

THE VILLAGES AT CASTLE ROCK METROPOLITAN DISTRICT NO. 6
Douglas County, Colorado

FINANCIAL STATEMENTS
December 31, 2017

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July 5, 2018

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Dazzio & Associates, PC

Certified Public Accountants

INDEPENDENT AUDITOR'S REPORT

Board of Directors
The Villages at Castle Rock Metropolitan District No. 6
Douglas County, Colorado

We have audited the accompanying financial statements of the governmental activities and each major fund of The Villages at Castle Rock Metropolitan District No. 6 as of and for the year December 31, 2017, 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 from material misstatement.

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

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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 Villages at Castle Rock Metropolitan District No. 6, as of December 31, 2017, and the respective changes in financial position and the 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 the The Villages at Castle Rock Metropolitan District No. 6's basic financial statements. The supplementary information and the other information 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 information is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

The other information has not been subjected to the auditing procedures applied in the audit of the basic financial statements and, accordingly, we do not express an opinion or provide any assurance on them.

Duggio & Associates, P.C.

April 24, 2018

BASIC FINANCIAL STATEMENTS

THE VILLAGES AT CASTLE ROCK METROPOLITAN DISTRICT NO. 6
STATEMENT OF NET POSITION
December 31, 2017

	Governmental Activities
ASSETS	
Cash and investments	\$ 9,181
Cash and investments - Restricted	115,173
Receivable - County Treasurer	10,099
Prepaid expenses	6,885
Property taxes receivable	1,964,403
Capital assets	2,065,418
Total assets	4,171,159
LIABILITIES	
Accounts payable	2,980
Noncurrent liabilities:	
Due within one year	1,334,864
Due in more than one year	55,167,319
Total liabilities	56,505,163
DEFERRED INFLOWS OF RESOURCES	
Deferred property tax revenue	1,964,403
Total deferred inflows of resources	1,964,403
NET POSITION	
Restricted for:	
Emergency reserves	11,900
Debt service	113,372
Unrestricted	(54,423,679)
Total net position	\$ (54,298,407)

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

THE VILLAGES AT CASTLE ROCK METROPOLITAN DISTRICT NO. 6
STATEMENT OF ACTIVITIES
Year Ended December 31, 2017

<u>Functions/Programs</u>	<u>Expenses</u>	<u>Program Revenues</u>			<u>Net (Expense)</u> <u>Revenue and</u> <u>Changes in</u> <u>Net Position</u>
		<u>Charges</u> <u>for</u> <u>Services</u>	<u>Operating</u> <u>Grants and</u> <u>Contributions</u>	<u>Capital</u> <u>Grants and</u> <u>Contributions</u>	<u>Governmental</u> <u>Activities</u>
Primary government:					
Government activities:					
General government	\$ 307,178	\$ -	\$ -	\$ -	\$ (307,178)
Public works - Contribution to other government	3,247,579	-	-	-	(3,247,579)
Interest and related costs on long- term debt	3,901,319	-	-	-	(3,901,319)
	<u>\$ 7,456,076</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>(7,456,076)</u>
General revenues:					
Property taxes					1,179,667
Specific ownership taxes					150,763
Fire protection IGA					196,611
Net investment income					7,088
Total general revenues					<u>1,534,129</u>
Change in net position					<u>(5,921,947)</u>
Net position - Beginning					<u>(48,376,460)</u>
Net position - Ending					<u>\$ (54,298,407)</u>

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

THE VILLAGES AT CASTLE ROCK METROPOLITAN DISTRICT NO. 6
BALANCE SHEET
GOVERNMENTAL FUNDS
December 31, 2017

	General	Debt Service	Total Governmental Funds
ASSETS			
Cash and investments	\$ 9,181	\$ -	\$ 9,181
Cash and investments - Restricted	11,900	103,273	115,173
Receivable - County Treasurer	-	10,099	10,099
Prepaid expenses	6,885	-	6,885
Property taxes receivable	541,850	1,422,553	1,964,403
TOTAL ASSETS	\$ 569,816	\$ 1,535,925	\$ 2,105,741
LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES			
LIABILITIES			
Accounts payable	\$ 2,980	\$ -	\$ 2,980
Total liabilities	2,980	-	2,980
DEFERRED INFLOWS OF RESOURCES			
Property tax revenue	541,850	1,422,553	1,964,403
Total deferred inflows of resources	541,850	1,422,553	1,964,403
FUND BALANCES			
Nonspendable:			
Prepaid expenses	6,885	-	6,885
Restricted for:			
Emergency reserves	11,900	-	11,900
Debt service	-	113,372	113,372
Unassigned	6,201	-	6,201
Total fund balances	24,986	113,372	138,358
TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES	\$ 569,816	\$ 1,535,925	

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 as assets in the funds.

Capital assets, net 2,065,418

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

Bonds payable (18,184,795)

Subordinate bonds payable (1,592,000)

Accreted interest - 2007 Bonds (22,659,471)

Accrued interest payable - 2007 Subordinate Bonds (1,912,494)

Accrued interest payable - Developer advance (4,649,894)

Developer advance payable (7,503,529)

Net position of governmental activities **\$ (54,298,407)**

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

THE VILLAGES AT CASTLE ROCK METROPOLITAN DISTRICT NO. 6
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES
GOVERNMENTAL FUNDS
Year Ended December 31, 2017

	<u>General</u>	<u>Debt Service</u>	<u>Total Governmental Funds</u>
REVENUES			
Property taxes	\$ 196,611	\$ 983,056	\$ 1,179,667
Specific ownership taxes	-	150,763	150,763
Net investment income	133	6,955	7,088
Fire protection IGA	196,611	-	196,611
Total revenues	<u>393,355</u>	<u>1,140,774</u>	<u>1,534,129</u>
EXPENDITURES			
Current			
Accounting	24,827	-	24,827
Audit	4,250	-	4,250
Legal	15,634	12,972	28,606
Management	16,452	-	16,452
Pond maintenance	7,652	-	7,652
Insurance and bonds	6,727	-	6,727
County Treasurer's fees	5,900	14,751	20,651
Fire protection IGA	193,661	-	193,661
Miscellaneous	203	2,499	2,702
Debt service			
Bond principal	-	495,293	495,293
Bond interest	-	609,707	609,707
Paying agent fee	-	1,650	1,650
Total expenditures	<u>275,306</u>	<u>1,136,872</u>	<u>1,412,178</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	<u>118,049</u>	<u>3,902</u>	<u>121,951</u>
OTHER FINANCING SOURCES			
Transfers in/(out)	<u>(90,000)</u>	<u>90,000</u>	<u>-</u>
Total other financing sources	<u>(90,000)</u>	<u>90,000</u>	<u>-</u>
NET CHANGE IN FUND BALANCES	28,049	93,902	121,951
FUND BALANCES - BEGINNING OF YEAR	<u>(3,063)</u>	<u>19,470</u>	<u>16,407</u>
FUND BALANCES - END OF YEAR	<u>\$ 24,986</u>	<u>\$ 113,372</u>	<u>\$ 138,358</u>

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

**THE VILLAGES AT CASTLE ROCK METROPOLITAN DISTRICT NO. 6
RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES
AND CHANGES IN FUND BALANCES OF GOVERNMENTAL FUNDS
TO THE STATEMENT OF ACTIVITIES
Year Ended December 31, 2017**

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

Net change in fund balances - Total governmental funds	\$	121,951
<p>Governmental funds report capital outlays as expenditures. In the statement of activities, capital outlay is not reported as an expenditure. However, the statement of activities will report as depreciation expense the allocation of the cost of any depreciable asset over the estimated useful life of the asset.</p>		
Dedication of capital assets to other governments		(3,247,579)
<p>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.</p>		
Current year bond principal payment		495,293
<p>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.</p>		
Accreted interest - 2007 Bonds - change in liability		(2,630,346)
Accrued interest payable - 2007 Subordinate Bonds		(191,040)
Interest on developer advance		(470,226)
		(5,921,947)
Changes in net position of governmental activities	\$	(5,921,947)

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

**THE VILLAGES AT CASTLE ROCK METROPOLITAN DISTRICT NO. 6
GENERAL FUND
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN
FUND BALANCES - BUDGET AND ACTUAL
Year Ended December 31, 2017**

	<u>Original and Final Budget</u>	<u>Actual Amounts</u>	<u>Variance with Final Budget Positive (Negative)</u>
REVENUES			
Property taxes	\$ 196,611	\$ 196,611	\$ -
Net investment income	200	133	(67)
Fire protection IGA	196,611	196,611	-
Total revenues	<u>393,422</u>	<u>393,355</u>	<u>(67)</u>
EXPENDITURES			
Current			
Accounting	25,000	24,827	173
Audit	4,500	4,250	250
Legal	20,000	15,634	4,366
Management	16,000	16,452	(452)
Pond maintenance	7,660	7,652	8
Engineering	1,000	-	1,000
Insurance and bonds	7,000	6,727	273
County Treasurer's fees	5,898	5,900	(2)
Fire protection IGA	193,662	193,661	1
Miscellaneous	1,500	203	1,297
Contingency	4,780	-	4,780
Total expenditures	<u>287,000</u>	<u>275,306</u>	<u>11,694</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	<u>106,422</u>	<u>118,049</u>	<u>11,627</u>
OTHER FINANCING SOURCES (USES)			
Transfers out	<u>(150,000)</u>	<u>(90,000)</u>	<u>60,000</u>
Total other financing sources (uses)	<u>(150,000)</u>	<u>(90,000)</u>	<u>60,000</u>
NET CHANGE IN FUND BALANCES	(43,578)	28,049	71,627
FUND BALANCES - BEGINNING OF YEAR	<u>66,295</u>	<u>(3,063)</u>	<u>(69,358)</u>
FUND BALANCES - END OF YEAR	<u>\$ 22,717</u>	<u>\$ 24,986</u>	<u>\$ 2,269</u>

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

THE VILLAGES AT CASTLE ROCK METROPOLITAN DISTRICT NO. 6
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 1 - DEFINITION OF REPORTING ENTITY

The Villages at Castle Rock Metropolitan District No. 6 (District), a quasi-municipal corporation and political subdivision of the State of Colorado, was organized by order and decree of the Douglas County District Court on August 15, 1984, and is governed pursuant to provisions of the Colorado Special District Act (Title 32, Article 1, Colorado Revised Statutes). The District operates under a Service Plan approved by the Town of Castle Rock as amended and restated on April 27, 2004. The District's service area is located in Douglas County, Colorado. The District was established to provide construction, installation, financing and operation of public improvements, including water, sanitary, storm sewer, streets, parks and recreation facilities, safety, transportation, television relay, fire protection and mosquito control primarily for single family, residential development within the District.

The District follows the Governmental Accounting Standards Board (GASB) accounting pronouncements which provide guidance for determining which governmental activities, organizations and functions should be included within the financial reporting entity. GASB pronouncements set forth the financial accountability of a governmental organization's elected governing body as the basic criterion for including a possible component governmental organization in a primary government's legal entity. Financial accountability includes, but is not limited to, appointment of a voting majority of the organization's governing body, ability to impose its will on the organization, a potential for the organization to provide specific financial benefits or burdens and fiscal dependency.

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

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

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.

THE VILLAGES AT CASTLE ROCK METROPOLITAN DISTRICT NO. 6
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Taxes and other items not properly included among program revenues are reported instead as general revenues.

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

Measurement Focus, Basis of Accounting, and Financial Statement Presentation

The government-wide financial statements are reported using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows.

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 source of revenue susceptible to accrual is property taxes. 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.

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 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, 2017.

THE VILLAGES AT CASTLE ROCK METROPOLITAN DISTRICT NO. 6
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Pooled Cash

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 or investment 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 on each fund's average equity balance in the total cash.

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 Board of 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, at the taxpayer's election, or in equal installments 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.

Capital Assets

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

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 and so will not be recognized as an inflow of resources (revenue) until that time. The District has one item that qualifies for reporting in this category. Accordingly, the item, *deferred property tax revenue*, is deferred and recognized as an inflow of resources in the period that the amount becomes available.

THE VILLAGES AT CASTLE ROCK METROPOLITAN DISTRICT NO. 6
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

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.

THE VILLAGES AT CASTLE ROCK METROPOLITAN DISTRICT NO. 6
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 3 - CASH AND INVESTMENTS

Cash and investments as of December 31, 2017, are classified in the accompanying financial statements as follows:

Statement of net position:

Cash and investments	\$ 9,181
Cash and investments - Restricted	<u>115,173</u>
Total cash and investments	<u><u>\$ 124,354</u></u>

Cash and investments as of December 31, 2017, consist of the following:

Deposits with financial institutions	\$ 122,975
Investments	<u>1,379</u>
Total cash and investments	<u><u>\$ 124,354</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, 2017, the District's cash deposits had a bank balance of \$326,891 and a carrying balance of \$122,975.

Investments

The District has not adopted a formal investment policy to follow the 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.

THE VILLAGES AT CASTLE ROCK METROPOLITAN DISTRICT NO. 6
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 3 - CASH AND INVESTMENTS (CONTINUED)

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

As of December 31, 2017, the District had the following investments:

Investment	Maturity	Amount
Colorado Surplus Asset Fund Trust (CSAFE)	Weighted average under 60 days	\$ <u>1,379</u>
		\$ <u>1,379</u>

CSAFE

The District invested in the Colorado Surplus Asset Fund Trust (CSAFE) (the Trust), 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 the Trust. The Trust 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. CSAFE records its investments at amortized cost and the District records its investments in CSAFE using the amortized cost method. There are no unfunded commitments, the redemption frequency is daily and there is no redemption notice period.

THE VILLAGES AT CASTLE ROCK METROPOLITAN DISTRICT NO. 6
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 4 - CAPITAL ASSETS

An analysis of the changes in capital assets for the year ended December 31, 2017, follows:

	Balance at December 31, 2016	Increases	Decreases	Balance at December 31, 2017
Capital assets, not being depreciated:				
Detention ponds	\$ 2,065,418	\$ -	\$ -	\$ 2,065,418
Construction in progress:				
Streets	3,247,579	-	3,247,579	-
Total capital assets, not being depreciated	<u>\$ 5,312,997</u>	<u>\$ -</u>	<u>\$ 3,247,579</u>	<u>\$ 2,065,418</u>

During 2017, a significant portion of the capital assets constructed and/or acquired by the District were conveyed to the Town of Castle Rock. The costs of all capital assets transferred to the Town were removed from the District's financial records. It is anticipated that all capital improvements, with the exception of the detention ponds, will be transferred to the Town.

NOTE 5 - LONG-TERM OBLIGATIONS

The District's outstanding long-term obligations at December 31, 2017, were as follows:

	Balance at December 31, 2016	Additions	Reductions	Balance at December 31, 2017	Due Within One Year
Governmental Activities:					
General obligation bonds payable:					
2007 Bonds	\$ 18,680,088	\$ -	\$ (495,293)	\$ 18,184,795	\$ 535,025
2007 Subordinate Bonds	1,592,000	-	-	1,592,000	-
Accreted interest - 2007 Bonds	20,029,125	3,240,053	(609,707)	22,659,471	799,839
Accrued interest payable -					
2007 Subordinate Bonds	1,721,454	191,040	-	1,912,494	-
Developer advance - Facilities funding	7,336,177	-	-	7,336,177	-
Developer advance - Operations funding	167,352	-	-	167,352	-
Interest on Developer advance - Facilities	4,080,567	458,511	-	4,539,078	-
Interest on Developer advance - Operations	99,101	11,715	-	110,816	-
	<u>\$ 53,705,864</u>	<u>\$ 3,901,319</u>	<u>\$ (1,105,000)</u>	<u>\$ 56,502,183</u>	<u>\$ 1,334,864</u>

THE VILLAGES AT CASTLE ROCK METROPOLITAN DISTRICT NO. 6
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 5 - LONG-TERM OBLIGATIONS (CONTINUED)

Limited Tax General Obligation Capital Appreciation Bonds (CABs) Series 2007

On December 21, 2007, the District issued \$22,647,882 in Limited Tax General Obligation Capital Appreciation Bonds (CABs). The CABs are convertible to current interest bonds on December 1, 2010, and accrete, compound and bear interest, as noted below. The proceeds were used to pay for bond issuance costs and to reimburse the Developer for advances made on behalf of the District for capital infrastructure costs.

The bonds are subject to mandatory sinking fund redemptions beginning on December 1, 2010, and on each December 1 thereafter. The bonds are also 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, as stated per the 2017 Amended Indenture below.

The Indenture pursuant to which the bonds were issued was amended and restated on November 16, 2015 (with the consent of the owners of 100% of the outstanding bonds), to clarify certain ambiguities, but such amendment and restatement did not modify any material terms of the bonds.

On February 1, 2017, the Amended and Restated Indenture pursuant to which the CABs were issued was subsequently amended by a First Supplement thereto for the purpose of extending the optional redemption provision of the CABs, in exchange for which the per annum accretion rate of the CABs was reduced from 8.25% to 8.20% commencing on June 1, 2017. The amendment changed the accreted value of the bonds to \$4,951, from \$5,000. Optional redemption is available on December 1, 2027, and any date thereafter, upon payment of the full accreted value of the bonds, with no redemption premium.

The annual debt service requirements on the CABs are not presented as the current revenue stream is not sufficient to pay the debt according to the debt service schedule presented at the time of the bond issuance. Payment is subject to monies being available pursuant to provisions of the Indenture of Trust. The District was unable to make full principal and interest payments on the CABs in 2017. The inability to pay principal and interest on the 2007 Capital Appreciation Bonds when due does not constitute an event of default, so long as the District imposes the Required Mill Levy.

Limited Tax General Obligation Subordinate Bonds

On December 21, 2007, the District adopted a resolution authorizing the issuance of Subordinate Bonds in the aggregate principal amount not to exceed \$37,352,118. The District issued \$1,592,000 in Subordinate Bonds against the authorized aggregate principal amount on December 21, 2007. The Subordinate Bonds were issued pursuant to a Capital Funding and Acquisition Agreement, dated December 27, 2007, and shall be payable on a subordinate basis to the Series 2007 Bonds.

The Subordinate Bonds bear interest at 12% per year and interest compounds semi-annually. The Subordinate Bonds are to be paid with the proceeds of any future bond issuance or from any available Pledged Revenue pursuant to terms of the Trust Indenture. Issuance of any additional debt against the aggregate principal amount will require prior approval from the Town of Castle Rock (the Town).

THE VILLAGES AT CASTLE ROCK METROPOLITAN DISTRICT NO. 6
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 5 - LONG-TERM OBLIGATIONS (CONTINUED)

The CABs and the Subordinate Bonds are secured by and payable from the Pledged Revenue consisting of monies derived by the District from the following sources, net of any collection costs: 1) the Required Mill Levy, 2) all Specific Ownership Tax collected by the District, 3) the Capital Fees, and 4) any other legally available monies which the District determines, in its sole discretion, to credit to the Bond Fund. Required Mill Levy means an ad valorem mill levy of 50.000 mills imposed upon all taxable property of the District each year. The Required Mill Levy will be adjusted for changes in the ratio of actual value to assessed value of property within the District. As of December 31, 2017, the adjusted Required Mill Levy is 55.277 mills.

The annual debt service requirements on the Subordinate Bonds are not currently determinable since they are payable only from excess pledged revenue available after payment of the Senior Bonds, therefore no debt service schedule has been presented.

Debt Authorization

On May 4, 2004, a majority of the qualified electors of the District authorized the issuance of indebtedness in an amount not to exceed \$60,000,000 for general obligation bonds at an interest rate not to exceed 18% per annum. In addition, the electors authorized the refunding of up to \$60,000,000 in general obligation bonds at a higher interest rate. As of December 31, 2017, the District had authorized but unissued general obligation indebtedness in the following amounts allocated for the following purposes:

Purpose	Amount Authorized	Amount Used Series 2007	Remaining Authorization
Streets	\$ 30,000,000	\$ 14,327,855	\$ 15,672,145
Water	10,000,000	1,314,297	8,685,703
Sewer	10,000,000	6,923,699	3,076,301
Parks and recreation	5,000,000	1,033,724	3,966,276
Mosquito control	1,000,000	388,392	611,608
TV relay	1,000,000	-	1,000,000
Transportation	1,000,000	-	1,000,000
Traffic and safety	2,000,000	251,915	1,748,085
Refunding	60,000,000	-	60,000,000
Total	<u>\$ 120,000,000</u>	<u>\$ 24,239,882</u>	<u>\$ 95,760,118</u>

Pursuant to the Service Plan, any additional debt issued by the District will require prior approval by the Town. Maximum debt service mill levy per the Service Plan is 50.000 mills, as adjusted for changes in the ratio of actual value to assessed value of property within the District. As of December 31, 2017, the maximum debt service mill levy per the Service Plan, as adjusted, is 55.277 mills.

In the future, the District may issue a portion or all of the remaining authorized but unissued general obligation debt for purposes of providing public improvements to support development as it occurs within the District's service area.

THE VILLAGES AT CASTLE ROCK METROPOLITAN DISTRICT NO. 6
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 6 - 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, 2017, as follows:

	<u>Governmental Activities</u>
Restricted net position:	
Emergency reserves	\$ 11,900
Debt service	<u>113,372</u>
	<u><u>\$ 125,272</u></u>

The District has a deficit in unrestricted net position. This deficit amount is the result of the District being responsible for the financing and repayment of bonds issued and for the repayment of Developer advances received for the construction of public improvements.

NOTE 7 - RELATED PARTY

The Developer of the property which constitutes the District is M.D.C. Land Corporation. All members of the Board of Directors are current or former employees, owners or otherwise associated with the Developer and may have conflicts of interest in dealing with the District.

Facilities Funding, Reimbursement and Acquisition Agreement

In January 2006, the District entered into the Facilities Funding, Reimbursement and Acquisition Agreement with the Developer. Under the Agreement the District has agreed to repay the Developer for advances received prior to December 31, 2005, along with interest at the rate of 6.25% per year. Also under the terms of the Agreement, the District agrees to acquire eligible improvements from the Developer for any such improvements that the Developer constructs.

On November 16, 2015, the District and the Developer entered into that certain Agreement Regarding Water Main Construction Reimbursement whereby the District acquired certain water main improvements constructed by the Developer pursuant to a cost sharing agreement between the Developer and Castle Oaks Metropolitan District. The Developer agreed to reduce the amount of the District's obligation under the Facilities Funding, Reimbursement and Acquisition Agreement for such water mains by the amount paid by Castle Oaks Metropolitan District pursuant to the cost sharing agreement.

THE VILLAGES AT CASTLE ROCK METROPOLITAN DISTRICT NO. 6
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 7 - RELATED PARTY (CONTINUED)

Operation Funding Agreements

On December 5, 2008 (effective January 1, 2009), the District entered into an Operation Funding and Reimbursement Agreement (the 2009 OFA) to repay advances made by the Developer for operations and maintenance (O&M) costs. The District agreed to repay the Developer for such O&M advances plus accrued interest at a rate of 7%. Repayments of advances, to the extent the District has funds available to do so, is to occur December 2 of each year. Repayments are applied first to the 2005 OFA (as defined in the 2009 OFA) and then to the 2009 accrued and unpaid interest and then to the 2009 OFA principal amounts.

On December 11, 2009 (effective January 1, 2010), the District entered into an Operation Funding Agreement (the 2010 OFA) to repay advances made by the Developer for operations and maintenance (O&M) costs. The District agreed to repay the Developer for such O&M advances plus accrued interest at a rate of 7%. Repayments of advances, to the extent the District has funds available to do so, is to occur December 2 of each year. Repayments are applied first to the 2005 OFA, then to the 2009 OFA, and then to the 2010 accrued and unpaid interest and then to the 2010 OFA principal amounts, as defined in the 2010 OFA.

NOTE 8 - INTERGOVERNMENTAL AGREEMENTS

Fire Protection and Emergency Response Intergovernmental Agreement

The District entered into a Fire Protection and Emergency Response IGA with the Town of Castle Rock in 2007. Under the agreement, the Town is obligated to provide fire protection and emergency response services to property within the District and the District shall impose a mill levy of 10 mills dedicated and pledged to the Town for this purpose. In 2017 the amount collected under this agreement totaled \$193,661 and was remitted on December 20, 2017.

NOTE 9 - INTERFUND AND OPERATING TRANSFERS

Excess general fund revenues were transferred to the debt service fund in order to make additional payments on the District's debt.

NOTE 10 - RISK MANAGEMENT

The District is exposed to various risks of loss related to torts; thefts of, damage to, or destruction of assets; errors or omission; 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 any of the past three fiscal years.

THE VILLAGES AT CASTLE ROCK METROPOLITAN DISTRICT NO. 6
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 10 - 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 11 - TAX, SPENDING AND DEBT LIMITATIONS

Article X, Section 20 of the Colorado Constitution, commonly known as the Taxpayer's Bill of Rights (TABOR), contains tax, spending, revenue and debt limitations which 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.

On May 4, 2004, a majority of the District's electors authorized the District to collect and spend \$4,000,000 annually of ad valorem taxes of the District for operations and maintenance without regard to any limitations under TABOR.

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'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

THE VILLAGES AT CASTLE ROCK METROPOLITAN DISTRICT NO. 6
SCHEDULE OF REVENUES, EXPENDITURES
AND CHANGES IN FUND BALANCES -
BUDGET AND ACTUAL - DEBT SERVICE FUND
Year Ended December 31, 2017

	<u>Original Budget</u>	<u>Final Budget</u>	<u>Actual Amounts</u>	<u>Variance with Final Budget Positive (Negative)</u>
REVENUES				
Property taxes	\$ 983,055	\$ 983,055	\$ 983,056	\$ 1
Specific ownership tax	123,860	123,860	150,763	26,903
Net investment income	300	300	6,955	6,655
Other income	-	43,153	-	(43,153)
Total revenues	<u>1,107,215</u>	<u>1,150,368</u>	<u>1,140,774</u>	<u>(9,594)</u>
EXPENDITURES				
Debt service				
County Treasurer's fees	14,746	14,746	14,751	(5)
Legal services	-	-	12,972	(12,972)
Paying agent fees	1,650	1,650	1,650	-
Bond principal	553,451	553,451	495,293	58,158
Bond interest	681,549	681,549	609,707	71,842
Miscellaneous	100	100	2,499	(2,399)
Contingency	5,351	48,504	-	48,504
Total expenditures	<u>1,256,847</u>	<u>1,300,000</u>	<u>1,136,872</u>	<u>163,128</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	<u>(149,632)</u>	<u>(149,632)</u>	<u>3,902</u>	<u>153,534</u>
OTHER FINANCING SOURCES (USES)				
Transfer from other funds	<u>150,000</u>	<u>150,000</u>	<u>90,000</u>	<u>(60,000)</u>
Total other financing sources (uses)	<u>150,000</u>	<u>150,000</u>	<u>90,000</u>	<u>(60,000)</u>
NET CHANGE IN FUND BALANCES	368	368	93,902	93,534
FUND BALANCES - BEGINNING OF YEAR				
	<u>11,269</u>	<u>11,269</u>	<u>19,470</u>	<u>8,201</u>
FUND BALANCES - END OF YEAR	<u>\$ 11,637</u>	<u>\$ 11,637</u>	<u>\$ 113,372</u>	<u>\$ 101,735</u>

THE VILLAGES AT CASTLE ROCK METROPOLITAN DISTRICT NO. 6
SCHEDULE OF REVENUES, EXPENDITURES
AND CHANGES IN FUND BALANCES -
BUDGET AND ACTUAL - CAPITAL PROJECTS FUND
Year Ended December 31, 2017

	<u>Original Budget</u>	<u>Final Budget</u>	<u>Actual Amounts</u>	<u>Variance with Final Budget Positive (Negative)</u>
REVENUES				
Total revenues	\$ -	\$ -	\$ -	\$ -
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
EXPENDITURES				
Capital Outlay	1,000,000	3,400,000	-	3,400,000
Total expenditures	<u>1,000,000</u>	<u>3,400,000</u>	<u>-</u>	<u>3,400,000</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	(1,000,000)	(3,400,000)	-	3,400,000
OTHER FINANCING SOURCES (USES)				
Developer Advance	1,000,000	3,400,000	-	(3,400,000)
Total other financing sources (uses)	<u>1,000,000</u>	<u>3,400,000</u>	<u>-</u>	<u>(3,400,000)</u>
NET CHANGE IN FUND BALANCES	-	-	-	-
FUND BALANCES - BEGINNING OF YEAR	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
FUND BALANCES - END OF YEAR	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

OTHER INFORMATION

**THE VILLAGES AT CASTLE ROCK METROPOLITAN DISTRICT NO. 6
SUMMARY OF ASSESSED VALUATION, MILL LEVY
AND PROPERTY TAXES COLLECTED
December 31, 2017**

<u>Year Ended December 31,</u>	<u>Prior Year Assessed Valuation for Current Year Property Tax Levy</u>	<u>Total Mills Levied</u>			<u>Total Property Taxes</u>		<u>Percent Collected to Levied</u>
		<u>General Oper- ations</u>	<u>Debt Service</u>	<u>Refunds & Abatements</u>	<u>Levied</u>	<u>Collected</u>	
2013	\$ 7,536,820	20.000	50.000	1.282	\$ 539,154	\$ 539,156	100.00%
2014	\$ 8,627,220	20.000	50.000	1.536	\$ 603,905	\$ 568,955	94.21%
2015	\$ 12,365,710	20.000	50.000	0.000	\$ 865,600	\$ 837,914	96.80%
2016	\$ 17,384,190	20.000	50.000	3.603	\$ 1,279,529	\$ 1,279,530	100.00%
2017	\$ 19,661,100	20.000	50.000	0.000	\$ 1,376,277	\$ 1,376,277	100.00%
Estimated for year ending December 31, 2018	\$ 25,734,990	21.055	55.277	0.000	1,964,403		

NOTE:

Property taxes collected in any one year include collection of delinquent property taxes levied in prior years. Information received from the County Treasurer does not permit identification of a specific year of levy. Disclosure of items less than 95.00% are included. During 2014, a refund in the amount of \$34,950 was processed, resulting in a lower percentage of collection.