial statement.

FLYING HORSE METROPOLITAN DISTRICT #3
STATEMENT OF ACTIVITIES
YEAR ENDED DECEMBER 31, 2016

	<u>Expenses</u>	<u>Program Revenues</u>			<u>Net Revenue and Change in Net position of Primary Government - Governmental Activities</u>
		<u>Charges for Services</u>	<u>Operating Grants and Contributions</u>	<u>Capital Grants and Contributions</u>	
FUNCTIONS/PROGRAMS					
PRIMARY GOVERNMENT:					
General government	\$ 15,145	\$ -	\$ -	\$ -	\$ (15,145)
Intergovernmental	63,000	-	23,019	-	(39,981)
Interest and related costs on long-term debt	477,495	-	-	-	(477,495)
Total primary government	\$ 555,640	\$ -	\$ 23,019	\$ -	(532,621)
GENERAL REVENUES:					
Property taxes					392,011
Specific ownership taxes					47,097
Investment earnings					504
Total general revenues					439,612
Changes in net position					(93,009)
Net position, beginning of year					(6,511,587)
Net position, end of year					\$ (6,604,596)

The accompanying notes and independent auditor's report should be read with this financial statement.

FLYING HORSE METROPOLITAN DISTRICT #3
BALANCE SHEETS
GOVERNMENTAL FUNDS
DECEMBER 31, 2016

	<u>General Fund</u>	<u>Debt Service Fund</u>	<u>Total Governmental Funds</u>
<u>ASSETS</u>			
Cash - restricted	\$ -	\$ 1,280	\$ 1,280
Accounts receivables - County Treasurer	584	3,506	4,090
Property taxes receivable	68,549	411,296	479,845
Total assets	<u>\$ 69,133</u>	<u>\$ 416,082</u>	<u>485,215</u>
<u>LIABILITIES</u>			
Deferred property tax revenues	\$ 68,549	\$ 411,296	\$ 479,845
Total liabilities	<u>68,549</u>	<u>411,296</u>	<u>479,845</u>
<u>FUND BALANCE</u>			
Restricted for:			
Debt service	-	4,786	4,786
Emergency reserve	2,142	-	2,142
Unassigned:			
General government	(1,558)	-	(1,558)
Total fund balances	<u>584</u>	<u>4,786</u>	<u>5,370</u>
Total liabilities and fund balances	<u>\$ 69,133</u>	<u>\$ 416,082</u>	
Amounts reported in governmental activities in the statement of net position are different because:			
Long-term liabilities, including bonds payable are not due and payable in the current period and, therefore, are not reported in the funds:			
Bonds payable			(5,895,000)
Accrued interest payable			(714,966)
Net position of governmental activities			<u>\$ (6,604,596)</u>

The accompanying notes and independent auditor's report should be read with this financial statement.

FLYING HORSE METROPOLITAN DISTRICT #3
STATEMENTS OF REVENUES, EXPENDITURES AND CHANGES IN
FUND BALANCES
GOVERNMENTAL FUNDS
YEAR ENDED DECEMBER 31, 2016

	General Fund	Debt Service Fund	Total Governmental Funds
REVENUES			
Property taxes	\$ 56,002	\$ 336,009	\$ 392,011
Specific ownership taxes	6,728	40,369	47,097
Intergovernmental revenues	9,513	13,506	23,019
Net investment income	14	490	504
Total revenues	72,257	390,374	462,631
EXPENDITURES			
Current:			
Intergovernmental expenses	63,000	-	63,000
County Treasurer's fees	876	5,258	6,134
Accounting	5,250	-	5,250
Insurance	2,013	-	2,013
Trustee fees	-	1,500	1,500
Membership dues	248	-	248
Debt service:			
Interest expense	-	385,027	385,027
Total expenditures	71,387	391,785	463,172
Excess of revenues over (under) expenditures	870	(1,411)	(541)
OTHER FINANCING SOURCES (USES)			
Transfers in (out)	(737)	737	-
Total other financing sources (uses)	(737)	737	-
Net change in fund balances	133	(674)	(541)
Fund balances, beginning of year	451	5,460	5,911
Fund balances, end of year	\$ 584	\$ 4,786	\$ 5,370

The accompanying notes and independent auditor's report
should be read with this financial statement.

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FLYING HORSE METROPOLITAN DISTRICT #3
RECONCILIATION OF THE STATEMENTS OF REVENUES, EXPENDITURES
AND CHANGES IN FUND BALANCES OF GOVERNMENTAL FUNDS TO THE
STATEMENT OF ACTIVITIES
YEAR ENDED DECEMBER 31, 2016

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

Net change in fund balances - total governmental funds	\$	(541)
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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 bonds payable		<u>(92,468)</u>
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Changes in net position of governmental activities	\$	<u><u>(93,009)</u></u>
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The accompanying notes and independent auditor's report should be read with this financial statement.

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FLYING HORSE METROPOLITAN DISTRICT #3
GENERAL FUND
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE
BUDGET AND ACTUAL
YEAR ENDED DECEMBER 31, 2016

	<u>Original Budget</u>	<u>Final Budget</u>	<u>Actual</u>	<u>Variance with Final Budget Positive (Negative)</u>
<u>REVENUES</u>				
Property taxes	\$ 58,471	\$ 56,571	\$ 56,002	\$ (569)
Specific ownership taxes	5,143	6,593	6,728	135
Intergovernmental revenues	7,663	9,512	9,513	1
Net investment income	-	4	14	10
Total revenues	71,277	72,680	72,257	(423)
<u>EXPENDITURES</u>				
Intergovernmental expenses	63,000	63,000	63,000	-
Accounting	5,300	5,250	5,250	-
Insurance	2,013	2,013	2,013	-
County Treasurer's fees	877	879	876	3
Membership dues	350	248	248	-
Total expenditures	71,540	71,390	71,387	3
Excess of revenues over expenditures	(263)	1,290	870	(420)
<u>OTHER FINANCING SOURCES (USES)</u>				
Transfers in (out)	500	-	(737)	(737)
Net change in fund balance	\$ 237	\$ 1,290	133	\$ (1,157)
Fund balance, beginning of year			451	
Fund deficit, end of year			\$ 584	

The accompanying notes and independent auditor's report
should be read with this financial statement.

FLYING HORSE METROPOLITAN DISTRICT #3
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016

1. DEFINITION OF REPORTING ENTITY

Flying Horse Metropolitan District #3 ("District #3"), a quasi-municipal corporation and a political subdivision of the State of Colorado created pursuant to the Special District Act, was formed in 2005 for the purpose of providing the funding for streets, safety protection, water, sanitary sewer, drainage and park and recreation improvements, facilities, and services within the Flying Horse subdivision located in the City of Colorado Springs.

District #3 was formed in conjunction with Flying Horse Metropolitan District #1 ("District #1") and Flying Horse Metropolitan District #2 ("District #2") to serve the needs of the Flying Horse development for the purpose of financing, construction and operation of improvements and infrastructure serving the districts. District #1 is responsible for managing the construction, operation and maintenance of all improvements not transferred to the City of Colorado Springs. District #3 and District #2 are responsible for providing the funding and tax base needed to support the financing plan for capital improvements and to fund ongoing operations. District #2 and District #3 are not component units of District #1.

District #3 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 organizations 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.

District #3 is not financially accountable for any other organization nor is District #3 a component unit of any other primary governmental entity.

District #3 has no employees and all operational and administrative functions are contracted.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Government-wide and fund financial statements

The government-wide financial statements include the statement of net position and the statement of activities. These financial statements include all of the activities of District #3. 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.

See independent auditor's report

FLYING HORSE METROPOLITAN DISTRICT #3
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Government-wide and fund financial statements (continued)

The statement of net position reports all financial and capital resources of District #3. The difference between the assets and deferred outflows of resources, and liabilities and deferred inflows of resources of District #3 is reported as net position.

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

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

Measurement focus, basis of accounting and financial statement position

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.

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 collectable within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, District #3 considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. The major sources of revenue susceptible to accrual are property taxes and intergovernmental revenues. All other revenue items are considered to be measurable and available only when cash is received by District #3. Expenditures, other than interest on long-term obligations are recorded when the liability is incurred or the long-term obligation is due.

See independent auditor's report

FLYING HORSE METROPOLITAN DISTRICT #3
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Measurement focus, basis of accounting and financial statement position (continued)

District #3 reports the following major governmental funds:

General fund - The general fund is used to account for all financial resources of District #3 except those required to be accounted for in another fund.

Debt service fund - The debt service fund accounts for the servicing of general long-term debt and revenues generated and received by District #3 that are required to be used in payment of long-term debt.

When both restricted and unrestricted resources are available for use, it is District #3's policy to use restricted resources first, then unrestricted resources as they are needed.

Budgets

In accordance with state budget law, District #3'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 and other financing uses level and lapses at year-end. District #3's board of directors can modify the budget by line item within the total appropriation without notification. The appropriation can only be modified upon completion of notification and publication requirements. The budget includes each fund on its basis of accounting unless otherwise indicated.

District #3 incurred expenditures in excess of appropriations for the year ended December 31, 2016 in the debt service fund, which may be in violation of the local government budget law.

Pooled cash and investments

District #3 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.

See independent auditor's report

FLYING HORSE METROPOLITAN DISTRICT #3
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property taxes

Property taxes are levied by District #3's board of directors. The levy is based on assessed valuations determined by the County Assessor generally as of January 1 of each year. The levy is normally set by December 15 and attaches as an enforceable lien as of January 1 of the following year. The County Treasurer collects the determined taxes during the ensuing calendar year. The taxes are payable by April or, at the taxpayer's election, in February and June in equal installments. Delinquent taxpayers are notified in August and sales of the tax liens on delinquent properties are generally held in November or December. The County Treasurer remits the taxes collected to District #3 monthly.

Property taxes, net of estimated uncollectable taxes, are recorded initially as deferred revenues in the year they are levied and measurable. The deferred property tax revenues are recorded as revenues in the year they are available or collected.

Deferred inflows of resources

In addition to liabilities, the statement of net position reports a separate section for deferred inflows of resources. This separate financial statement element, deferred inflows of resources, represents an acquisition of net position that applies to a future period(s) and so will not be recognized as an inflow of resources (revenue) until that time. Accordingly, the item incremental property tax revenue is deferred and recognized as an inflow of resources in the period that the amounts become available.

Fund equity

Fund balance for governmental funds should be reported in classifications that comprise a hierarchy based on the extent to which the government is bound to honor constraints on the specific purposes for which spending can occur. Governmental funds report up to five classifications of fund balance: nonspendable, restricted, committed, assigned, and unassigned. Because circumstances differ among governments, not every government or every governmental fund will present all of these components. The following classifications describe the relative strength of the spending constraints:

Nonspendable fund balance - The portion of fund balance that cannot be spent because it is either not in spendable form (such as prepaid amounts or inventory) or is legally or contractually required to be maintained intact.

See independent auditor's report

FLYING HORSE METROPOLITAN DISTRICT #3
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fund equity (continued)

Restricted fund balance - The portion of fund balance that is constrained to being used for a specific purpose by external parties (such as bondholders), constitutional provisions, or enabling legislation.

Committed fund balance - The portion of fund balance that can only be used for specific purposes pursuant to constraints imposed by formal action of the government's highest level of decision-making authority, the board of directors. The constraint may be removed or changed only through formal action of the board of directors.

Assigned fund balance - The portion of fund balance that is constrained by the government's intent to be used for specific purposes, but is neither restricted nor committed. Intent is expressed by the board of directors to be used for a specific purpose. Constraints imposed on the use of assigned amounts are more easily removed or modified than those imposed on amounts that are classified as committed.

Unassigned fund balance - The residual portion of fund balance that does not meet any of the criteria described above.

If more than one classification of fund balance is available for use when an expenditure is incurred, it is District #3's policy to use the most restrictive classification first.

3. CASH AND INVESTMENTS

Cash and investments as of December 31, 2016 are classified in the accompanying financial statements as follows:

Statement of net position:

Cash - restricted	<u>\$ 1,280</u>
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Cash as of December 31, 2016 consist of the following:

Deposits with financial institutions	<u>\$ 1,280</u>
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See independent auditor's report

FLYING HORSE METROPOLITAN DISTRICT #3
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016

3. CASH AND INVESTMENTS (CONTINUED)

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. The 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 102% of the aggregate uninsured deposits.

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

As of December 31, 2016, District #3's cash deposits had a bank balance of \$1,280 and a book balance of \$1,280.

Investments

District #3 has not adopted a formal investment policy; however, District #3 follows state statutes regarding investments.

District #3 generally limits its concentration of investments to those which are believed to have minimal credit risk, minimal interest rate risk and no foreign currency risk. Additionally, District #3 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 otherwise formally approved by the board of directors. Such actions are generally associated with a debt service reserve or sinking fund requirements.

See independent auditor's report

FLYING HORSE METROPOLITAN DISTRICT #3
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016

3. CASH AND INVESTMENTS (CONTINUED)

Investment (continues)

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

- Obligations of the United States and certain United States government agency securities
- Certain international agency securities
- General obligation and revenue bonds of United States local government entities
- Bankers' acceptances of certain banks
- Commercial paper
- Written repurchase agreements collateralized by certain authorized securities
- Certificates of deposit in Colorado PDPA approved banks or savings banks
- Certain money market funds
- Guaranteed investment contracts
- Local government investment pools

Fair value measurement and application

The District categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure the fair value of the asset. Level 1 inputs are quoted prices in active markets for identical assets; Level 2 inputs are significant other observable inputs; and Level 3 inputs are significant unobservable inputs.

As of December 31, 2016, District #3 had no investments.

4. LONG-TERM OBLIGATIONS

In 2005, District #3 issued general obligation limited tax bonds with a face value of \$5,895,000. The bonds bear interest at an annual rate of 8.10% from December 1, 2008 through maturity on December 1, 2035. Interest is payable to the bondholders semi-annually on each June 1 and December 1. The bonds were issued at a discount of \$1,449,050 which represents the present value, at issuance, of interest payments that were not required from the date of issuance through November 30, 2008.

The bonds are subject to redemption prior to maturity at the discretion of District #3, as a whole or in integral multiples of \$5,000 on December 1, 2009 or on any date thereafter.

See independent auditor's report

FLYING HORSE METROPOLITAN DISTRICT #3
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016

4. LONG-TERM OBLIGATIONS (CONTINUED)

The bond debt will be repaid from the proceeds of an ad valorem property tax and a specific ownership tax on the taxable property within District #3 and infrastructure development fees through an agreement with the developer.

The bond proceeds were used to repay debt incurred by District #1 as required by the bond document. The proceeds were also used to pay \$92,575 of bond issuance costs.

The following is a summary of changes in 2005 Series Bonds of District #3 during the year ended December 31, 2016:

	<u>Balance 1/1/2016</u>	<u>Additions</u>	<u>Repayments/ Defeasance</u>	<u>Balance 12/31/2016</u>	<u>Due within one year</u>
2005A Series Bond	\$ 5,895,000	\$ -	\$ -	\$ 5,895,000	\$ 115,000

Annual requirements to amortize long-term obligations are as follows:

<u>Year Ending December 31,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2017	\$ 115,000	\$ 1,191,650	\$ 1,306,650
2018	35,000	468,180	503,180
2019	130,000	465,345	595,345
2020	150,000	454,815	604,815
2021	160,000	442,665	602,665
2022-2026	1,150,000	1,982,475	3,132,475
2027-2031	1,885,000	1,406,565	3,291,565
2032-2035	2,270,000	480,331	2,750,331
Total	<u>\$ 5,895,000</u>	<u>\$ 6,892,026</u>	<u>\$ 12,787,026</u>

Interest expense related to the bond payable totaled \$477,495 for the year ended December 31, 2016. As of December 31, 2016 accrued interest related to the bond payable totaled \$714,966.

District #3 is required to maintain a bond fund sufficient to cover one year of principal and interest on bond payments. As of December 31, 2016, District #3 did not have sufficient funds restricted for this purpose. District #3 is in arrears on interest payments related to bonds. Pursuant to the bond agreement, these amounts remain outstanding but do not compound or bear additional interest.

See independent auditor's report

FLYING HORSE METROPOLITAN DISTRICT #3
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016

5. INFRASTRUCTURE DEVELOPMENT FEES

In 2005, District #3 entered into an infrastructure development fee agreement with the developer to assist in the funding for the repayment of District #3 general obligation limited tax bonds issued in 2005. Infrastructure development fees are due and payable to District #3 upon the issuance of a building permit. Any unpaid fees that are due and owing bear interest at a rate of 12% per annum. In the event District #3 receives fees in any semi-annual period in excess of the scheduled amount, such excess payments are carried forward and credited against future required payments.

During the year ended December 31, 2016, District #3 did not receive any infrastructure development fees.

6. NET POSITION

District #3 has net position consisting of two components - restricted and unrestricted.

Restricted items include net positions that are subject to restrictions for use either by external restrictions imposed by creditors, grantors, contributors, or laws and regulations of other governments or imposed by law through constitutional provisions or enabling legislation.

District #3 had restricted net positions of as of December 31, 2016:

Restricted net position:

Emergencies (see Note 10)	\$ 2,142
Debt service (see Note 4)	<u>4,786</u>
	<u>\$ 6,928</u>

District #3's unrestricted net position as of December 31, 2016 totaled a deficit of \$6,611,524. This deficit amount was a result of District #3 being responsible for the repayment of general obligation bonds, the proceeds of which were transferred primarily to District #1.

7. RELATED PARTIES

The developer of the property which constitutes District #3 is Classic Development-Flying Horse, LLC, which is 100% owned by Elite Properties of America, Inc. ("EPA"). The members of the board of directors are officers, employees or associates of EPA and may have conflicts of interest in dealing with District #3.

See independent auditor's report

FLYING HORSE METROPOLITAN DISTRICT #3
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016

8. ECONOMIC DEPENDENCY

District #3 has not yet established a revenue base sufficient to pay operational and capital expenditures and meet debt service requirements. Until an independent revenue base is established, continuation of operations in District #3 and construction of public improvements will be dependent upon funding by the developer.

9. RISK MANAGEMENT

District #3 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.

District #3 is a member of the Colorado Special Districts Property and Liability Pool ("Pool") as of December 31, 2016. 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.

District #3 pays annual premiums to the Pool for liability, property and public officials liability 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.

10. TAX, SPENDING AND DEBT LIMITATIONS

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

Spending and revenue limits are determined based on the prior 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. District #3's voters approved a ballot issue allowing District #3 to retain all revenues.

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

See independent auditor's report

FLYING HORSE METROPOLITAN DISTRICT #3
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016

10. TAX, SPENDING AND DEBT LIMITATIONS (CONTINUED)

District #3'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 likely require judicial interpretation.

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SUPPLEMENTARY INFORMATION

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FLYING HORSE METROPOLITAN DISTRICT #3
DEBT SERVICE FUND
SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE
BUDGET AND ACTUAL
YEAR ENDED DECEMBER 31, 2016

	Original Budget	Final Budget	Actual	Variance with Final Budget Positive (Negative)
<u>REVENUES</u>				
Property taxes	\$ 350,827	\$ 339,427	\$ 336,009	\$ (3,418)
Specific ownership taxes	30,857	39,558	40,369	811
Intergovernmental revenues	1,500	13,506	13,506	-
Net investment income	22	457	490	33
Total revenues	383,206	392,948	390,374	(2,574)
<u>EXPENDITURES</u>				
Interest expense	375,771	379,758	385,027	(5,269)
County Treasurer's fees	5,262	5,273	5,258	15
Paying agent administration fee	1,500	1,500	1,500	-
Total expenditures	382,533	386,531	391,785	(5,254)
Revenues in excess (deficit) of expenditures	673	6,417	(1,411)	(7,828)
<u>OTHER FINANCING SOURCES (USES)</u>				
Transfers in (out)	(500)	-	737	737
Total other financing sources	(500)	-	737	737
Net change in fund balance	\$ 173	\$ 6,417	\$ (674)	\$ (7,091)
Fund balance, beginning of year			5,460	
Fund balance, end of year			\$ 4,786	

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