

**CASTLE OAKS METROPOLITAN DISTRICT NO. 3
TOWN OF CASTLE ROCK, COLORADO**

2017 ANNUAL REPORT

Pursuant to the Service Plan for Castle Oaks Metropolitan District No. 3 (the "District"), the District is required to submit an annual report to the Town of Castle Rock, Colorado (the "Town") which reflects activity and financial events of the District through the preceding December 31 (the "report year") and includes the following:

To the best of our actual knowledge, for the year ending December 31, 2017, the District makes the following report:

A. A narrative summary of the progress of the District in implementing its service plan for the report year.

The District progressed rapidly on its project build schedule. See question C below.

B. Except when an exemption from audit has been granted for the report year under the Local Government Audit Law, the audited financial statements of the District for the report year including a statement of financial condition (i.e. balance sheet) as of December 31 of the report year and the statement of operations (i.e. revenues and expenditures) for the report year.

The audit for the District for the year ending December 31, 2017 is attached hereto as **Exhibit A**.

C. Unless disclosed within a separate schedule to the financial statements, a summary of the capital expenditures incurred by or on behalf of the District in development of public facilities in the report year, as well as any capital improvements or projects currently estimated to be undertaken in the five (5) years following the report year.

The following is a summary of the planned improvements in the report year and for the next five (5) years:

Ravenwood Park - Construction began in the 4th quarter of 2017. Budget is \$664,800

Castle Oaks Drive South - Construction to begin late 2019. Estimated budget is \$4,009,000.

Castle Oaks Drive North (Includes Rocky View North Section) - Construction to begin late 2019. Estimated budget is \$5,400,000.

Highway 86 (South Side) - Construction to begin Third Quarter 2018 and complete Fourth Quarter 2018. Estimated budget is \$1,172,000.

Traffic Signal (Autumn Sage/Hwy 86) - Construction Fourth Quarter 2019. Estimated budget is \$298,000.

South Sewer Outfall - Construction to begin Third Quarter 2018 and complete Fourth Quarter 2018. Estimated budget is \$370,000.

D. Unless disclosed within a separate schedule to the financial statements, a summary of the financial obligations of the District at the end of the report year, including the amount of outstanding indebtedness, the amount and terms of any new District indebtedness or long-term obligations issued in the report year, the amount of payment or retirement of existing indebtedness or long-term obligations issued in the report year, the total assessed valuation of all taxable properties within the District as of January 1 of the report year, and the current mill levy of the District pledged to debt retirement in the report year.

A summary of the financial obligations of the District can be found in the 2018 budget attached hereto as **Exhibit B**.

E. The District's budget for the calendar year in which the annual report is submitted.

A copy of the District's 2018 budget is attached hereto as **Exhibit B**.

F. A summary of residential and commercial development that has occurred within the District for the report year.

Valley View Phase 3 (Includes Rocky View Road and High Point Access, as well as Green Zone and Red Zone Waterlines) – Construction completed in 3rd Quarter 2017. Budget was \$4,632,500.

Development of the following Planning Area, which were complete in 2017

- PA 34-36 – 97 Single Family Detached Lots
- PA 45-46 – 155 Single Family Detached Lots

G. A summary of all fees, charges and assessments imposed by the District as of January 1 of the report year.

The District imposes a facilities development fee on the property within the District in the amount of \$4,000.

H. Certification of the Board that no action, event, or condition of Section 11.02.060 (Material Modification of Service Plan) has occurred in the report year.

The Certificate is attached hereto as **Exhibit C**.

I. The names, business addresses and phone numbers of all members of the Board and its chief administrative officer and general counsel, together with the date, place and time of the regular meetings of the board.

Board of Directors:

Craig Campbell
Starwood Land Ventures, LLC
385 Inverness Parkway, Suite 310
Englewood, CO 80112
303-858-9992

Christian Matthew Janke
E5X Management
7353 South Alton Way
Centennial, CO 80112
303-770-9111

Thomas Morton
9033 E. Easter Place, Suite 201
Centennial, CO 80112
303-888-4280

Regular Meetings:

Date: The fourth Tuesday of each month
Place: 385 Inverness Parkway, Suite 310, Englewood, Colorado, 80112
Time: 9:00 a.m.

General Counsel:

Kristin B. Tompkins, Esq.
WHITE BEAR ANKELE TANAKA & WALDRON
Attorneys at Law
2154 E Commons Ave, Suite 2000
Centennial, CO 80122

EXHIBIT A

Audit the Year Ending December 31, 2017

CASTLE OAKS METROPOLITAN DISTRICT NO. 3
Douglas County, Colorado

FINANCIAL STATEMENTS
December 31, 2017

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Castle Oaks Metropolitan District No. 3
Douglas County, Colorado

We have audited the accompanying financial statements of the governmental activities and each major fund of Castle Oaks Metropolitan District No. 3 (the District) as of and for the year ended 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.

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 Castle Oaks Metropolitan District No. 3, as of December 31, 2017, and the respective changes in financial position thereof, 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

Economic Dependency

As disclosed in Note 11 to the financial statements, the District has not yet established a revenue base sufficient to pay the District's operational expenditures. Until an independent revenue base is established, the District may be dependent upon the developer of the District's service area for funding of continued operations.

Required Supplementary Information

Management has omitted management's discussion and analysis that accounting principles generally accepted in the United States of America require to be presented to supplement the basic financial statements. Such missing information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statement in an appropriate operation, 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 District's basic financial statements. The supplementary information and other information (together, the information) as listed in the table of contents is presented for purposes of legal compliance and additional analysis and is not a required part of the basic financial statements. The 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. The 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.

Fiscal Focus Partners, LLC

Lakewood, Colorado
July 29, 2018

BASIC FINANCIAL STATEMENTS

CASTLE OAKS METROPOLITAN DISTRICT NO. 3
STATEMENT OF NET POSITION
December 31, 2017

	<u>Governmental Activities</u>
ASSETS	
Cash and investments	\$ 5,911
Cash and investments - Restricted	2,876,483
Prepaid expense	3,061
Receivable from County Treasurer	1,027
Property taxes receivable	458,425
Construction in progress	28,136,620
Total assets	<u>31,481,527</u>
DEFERRED OUTFLOWS OF RESOURCES	
Cost of bond refunding	3,887,439
Total deferred outflows of resources	<u>3,887,439</u>
LIABILITIES	
Accounts payable	29,196
Retainage payable	37,040
Accrued interest payable	12,965
Noncurrent liabilities	
Due in more than one year	34,468,544
Total liabilities	<u>34,547,745</u>
DEFERRED INFLOWS OF RESOURCES	
Property tax revenue	458,425
Total deferred inflows of resources	<u>458,425</u>
NET POSITION	
Restricted for:	
Emergency reserves	400
Unrestricted	362,396
Total net position	<u><u>\$ 362,796</u></u>

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

CASTLE OAKS METROPOLITAN DISTRICT NO. 3
STATEMENT OF ACTIVITIES
Year Ended December 31, 2017

<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>
				<u>Governmental Activities</u>	
Government activities:					
General government	\$ 54,935	\$ -	\$ -	\$ -	\$ (54,935)
Interest and related costs on long-term debt	2,869,646	-	-	328,000	(2,541,646)
	<u>\$ 2,924,581</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 328,000</u>	<u>(2,596,581)</u>
General revenues:					
Property taxes					139,947
Specific ownership taxes					15,333
Net investment income					94,114
Special items:					
Forgiveness of debt					5,876,106
Total general revenues and special items					<u>6,125,500</u>
Change in net position					3,528,919
Net position - Beginning					(3,166,123)
Net position - Ending					<u>\$ 362,796</u>

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

CASTLE OAKS METROPOLITAN DISTRICT NO. 3
BALANCE SHEET
GOVERNMENTAL FUNDS
December 31, 2017

	General	Debt Service	Capital Projects	Total Governmental Funds
ASSETS				
Cash and investments	\$ 5,911	\$ -	\$ -	\$ 5,911
Cash and investments - Restricted	400	2,807,346	68,737	2,876,483
Receivable from County Treasurer	82	945	-	1,027
Prepaid expenses	3,061	-	-	3,061
Property taxes receivable	36,673	421,752	-	458,425
Total assets	\$ 46,127	\$ 3,230,043	\$ 68,737	\$ 3,344,907
LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES				
LIABILITIES				
Accounts payable	\$ 21,963	\$ 1,497	\$ 5,736	\$ 29,196
Retainage payable	-	-	37,040	37,040
Total liabilities	21,963	1,497	42,776	66,236
DEFERRED INFLOWS OF RESOURCES				
Deferred property tax revenue	36,673	421,752	-	458,425
Total deferred inflows of resources	36,673	421,752	-	458,425
FUND BALANCES				
Nonspendable:				
Prepaid amounts	3,061	-	-	3,061
Restricted for:				
Emergency reserves	400	-	-	400
Debt service	-	2,806,794	-	2,806,794
Capital projects	-	-	25,961	25,961
Unassigned	(15,970)	-	-	(15,970)
Total fund balances (deficit)	(12,509)	2,806,794	25,961	2,820,246
TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES	\$ 46,127	\$ 3,230,043	\$ 68,737	

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		28,136,620
Long-term liabilities, including bonds payable, are not due and payable in the current period and, therefore, are not reported in the funds.		
Bonds payable		(34,105,000)
Bond premium (net of amortization)		(293,924)
Bond interest payable		(12,965)
Deferred cost on bond refunding		3,887,439
Developer advances payable		(65,000)
Accrued interest on Developer advances		(4,620)
		\$ 362,796

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

CASTLE OAKS METROPOLITAN DISTRICT NO. 3
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES
IN FUND BALANCES
GOVERNMENTAL FUNDS
Year Ended December 31, 2017

	<u>General</u>	<u>Debt Service</u>	<u>Capital Projects</u>	<u>Total Governmental Funds</u>
REVENUES				
Property taxes	\$ 11,196	\$ 128,751	\$ -	\$ 139,947
Specific ownership taxes	1,227	14,106	-	15,333
Facility fees	-	328,000	-	328,000
Interest income	-	65,557	28,557	94,114
Total revenues	<u>12,423</u>	<u>536,414</u>	<u>28,557</u>	<u>577,394</u>
EXPENDITURES				
Current				
Accounting	15,237	-	12,462	27,699
Audit	5,750	-	-	5,750
County Treasurer's fees	168	1,931	-	2,099
Insurance	3,261	-	-	3,261
Dues & subscriptions	308	-	-	308
Legal	30,211	-	7,743	37,954
Debt service				
Paying agent fees	-	7,500	-	7,500
Bond interest Series 2015	-	1,112,500	-	1,112,500
Bond interest Series 2016	-	735,350	-	735,350
Bond issue costs	-	992,605	-	992,605
Capital				
Capital Outlay	-	-	11,029,379	11,029,379
Total expenditures	<u>54,935</u>	<u>2,849,886</u>	<u>11,049,584</u>	<u>13,954,405</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES				
	<u>(42,512)</u>	<u>(2,313,472)</u>	<u>(11,021,027)</u>	<u>(13,377,011)</u>
OTHER FINANCING SOURCES (USES)				
Bond issuance	-	34,105,000	-	34,105,000
Bond premium	-	293,924	-	293,924
Developer advance	20,000	-	10,176,483	10,196,483
Transfers (to) from other funds	-	17	(17)	-
Payment to escrow account	-	(35,684,592)	-	(35,684,592)
Developer Repayment	-	(1,500,000)	(4,300,377)	(5,800,377)
Release of interest earned to Developer	-	(21,068)	-	(21,068)
Total other financing sources (uses)	<u>20,000</u>	<u>(2,806,719)</u>	<u>5,876,089</u>	<u>3,089,370</u>
NET CHANGE IN FUND BALANCES				
	<u>(22,512)</u>	<u>(5,120,191)</u>	<u>(5,144,938)</u>	<u>(10,287,641)</u>
FUND BALANCES - BEGINNING OF YEAR				
	<u>10,003</u>	<u>7,926,985</u>	<u>5,170,899</u>	<u>13,107,887</u>
FUND BALANCES - END OF YEAR				
	<u>\$ (12,509)</u>	<u>\$ 2,806,794</u>	<u>\$ 25,961</u>	<u>\$ 2,820,246</u>

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

**CASTLE OAKS METROPOLITAN DISTRICT NO. 3
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 changes in fund balances - Total governmental funds \$ (10,287,641)

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 any cost of any depreciable asset over the estimated useful life of the asset.

Capital outlay 11,029,379

Long-term debt (e.g., bonds, Developer advances) 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. The net effect of these differences in the treatment of long-term debt and related items is as follows:

Bond principal refunded - Series 2015	17,800,000
Bond principal refunded - Series 2016	13,370,000
Bond premium refunded - Series 2015	103,419
Bond premium refunded - Series 2016	385,146
Bond issuance	(34,105,000)
Bond premium	(293,924)
Deferred costs of refunding	3,887,439
Developer advances	(10,196,483)
Developer repayment	5,800,377
Forgiveness of capital advances	5,876,106

Some expenses reported in the statement of activities do not require the use of current financial resources and, therefore, are not reported as expenditures in governmental funds.

Accrued interest on Developer advances - Change in liability	(3,569)
Amortization of bond premium	22,647
Accrued interest on bonds - Change in liability	141,023

Change in net position of governmental activities \$ 3,528,919

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

CASTLE OAKS METROPOLITAN DISTRICT NO. 3
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</u>	<u>Variance with Final Budget Positive (Negative)</u>
REVENUES			
Property taxes	\$ 11,196	\$ 11,196	\$ -
Specific ownership taxes	1,010	1,227	217
Total revenues	<u>12,206</u>	<u>12,423</u>	<u>217</u>
EXPENDITURES			
Current			
Accounting	20,000	15,237	4,763
Audit	5,900	5,750	150
County Treasurer's fees	170	168	2
Intergovernmental	1,000	-	1,000
Insurance	3,593	3,261	332
Dues & subscriptions	-	308	(308)
Legal	25,000	30,211	(5,211)
Contingency	3,337	-	3,337
Total expenditures	<u>59,000</u>	<u>54,935</u>	<u>4,065</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	<u>(46,794)</u>	<u>(42,512)</u>	<u>4,282</u>
OTHER FINANCING SOURCES (USES)			
Developer advance	40,000	20,000	(20,000)
Total other financing sources (uses)	<u>40,000</u>	<u>20,000</u>	<u>(20,000)</u>
NET CHANGE IN FUND BALANCES	(6,794)	(22,512)	(15,718)
FUND BALANCES - BEGINNING OF YEAR	<u>9,721</u>	<u>10,003</u>	<u>282</u>
FUND BALANCES - END OF YEAR	<u>\$ 2,927</u>	<u>\$ (12,509)</u>	<u>\$ (15,436)</u>

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

CASTLE OAKS METROPOLITAN DISTRICT NO. 3
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 1 - DEFINITION OF REPORTING ENTITY

Castle Oaks Metropolitan District No. 3 (the District), a quasi-municipal corporation and a political subdivision of the State of Colorado, was organized by court order and decree of the District Court for the County of Douglas on June 27, 2006 and is governed pursuant to the provisions of the Colorado Special District Act (Title 32, Article 1, Colorado Revised Statutes). The District is located within the Town of Castle Rock, Colorado.

The District was established to provide financing for the operations and maintenance and design, acquisition, installation, construction, and completion of public improvements and services, including water, sanitation/storm sewer, streets, park and recreation, transportation, mosquito control, safety protection, television relay and translation, and security.

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

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

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.

CASTLE OAKS METROPOLITAN DISTRICT NO. 3
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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 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. Redemption of bonds is recorded as a reduction in liabilities.

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 District considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. The major sources of revenue susceptible to accrual are property taxes and specific ownership. 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.

CASTLE OAKS METROPOLITAN DISTRICT NO. 3
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Budgets

In accordance with the State Budget Law of Colorado, the District's Board of Directors holds public hearings in the fall of 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 total 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 amended its annual budget for the year ended December 31, 2017.

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.

Property Taxes

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

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

CASTLE OAKS METROPOLITAN DISTRICT NO. 3
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Facilities Fees

On March 5, 2015, the District adopted a Resolution regarding the Imposition of Facilities Fees. The Facilities Fees are in the amount of: (i) \$4,000 per Type I residential unit, which includes single-family detached residences, single-family attached residences, townhomes and patio homes; and (ii) \$1,500 per Type II residential unit, which includes apartments or other multi-family residences. The Facilities Fees are payable to the District on or before the issuance of a building permit for the subject property. Real property conveyed to and/or owned by non-profit homeowners' associations is exempt from the Facilities Fee. In addition, Facilities Fees are not to be collected from any property within the District that is to be developed for non-residential purposes, such as the streets and roadways, clubhouse, commercial development, and similar non-residential property, and shall not be imposed on real properties conveyed to and/or owned by a nonprofit homeowners association.

Capital Assets

Capital assets, which include infrastructure assets, are reported in the applicable governmental activities column 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 the net investment in capital assets component of the District's net position.

Amortization

Original Issue Premium

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

In the fund financial statements, governmental fund types recognize bond premiums, as well as bond issuance costs, during the current period. The face amount of debt issued is reported as other financing sources. Issuance costs, whether or not withheld from the actual debt proceeds received, are reported as expenditures.

Cost of Bond Refunding

In the government-wide financial statements, the deferred cost of bond refunding is being amortized using the interest method over the life of the new bonds. The amortization amount is a component of interest expense and the unamortized deferred cost is reflected as a deferred out of resources on the statement of net position.

CASTLE OAKS METROPOLITAN DISTRICT NO. 3
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Deferred Inflow/Outflow of Resources

In addition to assets, the statement of net position reports a separate section for deferred outflows of resources. This separate financial statement element, *deferred outflows of resources*, represents a consumption of net position that applies to a future period and so will not be recognized as an outflow of resources (expense/expenditure) until that time. The government only has one item that qualifies for reporting in this category, the cost of bond refunding.

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.

Deficit

The General Fund reported a deficit in the fund financial statements as of December 31, 2017. The deficit will be eliminated with the receipt of funds advanced by the Developer in 2018.

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.

CASTLE OAKS METROPOLITAN DISTRICT NO. 3
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

- *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 General Fund reported a deficit in the fund financial statements as of December 31, 2017. The deficit will be eliminated with the receipt of funds advanced by the Developer in 2018.

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	\$ 5,911
Cash and investments - Restricted	2,876,483
Total cash and investments	<u>\$ 2,882,394</u>

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

Deposits with financial institutions	\$ 2,878,193
Investments	4,201
Total cash and investments	<u>\$ 2,882,394</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.

CASTLE OAKS METROPOLITAN DISTRICT NO. 3
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 3 - CASH AND INVESTMENTS (CONTINUED)

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 had a bank balance and carrying balance of \$2,878,193.

Investments

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

The District generally limits its concentration of investments to those noted with an asterisk (*) below, which are believed to have minimal credit risk, minimal interest rate risk and no foreign currency risk. Additionally, the District is not subject to concentration risk or investment custodial risk disclosure requirements for investments that are in the possession of another party.

Colorado revised statutes limit investment maturities to five years or less unless formally approved by the Board of Directors. Such actions are generally associated with a debt service reserve or sinking fund requirements.

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

- . Obligations of the United States, certain U.S. government agency securities and securities of the World Bank
- . General obligation and revenue bonds of U.S. local government entities
- . Certain certificates of participation
- . Certain securities lending agreements
- . Bankers' acceptances of certain banks
- . Commercial paper
- . Written repurchase agreements and certain reverse repurchase agreements collateralized by certain authorized securities
- . Certain money market funds
- . Guaranteed investment contracts
- * Local government investment pools

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>4,201</u>
		\$ <u>4,201</u>

CASTLE OAKS METROPOLITAN DISTRICT NO. 3
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 3 - CASH AND INVESTMENTS (CONTINUED)

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.

NOTE 4 - CAPITAL ASSETS

An analysis of the changes in property for the period ended December 31, 2017, follows:

	<u>Balance at December 31, 2016</u>	<u>Additions</u>	<u>Deletions</u>	<u>Balance at December 31, 2017</u>
Governmental Type Activities:				
Capital assets not being depreciated:				
Construction in progress	<u>\$ 17,107,241</u>	<u>\$ 11,029,379</u>	<u>\$ -</u>	<u>\$ 28,136,620</u>
Total capital assets, not being depreciated	<u>\$ 17,107,241</u>	<u>\$ 11,029,379</u>	<u>\$ -</u>	<u>\$ 28,136,620</u>

CASTLE OAKS METROPOLITAN DISTRICT NO. 3
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 5 - LONG-TERM OBLIGATIONS

The following is an analysis of changes in long-term obligations for the year ended December 31, 2017:

	Balance at December 31, 2016	Additions	Retirement of Long-Term Obligations	Balance at December 31, 2017	Due Within One Year
G.O. Bonds - Series 2015	\$ 17,800,000	\$ -	\$ 17,800,000	\$ -	\$ -
G.O. Bonds - Series 2016	13,370,000	-	13,370,000	-	-
G.O. Bonds - Series 2017	-	34,105,000	-	34,105,000	-
Developer advances - operations	45,000	20,000	-	65,000	-
Developer advances - capital	1,500,000	10,176,483	11,676,483	-	-
Accrued interest -					
Developer advances - operations	1,051	3,569	-	4,620	-
Bond Premium	511,212	293,924	511,212	293,924	-
	<u>\$ 33,227,263</u>	<u>\$44,598,976</u>	<u>\$ 43,357,695</u>	<u>\$ 34,468,544</u>	<u>\$ -</u>

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

General Obligation Limited Tax Bonds

Series 2015

On April 16, 2015, the District issued \$17,800,000 in General Obligation Limited Tax Bonds, Series 2015. The bonds carry a coupon rate of 6.25% and mature on December 1, 2044. The bonds are secured by property taxes generated from a limited mill levy imposed on taxable property within the District of no more than 67.299 mills in the Debt Service Fund (55.000 mills adjusted for changes in the ratio of assessed values to market values), a portion of specific ownership taxes attributable to the Debt Service Fund mill levy, facilities fees, and a guaranty by Starwood Land Ventures, LLC which includes \$1,500,000 in escrowed funds which is recorded as a non-interest accruing payable back to the Developer so long as no amounts are drawn on the escrowed funds. The guaranty shall fund any shortfall between the pledged revenue and the debt service payments after the Surplus Fund (maximum amount is \$2,000,000) is depleted but before a draw to the Reserve Fund, but not in excess of the then applicable guaranty amount. The guaranty amount shall be lesser of \$17,800,000 or the outstanding debt, less the reserve fund and less 65% of the most recent Adjusted Assessed Value. Adjusted Assessed Value is defined as 100% of the assessed valuation of residential, commercial, personal property, and state assessed property plus 50% of the assessed value of vacant land, vacant lots, oil and gas property, and any other type of property not described above. The Surplus Fund can be released when the ratio of outstanding debt to the District's total adjusted assessed valuation is less than 55%.

CASTLE OAKS METROPOLITAN DISTRICT NO. 3
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 5 - LONG-TERM OBLIGATIONS (CONTINUED)

The District is required to impose a minimum mill levy of 37.5934 mills (subject to adjustment) until the Surplus Fund is filled. Principal is payable annually on December 1, and interest is payable semiannually on June 1 and December 1, beginning June 1, 2015. The bonds are subject to redemption prior to maturity, at the option of the District, as a whole or in integral multiples of \$1,000, on December 1, 2020, and on any date thereafter, upon payment of par and accrued interest and redemption premium. On December 28, 2017, the District refunded \$17,800,000 of the Series 2015 Bonds by issuance of the General Obligation Limited Tax Refunding Bonds, Series 2017 Bonds and released \$1,500,000 back to the Developer representing the guaranty amount and earned interest in the amount of \$21,068.

Series 2016

The District issued its Series 2016 Bonds on June 23, 2016, in the amount of \$13,370,000. The proceeds from the sale of the Series 2016 Bonds will be used for the purposes of: (i) paying a portion of the costs of capital infrastructure improvements or reimbursing the Developer for the advancement of those costs, to the extent of available proceeds; (ii) providing capitalized interest; (iii) funding additional deposits to the Reserve Fund; and, (iv) paying costs of issuance of the Series 2016 Bonds.

The Series 2016 Bonds bear interest at 5.50%, payable semi-annually on June 1 and December 1, beginning on December 1, 2016. Annual mandatory sinking fund principal payments are due on December 1, beginning on December 1, 2023. The Series 2016 Bonds mature on December 1, 2045.

The Series 2016 Bonds are subject to redemption prior to maturity, at the option of the District, as a whole or in integral multiples of \$1,000, on December 1, 2020, and on any date thereafter, upon payment of par and accrued interest and a redemption premium.

The Series 2016 Bonds are secured by and payable solely from Pledged Revenue, net of any costs of collection, including: (i) property taxes derived from the Required Mill Levy; (ii) Facilities Fees; (iii) specific ownership taxes attributable to the Required Mill Levy; and, (iv) any other legally available moneys of the District credited to the Bond Fund. The Series 2016 Bonds are also secured by a Debt Service Guaranty and by amounts held in the Reserve Fund and amounts accumulated in the Surplus Fund, if any, on parity with the District's outstanding Series 2015 Bonds. On December 28, 2017, the District refunded \$13,370,000 of the Series 2016 Bonds by issuance of the General Obligation Limited Tax Refunding Bonds, Series 2017 Bonds.

On December 28, 2017 the District advance refunded and defeased \$17,800,000 of General Obligation Limited Tax Bonds (Series 2015) and \$13,370,000 of General Obligation Limited Tax Bonds (Series 2016) by the issuance of the General Obligation Limited Tax Refunding Bonds Series 2017 dated December 28, 2017. The District advance refunded the Series 2015 and Series 2016 bonds to achieve an economic present value loss of \$1,528,890. The District's debt service payments will increase by \$1,812,444 over the next 30 years. Additionally, and concurrently with the refunding of the bonds, the Developer forgave \$5,876,106 in outstanding

CASTLE OAKS METROPOLITAN DISTRICT NO. 3
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 5 - LONG-TERM OBLIGATIONS (CONTINUED)

obligations. Restrictions on the monies restricted for interest payments and the reserve account pertaining to the defeased bonds were removed under the new refunding. The defeased bonds are not considered a liability of the District since sufficient funds in the amount of \$35,684,593 were deposited with a trustee and invested in U.S. government securities for the purpose of paying the principal and interest of the defeased bonds until the call date, at which point the bonds will be repaid in their entirety from the remaining funds in the escrow account. The Series 2015 and 2016 Bonds will be redeemed December 1, 2020. As of December 31, 2017, the outstanding principal balance of the defeased bonds is \$31,170,000.

Series 2017

On December 28, 2017, the District issued its General Obligation Limited Tax Refunding Bonds, Series 2017 ("Bonds"), in the aggregate amount of \$34,105,000, with an original issue premium of \$293,924. The proceeds from the sale of the Bonds will be used for purposes of: (i) advance refunding \$17,800,000 of General Obligation Limited Tax Bonds, Series 2015, (ii) advance refunding \$13,370,000 of General Obligation Limited Tax Completion Bonds, Series 2016, (iii) funding the Reserve Fund, (iv) funding an initial deposit to the Surplus Fund, and (v) paying the costs of issuance on the Bonds.

The Bonds include a \$12,325,000 term bond maturing on December 1, 2037, and a \$21,780,000 term bond maturing on December 1, 2047 with an interest rate of 5.00%, and are payable semi-annually on June 1 and December 1, beginning on June 1, 2018. Annual mandatory sinking fund principal payments are due December 1, beginning on December 1, 2024. The Bonds have the option of early redemption starting on December 1, 2020, depending on the redemption date, the amount redeemed may be subject to a redemption premium. The premium starts at 3% for the first year and decreases by 1% every year thereafter.

The Series 2017 Bonds are secured by and payable solely from Pledged Revenue, net of any costs of collection, including: (i) property taxes derived from the Required Mill Levy; (ii) the Refunded Bonds Mill Levy revenue; (iii) Facilities fees; (iv) specific ownership taxes attributable to the Required Mill Levy; and, (v) any other legally available moneys of the District in its absolute discretion, credited to the Bond Fund. The Series 2017 Bonds are also secured by amounts held in the Surplus Fund and amounts accumulated in the Reserve Fund, if any, on parity with the District's outstanding Series 2017 Bonds.

The Indenture provides a Required Mill Levy be imposed in an amount sufficient, when combined with moneys held in the Bond Fund and moneys in the Surplus Fund, if any, in excess of the Minimum Surplus Amount to pay the principal of and interest on the Bonds, and to fund the Reserve Fund up to the Required Reserve, but not in excess of 74.402 mills (as adjusted) and for so long as the Surplus Fund is less than the Maximum Surplus Amount of \$5,115,750, not less than 50.855 mills (as adjusted). Such maximum and minimum mill levies are subject to adjustment per the Gallagher Amendment from January 9, 2001 and are currently 74.402 and 50.855, respectively.

CASTLE OAKS METROPOLITAN DISTRICT NO. 3
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 5 - LONG-TERM OBLIGATIONS (CONTINUED)

The District's long-term obligations will mature as follows:

Series 2017	Governmental Activities		
	Principal	Interest	Total
2018	\$ -	\$ 1,577,356	\$ 1,577,356
2019	-	1,705,250	1,705,250
2020	-	1,705,250	1,705,250
2021	-	1,705,250	1,705,250
2022	-	1,705,250	1,705,250
2023-2027	1,780,000	8,429,250	10,209,250
2028-2032	4,350,000	7,679,250	12,029,250
2033-2037	6,195,000	6,416,750	12,611,750
2038-2042	8,645,000	4,635,500	13,280,500
2043-2047	13,135,000	2,179,500	15,314,500
	<u>\$ 34,105,000</u>	<u>\$ 37,738,606</u>	<u>\$ 71,843,606</u>

At December 31, 2017, the District had authorized but unissued general obligation indebtedness in the following amounts for the following purposes:

	Authorized November 3rd, 2015 Election	Authorization Used - Series 2015 Bonds	Authorization Used - Series 2016 Bonds	Authorization Used - Series 2017 Bonds	Remaining at December 31, 2017
Streets	\$ 36,000,000	\$ 5,091,000	\$ 3,824,000	\$ -	\$ 27,085,000
Parks and Recreation	36,000,000	4,037,000	3,032,000	-	28,931,000
Water	36,000,000	3,536,000	2,656,000	-	29,808,000
Sewer	36,000,000	4,936,000	3,708,000	-	27,356,000
Transportation	36,000,000	-	-	-	36,000,000
Mosquito Control	36,000,000	-	-	-	36,000,000
Safety Protection	36,000,000	200,000	150,000	-	35,650,000
Television & Relay	36,000,000	-	-	-	36,000,000
Security	36,000,000	-	-	-	36,000,000
Operations	36,000,000	-	-	-	36,000,000
Refunding	36,000,000	-	-	34,105,000	1,895,000
IGA Debt	36,000,000	-	-	-	36,000,000
	<u>\$ 432,000,000</u>	<u>\$ 17,800,000</u>	<u>\$ 13,370,000</u>	<u>\$ 34,105,000</u>	<u>\$ 366,725,000</u>

Debt Authorization

On November 3, 2015, District voters authorized the District to issue \$432,000,000 of general obligation bonds or other financial obligations for the infrastructure development of the services noted in Note 1, however, the District's amended Service Plan limits its general obligation debt to \$36,000,000.

CASTLE OAKS METROPOLITAN DISTRICT NO. 3
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 6 - NET POSITION

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

The restricted component of net position consists of 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 a restricted net position of \$400 for Emergency Reserves.

The unrestricted component of net position is the net amount of assets, deferred outflows of resources, liabilities, and deferred inflows of resources that are not included in the determination of the restricted component of net position.

NOTE 7 - AGREEMENTS

Funding and Reimbursement Agreement

The District, Castle Oaks Metropolitan District, Castle Oaks Metropolitan District No. 2, and the Developer entered into a reimbursement agreement on October 14, 2010, with the First Amendment and Extension occurring on January 1, 2012, which was amended and restated on December 16, 2015, to provide for the District's reimbursement amounts expended by the Developer on the District permitted costs, not to exceed the aggregate amount of \$450,000, through December 31, 2016 (the "Funding and Reimbursement Agreement"). The Districts agree to repay the Developer and to pay interest at the rate of 7.0% per annum from the date of any such advance. The agreement further provides, however, that the District's obligations do not constitute a debt of the Districts within the meaning of any constitutional or statutory provision, and all reimbursements to the Developer are subject to annual appropriation by the District. The District amended the agreement with an effective date of January 1, 2017 whereby the funding period was extended through December 31, 2018.

During 2017, the District received \$20,000 in Developer advances. At December 31, 2017, the District owed \$65,000 for Developer advances and has accrued \$4,620 in interest.

Acquisition and Reimbursement Agreement

The District and the Developer entered into an Infrastructure Acquisition and Reimbursement Agreement dated November 21, 2014 (the "Acquisition and Reimbursement Agreement"), whereby the Developer agreed to advance funds to the District for construction of Public Infrastructure (as defined therein) and/or construct Public Infrastructure for acquisition or payment by the District. The District agrees to: (i) reimburse the Developer for all District eligible costs for which the District receives advances; (ii) acquire any Public Infrastructure constructed for the benefit of the District from the Developer that is not being dedicated to other governmental entities and to pay all reasonable costs related thereto; and (iii) to reimburse the Developer for any costs incurred by the Developer for Public Infrastructure that is being dedicated to third parties.

CASTLE OAKS METROPOLITAN DISTRICT NO. 3
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 7 - AGREEMENTS (CONTINUED)

Prior to the reimbursement by the District, the Developer must provide the District with, among other things, a description of the Public Infrastructure, copies of all invoices, statements and evidence of payment thereof; evidence of any and all real property interests to permit the Districts' use and occupancy; as built drawing of the Public Infrastructure certified by a professional engineer or licensed land surveyor; a form of bill of sale or other instrument of conveyance; and such additional information as the District may reasonably require. Under the Acquisition and Reimbursement Agreement, the District agrees to reimburse all District eligible costs of the Developer in financing, constructing or installing such Public Infrastructure together with interest thereon at the rate of 8% per annum, accruing from the date the Developer deposits funds with the District, when the Developer has paid such funds, and such infrastructure is conveyed to the District until paid.

During 2017, the District recognized costs of \$10,176,483 of which \$4,300,377 was repaid and \$5,876,106 was forgiven by the Developer concurrently with the issuance of the 2017 Bonds. The District terminated the agreement upon closing on the 2017 Bonds. The Developer has no further obligations with the district and waives all rights under the agreement.

Melody Homes Agreements

Completion Guaranty Agreement – Pursuant to the Acquisition and Reimbursement Agreement discussed above, the Developer had previously agreed to construct certain public improvements, including certain street and sanitary sewer public improvements, in connection with the purchase by Melody Homes of single-family detached lots within the development (the "Melody Improvements"). With regard to such Melody Improvements, the Developer and Melody Homes entered into a Completion Guaranty Agreement dated May 14, 2015 (the "MH Completion Agreement"), whereby the Developer agreed to construct the Melody Improvements by November 1, 2015 (as such date has been extended due to force majeure); provided that in the event the Developer does not construct such improvements, Melody Homes is authorized to construct such improvements subject to reimbursement from the Developer plus interest at an annual rate of 6%. Because all Melody Improvements have been commenced by the Developer or the District (as described below), the Developer does not anticipate making any payments under the MH Completion Agreement.

Infrastructure Acquisition and Reimbursement Agreement – In the event that the Developer fails to complete the Melody Improvements or failed to reimburse Melody Homes for construction of such improvements, the District and Melody Homes have entered into an Infrastructure Acquisition and Reimbursement Agreement, dated as of May 14, 2015 (the "Melody Homes Agreement"), whereby the District has agreed to (a) reimburse Melody Homes for all costs of any kind related to the provision of the Melody Improvements that may be lawfully funded by the District (the "District Eligible Costs"), (b) acquire those Melody Improvements that are not being dedicated to other governmental entities, and (c) reimburse Melody Homes for any costs incurred for Melody Improvements being dedicated to third parties. On February 28, 2017, pursuant to section 23, this agreement was terminated as the Melody Improvements have been completed.

CASTLE OAKS METROPOLITAN DISTRICT NO. 3
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 8 - RELATED PARTY

The Developer of the property which constitutes the District is SLV Castle Oaks, L.L.C. Certain members of the Board of Directors are employees of, owners of, or otherwise associated with the Developer, and may have conflicts of interest in dealing with the District.

NOTE 9 - INTERFUND AND OPERATING TRANSFERS

During 2017, the District transferred \$17 from the Capital Projects Fund to the Debt Service Fund to close the Series 2016 Cost of Issuance Trust account.

NOTE 10 - CONSTRUCTION COMMITMENTS

As of December 31, 2017, the District had unexpended construction related contract commitments of approximately \$37,040.

NOTE 11 - 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.

NOTE 12 - RISK MANAGEMENT

Except as provided in the Colorado Governmental Immunity Act, §24-10-101, et seq., C.R.S., the District may be 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 any of the past three fiscal years.

The District pays annual premiums to the Pool for liability, property and public officials' liability coverage. In the event aggregated losses incurred by the Pool exceed amounts recoverable from reinsurance contracts and funds accumulated by the Pool, the Pool may require additional contributions from the Pool members. Any excess funds which the Pool determines are not needed for purposes of the Pool may be returned to the members pursuant to a distribution formula.

CASTLE OAKS METROPOLITAN DISTRICT NO. 3
NOTES TO FINANCIAL STATEMENTS
December 31, 2017

NOTE 13 - TAX, SPENDING AND DEBT LIMITATIONS

Article X, Section 20 of the Colorado Constitution, referred to 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.

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.

On November 3, 2015, the District's voters approved for an annual increase in taxes of \$10,000,000 for general operations and maintenance without limitation of rate. This election question allowed the District to collect and spend the additional revenue without regard to any spending, revenue raising, or other limitations contained within 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

CASTLE OAKS METROPOLITAN DISTRICT NO. 3
DEBT SERVICE FUND
SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN
FUND BALANCES - BUDGET AND ACTUAL
Year Ended December 31, 2017

	Budget		Actual	Variance with Final Budget Positive (Negative)
	Original	Final		
REVENUES				
Property taxes	\$ 128,750	\$ 128,751	\$ 128,751	\$ -
Specific ownership taxes	11,590	14,106	14,106	-
Facility fees	756,000	328,000	328,000	-
Interest income	20,000	65,557	65,557	-
Total revenues	<u>916,340</u>	<u>536,414</u>	<u>536,414</u>	<u>-</u>
EXPENDITURES				
Paying agent fees	7,000	7,500	7,500	-
County Treasurer's fees	1,930	1,931	1,931	-
Bond interest Series 2015	1,112,500	1,112,500	1,112,500	-
Bond interest Series 2016	735,350	735,350	735,350	-
Cost of issuance	-	992,605	992,605	-
Contingency	2,220	9,454	-	9,454
Total expenditures	<u>1,859,000</u>	<u>2,859,340</u>	<u>2,849,886</u>	<u>9,454</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	<u>(942,660)</u>	<u>(2,322,926)</u>	<u>(2,313,472)</u>	<u>9,454</u>
OTHER FINANCING SOURCES (USES)				
Developer advance	-	-	-	-
Bond issuance	-	34,105,000	34,105,000	-
Bond premium	-	293,924	293,924	-
Transfers (to) from other funds	-	17	17	-
Payment to escrow account	-	(35,684,592)	(35,684,592)	-
Developer Repayment	-	(1,521,068)	(1,500,000)	21,068
Release of interest earned to Developer	-	-	(21,068)	(21,068)
Total other financing sources (uses)	<u>-</u>	<u>(2,806,719)</u>	<u>(2,806,719)</u>	<u>-</u>
NET CHANGE IN FUND BALANCES	(942,660)	(5,129,645)	(5,120,191)	9,454
FUND BALANCES - BEGINNING OF YEAR	<u>7,910,560</u>	<u>7,926,985</u>	<u>7,926,985</u>	<u>-</u>
FUND BALANCES - END OF YEAR	<u>\$ 6,967,900</u>	<u>\$ 2,797,340</u>	<u>\$ 2,806,794</u>	<u>\$ 9,454</u>

**CASTLE OAKS METROPOLITAN DISTRICT NO. 3
CAPITAL PROJECTS FUND
SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN
FUND BALANCES - BUDGET AND ACTUAL
Year Ended December 31, 2017**

	Budget		Actual	Variance with Final Budget Positive (Negative)
	Original	Final		
REVENUES				
Net investment income	\$ 6,500	\$ 39,101	\$ 28,557	\$ (10,544)
Total revenues	<u>6,500</u>	<u>39,101</u>	<u>28,557</u>	<u>(10,544)</u>
EXPENDITURES				
Accounting	15,000	19,983	12,462	7,521
Legal	30,000	10,000	7,743	2,257
Capital Outlay	<u>7,630,314</u>	<u>14,000,000</u>	<u>11,029,379</u>	<u>2,970,621</u>
Total expenditures	<u>7,675,314</u>	<u>14,029,983</u>	<u>11,049,584</u>	<u>2,980,399</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	<u>(7,668,814)</u>	<u>(13,990,882)</u>	<u>(11,021,027)</u>	<u>2,969,855</u>
OTHER FINANCING SOURCES (USES)				
Bond issuance	-	-	-	-
Bond premium	-	-	-	-
Developer advance	1,000,000	14,790,000	10,176,483	(4,613,517)
Developer repayment	(1,000,000)	(5,970,000)	(4,300,377)	1,669,623
Transfers to other fund	<u>-</u>	<u>(17)</u>	<u>(17)</u>	<u>-</u>
Total other financing sources (uses)	<u>-</u>	<u>8,819,983</u>	<u>5,876,089</u>	<u>(2,943,894)</u>
NET CHANGE IN FUND BALANCES	(7,668,814)	(5,170,899)	(5,144,938)	25,961
FUND BALANCES - BEGINNING OF YEAR	<u>7,668,814</u>	<u>5,170,899</u>	<u>5,170,899</u>	<u>-</u>
FUND BALANCES - END OF YEAR	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 25,961</u>	<u>\$ 25,961</u>

OTHER INFORMATION

CASTLE OAKS METROPOLITAN DISTRICT NO. 3
SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY
December 31, 2017

Bonds and Interest Maturing in the Year Ending December 31,	\$34,105,000 General Obligation Refunding Bonds Dated December 28, 2017 Series 2017 Interest Rate of 5.000% Interest Payable June 1 and December 1 Principal Payable December 1		
	Principal	Interest	Total
2018	\$ -	\$ 1,577,356	\$ 1,577,356
2019	-	1,705,250	1,705,250
2020	-	1,705,250	1,705,250
2021	-	1,705,250	1,705,250
2022	-	1,705,250	1,705,250
2023	-	1,705,250	1,705,250
2024	210,000	1,705,250	1,915,250
2025	380,000	1,694,750	2,074,750
2026	550,000	1,675,750	2,225,750
2027	640,000	1,648,250	2,288,250
2028	750,000	1,616,250	2,366,250
2029	790,000	1,578,750	2,368,750
2030	875,000	1,539,250	2,414,250
2031	920,000	1,495,500	2,415,500
2032	1,015,000	1,449,500	2,464,500
2033	1,065,000	1,398,750	2,463,750
2034	1,165,000	1,345,500	2,510,500
2035	1,225,000	1,287,250	2,512,250
2036	1,335,000	1,226,000	2,561,000
2037	1,405,000	1,159,250	2,564,250
2038	1,525,000	1,089,000	2,614,000
2039	1,600,000	1,012,750	2,612,750
2040	1,735,000	932,750	2,667,750
2041	1,820,000	846,000	2,666,000
2042	1,965,000	755,000	2,720,000
2043	2,065,000	656,750	2,721,750
2044	2,220,000	553,500	2,773,500
2045	2,330,000	442,500	2,772,500
2046	2,505,000	326,000	2,831,000
2047	4,015,000	200,750	4,215,750
	\$ 34,105,000	\$ 37,738,606	\$ 71,843,606

**CASTLE OAKS METROPOLITAN DISTRICT NO. 3
SCHEDULE OF ASSESSED VALUATION,
MILL LEVY AND PROPERTY TAXES COLLECTED
December 31, 2017**

Year Ended December 31,	Prior Year Assessed Valuation for Current Year Property Tax Levy	Mills Levied		Total Property Taxes		Percentage Collected to Levied
		General	Debt Service	Levied	Collected	
2013	\$1,579,000	40.000	4.000	\$ 69,476	\$ 69,477	100.00%
2014	\$ 961,100	4.000	40.000	\$ 42,288	\$ 42,288	100.00%
2015	\$ 751,030	10.000	46.000	\$ 42,058	\$ 42,058	100.00%
2016	\$1,380,170	4.000	46.000	\$ 69,009	\$ 69,010	100.00%
2017	\$2,798,920	4.000	46.000	\$ 139,946	\$ 139,947	100.00%
Estimated for the year ending December 31, 2018	\$8,293,230	4.422	50.855	\$ 458,425		

NOTE:

Property taxes collected in any one year include collection of delinquent property taxes assessed in prior years, as well as reductions for property tax refunds or abatements. Information received from the County Treasurer does not permit identification of specific year of assessment.

EXHIBIT B

2018 Budget



CliftonLarsonAllen

CliftonLarsonAllen LLP
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Accountant's Compilation Report

Board of Directors
Castle Oaks Metropolitan District #3
Douglas County, Colorado

Management is responsible for the accompanying budget of revenues, expenditures, and fund balances of Castle Oaks Metropolitan District #3 for the year ending December 31, 2018, including the estimate of comparative information for the year ending December 31, 2017, and the actual comparative information for the year ending December 31, 2016. We have performed a compilation engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the American Institute of Certified Public Accountants. A compilation is limited to presenting, in the form prescribed by CRS 29-1-105, information that is the representation of management. We did not audit or review the budget nor were we required to perform any procedures to verify the accuracy or completeness of the information provided by management. Accordingly, we do not express an opinion, a conclusion, nor provide any form of assurance on the accompanying budget.

We draw attention to the summary of significant assumptions which describe that the budget is presented in accordance with the requirements of C.R.S. 29-1-105, and is not intended to be a presentation in accordance with accounting principles generally accepted in the United States of America.

We are not independent with respect to Castle Oaks Metropolitan District #3.

CliftonLarsonAllen LLP

Greenwood Village, Colorado
January 08, 2018

CASTLE OAKS METROPOLITAN DISTRICT #3
SUMMARY
2018 BUDGET AS ADOPTED
WITH 2016 ACTUAL AND 2017 ESTIMATED
For the Years Ended and Ending December 31,

1/8/2018

	ACTUAL 2016	ESTIMATED 2017	ADOPTED 2018
BEGINNING FUND BALANCES	\$ 9,028,876	\$ 13,107,887	\$ 4,426,109
REVENUES			
1 Property taxes	69,010	139,946	458,425
2 Specific ownership taxes	6,349	15,010	45,850
3 Developer advance	7,946,472	4,072,004	10,000
4 Net investment income	68,702	102,000	33,000
5 Bond issuance	13,370,000	34,105,000	-
6 Bond Premium	410,459	293,924	-
7 System development fees	172,000	384,000	756,000
Total revenues	<u>22,042,992</u>	<u>39,111,884</u>	<u>1,303,275</u>
TRANSFERS IN			
	<u>3,272,259</u>	<u>3</u>	<u>-</u>
Total funds available	<u>34,344,127</u>	<u>52,219,774</u>	<u>5,729,384</u>
EXPENDITURES			
8 General and administration			
9 Accounting	20,726	14,500	15,000
10 Audit	5,900	5,900	5,900
11 Castle Oaks #2 Costs	1,774	-	-
12 Contingency	-	-	-
13 County Treasurer's fees	83	170	550
14 Dues and membership	-	308	350
15 Election	173	-	1,000
16 Insurance	3,422	3,261	3,500
17 Legal	27,108	18,000	20,000
18 Debt service			
19 Bond interest Series 2015	1,112,500	1,112,500	-
20 Bond interest Series 2016	322,737	735,350	-
21 Bond interest Series 2017	-	-	1,577,356
22 Contingency	-	-	4,314
23 Cost of issuance	-	1,024,251	-
24 County Treasurer's fees	952	1,930	6,330
25 Paying agent fees	3,500	7,000	7,000
26 Payment to escrow account	-	35,684,592	-
27 Capital projects			
28 Accounting	25,970	11,500	-
29 Capital Outlay	9,129,080	5,114,721	-
30 Cost of Issuance	510,176	-	-
31 Developer Repayment	6,763,393	4,049,004	75,000
32 Engineering	4,375	-	-
33 Legal	32,112	10,675	-
Total expenditures	<u>17,963,981</u>	<u>47,793,662</u>	<u>1,716,300</u>
TRANSFERS OUT			
	<u>3,272,259</u>	<u>3</u>	<u>-</u>
Total expenditures and transfers out requiring appropriation	<u>21,236,240</u>	<u>47,793,665</u>	<u>1,716,300</u>
ENDING FUND BALANCES	<u>\$ 13,107,887</u>	<u>\$ 4,426,109</u>	<u>\$ 4,013,084</u>
EMERGENCY RESERVE	\$ 200	\$ 400	\$ 1,300
DEBT SERVICE RESERVE	-	1,385,000	1,385,000
DEBT SERVICE SURPLUS RESERVE	-	2,963,039	2,620,971
TOTAL RESERVE	<u>\$ 200</u>	<u>\$ 4,348,439</u>	<u>\$ 4,007,271</u>

This financial information should be read only in connection with the accompanying accountant's compilation report and summary of significant assumptions.

CASTLE OAKS METROPOLITAN DISTRICT #3
PROPERTY TAX SUMMARY INFORMATION
For the Years Ended and Ending December 31,

1/8/2018

	ACTUAL 2016	ESTIMATED 2017	ADOPTED 2018
ASSESSED VALUATION - Douglas			
Residential	\$ -	\$ -	\$ 1,157,000
Commercial	-	-	220,580
Agricultural	2,720	2,330	2,260
Vacant Land	1,231,050	2,655,070	6,766,370
State Assessed	146,400	141,500	147,000
Natural Resources	-	20	20
Certified Assessed Value	<u>\$ 1,380,170</u>	<u>\$ 2,798,920</u>	<u>\$ 8,293,230</u>
MILL LEVY			
GENERAL FUND	4.000	4.000	4.422
DEBT SERVICE FUND	46.000	46.000	50.855
Total Mill Levy	<u>50.000</u>	<u>50.000</u>	<u>55.277</u>
PROPERTY TAXES			
GENERAL FUND	\$ 5,521	\$ 11,196	\$ 36,673
DEBT SERVICE FUND	63,488	128,750	421,752
Levied property taxes	69,009	139,946	458,425
Adjustments to actual/rounding	1	-	-
Budgeted Property Taxes	<u>\$ 69,010</u>	<u>\$ 139,946</u>	<u>\$ 458,425</u>
BUDGETED PROPERTY TAXES			
GENERAL FUND	\$ 5,521	\$ 11,196	\$ 36,673
DEBT SERVICE FUND	63,489	128,750	421,752
	<u>\$ 69,010</u>	<u>\$ 139,946</u>	<u>\$ 458,425</u>

This financial information should be read only in connection with the accompanying accountant's compilation report and summary of significant assumptions.

CASTLE OAKS METROPOLITAN DISTRICT #3
GENERAL FUND
2018 BUDGET AS ADOPTED
WITH 2016 ACTUAL AND 2017 ESTIMATED
For the Years Ended and Ending December 31,

1/8/2018

	ACTUAL 2016	ESTIMATED 2017	ADOPTED 2018
BEGINNING FUND BALANCES	\$ 8,584	\$ 10,003	\$ 3,070
REVENUES			
1 Property taxes	5,521	11,196	36,673
2 Specific ownership taxes	563	1,010	3,670
3 Developer advance	45,000	23,000	10,000
Total revenues	51,084	35,206	50,343
TRANSFERS IN			
DEBT SERVICE FUND	9,521	-	-
Total transfers in	9,521	-	-
Total funds available	69,189	45,209	53,413
EXPENDITURES			
General and administration			
4 Accounting	20,726	14,500	15,000
5 Audit	5,900	5,900	5,900
6 Castle Oaks #2 Costs	1,774	-	-
7 Contingency	-	-	-
8 County Treasurer's fees	83	170	550
9 Dues and membership	-	308	350
10 Election	173	-	1,000
11 Insurance	3,422	3,261	3,500
12 Legal	27,108	18,000	20,000
Total expenditures	59,186	42,139	46,300
Total expenditures and transfers out requiring appropriation	59,186	42,139	46,300
ENDING FUND BALANCES	\$ 10,003	\$ 3,070	\$ 7,113
EMERGENCY RESERVE	\$ 200	\$ 400	\$ 1,300
TOTAL RESERVE	\$ 200	\$ 400	\$ 1,300

This financial information should be read only in connection with the accompanying accountant's compilation report and summary of significant assumptions.

CASTLE OAKS METROPOLITAN DISTRICT #3
DEBT SERVICE FUND
2018 BUDGET AS ADOPTED
WITH 2016 ACTUAL AND 2017 ESTIMATED
For the Years Ended and Ending December 31,

1/8/2018

	ACTUAL 2016	ESTIMATED 2017	ADOPTED 2018
BEGINNING FUND BALANCES	\$ 4,335,346	\$ 7,926,985	\$ 4,348,039
REVENUES			
1 Property taxes	63,489	128,750	421,752
2 Specific ownership taxes	5,786	14,000	42,180
3 Developer advance	1,500,000	-	-
4 Net investment income	36,836	61,000	33,000
5 Bond issuance	-	34,105,000	-
6 Bond Premium	-	293,924	-
7 System development fees	172,000	384,000	756,000
Total revenues	<u>1,778,111</u>	<u>34,986,674</u>	<u>1,252,932</u>
TRANSFERS IN			
CAPITAL PROJECTS FUND	3,262,738	3	-
Total transfers in	<u>3,262,738</u>	<u>3</u>	<u>-</u>
Total funds available	<u>9,376,195</u>	<u>42,913,662</u>	<u>5,600,971</u>
EXPENDITURES			
Debt service			
8 Bond interest Series 2015	1,112,500	1,112,500	-
9 Bond interest Series 2016	322,737	735,350	-
10 Bond interest Series 2017	-	-	1,577,356
11 Contingency	-	-	4,314
12 Cost of issuance	-	1,024,251	-
13 County Treasurer's fees	952	1,930	6,330
14 Paying agent fees	3,500	7,000	7,000
15 Payment to escrow account	-	35,684,592	-
Total expenditures	<u>1,439,689</u>	<u>38,565,623</u>	<u>1,595,000</u>
TRANSFERS OUT			
GENERAL FUND	9,521	-	-
Total transfers out	<u>9,521</u>	<u>-</u>	<u>-</u>
Total expenditures and transfers out requiring appropriation	<u>1,449,210</u>	<u>38,565,623</u>	<u>1,595,000</u>
ENDING FUND BALANCES	<u>\$ 7,926,985</u>	<u>\$ 4,348,039</u>	<u>\$ 4,005,971</u>
DEBT SERVICE RESERVE	\$ -	\$ 1,385,000	\$ 1,385,000
DEBT SERVICE SURPLUS RESERVE	-	2,963,039	2,620,971
TOTAL RESERVE	<u>\$ -</u>	<u>\$ 4,348,039</u>	<u>\$ 4,005,971</u>

This financial information should be read only in connection with the accompanying accountant's compilation report and summary of significant assumptions.

CASTLE OAKS METROPOLITAN DISTRICT #3
CAPITAL PROJECTS FUND
2018 BUDGET AS ADOPTED
WITH 2016 ACTUAL AND 2017 ESTIMATED
For the Years Ended and Ending December 31,

1/8/2018

	ACTUAL 2016	ESTIMATED 2017	ADOPTED 2018
BEGINNING FUND BALANCES	\$ 4,684,946	\$ 5,170,899	\$ 75,000
REVENUES			
1 Developer advance	6,401,472	4,049,004	-
2 Net investment income	31,866	41,000	-
3 Bond issuance	13,370,000	-	-
4 Bond Premium	410,459	-	-
Total revenues	20,213,797	4,090,004	-
Total funds available	24,898,743	9,260,903	75,000
EXPENDITURES			
Capital projects			
5 Accounting	25,970	11,500	-
6 Capital Outlay	9,129,080	5,114,721	-
7 Cost of Issuance	510,176	-	-
8 Developer Repayment	6,763,393	4,049,004	75,000
9 Engineering	4,375	-	-
10 Legal	32,112	10,675	-
Total expenditures	16,465,106	9,185,900	75,000
TRANSFERS OUT			
DEBT SERVICE FUND			
Total transfers out	3,262,738	3	-
Total expenditures and transfers out requiring appropriation	19,727,844	9,185,903	75,000
ENDING FUND BALANCES	\$ 5,170,899	\$ 75,000	\$ -

This financial information should be read only in connection with the accompanying accountant's compilation report and summary of significant assumptions.

CASTLE OAKS METROPOLITAN DISTRICT #3
2018 BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS

Services Provided

The District, a quasi-municipal corporation and a political subdivision of the State of Colorado, was organized by court order and decree of the District Court for the County of Douglas on June 29, 2006, and is governed pursuant to the provisions of the Colorado Special District Act (Title 32, Article 1, Colorado Revised Statutes). The District is located within the Town of Castle Rock, Colorado.

The District was established to provide financing for the operations and maintenance and design, acquisition, installation, construction, and completion of public improvements and services, including water, sanitation/storm sewer, streets, park and recreation, transportation, mosquito control, safety protection, television relay and translation, and security.

On November 3, 2015, District voters authorized the District to issue \$504,000,000 of general obligation bonds or other financial obligations for the infrastructure development of the services noted in the preceding paragraph, however, the District's amended Service Plan limits its general obligation debt to \$36,000,000. Additionally the District can levy up to \$10,000,000 annually to pay the administration.

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

The District prepares its budget on the modified accrual basis of accounting in accordance with the requirements of Colorado Revised Statutes C.R.S. 29-1-105.

Revenues

Property Taxes

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

The method of calculating assessed valuation of residential assessment rates in the State of Colorado changed to 7.20% from 7.96% for property tax years 2017-2018 on April 17, 2017 with a report submitted to the State Board of Equalization. Accordingly, the mill levy has been adjusted upward to reflect the change assessed value calculation. The debt service mill levy increased to 50.855 from 46.000 mills and the general fund mill levy increased to 4.422 from 4.000 mills.

The calculation of taxes levied is displayed on the Property Tax Summary page of the budget using the adopted mill levy imposed by the District.

Specific Ownership Taxes

Specific ownership taxes are set by the State and collected by the County Treasurer, primarily on vehicle licensing within the County as a whole. The specific ownership taxes are allocated by the County Treasurer to all taxing entities within the County. The budget assumes that the District's share will be equal to approximately 10% of the property taxes collected.

**CASTLE OAKS METROPOLITAN DISTRICT #3
2018 BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

Revenues - (continued)

Net Investment Income

Interest earned on the District's available funds has been estimated based on historical interest earnings.

Developer Advances

The District is in the development stage. As such, the Developer is expected to fund a portion of the District's operational expenditures in 2018. Developer advances are recorded as revenue for budget purposes with an obligation for future repayment when the District is financially able to reimburse the Developer.

Expenditures

Administrative Expenditures

Administrative expenditures include the services necessary to maintain the administrative viability such as legal, accounting, insurance, and other administrative expenses of the District.

County Treasurer's Fees

County Treasurer's fees have been computed at 1.5% of property tax collections.

Capital Outlay

Anticipated expenditures for capital outlay are detailed on the Capital Projects Funds page of the budget.

Debt Service

Principal and interest payments are provided based on the debt amortization schedules from the Series 2017 General Obligation Limited Tax Refunding Bonds (discussed under Debt and Leases).

Debt and Leases

On December 28, 2017, the District issued General Obligation Limited Tax Refunding Bonds, Series 2017 ("Bonds"), in the aggregate amount of \$34,105,000, with an original issue premium of \$293,924. The proceeds from the sale of the Bonds will be used for purposes of: (i) advance refunding \$17,800,000 of General Obligation Limited Tax Bonds, Series 2015, (ii) advance refunding \$13,370,000 of General Obligation Limited Tax Completion Bonds, Series 2016, (iii) funding the Reserve Fund, (iv) funding an initial deposit to the Surplus Fund, and (v) paying the costs of issuance on the Bonds.

The Bonds include a \$12,325,000 term bond maturing on December 1, 2037, and a \$21,780,000 term bond maturing on December 1, 2047 with an interest rate of 5.00%, and are payable semi-annually on June 1 and December 1, beginning on June 1, 2018. Annual mandatory sinking fund principal payments are due December 1, beginning on December 1, 2024. The Bonds are subject to optional redemption as described in the Indenture starting in 2020.

**CASTLE OAKS METROPOLITAN DISTRICT #3
2018 BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

Debt and Leases - (continued)

The Series 2017 Bonds are secured by and payable solely from Pledged Revenue, net of any costs of collection, including: (i) property taxes derived from the Required Mill Levy; (ii) the Refunded Bonds Mill Levy revenue; (iii) Facilities fees; (iv) specific ownership taxes attributable to the Required Mill Levy; and, (v) any other legally available moneys of the District credited to the Bond Fund. The Series 2017 Bonds are also secured by amounts held in the Surplus Fund and amounts accumulated in the Reserve Fund, if any, on parity with the District's outstanding Series 2017 Bonds.

The Indenture provides a Required Mill Levy be imposed in an amount sufficient, when combined with moneys held in the Bond Fund and moneys in the Surplus Fund, if any, in excess of the Minimum Surplus Amount to pay the principal of and interest on the Bonds, and to fund the Reserve Fund up to the Required Reserve, but not in excess of 74.402 mills (as adjusted) and for so long as the Surplus Fund is less than the Maximum Surplus Amount of \$5,115,750, not less than 50.855 mills (as adjusted). Such maximum and minimum mill levies are subject to adjustment per the Gallagher Amendment from January 9, 2001 and are currently 74.402 and 50.855, respectively.

The District has no operating or capital leases.

Reserve Funds

Emergency Reserve

The District has provided for an Emergency Reserve equal to at least 3% of the fiscal year spending for 2018, as defined under TABOR.

Debt Service Reserves

The District maintains a Debt Service Reserve as required with the issuance of the Series 2017 Bonds in the amount of \$1,385,000.

This information is an integral part of the accompanying budget.

**CASTLE OAKS METROPOLITAN DISTRICT NO. 3
SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY**

**\$34,105,000 General Obligation Limited Tax Refunding Bonds
Series 2017
Interest 5.00%
Dated December 28, 2017
Interest Payable June 1 and December 1
Principal Payable December 1**

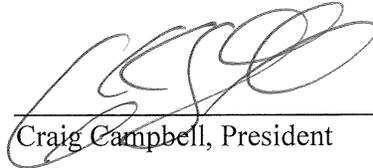
Bonds and Interest Maturing in the Year Ending December 31,	Principal	Interest	Total
2018	\$ -	\$ 1,577,356	\$ 1,577,356
2019	-	1,705,250	1,705,250
2020	-	1,705,250	1,705,250
2021	-	1,705,250	1,705,250
2022	-	1,705,250	1,705,250
2023	-	1,705,250	1,705,250
2024	210,000	1,705,250	1,915,250
2025	380,000	1,694,750	2,074,750
2026	550,000	1,675,750	2,225,750
2027	640,000	1,648,250	2,288,250
2028	750,000	1,616,250	2,366,250
2029	790,000	1,578,750	2,368,750
2030	875,000	1,539,250	2,414,250
2031	920,000	1,495,500	2,415,500
2032	1,015,000	1,449,500	2,464,500
2033	1,065,000	1,398,750	2,463,750
2034	1,165,000	1,345,500	2,510,500
2035	1,225,000	1,287,250	2,512,250
2036	1,335,000	1,226,000	2,561,000
2037	1,405,000	1,159,250	2,564,250
2038	1,525,000	1,089,000	2,614,000
2039	1,600,000	1,012,750	2,612,750
2040	1,735,000	932,750	2,667,750
2041	1,820,000	846,000	2,666,000
2042	1,965,000	755,000	2,720,000
2043	2,065,000	656,750	2,721,750
2044	2,220,000	553,500	2,773,500
2045	2,330,000	442,500	2,772,500
2046	2,505,000	326,000	2,831,000
2047	4,015,000	200,750	4,215,750
	\$ 34,105,000	\$ 37,738,606	\$ 71,843,606

This financial information should be read only in connection with the accompanying accountant's compilation report and summary of significant assumptions.

EXHIBIT C

Certification

On behalf of the Board of Directors of the Castle Oaks Metropolitan District No. 3, I hereby certify that with the exception of Section 11.02.060.D, no action, event or condition set forth in Section 11.02.060 of the Intergovernmental Affairs Chapter of the Town of Castle Rock Code has occurred in the report year.



Craig Campbell, President