

PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2
Douglas County, Colorado

FINANCIAL STATEMENTS
December 31, 2016



RECEIVED

By the Office of the State Auditor at 11:27 am, Jan 04, 2018

TABLE OF CONTENTS

	PAGE
INDEPENDENT AUDITOR’S REPORT	1
 BASIC FINANCIAL STATEMENTS	
Government-wide Financial Statements:	
Statement of Net Position	1
Statement of Activities	2
Fund Financial Statements:	
Balance Sheet - Governmental Funds	3
Statement of Revenues, Expenditures and Changes in Fund Balances (Deficits) - Governmental Funds	4
Reconciliation of the Statement of Revenues, Expenditures and Changes in Fund Balances of Governmental Funds to the Statement of Activities	5
General Fund - Statement of Revenues, Expenditures and Changes in Fund Balances (Deficit) - Budget and Actual	6
Notes to Financial Statements	7
 SUPPLEMENTARY INFORMATION	 22
Capital Projects Fund - Schedule of Revenues, Expenditures and Changes in Fund Balances (Deficit) - Budget and Actual	23

Board of Directors
Promenade at Castle Rock Metropolitan District No. 2
Douglas County, Colorado

Independent Auditors' Report

We have audited the accompanying financial statements of the governmental activities and each major fund of Promenade at Castle Rock Metropolitan District No. 2, 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 Promenade at Castle Rock Metropolitan District No. 2 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

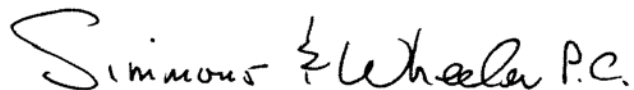
Required Supplementary Information

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. 2'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.

Handwritten signature in cursive script that reads "Simmons & Wheeler P.C."

Englewood, CO
October 13, 2017

BASIC FINANCIAL STATEMENTS

PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2
STATEMENT OF NET POSITION
December 31, 2016

	Governmental Activities
ASSETS	
Cash and investments	\$ 28,600
Cash and investments - Restricted	650
Accounts receivable - Developer	752,085
Intergovernmental receivable	4,869
Capital assets not being depreciated:	
Construction in progress	40,002,322
Total assets	40,788,526
LIABILITIES	
Accounts payable	4,814,620
Retainage payable	1,685,870
Intergovernmental payable	36,015
Noncurrent liabilities:	
Due in more than one year	12,745,672
Total liabilities	19,282,177
NET POSITION	
Restricted for:	
Emergency reserves	650
Unrestricted	21,505,699
Total net position	\$ 21,506,349

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

PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2
STATEMENT OF ACTIVITIES
Year Ended December 31, 2016

<u>Functions/Programs</u>	<u>Program Revenues</u>			<u>Net (Expense)</u>	
	<u>Expenses</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	\$ 1,489,182	\$ -	\$ 19,215	\$ 10,624,795	\$ 9,154,828
Interest and related costs on long-term debt	294,833	-	-	-	(294,833)
	<u>\$ 1,784,015</u>	<u>\$ -</u>	<u>\$ 19,215</u>	<u>\$ 10,624,795</u>	<u>8,859,995</u>
General revenues:					
Net investment income					1,820
Total general revenues					<u>1,820</u>
Change in net position					8,861,815
Net position - Beginning					12,644,534
Net position - Ending					<u>\$ 21,506,349</u>

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

**PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2
BALANCE SHEET
GOVERNMENTAL FUNDS
December 31, 2016**

	General	Capital Projects	Total Governmental Funds
ASSETS			
Cash and investments	\$ 28,600	\$ -	\$ 28,600
Cash and investments - Restricted	650	-	650
Accounts receivable - Developer	-	752,085	752,085
Intergovernmental receivable	4,869	-	4,869
Due from other funds	26,262	-	26,262
TOTAL ASSETS	\$ 60,381	\$ 752,085	\$ 812,466
LIABILITIES AND FUND BALANCES			
LIABILITIES			
Accounts payable	\$ 83,138	\$ 4,731,482	\$ 4,814,620
Retainage payable	-	1,685,870	1,685,870
Intergovernmental payable	36,015	-	36,015
Due to other funds	-	26,262	26,262
Total liabilities	119,153	6,443,614	6,562,767
FUND BALANCES (DEFICIT)			
Restricted for:			
Emergency reserve	650	-	650
Capital projects	-	(5,691,529)	(5,691,529)
Unassigned	(59,422)	-	(59,422)
Total fund balances (deficit)	(58,772)	(5,691,529)	(5,750,301)
TOTAL LIABILITIES AND FUND BALANCES (DEFICIT)	\$ 60,381	\$ 752,085	

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

Capital assets used in governmental activities are not financial resources and, therefore, are not reported in the funds.

Capital assets 40,002,322

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

Developer advance payable (12,435,647)

Developer advance interest payable (310,025)

Net position of governmental activities **\$ 21,506,349**

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

PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES (DEFICITS)
GOVERNMENTAL FUNDS
Year Ended December 31, 2016

	General	Capital Projects	Total Governmental Funds
REVENUES			
Intergovernmental revenue Promenade No. 1	\$ 483	\$ 9,396,055	\$ 9,396,538
Intergovernmental revenue Promenade No. 3	18,732	-	18,732
Reimbursed expenditures - capital outlay (private)	-	1,228,740	1,228,740
Net investment income	1,820	-	1,820
Total revenues	21,035	10,624,795	10,645,830
EXPENDITURES			
Current			
Accounting	73,058	45,184	118,242
Audit	7,000	-	7,000
District management	17,011	24,974	41,985
Insurance	9,306	-	9,306
Legal	47,066	27,467	74,533
Miscellaneous	8,402	-	8,402
Elections	974	-	974
Capital outlay	-	24,187,023	24,187,023
Capital Outlay - Private	-	1,228,740	1,228,740
Total expenditures	162,817	25,513,388	25,676,205
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	(141,782)	(14,888,593)	(15,030,375)
OTHER FINANCING SOURCES (USES)			
Developer advance	95,000	11,810,541	11,905,541
Total other financing sources (uses)	95,000	11,810,541	11,905,541
NET CHANGE IN FUND BALANCES	(46,782)	(3,078,052)	(3,124,834)
FUND BALANCES (DEFICIT) - BEGINNING OF YEAR	(11,990)	(2,613,477)	(2,625,467)
FUND BALANCES (DEFICIT) - END OF YEAR	\$ (58,772)	\$ (5,691,529)	\$ (5,750,301)

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

**PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2
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	\$ (3,124,834)
--	----------------

Governmental funds report capital outlays as expenditures. In the statement of activities capital outlay is not reported as an expenditure. However, the statement of activities will report as depreciation/amortization expense the allocation of the cost of any depreciable asset over the estimated useful life of the asset. Therefore, this is the amount of capital outlay, net of depreciation/amortization, in the current period.

Expenditures for capital assets	24,187,023
---------------------------------	------------

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. This amount is the net effect of these differences in the treatment of long-term debt and related items.

Current year Developer advance	(11,905,541)
--------------------------------	--------------

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.

Interest on Developer advance	(294,833)		
Changes in net position of governmental activities	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 5%;"></td> <td style="text-align: right; border-top: 1px solid black;">\$ 8,861,815</td> </tr> </table>		\$ 8,861,815
	\$ 8,861,815		

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

**PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2
GENERAL FUND
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN
FUND BALANCES (DEFICIT) - BUDGET AND ACTUAL
Year Ended December 31, 2016**

	Original and Final Budget	Actual Amounts	Variance with Final Budget Positive (Negative)
REVENUES			
Intergovernmental revenue Promenade No. 1	\$ 491	\$ 483	\$ (8)
Intergovernmental revenue Promenade No. 3	24,024	18,732	(5,292)
Net investment income	-	1,820	1,820
Total revenues	24,515	21,035	(3,480)
EXPENDITURES			
Current			
Accounting	65,000	73,058	(8,058)
Audit	8,000	7,000	1,000
District management	45,000	17,011	27,989
Elections	1,500	974	526
Dues and membership	500	-	500
Insurance	7,200	9,306	(2,106)
Legal	50,000	47,066	2,934
Landscaping	400,000	-	400,000
Miscellaneous	303	8,402	(8,099)
Contingency	6,497	-	6,497
Total expenditures	584,000	162,817	421,183
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	(559,485)	(141,782)	417,703
OTHER FINANCING SOURCES (USES)			
Developer advance	559,484	95,000	(464,484)
Total other financing sources (uses)	559,484	95,000	(464,484)
NET CHANGE IN FUND BALANCES	(1)	(46,782)	(46,781)
FUND BALANCES (DEFICIT) - BEGINNING OF YEAR	1,001	(11,990)	(12,991)
FUND BALANCES (DEFICIT) - END OF YEAR	\$ 1,000	\$ (58,772)	\$ (59,772)

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

PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2
NOTES TO FINANCIAL STATEMENTS
December 31, 2016

NOTE 1 - DEFINITION OF REPORTING ENTITY

Promenade at Castle Rock Metropolitan District No. 2 (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. 1, 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.

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 for Promenade at Castle Rock No. 1 and No. 3. The Property taxes generated, net of fees were transferred to the District, the Operating District, which pays all administrative expenditures for the Districts pursuant to the District Administrative Services Agreement.

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 for Promenade at Castle Rock Metropolitan District No. 1 and No. 3. The Property taxes generated, net of fees by Promenade at Castle Rock Metropolitan District No. 3 were transferred to District No. 1, the Financing District, which pays all debt service payments.

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. 2
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 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 intergovernmental revenues and developer advances for reimbursed expenditures. 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, except Developer Advances for reimbursed expenditures. 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. 2
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 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.

The District has amended its annual budget for the year ended December 31, 2016.

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.

Capital Assets

Capital assets, which include property and equipment, easements and infrastructure assets (e.g. roads, bridges, sidewalks, and similar items), are reported in the government-wide financial statements. Capital assets are defined by the District as assets with an initial, individual cost of more than \$5,000. Such assets are recorded at historical cost or estimated historical cost if purchased or constructed. Donated capital assets are recorded at estimated fair value at the date of donation.

Capital assets which are anticipated to be conveyed to other governmental entities are recorded as construction in progress, and are not included in the calculation of net investment in capital assets.

The costs of normal maintenance and repairs that do not add to the value of the asset or materially extend the life of the asset are not capitalized. Improvements are capitalized and depreciated over the remaining useful lives of the related fixed assets, as applicable.

PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2
NOTES TO FINANCIAL STATEMENTS
December 31, 2016

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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.
- *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.

PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2
NOTES TO FINANCIAL STATEMENTS
December 31, 2016

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Deficits

The General Fund reported a deficit in the fund financial statements in the amount of \$58,772 as of December 31, 2016. The deficit will be eliminated with the receipt of funds advanced by the Developer in 2017.

The Capital Projects Fund reported a deficit in the fund financial statements in the amount of \$5,691,529 as of December 31, 2016. The deficit will be eliminated with the receipt of funds from District No. 1 in 2017.

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:

Cash and investments	\$ 28,600
Cash and investments - Restricted	<u>650</u>
Total cash and investments	<u><u>\$ 29,250</u></u>

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

Investments	<u>\$ 29,250</u>
Total cash and investments	<u><u>\$ 29,250</u></u>

Deposits with Financial Institutions

The Colorado Public Deposit Protection Act (PDPA) requires that all units of local government deposit cash in eligible public depositories. Eligibility is determined by state regulators. Amounts on deposit in excess of federal insurance levels must be collateralized. The eligible collateral is determined by the PDPA. PDPA allows the institution to create a single collateral pool for all public funds. The pool for all the uninsured public deposits as a group is to be maintained by another institution or held in trust. The market value of the collateral must be at least 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 no deposits with financial institutions.

Investments

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

PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2
NOTES TO FINANCIAL STATEMENTS
December 31, 2016

NOTE 3 - CASH AND INVESTMENTS (CONTINUED)

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

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 costs.

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>\$ 29,250</u>

PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2
NOTES TO FINANCIAL STATEMENTS
December 31, 2016

NOTE 3 - CASH AND INVESTMENTS (CONTINUED)

CSAFE

The District invested in the Colorado Surplus Asset Fund Trust (CSAFE), which is an investment vehicle established by state statute 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.

NOTE 4 - CAPITAL ASSETS

An analysis of the change in capital assets for the year ended December 31, 2016, follows:

	Balance at December 31, 2015	Increases	Decreases	Balance at December 31, 2016
Governmental Activities:				
Capital assets, not being depreciated				
Construction in progress	\$ 15,815,299	\$ 24,187,023	\$ -	\$ 40,002,322
Total capital assets, not being depreciated	<u>15,815,299</u>	<u>24,187,023</u>	<u>-</u>	<u>40,002,322</u>
Total capital assets, net	<u>15,815,299</u>	<u>24,187,023</u>	<u>-</u>	<u>40,002,322</u>
Governmental activities capital assets, net	<u>\$ 15,815,299</u>	<u>\$ 24,187,023</u>	<u>\$ -</u>	<u>\$ 40,002,322</u>

Upon completion and acceptance, a significant portion of capital assets will be conveyed by the District to other local governments. The District will not be responsible for the maintenance of those assets. Upon acceptance of the improvements, the District will remove the cost of construction from its capital assets.

PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2
NOTES TO FINANCIAL STATEMENTS
December 31, 2016

NOTE 5 - LONG-TERM OBLIGATIONS

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

	<u>Balance at December 31, 2015</u>	<u>Additions</u>	<u>Reductions</u>	<u>Balance at December 31, 2016</u>	<u>Due Within One Year</u>
Developer advances	\$ 530,106	\$ 11,905,541	\$ -	\$ 12,435,647	\$ -
Developer advance interest	15,192	294,833	-	310,025	-
	<u>\$ 545,298</u>	<u>\$ 12,200,374</u>	<u>\$ -</u>	<u>\$ 12,745,672</u>	<u>\$ -</u>

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

Developer Advances

The District has entered into a Funding and Reimbursement Agreement with the Developer as follows:

Funding and Reimbursement Agreement (Capital and O&M)

The funding and reimbursement agreement (capital and operations & maintenance) was entered into on March 5, 2015, as amended August 3, 2015, with Promenade Castle Rock, LLC (Developer) wherein the Developer or District has the right to construct improvements known as the Promenade at Castle Rock project (Project). The District has incurred and will continue to incur costs related to the Project and for general operating, administrative and maintenance costs (O&M) necessary to maintain the District. The Developer has agreed to loan the District money (Developer Advances) on the condition that the District agrees to repay the Developer Advances based on the terms set forth in the agreement. As of December 31, 2016, outstanding advances under this agreement totaled \$12,435,647 and accrued interest totaled \$310,025.

PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2
NOTES TO FINANCIAL STATEMENTS
December 31, 2016

NOTE 5 - LONG-TERM OBLIGATIONS (CONTINUED)

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 \$620,000,000 at an interest rate not to exceed 18% per annum. At December 31, 2016, the District had authorized but unissued debt in the following amounts allocated for the following purposes:

	Amount Authorized on May 6, 2014	Authorized but Unissued at December 31, 2016
	<u> </u>	<u> </u>
Streets	\$ 40,000,000	\$ 40,000,000
Park and recreation	40,000,000	40,000,000
Water	40,000,000	40,000,000
Sanitation	40,000,000	40,000,000
Transportation	40,000,000	40,000,000
Mosquito control	20,000,000	20,000,000
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
Operations and Maintenance	40,000,000	40,000,000
Refundings	200,000,000	200,000,000
	<u>\$ 620,000,000</u>	<u>\$ 620,000,000</u>

NOTE 6 - NET POSITION

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

Restricted assets include net position 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, as follows:

	<u>Governmental Activities</u>
Restricted net position:	
Emergency reserves	\$ 650
Total restricted net position	<u>\$ 650</u>

The District's unrestricted net position as of December 31, 2016, is \$21,505,699.

PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2
NOTES TO FINANCIAL STATEMENTS
December 31, 2016

NOTE 7 - RELATED PARTY

The Developer of the property which constitutes the District is Promenade 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. See Note 5 for transactions related to advances made by the Developer to the District and Note 9 for transactions related to construction and reimbursed expenditures.

NOTE 8 - ECONOMIC DEPENDENCY

The District has not yet established a revenue base sufficient to pay operational expenditures. Until an independent revenue base is established, continuation of operations in the District will be dependent upon funding by the Developer pursuant to the Funding and Reimbursement Agreement (Capital and O&M) as discussed in Note 5.

NOTE 9 - 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. 1 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. 1 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.

PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2
NOTES TO FINANCIAL STATEMENTS
December 31, 2016

NOTE 9 - AGREEMENTS (CONTINUED)

Public Finance Agreement

On January 7, 2014, the Districts, 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.

District Nos. 1 and 3 (and to the extent hereinafter provided, the District), 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 Bonds 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.

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 0.25% and not more than 0.50% 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

PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2
NOTES TO FINANCIAL STATEMENTS
December 31, 2016

NOTE 9 - AGREEMENTS (CONTINUED)

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 the District 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, the District has entered into and anticipates entering into multiple contracts. In order to fund the Administrative Costs, District Nos. 1 and 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 the District. In addition, the Financing Districts agree to remit any available PIF Revenues, fees or other Revenues to the District to fund the Administrative Costs.

Intergovernmental Agreement Regarding District Construction Administration

The Intergovernmental Agreement Regarding District Construction Administration was entered into by Castle Pines Commercial Metropolitan District Nos. 1, 3 & 4 (each a "CPC District" and collectively, "CPC Districts") and the District on March 5th, 2015. The parties agreed that the District will undertake construction administration services on behalf of the CPC Districts, and will be responsible for the construction of the public improvements contemplated in the service plan for the CPC Districts. CPC District No. 1 agrees that it will authorize its District Representative to submit a project fund requisition for all eligible project costs upon request by the District for all amounts due under a contract awarded or anticipated to be awarded for the construction of public improvements benefitting the CPC Districts. The Boards of Directors of the CPC Districts agree that the District may utilize such funds for any eligible project costs in its discretion. The amount requisitioned by the District from CPC District No. 1 during 2016 was \$-0-.

The Agreement shall be effective upon execution hereof by all the parties and shall terminate at such time that construction of public improvements is complete and all warranties have run, or no further proceeds remain available in CPC District No. 1's Bond Issuance Project Fund.

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 the District (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 Debt Service Mill Levy to the Trustee.

PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2
NOTES TO FINANCIAL STATEMENTS
December 31, 2016

NOTE 9 - AGREEMENTS (CONTINUED)

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 Series 2015B.

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. The Escrow accounts held by the Escrow Agent are recorded in District No. 1's financial statements.

During 2016, the District incurred Developer related construction costs in the amount of \$1,228,740, of which \$752,085 was due from the Developer as of December 31, 2016.

Site Development Agreement – Japanese Tree Lilac, LLC and Ledges Promenade at Castle Rock, LLC

On April 6, 2016, the District entered into the Site Development Agreement with Japanese Tree Lilac, LLC (“Developer”) and Ledges Promenade at Castle Rock, LLC (“Ledges”), for the purpose of allowing the Developer and/or Ledges to have a Takeover Right to provide for the site work that is not completed (i) by the site work completion dated of September 30, 2016 or (ii) upon completion, any portion of the site work is not certified by the Engineers or is not accepted by the Town and/or the County, as applicable, Ledges may give written notice of default to the Developer and the District. If the Developer and/or the District fail to cure the default, Ledges shall have the right (the “Takeover Right”), but not the obligation, to assume control of the construction of all or any designated portion of the incomplete site work and have the ability to seek reimbursement under the Infrastructure Reimbursement Agreement. As of December 31, 2016, the District has received no notice of default.

Infrastructure Reimbursement Agreement – Ledges Promenade at Castle Rock, LLC

On April 6, 2016, the District entered into the Infrastructure Reimbursement Agreement with Ledges Promenade at Castle Rock, LLC (“Property Owner”) for the purpose of providing the Property Owner the ability to be reimbursed for any site work that may be completed by the Property Owner under the terms of the Site Development Agreement. As of December 31, 2016, there have been no requests for reimbursement.

PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2
NOTES TO FINANCIAL STATEMENTS
December 31, 2016

NOTE 9 - AGREEMENTS (CONTINUED)

Infrastructure Reimbursement Agreement – Sam’s West, Inc.

During 2016, the District entered into the Infrastructure Reimbursement Agreement with Sam’s West, Inc. (“Sam’s”) for the purpose of providing Sam’s the ability to be reimbursed for any site work that may be completed by Sam’s to the extent the District does not complete the same pursuant to the terms of the Development Agreement. As of December 31, 2016, there have been no requests for reimbursement.

NOTE 10 - COMMITMENTS AND CONTINGENCIES

Construction Commitments

As of December 31, 2016, the District had unexpended construction related contract commitments of approximately \$6,136,045.

NOTE 11 - 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.

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 12 - 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

PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2
NOTES TO FINANCIAL STATEMENTS
December 31, 2016

NOTE 12 - TAX, SPENDING AND DEBT LIMITATIONS (CONTINUED)

not allowed to use the Emergency Reserves to compensate for economic conditions, revenue shortfalls, or salary or benefit increases.

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. 2
CAPITAL PROJECTS FUND
SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN
FUND BALANCES (DEFICIT) - BUDGET AND ACTUAL
Year Ended December 31, 2016**

	<u>Original Budget</u>	<u>Final Budget</u>	<u>Actual Amounts</u>	<u>Variance with Final Budget Positive (Negative)</u>
REVENUES				
Intergovernmental revenue Promenade No. 1	13,991,124	\$ 10,549,933	\$ 9,396,055	\$ (1,153,878)
Reimbursed expenditures - capital outlay (private)	-	1,228,740	1,228,740	-
Total revenues	<u>13,991,124</u>	<u>11,778,673</u>	<u>10,624,795</u>	<u>(1,153,878)</u>
EXPENDITURES				
Capital outlay - Current				
Accounting	50,000	50,000	45,184	4,816
District management	25,000	25,000	24,974	26
Legal	25,000	30,000	27,467	2,533
Capital Outlay - Private	-	1,250,000	1,228,740	21,260
Capital Outlay	<u>17,162,172</u>	<u>25,000,000</u>	<u>24,187,023</u>	<u>812,977</u>
Total expenditures	<u>17,262,172</u>	<u>26,355,000</u>	<u>25,513,388</u>	<u>841,612</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	<u>(3,271,048)</u>	<u>(14,576,327)</u>	<u>(14,888,593)</u>	<u>(312,266)</u>
OTHER FINANCING SOURCES (USES)				
Developer advance	-	17,189,804	11,810,541	(5,379,263)
Total other financing sources (uses)	<u>-</u>	<u>17,189,804</u>	<u>11,810,541</u>	<u>(5,379,263)</u>
NET CHANGE IN FUND BALANCES	(3,271,048)	2,613,477	(3,078,052)	(5,691,529)
FUND BALANCES (DEFICIT) - BEGINNING OF YEAF	<u>3,271,048</u>	<u>(2,613,477)</u>	<u>(2,613,477)</u>	<u>-</u>
FUND BALANCES (DEFICIT) - END OF YEAR	<u>\$ -</u>	<u>\$ -</u>	<u>\$ (5,691,529)</u>	<u>\$ (5,691,529)</u>