

**CASTLE OAKS METROPOLITAN DISTRICT
TOWN OF CASTLE ROCK, COLORADO**

2018 ANNUAL REPORT

Pursuant to the Amended and Restated Service Plan for Castle Oaks Metropolitan District (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, 2018, 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 has previously constructed and financed a large portion of the infrastructure necessary to serve the property within its boundaries. The construction of additional public infrastructure by the District has not been necessary.

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.

A copy of the audit for the District for the year ending December 31, 2018 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 the District in development of public facilities in the report year, as well as any capital improvements or projects proposed to be undertaken in the five (5) years following the report year.

There were no capital expenditures in 2018 and there are no planned improvements scheduled for the District in the next 5 years.

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 2019 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 2019 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.

26 residential lots were developed in 2018, based on the amount of system development fees received.

No Commercial development occurred in 2018.

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 \$3,465 on each Single Family Equivalent.

H. Certification of the Boards 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 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:

Chris Pratt
100 Third Street
Castle Rock, CO 80104
303-660-7338

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

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

Thomas Hykes
2652 Red Bird Trail
Castle Rock, CO 80108
719-287-3336

Regular Meetings:

Date: June 5, 2019 and November 6, 2019
Place: 1465 Autumn Sage Street, Castle Rock, Colorado
Time: 6:00 p.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

2018 Audit

CASTLE OAKS METROPOLITAN DISTRICT
Douglas County, Colorado

FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION

YEAR ENDED DECEMBER 31, 2018

**CASTLE OAKS METROPOLITAN DISTRICT
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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Castle Oaks Metropolitan District
Douglas County, Colorado

We have audited the accompanying financial statements of the governmental activities and each major fund of Castle Oaks Metropolitan District (the District) as of and for the year ended December 31, 2018, 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, as of December 31, 2018, 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

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 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 District's basic financial statements. The supplementary 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

Greenwood Village, Colorado
June 25, 2019

BASIC FINANCIAL STATEMENTS

**CASTLE OAKS METROPOLITAN DISTRICT
STATEMENT OF NET POSITION
DECEMBER 31, 2018**

	<u>Governmental Activities</u>
ASSETS	
Cash and Investments	\$ 177,913
Cash and Investments - Restricted	309,300
Receivable from County Treasurer	14,944
Property Taxes Receivable	1,379,252
Prepaid Expense	845
Total Assets	<u>1,882,254</u>
LIABILITIES	
Accounts Payable	1,586
Accrued Interest Payable	61,200
Due to SLV	13,859
Due to other District	3,465
Noncurrent Liabilities	
Due Within One Year	425,000
Due in More Than One Year	16,584,394
Total Liabilities	<u>17,089,504</u>
DEFERRED INFLOWS OF RESOURCES	
Deferred Property Tax Revenue	<u>1,379,252</u>
Total Deferred Inflows of Resources	<u>1,379,252</u>
NET POSITION	
Restricted For:	
Emergency Reserves	4,000
Debt Service	235,923
Unrestricted	<u>(16,826,425)</u>
Total Net Position	<u><u>\$ (16,586,502)</u></u>

See accompanying Notes to Basic Financial Statements.

**CASTLE OAKS METROPOLITAN DISTRICT
STATEMENT OF ACTIVITIES
YEAR ENDED DECEMBER 31, 2018**

		Program Revenues			Net Revenue (Expense) and Change in Net Position
Expenses	Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Governmental Activities	
FUNCTIONS/PROGRAMS					
Government Activities:					
General Government	\$ 77,087	\$ -	\$ -	\$ -	
Interest and Related Costs on Long-Term Debt	2,062,124	-	-	-	
Total Governmental Activities	\$ 2,139,211	\$ -	\$ -	\$ -	
 GENERAL REVENUES					
Property Taxes				1,476,803	
Specific Ownership Taxes				156,191	
Interest Income				23,048	
Total General Revenues				1,656,042	
 CHANGE IN NET POSITION					
				(483,169)	
Net Position - Beginning of Year				(16,103,333)	
 NET POSITION - END OF YEAR					
				\$ (16,586,502)	

See accompanying Notes to Basic Financial Statements.

**CASTLE OAKS METROPOLITAN DISTRICT
BALANCE SHEET
GOVERNMENTAL FUNDS
DECEMBER 31, 2018**

	General	Debt Service	Total Governmental Funds
ASSETS			
Cash and Investments	\$ 177,913	\$ -	\$ 177,913
Cash and Investments - Restricted	4,000	305,300	309,300
Receivable from County Treasurer	1,195	13,749	14,944
Prepaid Expense	845	-	845
Property Taxes Receivable	120,960	1,258,292	1,379,252
Total Assets	\$ 304,913	\$ 1,577,341	\$ 1,882,254
LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES			
LIABILITIES			
Accounts Payable	\$ 1,586	\$ -	\$ 1,586
Due to SLV	-	13,859	13,859
Due to other District	-	3,465	3,465
Total Liabilities	1,586	17,324	18,910
DEFERRED INFLOWS OF RESOURCES			
Deferred Property Tax Revenue	120,960	1,258,292	1,379,252
Total Deferred Inflows of Resources	120,960	1,258,292	1,379,252
FUND BALANCES			
Nonspendable	845	-	845
Restricted For:			
Emergency Reserves	4,000	-	4,000
Debt Service	-	301,725	301,725
Unassigned	177,522	-	177,522
Total Fund Balances	182,367	301,725	484,092
Total Liabilities, Deferred Inflows of Resources, and Fund Balances	\$ 304,913	\$ 1,577,341	

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

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

Bonds Payable	(15,995,000)
Bonds premium	(1,014,394)
Accrued Bond Interest Payable	(61,200)

Net Position of Governmental Activities	\$ (16,586,502)
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See accompanying Notes to Basic Financial Statements.

**CASTLE OAKS METROPOLITAN DISTRICT
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES
GOVERNMENTAL FUNDS
YEAR ENDED DECEMBER 31, 2018**

	General	Debt Service	Total Governmental Funds
REVENUES			
Property Taxes	\$ 118,144	\$ 1,358,659	\$ 1,476,803
Specific Ownership Taxes	12,495	143,696	156,191
Interest Income	51	22,997	23,048
Total Revenues	130,690	1,525,352	1,656,042
EXPENDITURES			
Current:			
Accounting	23,808	-	23,808
Audit	4,250	-	4,250
County Treasurer's Fees	1,773	20,388	22,161
Election	1,142	-	1,142
Insurance and Bonds	3,168	-	3,168
Dues and Subscriptions	317	-	317
Legal	22,086	-	22,086
Miscellaneous	155	-	155
Debt Service:			
Paying Agent Fees	-	6,103	6,103
Bond Issue Costs	-	344,308	344,308
Loan Principal	-	18,210,000	18,210,000
Loan Interest	-	608,897	608,897
Bond Principal - Seires 2018	-	420,000	420,000
Bond Interest - Series 2018	-	77,638	77,638
Total Expenditures	56,699	19,687,334	19,744,033
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	73,991	(18,161,982)	(18,087,991)
OTHER FINANCING SOURCES (USES)			
Bond issuance	-	16,415,000	16,415,000
Bond Premium	-	1,022,710	1,022,710
Total Other Financing Sources (Uses)	-	17,437,710	17,437,710
NET CHANGE IN FUND BALANCES	73,991	(724,272)	(650,281)
Fund Balances (Deficits) - Beginning of Year	108,376	1,025,997	1,134,373
FUND BALANCES - END OF YEAR	\$ 182,367	\$ 301,725	\$ 484,092

See accompanying Notes to Basic Financial Statements.

**CASTLE OAKS METROPOLITAN DISTRICT
RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES
IN FUND BALANCES OF THE GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES
YEAR ENDED DECEMBER 31, 2018**

Net Changes in Fund Balances - Governmental Funds \$ (650,281)

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

Long-term debt (e.g., bonds) 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:

Loan Refunded and Paid	18,210,000
Amortization - Cost of Refunding	(1,021,006)
Bond Issuance - Series 2018	(16,415,000)
Current Year Bond Principal Payment	420,000
Bond Issuance - Series 2018 (Premium)	(1,022,710)

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.

Amortization of Bond Premium	8,316
Accrued Interest on Debt - Change in Liability	<u>(12,488)</u>

Change in Net Position of Governmental Activities \$ (483,169)

**CASTLE OAKS METROPOLITAN DISTRICT
GENERAL FUND
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE –
BUDGET AND ACTUAL
YEAR ENDED DECEMBER 31, 2018**

	Original and Final Budget	Actual	Variance- with Final Budget Positive (Negative)
REVENUES			
Property Taxes	\$ 118,154	\$ 118,144	\$ (10)
Specific Ownership Taxes	11,820	12,495	675
Other Income	300	-	(300)
Interest Income	50	51	1
Total Revenues	<u>130,324</u>	<u>130,690</u>	<u>366</u>
EXPENDITURES			
Current:			
Accounting	20,000	23,808	(3,808)
Audit	5,500	4,250	1,250
County Treasurer's Fees	1,770	1,773	(3)
Election	1,000	1,142	(142)
Director's Fees	900	-	900
Insurance and Bonds	3,700	3,168	532
Dues and Subscriptions	350	317	33
Legal	30,000	22,086	7,914
Contingency	4,480	-	4,480
Miscellaneous	300	155	145
Total Expenditures	<u>68,000</u>	<u>56,699</u>	<u>11,301</u>
NET CHANGE IN FUND BALANCE	62,324	73,991	11,667
Fund Balance - Beginning of Year	<u>104,474</u>	<u>108,376</u>	<u>3,902</u>
FUND BALANCE - END OF YEAR	<u><u>\$ 166,798</u></u>	<u><u>\$ 182,367</u></u>	<u><u>\$ 15,569</u></u>

See accompanying Notes to Basic Financial Statements.

**CASTLE OAKS METROPOLITAN DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 1 DEFINITION OF REPORTING ENTITY

Castle Oaks Metropolitan District (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 January 9, 2001 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, 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
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Government-Wide and Fund Financial Statements (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 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.

**CASTLE OAKS METROPOLITAN DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018**

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 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.

This District has amended its annual budget for the year ended December 31, 2018.

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.

Bond Issue Costs

In the fund financial statements, governmental fund types recognize 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.

**CASTLE OAKS METROPOLITAN DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Amortization

Bond 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.

Deferred Inflow/Outflow 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.

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
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Equity (Continued)

Fund Balance (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.

NOTE 3 CASH AND INVESTMENTS

Cash and investments as of December 31, 2018, are classified in the accompanying financial statements as follows:

Statement of Net Position:

Cash and Investments	\$ 177,913
Cash and Investments - Restricted	309,300
Total Cash and Investments	\$ 487,213

Cash and investments as of December 31, 2018, consisted of the following:

Cash Deposits with Financial Institutions	\$ 7,988
Investments	479,225
Total Cash and Investments	\$ 487,213

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
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 3 CASH AND INVESTMENTS (CONTINUED)

Deposits with Financial Institutions (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, 2018, the District's cash deposits had a bank balance of \$12,398 and a carrying balance of \$7,988.

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

**CASTLE OAKS METROPOLITAN DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 3 CASH AND INVESTMENTS (CONTINUED)

As of December 31, 2018, the District had the following investments:

<u>Investment</u>	<u>Maturity</u>	<u>Amount</u>
Colorado Local Government Liquid Asset Trust (COLOTRUST)	Weighted Average Under 60 Days	\$ 204,627
Colorado Surplus Asset Fund Trust (CSAFE)	Weighted Average Under 60 Days	274,598
Total		<u>\$ 479,225</u>

COLOTRUST

The District invested in the Colorado Local Government Liquid Asset Trust (COLOTRUST) (the Trust), an investment vehicle established for local government entities in Colorado to pool surplus funds. The State Securities Commissioner administers and enforces all State statutes governing the Trust. The Trust operates similarly to a money market fund and each share is equal in value to \$1.00. The Trust offers shares in two portfolios, COLOTRUST PRIME and COLOTRUST PLUS+. Both portfolios may invest in U.S. Treasury securities and repurchase agreements collateralized by U.S. Treasury securities. COLOTRUST PLUS+ may also invest in certain obligations of U.S. government agencies, highest rated commercial paper and any security allowed under CRS 24-75-601. A designated custodial bank serves as custodian for the Trust's portfolios pursuant to a custodian agreement. The custodian acts as safekeeping agent for the Trust's investment portfolios and provides services as the depository in connection with direct investments and withdrawals. The custodian's internal records segregate investments owned by the Trust. COLOTRUST is rated AAAM by Standard & Poor's. COLOTRUST records its investments at fair value and the District records its investment in COLOTRUST at net asset value as determined by fair value. There are no unfunded commitments, the redemption frequency is daily and there is no redemption notice period.

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 at net asset value as determined by amortized cost. There are no unfunded commitments, the redemption frequency is daily and there is no redemption notice period.

**CASTLE OAKS METROPOLITAN DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 4 LONG-TERM OBLIGATIONS

The following is an analysis of changes in long-term obligations for the year ended December 31, 2018:

	Balance - December 31, 2017	Additions	Retirements	Balance - December 31, 2018	Due Within One Year
Refunding Loan - Series 2015A	\$ 7,610,000	\$ -	\$ 7,610,000	\$ -	\$ -
Refunding Loan - Series 2015B	10,600,000	-	10,600,000	-	-
General Obligation Refunding Bonds, Series 2018	-	16,415,000	420,000	15,995,000	425,000
Bond Premium - Series 2018	-	1,022,710	8,316	1,014,394	-
	<u>\$ 18,210,000</u>	<u>\$ 17,437,710</u>	<u>\$ 18,638,316</u>	<u>\$ 17,009,394</u>	<u>\$ 425,000</u>

Loan Agreement

The District entered into a Loan Agreement with Compass Mortgage Corporation dated December 11, 2015, in the amount of \$18,825,000 for the purpose of refunding the Series 2012 bonds and repaying developer advances. The Loan consists of a taxable portion, convertible to tax-exempt, (Series 2015A) in the amount of \$7,850,000 and a nontaxable portion (Series 2015B) in the amount of \$10,975,000. The Series 2015A converted to tax-exempt on September 5, 2017. Principal payments are due December 1 and interest payments are due June 1 and December 1 in varying amounts through December 1, 2022 with an interest rate of 4.93% on the taxable portion and an interest rate of 3.21% on the nontaxable portion. The Loan is subject to mandatory redemption beginning December 1, 2016. The Loan may not be prepaid in whole or in part prior to December 11, 2018. The Loan may be prepaid in whole or, subject to the consent of the Lender, in part, on December 11, 2018, or on any date thereafter, at the option of the District and after ten (10) days prior written notice to the Lender of such prepayment, upon payment of par and accrued interest to the date of prepayment, without prepayment fees, premiums, or penalties. On October 24, 2018, the Series 2015 Loans were refunded with the issuance of the Series 2018 Bonds.

Limited Tax General Obligation Refunding Bonds- Series 2018

On October 24, 2018, the District refunded \$18,210,000 of Nontaxable Refunding Loan, Series 2015A and Series 2015B by the issuance of \$16,415,000 General Obligation Limited Tax Refunding Bonds, Series 2018 (the "Bonds"). The proceeds were used for the purposes of: (i) repaying of the Nontaxable Refunding Loan, Series 2018A and Series 2015B and (ii) paying the costs of issuance on the Bonds. The Bonds are term bonds that bear interest at 5.00%, payable semi-annually on June 1 and December 1, beginning on December 1, 2018. The Bonds mature on December 1, 2040.

The Bonds maturing on or before December 1, 2028 are not subject to redemption prior to their respective maturity dates. The bonds maturing on or after December 1, 2029 are subject to redemption prior to maturity, at the option of the District, as a whole or in integral multiples of \$1,000, in any order of maturity, and in whole or partial maturities.

**CASTLE OAKS METROPOLITAN DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 4 LONG-TERM OBLIGATIONS (CONTINUED)

The Bonds are secured by and payable from the Pledged Revenue, consisting of the monies derived by the District from the following sources, net of any costs of collection: (i) the Required Mill Levy (an amount sufficient to pay the principal of and interest on the Bonds, but not in excess of 50.000 mills, as adjusted); (ii) the portion of the Specific Ownership Tax which is collected as a result of the imposition of the Required Mill Levy; and (iii) any other legally available monies which the District determines, in its absolute discretion, to credit to the Bond Fund.

Required Mill Levy means an ad valorem mill levy imposed upon all taxable property within the District each year in an amount sufficient, to pay the principal and interest on the Bonds as the same become due, but not in excess of 50 mills; provided however, in the event the method of calculating assessed valuation is or was changed after September 28, 2000, the maximum mill levy of 50.000 mills will be increased or decreased to reflect such changes. These mill levies have been adjusted by the Board as a result of subsequent changes in the ratio of actual valuation to assessed valuation which have occurred since 2000. The current adjusted mill levy is 67.638.

Additionally, the scheduled payment of the principal of and interest of the Bonds when due will be guaranteed under a municipal bond insurance policy with Build America Mutual Assurance Company (BAM). BAM's financial strength is rated AA by S&P Global Ratings.

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

<u>Year Ending December 31,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2019	\$ 425,000	\$ 734,400	\$ 1,159,400
2020	445,000	713,150	1,158,150
2021	465,000	690,900	1,155,900
2022	485,000	672,300	1,157,300
2023	510,000	648,050	1,158,050
2024-2028	2,955,000	2,831,750	5,786,750
2029-2033	3,770,000	2,015,250	5,785,250
2034-2038	4,755,000	1,032,100	5,787,100
2039-2040	2,185,000	132,000	2,317,000
Total	<u>\$ 15,995,000</u>	<u>\$ 9,469,900</u>	<u>\$ 25,464,900</u>

**CASTLE OAKS METROPOLITAN DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 4 LONG-TERM OBLIGATIONS (CONTINUED)

Debt Authorization

On November 7, 2000, the District had authorized but unissued indebtedness in the following amount allocated for the following purposes:

	Amount Authorized on November 7, 2000	Authorized Used Series 2015 Loan	Authorized Used Series 2018 Bonds	Authorized but Unissued at December 31, 2018
Public Improvements	\$ 64,250,000	\$ 29,177,640	\$ -	\$ 35,072,360
Intergovernmental Agreements	112,750,000	238,000	-	112,512,000
Operations and Maintenance	5,000,000	-	-	5,000,000
Refunding	68,750,000	25,434,360	16,415,000	26,900,640
Total	<u>\$ 250,750,000</u>	<u>\$ 54,850,000</u>	<u>\$ 16,415,000</u>	<u>\$ 179,485,000</u>

NOTE 5 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 as of December 31, 2018, as follows:

	<u>Governmental Activities</u>
Restricted Net Position:	
Emergencies	\$ 4,000
Debt Service	235,923
Total	<u>\$ 239,923</u>

The District has a deficit in unrestricted net position. This deficit amount is a result of the District being responsible for the repayment of bonds issued for public improvements, which were conveyed to other governmental entities.

**CASTLE OAKS METROPOLITAN DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 6 AGREEMENTS

Intergovernmental Agreement

On October 28, 2002, as amended September 2, 2003, the District entered into an agreement with the Town of Castle Rock (the Town) whereby the District will finance and construct public improvements which are necessary to provide municipal services within the District's Boundaries as set forth in the Service Plan. Upon completion of the improvements, the District is required to convey the improvements to the Town. Upon acceptance, the Town is responsible for operation, maintenance, and repair of such improvements. The District imposes a development fee on property within its boundaries which equals the water and sewer fee of the Town plus a facility fee (Development Fee) to the District. Pursuant to the Agreement, the District retains the Town's water and sewer fee. The District is also permitted to impose ad valorem property taxes, rates, fees, or other revenue as set forth in the Service Plan.

Development Fee Agreement

On September 25, 2005, the District entered into a Development Fee Agreement with Autumn Sage Development, Ltd., (the Former Developer). The Former Developer guaranteed to fund any shortfall in Facility Development Fees up to \$1,680,179 with respect to property within the District owned by the Former Developer. The shortfall amounts were to be calculated semiannually as of April 15th and October 15th and are to be paid each May 1st and November 1st commencing 2006 through 2009. The amount of \$145,530 for the 2009 payment was still owed to the District as of December 31, 2013. In 2014, the SLV Castle Oaks, LLC, (the Developer), authorized the use of current facility fee payments received and subsequently forwarded to the Developer to meet this obligation. Therefore there are no other amounts owed from the Former Developer per this agreement. The Resolution of the Castle Oaks Metropolitan District Regarding the Imposition of Facilities/ Development Fees, as amended, imposes a lien on the property in the District for the collection of the fees at the time of building permit. The Developer has prepaid all fees; therefore, fees collected are forwarded to the Developer for reimbursement.

As of December 31, 2018, the District owed \$17,324 in facilities fees collected, included in this amount were \$3,465 from facilities fees collected in error for a property located in Castle Oaks Metropolitan District No. 3. As of April 4, 2019, the District had paid all amounts owed under this agreement in full.

NOTE 7 RELATED PARTIES

Certain members of the Board of Directors are employees, owners or are otherwise associated with the Developer and may have conflicts of interest with respect to certain transactions which come before the Board.

**CASTLE OAKS METROPOLITAN DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 8 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.

NOTE 9 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 7, 2000, the District's voters authorized the District to increase annual taxes \$500,000 annually 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.

**CASTLE OAKS METROPOLITAN DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 10 SUBSEQUENT EVENT

Termination of Development Fee Agreement

On June 5, 2019, the District notified SLV Castle Oaks, LLC that the Developer Fee Agreement was terminated. As of this date, all Development Fees required to pay the shortfall amounts have been paid, therefore neither party has any further obligation.

SUPPLEMENTARY INFORMATION

**CASTLE OAKS METROPOLITAN DISTRICT
DEBT SERVICE FUND
SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE –
BUDGET AND ACTUAL
YEAR ENDED DECEMBER 31, 2018**

	Budgets		Actual	Variance- with Final Budget Positive (Negative)
	Original	Final		
REVENUES				
Property Taxes	\$ 1,358,820	\$ 1,358,820	\$ 1,358,659	\$ (161)
Specific Ownership Taxes	135,880	145,000	143,696	(1,304)
Interest Income	5,800	23,000	22,997	(3)
Total Revenues	<u>1,500,500</u>	<u>1,526,820</u>	<u>1,525,352</u>	<u>(1,468)</u>
EXPENDITURES				
Paying Agent Fees	6,000	6,000	6,103	(103)
County Treasurer's Fees	20,380	20,388	20,388	-
Interest Expense - Loan	584,541	610,000	608,897	1,103
Principal Expense - Loan	540,000	18,210,000	18,210,000	-
Bond Interest - Series 2018	-	80,000	77,638	2,362
Bond Principal - Series 2018	-	420,000	420,000	-
Contingency	2,179	2,612	-	2,612
Bond Issue Costs	-	345,000	344,308	692
Total Expenditures	<u>1,153,100</u>	<u>19,694,000</u>	<u>19,687,334</u>	<u>6,666</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	347,400	(18,167,180)	(18,161,982)	5,198
OTHER FINANCING SOURCES (USES)				
Bond Issuance	-	16,415,000	16,415,000	-
Bond Premium	-	1,025,000	1,022,710	(2,290)
Total Other Financing Sources (Uses)	<u>-</u>	<u>17,440,000</u>	<u>17,437,710</u>	<u>(2,290)</u>
NET CHANGE IN FUND BALANCE	347,400	(727,180)	(724,272)	2,908
Fund Balance - Beginning of Year	<u>947,088</u>	<u>947,088</u>	<u>1,025,997</u>	<u>78,909</u>
FUND BALANCE - END OF YEAR	<u>\$ 1,294,488</u>	<u>\$ 219,908</u>	<u>\$ 301,725</u>	<u>\$ 81,817</u>

OTHER INFORMATION

**CASTLE OAKS METROPOLITAN DISTRICT
SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY
DECEMBER 31, 2018**

Bonds and Interest Maturing in the Year Ending <u>December 31,</u>	\$16,415,000 Taxable Refunding Loan Series 2018 Interest 5.00% Dated October 24, 2018 Interest Payable June 1 and December 1 Principal Payable December 1		
	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2019	\$ 425,000	\$ 734,400	\$ 1,159,400
2020	445,000	713,150	1,158,150
2021	465,000	690,900	1,155,900
2022	485,000	672,300	1,157,300
2023	510,000	648,050	1,158,050
2024	535,000	622,550	1,157,550
2025	560,000	595,800	1,155,800
2026	590,000	567,800	1,157,800
2027	620,000	538,300	1,158,300
2028	650,000	507,300	1,157,300
2029	685,000	474,800	1,159,800
2030	715,000	440,550	1,155,550
2031	750,000	404,800	1,154,800
2032	790,000	367,300	1,157,300
2033	830,000	327,800	1,157,800
2034	870,000	286,300	1,156,300
2035	915,000	242,800	1,157,800
2036	950,000	206,200	1,156,200
2037	990,000	168,200	1,158,200
2038	1,030,000	128,600	1,158,600
2039	1,070,000	87,400	1,157,400
2040	1,115,000	44,600	1,159,600
Total	<u>\$ 15,995,000</u>	<u>\$ 9,469,900</u>	<u>\$ 25,464,900</u>

**CASTLE OAKS METROPOLITAN DISTRICT
SCHEDULE OF ASSESSED VALUATION, MILL LEVY, AND PROPERTY TAXES COLLECTED
DECEMBER 31, 2018**

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	
2014	\$ 11,112,455	4.000	46.000	\$ 555,623	\$ 555,624	100.00 %
2015	12,986,450	4.000	46.000	649,323	649,326	100.00
2016	20,790,520	4.000	46.000	1,039,526	1,039,527	100.00
2017	23,228,460	4.000	46.000	1,161,423	1,161,415	100.00
2018	26,719,500	4.422	50.855	1,476,974	1,476,803	99.99
Estimated for the Year Ending December 31, 2019	\$ 27,354,180	4.422	46.000	\$ 1,379,252		

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

2019 Budget



CliftonLarsonAllen

CliftonLarsonAllen LLP
CLAconnect.com

Accountant's Compilation Report

Board of Directors
Castle Oaks Metropolitan District

Management is responsible for the accompanying budget of revenues, expenditures, and fund balances of Castle Oaks Metropolitan District for the year ending December 31, 2019, including the estimate of comparative information for the year ending December 31, 2018, and the actual comparative information for the year ended December 31, 2017, in the format prescribed by Colorado Revised Statutes (C.R.S.) 29-1-105 and the related summary of significant assumptions in accordance with guidelines for the presentation of a budget established by the American Institute of Certified Public Accountants (AICPA). 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 AICPA. 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.

The budgeted results may not be achieved as there will usually be differences between the budgeted and actual results, because events and circumstances frequently do not occur as expected, and these differences may be material. We assume no responsibility to update this report for events and circumstances occurring after the date of this report.

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.

CliftonLarsonAllen LLP

Greenwood Village, Colorado
January 21, 2019

**CASTLE OAKS METROPOLITAN DISTRICT
SUMMARY
2019 BUDGET
WITH 2017 ACTUAL AND 2018 ESTIMATED
For the Years Ended and Ending December 31,**

1/21/19

	ACTUAL 2017	ESTIMATED 2018	BUDGET 2019
BEGINNING FUND BALANCES	\$ 943,587	\$ 1,134,373	\$ 913,296
REVENUE			
Property taxes	1,161,415	1,476,974	1,379,252
Specific ownership tax	127,227	151,260	137,925
Net investment income	10,636	19,706	12,750
Facilities fees	59,072	-	-
Bond proceeds	-	16,950,000	-
Bond proceeds - Premium	-	100,000	-
Other revenue	51	-	300
Total revenue	<u>1,358,401</u>	<u>18,697,940</u>	<u>1,530,227</u>
Total funds available	<u>2,301,988</u>	<u>19,832,313</u>	<u>2,443,523</u>
EXPENDITURES			
General Fund	42,629	55,451	68,000
Debt Service Fund	1,124,986	18,863,566	1,200,000
Total expenditures	<u>1,167,615</u>	<u>18,919,017</u>	<u>1,268,000</u>
Total expenditures and transfers out requiring appropriation	<u>1,167,615</u>	<u>18,919,017</u>	<u>1,268,000</u>
ENDING FUND BALANCES	<u>\$ 1,134,373</u>	<u>\$ 913,296</u>	<u>\$ 1,175,523</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
PROPERTY TAX SUMMARY INFORMATION
2019 BUDGET
WITH 2017 ACTUAL AND 2018 ESTIMATED
For the Years Ended and Ending December 31,**

1/21/19

	ACTUAL 2017	ESTIMATED 2018	BUDGET 2019
ASSESSED VALUATION			
Residential	\$ 21,012,060	\$ 25,273,390	\$ 26,404,280
Commercial	46,080	41,480	16,470
State assessed	307,900	324,700	325,500
Vacant land	1,862,420	1,079,930	607,930
	<u>23,228,460</u>	<u>26,719,500</u>	<u>27,354,180</u>
 Certified Assessed Value	 <u>\$ 23,228,460</u>	 <u>\$ 26,719,500</u>	 <u>\$ 27,354,180</u>
 MILL LEVY			
General	4.000	4.422	4.422
Debt Service	46.000	50.855	46.000
Total mill levy	<u>50.000</u>	<u>55.277</u>	<u>50.422</u>
 PROPERTY TAXES			
General	\$ 92,914	\$ 118,154	\$ 120,960
Debt Service	1,068,509	1,358,820	1,258,292
Levied property taxes	<u>1,161,423</u>	<u>1,476,974</u>	<u>1,379,252</u>
Adjustments to actual/rounding	(8)	-	-
Budgeted property taxes	<u>\$ 1,161,415</u>	<u>\$ 1,476,974</u>	<u>\$ 1,379,252</u>
 BUDGETED PROPERTY TAXES			
General	\$ 92,913	\$ 118,154	\$ 120,960
Debt Service	1,068,502	1,358,820	1,258,292
	<u>\$ 1,161,415</u>	<u>\$ 1,476,974</u>	<u>\$ 1,379,252</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
GENERAL FUND
2019 BUDGET
WITH 2017 ACTUAL AND 2018 ESTIMATED
For the Years Ended and Ending December 31,**

1/21/19

	ACTUAL 2017	ESTIMATED 2018	BUDGET 2019
BEGINNING FUND BALANCE	\$ 47,824	\$ 108,376	\$ 183,211
REVENUE			
Property taxes	92,913	118,154	120,960
Specific ownership tax	10,176	12,101	12,096
Net investment income	41	31	50
Other revenue	51	-	300
Total revenue	<u>103,181</u>	<u>130,286</u>	<u>133,406</u>
Total funds available	<u>151,005</u>	<u>238,662</u>	<u>316,617</u>
EXPENDITURES			
General and administrative			
Accounting	17,195	22,000	20,000
Auditing	4,000	4,250	5,500
County Treasurer's fee	1,394	1,770	1,814
Directors' fees	-	-	900
Dues and licenses	315	317	350
Election expense	-	1,142	-
Insurance and bonds	3,418	3,168	3,700
Legal services	16,261	22,761	30,000
Miscellaneous	46	43	300
Contingency	-	-	5,436
Total expenditures	<u>42,629</u>	<u>55,451</u>	<u>68,000</u>
Total expenditures and transfers out requiring appropriation	<u>42,629</u>	<u>55,451</u>	<u>68,000</u>
ENDING FUND BALANCE	<u>\$ 108,376</u>	<u>\$ 183,211</u>	<u>\$ 248,617</u>
EMERGENCY RESERVE	<u>\$ 3,100</u>	<u>\$ 3,900</u>	<u>\$ 4,000</u>
TOTAL RESERVE	<u>\$ 3,100</u>	<u>\$ 3,900</u>	<u>\$ 4,000</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
DEBT SERVICE FUND
2019 BUDGET
WITH 2017 ACTUAL AND 2018 ESTIMATED
For the Years Ended and Ending December 31,**

1/21/19

	ACTUAL 2017	ESTIMATED 2018	BUDGET 2019
BEGINNING FUND BALANCE	\$ 895,763	\$ 1,025,997	\$ 730,085
REVENUE			
Property taxes	1,068,502	1,358,820	1,258,292
Specific ownership tax	117,051	139,159	125,829
Facilities fees	59,072	-	-
Net investment income	10,595	19,675	12,700
Bond proceeds	-	16,950,000	-
Bond proceeds - Premium	-	100,000	-
Total revenue	<u>1,255,220</u>	<u>18,567,654</u>	<u>1,396,821</u>
Total funds available	<u>2,150,983</u>	<u>19,593,651</u>	<u>2,126,906</u>
EXPENDITURES			
Debt Service			
Bond issue costs	-	370,665	-
Bond interest - Series 2018	-	81,003	734,400
Bond principal - Series 2018	-	420,000	435,000
Bond Refunding	-	17,670,000	-
Contingency	-	-	5,526
County Treasurer's fee	16,035	20,380	18,874
Loan interest	708,748	295,518	-
Loan principal	400,000	-	-
Paying agent fees/bank fees	203	6,000	6,200
Total expenditures	<u>1,124,986</u>	<u>18,863,566</u>	<u>1,200,000</u>
Total expenditures and transfers out requiring appropriation	<u>1,124,986</u>	<u>18,863,566</u>	<u>1,200,000</u>
ENDING FUND BALANCE	<u>\$ 1,025,997</u>	<u>\$ 730,085</u>	<u>\$ 926,906</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
2019 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 January 2, 2001, 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 7, 2000, District voters authorized the District to issue \$250,750,000 of general obligation bonds or other financial obligations for the infrastructure development, parks and recreation, performance of intergovernmental agreements, formation of a regional water authority, refinancing of district debt, and other uses. However, the District's Service Plan limits its general obligation debt to \$25,000,000.

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 using its best estimates as of the date of the budget hearing. These estimates are based on expected conditions and its expected course of actions. The assumptions disclosed herein are those that the District believes are significant to the budget. There will usually be differences between the budget and actual results, because events and circumstances frequently do not occur as expected, and those differences may be material.

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

**CASTLE OAKS METROPOLITAN DISTRICT
2019 BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

Revenues (continued)

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.

Net Investment Income

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

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.

Debt Service

The principal and interest payments in 2019 are provided based on the debt amortization schedule from the General Obligation Limited Tax refunding Bonds, Series 2018 (discussed under Debts and Leases)

Debt and Leases

On October 24, 2018, the District refunded \$18,210,000 of Nontaxable Refunding Loan, Series 2015B by the issuance of \$16,415,000 General Obligation Limited Tax Refunding Bonds, Series 2018 (the "Bonds"). The proceeds were used for the purposes of: (i) advance refunding of the Nontaxable Refunding Loan, Series 2015B and (ii) paying the costs of issuance on the Bonds.

The Bonds are term bonds that bear interest at 5.00%, payable semi-annually On June 1 and December 1, 2018, beginning on December 1, 2018. The Bonds maturing on December 1, 2035 and thereafter are subject to redemption prior to maturity, at the option of the District, as a whole or in integral multiples of \$1,000, in any order of maturity and in whole or partial maturities, on December 1, 2028, and on any date thereafter, upon payment of par plus accrued interest, without redemption premium. Annual mandatory sinking fund principal payments are due on December 1 of each year beginning on December 1, 2018. The Bonds mature on December 1, 2040.

**CASTLE OAKS METROPOLITAN DISTRICT
2019 BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

Debts and Leases (continued)

The Bonds are secured by and payable from the Pledged Revenue, consisting of the monies derived by the District from the following sources, net of any costs of collection: (i) the Required Mill Levy (an amount sufficient to pay the principal of and interest on the Bonds, but not in excess of 50.000 mills, as adjusted); (ii) the portion of the Specific Ownership Tax which is collected as a result of the imposition of the Required Mill Levy; and (iii) any other legally available monies which the District determines, in its absolute discretion, to credit to the Bond Fund.

Required Mill Levy means an ad valorem mill levy imposed upon all taxable property within the District each year in an amount sufficient, to pay the principal and interest on the Bonds as the same become due, but not in excess of 50.000 mills. These mill levies have been adjusted by the Board as a result of subsequent changes in the ratio of actual valuation to assessed valuation which have occurred since 2002. The current adjusted mill levy is 67.639.

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 2019, as defined under TABOR.

This information is an integral part of the accompanying budget.

**CASTLE OAKS METROPOLITAN DISTRICT
SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY**

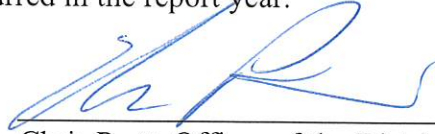
Bonds and Interest Maturing in the Year Ending December 31,	\$16,415,000 General Obligation Limited Tax Refunding Bonds Series 2018 Interest 5.00% Dated October 24, 2018 Interest Payable June 1 and December 1 Principal Payable December 1		
	Principal	Interest	Total
2019	\$ 425,000	\$ 734,400	\$ 1,159,400
2020	445,000	713,150	1,158,150
2021	465,000	690,900	1,155,900
2022	485,000	672,300	1,157,300
2023	510,000	648,050	1,158,050
2024	535,000	622,550	1,157,550
2025	560,000	595,800	1,155,800
2026	590,000	567,800	1,157,800
2027	620,000	538,300	1,158,300
2028	650,000	507,300	1,157,300
2029	685,000	474,800	1,159,800
2030	715,000	440,550	1,155,550
2031	750,000	404,800	1,154,800
2032	790,000	367,300	1,157,300
2033	830,000	327,800	1,157,800
2034	870,000	286,300	1,156,300
2035	915,000	242,800	1,157,800
2036	950,000	206,200	1,156,200
2037	990,000	168,200	1,158,200
2038	1,030,000	128,600	1,158,600
2039	1,070,000	87,400	1,157,400
2040	1,115,000	44,600	1,159,600
	\$ 15,995,000	\$ 9,469,900	\$ 25,464,900

This supplementary 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, I hereby certify that 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.



Chris Pratt, Officer of the District