

**PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 1
Douglas County, Colorado**

**FINANCIAL STATEMENTS
December 31, 2016**



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Board of Directors
Promenade at Castle Rock Metropolitan District No. 1
Douglas County, Colorado

Independent Auditors' Report

We have audited the accompanying financial statements of the governmental activities and each major fund of the Promenade at Castle Rock Metropolitan District No. 1, as of and for the year ended December 31, 2016, and the related notes to the financial statements, which collectively comprise the District's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the District'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 District's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting principles 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 Promenade at Castle Rock Metropolitan District No. 1 as of December 31, 2016, and 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

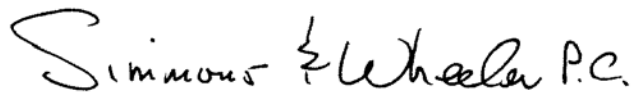
Required Supplementary Information

Management has omitted the 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, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. Our opinion on the basic financial statements is not affected by this missing information.

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise Promenade at Castle Rock Metropolitan District No. 1's basic financial statements. The supplementary information as listed 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.

 Simmons & Wheeler P.C.

Englewood, CO
October 9, 2017

BASIC FINANCIAL STATEMENTS

PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 1
STATEMENT OF NET POSITION
December 31, 2016

	Governmental Activities
ASSETS	
Cash and investments - Restricted	\$ 11,499,485
Escrowed Funds	1,696,488
PIF receivable	90,454
Property taxes receivable	15,381
Due from Promenade No. 2	29
Due from Promenade No. 3	35,986
Total assets	13,337,823
LIABILITIES	
Restricted escrow - (sureties)	116,933
Escrow - Developer (private costs)	485,389
Accrued interest payable	162,848
Noncurrent liabilities:	
Due in more than one year	37,339,829
Total liabilities	38,104,999
DEFERRED INFLOWS OF RESOURCES	
Deferred property tax revenue	15,381
Total deferred inflows of resources	15,381
NET POSITION	
Restricted for:	
Debt service	193,303
Unrestricted	(24,975,860)
Total net position	\$ (24,782,557)

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

PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 1
STATEMENT OF ACTIVITIES
Year Ended December 31, 2016

<u>Functions/Programs</u>	<u>Expenses</u>	<u>Program Revenues</u>			<u>Net (Expense)</u>
		<u>Charges for Services</u>	<u>Operating Grants and Contributions</u>	<u>Capital Grants and Contributions</u>	<u>Revenue and Changes in Net Position</u>
Primary government:					
Government activities:					
General government	\$ 9,435,071	\$ -	\$ -	\$ 20,360	\$ (9,414,711)
Interest and related costs on long-term debt	2,453,408	295,432	74,925	-	(2,083,051)
	<u>\$ 11,888,479</u>	<u>\$ 295,432</u>	<u>\$ 74,925</u>	<u>\$ 20,360</u>	<u>(11,497,762)</u>
General revenues:					
Property taxes					2,291
Specific ownership					157
Net investment income					68,190
Total general revenues					<u>70,638</u>
Change in net position					(11,427,124)
Net position - Beginning					<u>(13,355,433)</u>
Net position - Ending					<u>\$ (24,782,557)</u>

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

PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 1
BALANCE SHEET
GOVERNMENTAL FUNDS
December 31, 2016

	General	Debt Service	Capital Projects	Total Governmental Funds
ASSETS				
Cash and investments - Restricted	\$ -	\$ 4,139,889	\$ 7,359,596	\$ 11,499,485
Escrowed Funds	-	-	1,696,488	1,696,488
Public improvement fee receivable	-	90,454	-	90,454
Property taxes receivable	3,076	12,305	-	15,381
Due from Promenade No. 2	-	29	-	29
Due from Promenade No. 3	-	35,986	-	35,986
TOTAL ASSETS	\$ 3,076	\$ 4,278,663	\$ 9,056,084	\$ 13,337,823
LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES				
LIABILITIES				
Restricted Escrow - (sureties)	\$ -	\$ -	\$ 116,933	\$ 116,933
Escrow - Developer (private costs)	-	-	485,389	485,389
Total liabilities	-	-	602,322	602,322
DEFERRED INFLOWS OF RESOURCES				
Deferred property tax revenue	3,076	12,305	-	15,381
Total deferred inflows of resources	3,076	12,305	-	15,381
FUND BALANCES				
Restricted for:				
Debt service	-	4,266,358	-	4,266,358
Capital projects	-	-	8,453,762	8,453,762
Unassigned	-	-	-	-
Total fund balances	-	4,266,358	8,453,762	12,720,120
TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES	\$ 3,076	\$ 4,278,663	\$ 9,056,084	

Amounts reported for 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 - Series 2015A	(34,615,000)
Bonds payable - Series 2015B	(2,825,000)
Accrued interest - Series 2015B	(312,704)
Original Issue Discount	412,875
Accrued interest on bonds payable	(162,848)
Net position of governmental activities	\$ (24,782,557)

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

PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 1
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES
GOVERNMENTAL FUNDS
Year Ended December 31, 2016

	<u>General</u>	<u>Debt Service</u>	<u>Capital Projects</u>	<u>Total Governmental Funds</u>
REVENUES				
Property taxes	\$ 458	\$ 1,833	\$ -	\$ 2,291
Other income	-	-	20,360	20,360
Specific Ownership Taxes	31	126	-	157
Public Improvement Fees	-	295,432	-	295,432
Transfer from Promenade No. 3	-	74,925	-	74,925
Net investment income	-	23,831	44,359	68,190
Total revenues	<u>489</u>	<u>396,147</u>	<u>64,719</u>	<u>461,355</u>
EXPENDITURES				
County Treasurer's Fees	6	27	-	33
PIF Collection fee	-	35,000	-	35,000
Transfer to Promenade No. 2	483	-	-	483
Debt service				
Bond interest	-	1,992,981	-	1,992,981
Trustee fees	-	3,500	-	3,500
Capital outlay				
Bond issue costs	-	-	195,199	195,199
Transfer to Promenade No. 2	-	-	9,396,055	9,396,055
Total expenditures	<u>489</u>	<u>2,031,508</u>	<u>9,591,254</u>	<u>11,623,251</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	<u>-</u>	<u>(1,635,361)</u>	<u>(9,526,535)</u>	<u>(11,161,896)</u>
OTHER FINANCING SOURCES (USES)				
Transfers from/(to) other funds	-	1,973	(1,973)	-
Total other financing sources (uses)	<u>-</u>	<u>1,973</u>	<u>(1,973)</u>	<u>0</u>
NET CHANGE IN FUND BALANCES	-	(1,633,388)	(9,528,508)	(11,161,896)
FUND BALANCES - BEGINNING OF YEAR	-	5,899,746	17,982,270	23,882,016
FUND BALANCES - END OF YEAR	<u>\$ -</u>	<u>\$ 4,266,358</u>	<u>\$ 8,453,762</u>	<u>\$ 12,720,120</u>

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

**PROMENADE AT CASTLE ROCK 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, 2016**

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

Net change in fund balances - Total governmental funds	\$ (11,161,896)
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The issuance of long-term debt (e.g., bonds, leases) 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 position. Also, governmental funds report the effect of 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 amortization of bond discount	(42,020)
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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 - Change in liability	<u>(223,208)</u>
Changes in net position of governmental activities	<u>\$ (11,427,124)</u>

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

**PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 1
GENERAL FUND
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN
FUND BALANCES - BUDGET AND ACTUAL
Year Ended December 31, 2016**

	Original and Final Budget	Actual Amounts	Variance with Final Budget Positive (Negative)
REVENUES			
Property taxes	\$ 458	\$ 458	\$ -
Other income	500	-	(500)
Specific Ownership Taxes	40	31	(9)
Total revenues	<u>998</u>	<u>489</u>	<u>(509)</u>
EXPENDITURES			
Current			
County Treasurer's Fees	7	6	1
Contingency	500	-	500
Transfer to Promenade No. 2	491	483	8
Total expenditures	<u>998</u>	<u>489</u>	<u>509</u>
NET CHANGE IN FUND BALANCES	<u>-</u>	<u>-</u>	<u>-</u>
FUND BALANCES - BEGINNING OF YEAR	<u>-</u>	<u>-</u>	<u>-</u>
FUND BALANCES - END OF YEAR	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

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

PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2016

NOTE 1 - DEFINITION OF REPORTING ENTITY

Promenade at Castle Rock Metropolitan District No. 1 (District), a quasi-municipal corporation and political subdivision of the State of Colorado was organized by order and decree of the District Court of Douglas County on May 28, 2014, and is governed pursuant to provisions of the Colorado Special District Act (Title 32, Article 1, Colorado Revised Statutes). The District operates under a Consolidated Service Plan for the District, Promenade at Castle Rock Metropolitan District No. 2, and Promenade at Castle Rock Metropolitan District No. 3 (collectively the "Districts"), approved by the Town of Castle Rock, Colorado on January 7, 2014. The District's service area is located entirely within the Town of Castle Rock, Douglas County, Colorado. The District was established for the purpose of financing and providing public improvements and related operations and maintenance services within and outside of the boundaries of the District. The public improvements include water, streets, sanitation, parks and recreation, traffic and safety controls, transportation, mosquito and pest control, and television relay and translator.

Pursuant to a Capital Pledge Agreement, Promenade at Castle Rock Metropolitan District No.3 ("Taxing District") has limited tax general obligations to the District (see Note 8). Property taxes to be generated from the Taxing District debt service mill levies, including specific ownership taxes to be received as a result of imposition of such mill levies, are expected to be transferred, net of fees, to the District to pay for debt service expenditures. District No. 2 is considered the operating district.

The District's service plan allows for the ability to pay for administration, operations, and maintenance associated with the Public Improvements as necessary from the District Operating Revenue. The General Fund Mill Levy at December 31, 2016 was 10.000 mills and the Property taxes generated, net of fees, were transferred to District No. 2, the Operating District, pursuant to the District Administrative Services Agreement which pays all administrative expenditures for the District.

The maximum debt mill levy allowed by the service plan is 50.000 mills as adjusted for changes in the method of calculating assessed value. The Maximum Debt Mill Levy at December 31, 2016, was 40.000 mills.

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.

The District is not financially accountable for any other organization, nor is the District a component unit of any other primary governmental entity.

PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2016

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

Government-wide and Fund Financial Statements

The government-wide financial statements include the statement of net position and the statement of activities. These financial statements include all of the activities of the District. 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 position reports all financial and capital resources of the District. The difference between the sum of assets and deferred outflows and the sum of liabilities and deferred inflows 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 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.

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the government considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. The major sources of revenue susceptible to accrual are property taxes, specific ownership taxes intergovernmental revenues from District Nos. 2 and 3 and public improvement fees. 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 is due.

PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2016

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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 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.

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 and other financing uses level and lapses at year end. The District's Board of Directors can modify the budget by line item within the total appropriation without notification. The appropriation can only be modified upon completion of notification and publication requirements. The budget includes each fund on its basis of accounting unless otherwise indicated.

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 and investments.

Property Taxes

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

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

PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2016

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Amortization

Original Issue Discount

In the government-wide financial statements, bond discounts are deferred and amortized over the life of the bonds using the effective interest method.

In the fund financial statements, governmental fund types recognize bond discounts during the current period. The face amount of debt issued is reported as other financing sources. Discounts on debt issuances are reported as other financing uses.

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. The government has only one type of item, which arises only under a modified accrual basis of accounting, that qualifies for reporting in this category. Accordingly, the item, *deferred property tax revenue*, is also reported in the governmental funds balance sheet. The governmental funds report unavailable revenues from property taxes. These amounts are deferred and recognized as an inflow of resources in the period that the amounts become available.

Equity

Net Position

For government-wide presentation purposes when both restricted and unrestricted resources are available for use, it is the District's practice to use restricted resources first, then unrestricted resources as they are needed.

Fund Balance

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 legally or contractually required to be maintained intact.

PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2016

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (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 the District’s practice to use the most restrictive classification first.

NOTE 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:

Escrowed Funds	\$ 1,696,488
Cash and investments - Restricted	<u>11,499,485</u>
Total cash and investments	<u>\$ 13,195,973</u>

Cash and investments as of December 31, 2016, consist of the following:

Escrow - Deposits with financial institutions	\$ 1,696,488
Investments	<u>11,499,485</u>
Total cash and investments	<u>\$ 13,195,973</u>

PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2016

NOTE 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. 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 102% of the aggregate uninsured deposits.

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

At December 31, 2016, the District had escrow deposits in the amount of \$1,696,488.

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 those noted with an asterisk (*) below, 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 or investment custodial risk disclosure requirements 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
- . Certain certificates of participation
- . Certain securities lending agreements
- . 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

PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2016

NOTE 3 - CASH AND INVESTMENTS (CONTINUED)

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. Investments not measured at fair value and not categorized include governmental money market funds (PFM Funds Governmental Select series); money market funds (generally held by Bank Trust Departments in their role as paying agent or trustee); and CSAFE which record their investments at amortized cost.

As of December 31, 2016, the District had the following investments:

Investment	Maturity	Fair Value
Colorado Surplus Asset Fund Trust (CSAFE)	Weighted average under 60 days	<u>\$ 11,499,485</u>

CSAFE

The District invested in the Colorado Surplus Asset Fund Trust (CSAFE), which is an investment vehicle established by state statutes for local government entities to pool surplus assets. The State Securities Commissioner administers and enforces all State statutes governing CSAFE. CSAFE is similar to a money market fund, with each share valued at \$1.00. CSAFE may invest in U.S. Treasury securities, repurchase agreements collateralized by U.S. Treasury securities, certain money market funds and highest rated commercial paper. A designated custodial bank serves as custodian for CSAFE's portfolio pursuant to a custodian agreement. The custodian acts as safekeeping agent for CSAFE's investment portfolio and provides services as the depository in connection with direct investments and withdrawals. The custodian's internal records segregate investments owned by CSAFE. CSAFE is rated AAAM by Standard & Poor's.

PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2016

NOTE 4 - LONG-TERM OBLIGATIONS

The following is an analysis of the changes in the District's long-term obligations for the year ended December 31, 2016:

	Balance at December 31, 2015	Additions	Reductions	Balance at December 31, 2016	Due Within One Year
Limited Tax General Obligation Bonds, Series 2015A	\$ 34,615,000	\$ -	\$ -	\$ 34,615,000	\$ -
Original Issue Discount, Series 2015A	(454,895)	-	(42,020)	(412,875)	-
Taxable Special Revenue Bonds, Series 2015B	2,825,000	-	-	2,825,000	-
Accrued Interest Series 2015B Bond	89,496	262,014	38,806	312,704	-
	<u>\$ 37,074,601</u>	<u>\$ 262,014</u>	<u>\$ (3,214)</u>	<u>\$ 37,339,829</u>	<u>\$ -</u>

The details of the District's long-term obligations are as follows:

On August 25, 2015, the District issued \$34,615,000 in Limited Tax General Obligation Bonds, Series 2015A (the Series 2015A Bonds). The interest rate ranges from 5.125% to 5.750%. Interest is payable semi-annually on June 1 and December 1, beginning on December 1, 2015. Annual mandatory sinking fund principal payments are due on December 1, beginning on December 1, 2018. The Series 2015A Bonds mature on December 1, 2039, and are subject to redemption prior to maturity, at the option of the District, as a whole or in integral multiples of \$1,000, in any order of maturity, and in whole or partial maturities (and if in part in such order of maturities as the District shall determine and by lot within maturities), on December 1, as follows:

Date of Redemption	Redemption Premium
December 1, 2020, to and including November 30, 2021	3.00%
December 1, 2021, to and including November 30, 2022	2.00%
December 1, 2022, to and including November 30, 2023	1.00%
December 1, 2023, and thereafter	0.00%

If the redemption will be in whole, or if the redemption price is to be paid from the proceeds of bonds or other obligations issued to refund all or a portion of the Bonds, then on any date thereafter, or if the redemption is in part, and the redemption price will be paid from Pledged Revenue, then on any December 1 thereafter, upon payment of par, and accrued interest thereon, without redemption premium.

The proceeds from the sale of the Series 2015A Bonds were used for the purposes of (i) paying a portion of the costs of public improvements or reimbursing the Developer for the advancement of those costs, to the extent of available proceeds; (ii) providing capitalized interest; (iii) providing the Series 2015A Reserve Fund; and (iv) paying costs of issuance of the Series 2015A Bonds.

PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2016

NOTE 4 - LONG-TERM OBLIGATIONS (CONTINUED)

Pursuant to the Indenture, the District is obligated to impose a limited debt service mill levy. Pursuant to a Capital Pledge Agreement, Promenade at Castle Rock Metropolitan District No. 2 (under certain, limited circumstances which are not expected to occur) and Promenade at Castle Rock Metropolitan District No. 3 are obligated to impose a limited debt service mill levy. Revenue produced from such mill levies (collectively, the "District Debt Service Mill Levy"), including specific ownership taxes as a result of the District's Debt Service Mill Levy, are pledged to the payment of the Series 2015A Bonds. The Indenture and the Pledge Agreement generally define the District Debt Service Mill Levy as a mill levy imposed upon all taxable property of the Districts each year in an amount calculated as follows:

- a) for any Mill Levy Certification Date occurring prior to the date on which no Series B Bonds remain outstanding ("Add-On PIF Limitation Date"), 40 mills (subject to adjustment); and
- b) for any Mill Levy Certification Date occurring on and after the Add-On PIF Limitation Date, the lesser of (A) 40 mills (subject to adjustment) plus the number of mills which, if imposed by the Districts, would generate revenue (net of the costs of collection) equal to the amount of Remaining Add-On PIF Revenue generated in the year of such Mill Levy Certification Date or (B) up to 47 mills; in no event shall the District Debt Service Mill Levy be set at more than 47 mills (subject to adjustment).

The District Debt Service Mill Levy is subject to adjustment per the Gallagher Amendment after January 1, 2014.

The Series 2015A Bonds are secured by and payable solely from the Series 2015A Pledged Revenue consisting of the following, net of costs of collection:

- a) Property Tax Revenue generated from the imposition of the District Debt Service Mill Levy by the Districts;
- b) Specific Ownership Tax Revenue generated from the imposition of the District Debt Service Mill Levy by the Districts;
- c) Credit PIF Revenue;
- d) Incremental Target Store Sales Tax;
- e) PILOT Revenue derived from a covenant recorded against the subject property imposing a payment in lieu of taxes against any portion of such property that is exempt from ad valorem property taxation;
- f) After the Series 2015B Bonds are no longer outstanding, Add-On PIF Revenue in any year, in an amount not to exceed the Maximum Add-On PIF Revenue Limit; and
- g) Any other legally available moneys which the District determines, in its absolute discretion, to credit to the Series 2015A Bond Fund.

PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2016

NOTE 4 - LONG-TERM OBLIGATIONS (CONTINUED)

The Series 2015A Bonds are further secured by the Series 2015A Reserve Fund which was funded upon issuance of the Series 2015A Bonds in the amount of the Series 2015A Reserve Requirement equal to \$3,097,888, by capitalized interest which was funded with proceeds of the Series 2015A Bonds in the amount of \$3,726,487, and by the Series 2015A Surplus Fund up to a maximum amount of \$2,848,484 which was not funded upon issuance of the Series 2015A Bonds. Amounts on deposit in the Series 2015A Reserve Fund on the maturity date of the Series 2015A Bonds shall be applied to the payment of the Series 2015A Bonds on such date.

On August 25, 2015, the District also issued \$2,825,000 Taxable Special Revenue Bonds, Series 2015B, (the Series 2015B Bonds). The interest rate is 9.00% and is payable annually on December 1, beginning on December 1, 2015. Annual mandatory sinking fund principal payments on the Series 2015B Bonds are due on December 1, to the extent of moneys on deposit, if any, in the Series 2015B Mandatory Redemption Account of the Series 2015B Bond Fund. The Series 2015B Bonds mature on December 1, 2039.

To the extent principal of any Bond is not paid when due, such principal shall remain outstanding until paid. To the extent interest on any Series 2015A Bond is not paid when due, such interest shall compound semiannually on each interest payment date for the Series 2015A Bonds, at the rate then borne by the Series 2015A Bond and to the extent interest on any Series 2015B Bond is not paid when due, such interest shall compound annually on each interest payment date for the Series 2015B Bonds, at the rate then borne by the Series 2015B Bonds.

Proceeds from the sale of the Series 2015B Bonds were used to (i) pay a portion of the costs of public improvements or reimbursing the Developer for the advancement of those costs, to the extent of available proceeds; and (ii) pay costs of issuance of the Series 2015B Bonds.

The Series 2015B Bonds are secured by and payable solely from the Series 2015B Pledged Revenue consisting of the following, net of costs of collection:

- a) Add-On PIF Revenue;
- b) At any time that the balance of the Series 2015A Surplus Fund is equal to the Series 2015A Surplus Target Amount, and on a basis subordinate to the Series 2015A Bond Year Requirements in every year, the Property Tax Revenue, Specific Ownership Tax Revenue, Credit PIF Revenue, PILOT Revenue, and Target Store Revenue, if any; and
- c) Any other legally available moneys which the District determines, in its absolute discretion, to credit to the Series 2015B Bond Fund.

PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2016

NOTE 4 - LONG-TERM OBLIGATIONS (CONTINUED)

The District's Series 2015A Bonds will mature as follows:

	Governmental Activities		Total
	Principal	Interest	
2017	\$ -	\$ 1,954,175	\$ 1,954,175
2018	220,000	1,954,175	2,174,175
2019	575,000	1,942,900	2,517,900
2020	675,000	1,913,431	2,588,431
2021	2,030,000	1,878,838	3,908,838
2022-2026	15,455,000	7,276,401	22,731,401
2027-2030	15,660,000	2,281,024	17,941,024
	<u>\$ 34,615,000</u>	<u>\$ 19,200,944</u>	<u>\$ 53,815,944</u>

The Series 2015B Bonds are cash flow bonds and principal and interest are payable to the extent of Series 2015B Pledged Revenues, therefore there are no scheduled payments of principal and interest on the Series 2015B Bonds.

Authorized Debt

On May 6, 2014, a majority of the qualified electors of the District who voted in the election authorized the issuance of indebtedness in an amount not to exceed \$600,000,000. At December 31, 2016, the District had authorized but unissued indebtedness in the following amounts allocated for the following purposes:

PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2016

	Amount Authorized on May 6, 2014	Authorization Used 2015 Bonds	Authorized but Unissued at December 31, 2016
Streets	\$ 40,000,000	\$ 17,222,400	\$ 22,777,600
Park and recreation	40,000,000	5,616,000	34,384,000
Water	40,000,000	1,677,312	38,322,688
Sanitation/Storm Sewer	40,000,000	3,564,288	36,435,712
Transportation	40,000,000	9,360,000	30,640,000
Mosquito control	40,000,000	-	40,000,000
Traffic/safety controls	40,000,000	-	40,000,000
Fire protection	40,000,000	-	40,000,000
TV relay	40,000,000	-	40,000,000
Security	40,000,000	-	40,000,000
Refundings	200,000,000	-	200,000,000
	<u>\$ 600,000,000</u>	<u>\$ 37,440,000</u>	<u>\$ 562,560,000</u>

NOTE 5 - NET POSITION

The District has net position consisting of two components – restricted and unrestricted.

Restricted net position includes 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 position as of December 31, 2016 of debt service in the amount of \$193,303.

The District has a deficit in unrestricted net position. This deficit amount is a result of the District being responsible for the repayment of bonds issued for public improvements which were constructed by District No. 2.

NOTE 6 - RELATED PARTY

The Developer of the property which constitutes the District is Promenade at Castle Rock, LLC. The members of the Board of Directors are employees, owners or are otherwise associated with the Developer and its affiliates and may have conflicts of interest in dealing with the District.

NOTE 7 - INTERFUND TRANSFER

The transfer of \$1,973 from the Capital Projects Fund to the Debt Service Fund was to transfer the remaining cost of issuance fund to the Debt Service Fund per the Trust Indenture.

PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2016

NOTE 8 - AGREEMENTS

Development Agreement

In 2015, the District entered into the Promenade at Castle Rock Development Agreement with the Town of Castle Rock, Promenade Castle Rock, LLC and District Nos. 2 and 3. The Development Agreement generally governs, without limitation, the development of the property in and facilities for the Development, the provision of municipal services by the Town, and water rights relating to property in the Development. Additionally, the Development Agreement establishes a cash construction escrow (the "Escrow") as surety for the construction of public improvements in the Development.

Master Intergovernmental Agreement

On September 25, 2014, the District, District Nos. 2 and 3 and the Town entered into the Town of Castle Rock/Promenade at Castle Rock Metropolitan District Nos. 1 – 3 Master Intergovernmental Agreement (the "Master Intergovernmental Agreement"), which generally governs the relationship between the Town and the Districts and sets the parameters of the Districts' authority to finance and construct public improvements. The Master Intergovernmental Agreement states that the Districts have the authority to construct and finance public improvements in accordance with the standards and procedures set forth in the Service Plan, Public Finance Agreement, and the Town Requirements (generally defined as the rules and regulations of the Town, including those relating to zoning and land use). Pursuant to the Master Intergovernmental Agreement, the Districts agree to convey public facilities to the Town, and the Town agrees to operate, maintain, repair, and replace the facilities. The Master Intergovernmental Agreement further provides that the Districts shall only issue bonds in accordance with the Public Finance Agreement, the Service Plan, the Special District Act, and other laws of the State of Colorado.

Amended and Restated Declaration of Covenants Imposing and Implementing the Promenade at Castle Rock Public Improvement Fee

On August 17, 2015, Promenade Castle Rock, LLC ("the Declarant") entered into the Amended and Restated Declaration of Covenants Imposing and Implementing the Promenade at Castle Rock Public Improvement Fee, which replaced the Original PIF Covenant dated April 16, 2015. The Declaration of Covenants is imposed in consideration of the benefits to be provided to the Property with respect to construction, installation, operation and maintenance of Project Improvements, (i) Declarant has agreed to impose a public improvement fee on the Property and (ii) the Town has agreed to credit a portion of the total Sales Tax due on PIF Sales occurring within the Property on which the Credit PIF is collected. The Declarant has pledged the PIF Revenues to the District for repayment of the Districts Series 2015 Bonds. The Add-On PIF initial amount is .25% and it will not exceed .50% of PIF Sales. The Credit PIF amount is 1.10% of PIF Sales.

Infrastructure Acquisition and Reimbursement Agreement

On May 28, 2014 the District entered into an infrastructure acquisition and reimbursement agreement with Promenade Castle Rock, LLC (Developer), whereby the parties acknowledge and agree that construction of the Public Infrastructure by the Developer for the benefit of the District is necessary due to lack of funding currently available to the District.

PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2016

NOTE 8 - AGREEMENTS (CONTINUED)

The Developer has incurred costs related to the Public Infrastructure for the benefit of the District and expects to incur additional costs on the condition that the District agrees to: (i) reimburse the Developer for all District Eligible Costs; (ii) acquire any Public Infrastructure constructed for the benefit of the District from the Developer that is not being dedicated to other governmental entities, and to pay all reasonable costs related thereto; and (iii) to reimburse the Developer for any costs incurred by the Developer for Public Infrastructure that is being dedicated to third parties.

On March 30, 2015, the Infrastructure Acquisition and Reimbursement Agreement was terminated and no obligations have been recognized or undertaken pursuant to the Agreement.

Public Finance Agreement

On January 7, 2014, the District, the Developer, and the Town entered into the Public Finance Agreement, which agreement was amended and restated as the Amended and Restated Public Finance Agreement dated as of February 17, 2015, as amended by a First Amendment dated August 4, 2015 (as amended, the "Public Finance Agreement"). The Public Finance Agreement governs certain aspects of the Development, financing for the Development including the issuance of the Bonds, and regulatory approvals issued by the Town for the Development.

The Public Finance Agreement permits the issuance of "District Bonds", which is defined as one or more series of bonds issued or incurred by any of the Districts to finance or refinance the Eligible Costs in accordance with the terms and provisions of the Public Finance Agreement, including any bonds, other financial obligations or securities issued by any of the Districts to refund the District Bonds, but specifically exclusive of any Reimbursement Agreement entered into between the Developer and any of the Districts. Notwithstanding the foregoing, or any other provision to the contrary, District Bonds shall not be refinanced without the written consent of the Town.

The Public Finance Agreement provides that District Bonds shall be issued in an amount not exceeding \$28,800,000 of Net Proceeds to pay Eligible Costs, subject to adjustment as provided in the Pledge Agreement. "Net Proceeds" is generally defined as net proceeds of one or more series of District Bonds in an amount not exceeding \$28,800,000 used to pay or reimburse Eligible Costs.

The District and District No. 3 (and to the extent hereinafter provided, District No. 2), covenant to impose the District Debt Service Mill Levy in the amount of not less than 40 mills and not more than 47 mills, as hereinafter provided, for so long as any District Bonds remain outstanding, and further covenant to pledge and cause remittance of the District Debt Service Mill Levy to the District Bond Trustee for such outstanding District Bonds. To the extent that the Add-On PIF Revenues are pledged 100% to the payment of outstanding District Bonds, the District Debt Service Mill Levy imposed by such Districts shall be no less than 40 mills. To the extent that less than 100% of the Add-On PIF Revenue is pledged to the payment of outstanding District Bonds, the District Debt Service Mill Levy imposed by such Districts shall be increased above 40 mills, up to a maximum of 47 mills. Each such District further covenants that so long as any District Bonds remain outstanding, that each such District will remit all District Specific Ownership Taxes to the District Bond Trustee for payment of outstanding District Bonds.

PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2016

NOTE 8 - AGREEMENTS (CONTINUED)

The Developer agrees to impose the Credit PIF and the Add-On PIF and to irrevocably assign the Pledged PIF Revenue and any amount of Remaining Add-On PIF Revenue that may be included in District Operating Revenue to the District designated in the District Bond Documents, through and until the payment in full of the District Bonds. The Add-On PIF means the public improvement fee in the amount of not less than .25% and not more than .50% of PIF Sales. The Credit PIF means the public improvement fee in the amount of 1.10% of PIF Sales. The District Operating Revenue will be used to pay the normal and reasonable operating and maintenance expenses of the Districts or for any other lawful purpose. District Operating Revenue means revenue produced by the Districts' imposition of a mill levy to pay the operations and maintenance expenses of any of the Districts, and certain Add-On PIF Revenue not pledged to pay District Bonds, as allowed under the District Bond Documents from time to time.

District Administrative Services Agreement

On March 5, 2015 the District entered into the District Administrative Services Agreement which provides that District No. 2 shall be solely responsible for the management, execution, and administration of the construction of the Public Improvements on behalf of the Districts. For the purpose of completing all or a portion of the Project, District No. 2 has entered into and anticipates entering into multiple contracts.

In order to fund the Administrative Costs, The District and District No. 3 (the Financing Districts) agree to levy on all of the taxable property of the Financing Districts, in addition to all other taxes, direct annual taxes to the extent necessary to provide for payment of the Administrative Costs, in the amount of the Required Mill Levy, or a lesser amount as determined by District No. 2. In addition, the Financing Districts agree to remit any available PIF Revenues, fees or other Revenues to District No. 2 to fund the Administrative Costs.

Capital Pledge Agreement

On August 25, 2015, the Districts and the Trustee entered into a Capital Pledge Agreement in order to generate additional revenue pledged to payment of the Series 2015A Bonds. Pursuant to the agreement, District No. 3 has agreed to pay its 2015 Property Tax Revenue generated by the debt service mill levy to the Trustee, and District No. 2 (under certain limited conditions) and District No. 3 are obligated to impose ad valorem property taxes in an amount equal to the District Debt Service Mill Levy, and pay the proceeds and Specific Ownership Tax Revenues as a result of the District Service Mill Levy to the Trustee.

Master Escrow Agreement

The Master Escrow Agreement was entered into on August 25, 2015 by the Districts, Town of Castle Rock, Land title Guarantee Company, and Promenade Castle Rock, LLC. The District and the Town of Castle Rock appointed an Escrow Agent that established two accounts: (1) the Promenade 2015 Bond Proceeds Account; and (2) the Developer Advances Account.

The District will deposit all amounts permitted to be released from the Bond Project Fund under the terms of the Indenture with the Escrow Agent from the net proceeds of the Limited Tax General Obligation Bonds, Series 2015A and Taxable Special Revenue Bonds 2015B.

PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2016

NOTE 8 - AGREEMENTS (CONTINUED)

The Developer will deposit additional monies with the Escrow Agent for purposes of advancing monies for the benefit of the District as required by the Town of Castle Rock that are not otherwise available from the Districts or able to be released from the Project Fund, or to fund costs that do not constitute Eligible Costs. Both accounts combined must have a continuing balance at least equal to the Minimum Surety Balance required by the Town of Castle Rock. Funds in excess of the minimum balance may be used for project costs.

District No. 2 shall be entitled to make written requests for the payment of invoices related to the Construction Contracts from the Escrow on a monthly basis (each, a "Requisition") to the Developer, Escrow Agent and the Town. Each Requisition shall include, (i) reference to the underlying Construction Contract and a description of the work performed for which payment is being requested; (ii) the total amount of such Requisition; (iii) an accounting detailing the total amount of Construction Contracts issued by District No. 2, all payments made toward the same prior to the date of the Requisition, including copies of lien waivers and the amount that will be outstanding after payment of the Requisition; (iv) the Account from which payment should be made; and (v) to the extent the Requisition is for payments of Eligible Costs to be made from the Promenade Bond Account, certification by the Districts' independent engineer that all costs to be paid from the Requisition constitute Eligible Costs. Upon submission of the Requisition to the Town, the Town shall consider the same for administrative approval and verification that funds, being requisitioned from the Escrow under the Promenade Bond Account are to be spent on Eligible Costs and that the Minimum Surety Balance is maintained subsequent to any proposed disbursement. The Town's approval of the Requisition shall be granted within five business days of receipt of the Requisition. In the event that the Town takes no action within the allotted five business days the Requisition shall be deemed approved. Any objection of the Town as to Requisition request shall be provided to District No. 2 in writing and shall specify all or the specific portions of the Requisition to which there is an objection and the specific reasons.

The Parties shall work in good faith to resolve any Town objections consistent with the intent of the Development Agreement and applicable SIA. The Escrow Agent shall make disbursement to District No. 2 within two business days of approval of the Requisition by the Town. Requisitioned funds for Eligible Costs shall be disbursed by the Escrow Agent from the Promenade Bond Account. The Minimum Surety Balance at December 31, 2016, was \$1,623,911. The Escrow Agent held account balances in the amount of \$1,696,488 at December 31, 2016.

NOTE 9 - 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). 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 the past fiscal year.

PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2016

NOTE 9 - RISK MANAGEMENT (CONTINUED)

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

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

TABOR requires local governments to establish Emergency Reserves. These reserves must be at least 3% of Fiscal Year Spending (excluding bonded debt service). Local governments are not allowed to use the Emergency Reserves to compensate for economic conditions, revenue shortfalls, or salary or benefit increases. The District transfers its net operating revenue to District No. 2. Therefore, the Emergency Reserves related to the District's revenues are reported in District No. 2.

On May 6, 2014, a majority of the District's electors authorized the District to collect and spend or retain in a reserve all currently levied taxes and fees of the District 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.

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

SUPPLEMENTARY INFORMATION

**PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 1
DEBT SERVICE FUND
SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN
FUND BALANCES - BUDGET AND ACTUAL
Year Ended December 31, 2016**

	Original and Final Budget	Actual Amounts	Variance with Final Budget Positive (Negative)
REVENUES			
Property taxes	\$ 1,833	\$ 1,833	\$ -
Other income	1,000	-	(1,000)
Specific Ownership Taxes	160	126	(34)
Public Improvement Fees	699,824	295,432	(404,392)
Transfer from Promenade No. 3	96,103	74,925	(21,178)
Net investment income	10,000	23,831	13,831
Total revenues	<u>808,920</u>	<u>396,147</u>	<u>(412,773)</u>
EXPENDITURES			
Debt service			
Bond interest	2,083,772	1,992,981	90,791
Paying agent fees	10,000	3,500	6,500
Contingency	1,000	-	1,000
PIF collection fee	-	35,000	(35,000)
County Treasurer's fees	27	27	-
Total expenditures	<u>2,094,799</u>	<u>2,031,508</u>	<u>63,291</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	<u>(1,285,879)</u>	<u>(1,635,361)</u>	<u>(349,482)</u>
OTHER FINANCING SOURCES (USES)			
Transfers from other fund	-	1,973	1,973
Total other financing sources (uses)	<u>-</u>	<u>1,973</u>	<u>1,973</u>
NET CHANGE IN FUND BALANCES	(1,285,879)	(1,633,388)	(347,509)
FUND BALANCES - BEGINNING OF YEAR	<u>5,871,026</u>	<u>5,899,746</u>	<u>28,720</u>
FUND BALANCES - END OF YEAR	<u>\$ 4,585,147</u>	<u>\$ 4,266,358</u>	<u>\$ (318,789)</u>

**PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 1
CAPITAL PROJECTS FUND
SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN
FUND BALANCES - BUDGET AND ACTUAL
Year Ended December 31, 2016**

	Original and Final Budget	Actual Amounts	Variance with Final Budget Positive (Negative)
REVENUES			
Net investment income	\$ 7,000	\$ 44,359	\$ 37,359
Other income	-	20,360	20,360
Total revenues	<u>7,000</u>	<u>64,719</u>	<u>57,719</u>
EXPENDITURES			
Capital outlay			
Bond issue costs	-	195,199	(195,199)
Transfer to Promenade No. 2	13,991,124	9,396,055	4,595,069
Total expenditures	<u>13,991,124</u>	<u>9,591,254</u>	<u>4,399,870</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	<u>(13,984,124)</u>	<u>(9,526,535)</u>	<u>4,457,589</u>
OTHER FINANCING SOURCES (USES)			
Transfers to other funds	-	(1,973)	(1,973)
Total other financing (uses)	<u>-</u>	<u>(1,973)</u>	<u>(1,973)</u>
NET CHANGE IN FUND BALANCES	(13,984,124)	(9,528,508)	4,455,616
FUND BALANCES - BEGINNING OF YEAR	<u>13,984,124</u>	<u>17,982,270</u>	<u>3,998,146</u>
FUND BALANCES - END OF YEAR	<u><u>\$ -</u></u>	<u><u>\$ 8,453,762</u></u>	<u><u>\$ 8,453,762</u></u>

**PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 1
SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY
December 31, 2016**

**Limited Tax General Obligation Bonds
Series 2015A
Dated August 25, 2015
Interest Rate from 5.125% to 5.750%
Interest Payable June 1 and December 1
Principal Payable December 1**

Bonds and Interest Maturing in the Year Ending December 31,	Principal	Interest	Total
2017	\$ -	\$ 1,954,175	\$ 1,954,175
2018	220,000	1,954,175	2,174,175
2019	575,000	1,942,900	2,517,900
2020	675,000	1,913,431	2,588,431
2021	2,030,000	1,878,838	3,908,838
2022	2,690,000	1,774,800	4,464,800
2023	2,855,000	1,634,438	4,489,438
2024	3,085,000	1,470,275	4,555,275
2025	3,285,000	1,292,888	4,577,888
2026	3,540,000	1,104,000	4,644,000
2027	3,705,000	900,450	4,605,450
2028	3,870,000	687,413	4,557,413
2029	4,115,000	464,888	4,579,888
2030	3,970,000	228,273	4,198,273
	\$ 34,615,000	\$ 19,200,944	\$ 53,815,944

**PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 1
SUMMARY OF ASSESSED VALUATION, MILL LEVY AND
PROPERTY TAXES COLLECTED
December 31, 2016**

<u>Year Ended December 31,</u>	<u>Prior Year Assessed Valuation for Current Year Property Tax Levy</u>	<u>Mills Levied</u>		<u>Total Property Taxes</u>		<u>Percentage Collected to Levied</u>
		<u>Operations</u>	<u>Debt Service</u>	<u>Levied</u>	<u>Collected</u>	
2015	\$ 2,040,960	10.000	40.000	\$ 102,048	\$ 102,048	100.00%
2016	\$ 45,830	10.000	40.000	\$ 2,291	\$ 2,291	100.00%
Estimated for the year ending December 31, 2017	\$ 307,620	10.000	40.000	\$ 15,381		

NOTE:

Property taxes shown as collected in any one year include collection of delinquent property taxes or abatements of property taxes assessed in prior years. This presentation does not attempt to identify specific years of assessments. Information received from the County Treasurer does not permit identification of specific year of levy.