

**CASTLEVIEW METROPOLITAN DISTRICT
TOWN OF CASTLE ROCK, STATE OF COLORADO**

ANNUAL REPORT FOR FISCAL YEAR 2012

Pursuant to the Service Plan for Castleview Metropolitan District (the "District"), submission of an annual report is required from the District to the Town of Castle Rock, Colorado (the "Town") which reflects activity and financial events through the preceding December 31, and includes information with regard to the following:

- A. A narrative summary of the progress of the District in implementing its service plan for the report year;
- 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;
- 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;
- 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 of the District 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;
- E. The District's budget for the calendar year in which the annual report is submitted;
- F. A summary of residential and commercial development which has occurred within the District for the report year;
- G. A summary of all fees, charges and assessments imposed by the District as of January 1 of the report year;
- H. Certification of the Board that no action, event or condition enumerated in Section 11.02.060 of the Castle Rock Municipal Code has occurred in the report year; and

I. The name, business address and telephone number of each member 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.

For the year ending December 31, 2011, 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;

No public improvements were constructed by the District during the reporting period.

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 a statement of operations (i.e. revenues and expenditures) for the report year;

The District remained inactive throughout the 2012 fiscal year and such, pursuant to §32-1-104(5), is exempt from the Local Government Audit Law. An Annual Notice of Continuing Inactive Status was filed with the Office of the State Auditor on December 10, 2012.

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;

The District did not adopt a 2012 budget as they remained inactive pursuant to §32-1-104(3), C.R.S., throughout the 2012 fiscal year. No capital expenditures were incurred by the District in 2012. The District does not have any capital improvements of specific projects proposed at this time.

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 of the District 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;

No new District indebtedness or long-term obligations were issued in the report year. The total assessed valuation of all taxable properties within the District, as certified by the Douglas County Assessor's Office, was \$102,400. There was no mill levy pledged to debt retirement in the report year.

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

A copy of the 2013 Budget Resolution is attached hereto as **Exhibit A**.

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

No development occurred within the District during the reporting period.

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

No fees, charges or assessments were imposed by the District during the reporting period.

H. Certification of the Board that no action, event or condition enumerated in Section 11.02.060 of the Castle Rock Municipal Code has occurred in the report year; and

The Board of Directors of the District hereby certifies that no action, event or condition enumerated in Section 11.02.060 of the Castle Rock Municipal Code occurred in the report year.

I. The name, business address and telephone number of each member 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.

Members of the Board:

Rodney Alpert, President
45418 Coal Creek Drive
Parker, Colorado 80138
PH: (303) 946-0656

Tanya Alpert, Secretary
136 S. Poplar Street
Denver, Colorado 80230
PH: (303) 946-1154

Harvey Alpert, Treasurer
30 Cherry Hills Farm Drive
Englewood, CO 80113-7165
PH: (303) 761-3667

Vacancies (2)

General Counsel:

Jennifer Gruber Tanaka, Esq.
WHITE, BEAR AND ANKELE
Professional Corporation
2154 E. Commons Ave., Ste. 2000
Centennial, CO 80122

Regular Meetings:

The District did not hold regular meetings during the period of its inactive status. The District returned to active status on May 23, 2013 and anticipates holding its next regular meeting on November 6, 2013.

The District hereby certifies that the information provided herein is true and accurate and, as of the date hereof, the District is in full compliance with the District's Service Plan.

Respectfully submitted this 10th day of June, 2013.

WHITE, BEAR & ANKELE
Professional Corporation

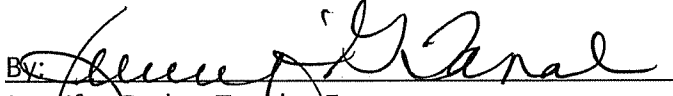
BY: 
Jennifer Gruber Tanaka, Esq.

EXHIBIT A

2013 Budget Resolution

NOTICE AS TO PROPOSED 2013 BUDGET

**NOTICE OF SPECIAL MEETING
AND
NOTICE AS TO PROPOSED 2013 BUDGET**

NOTICE IS HEREBY GIVEN that the Board of Directors (the "Board") of the CASTLEVIEW METROPOLITAN DISTRICT (the "District"), Town of Castle Rock, County of Douglas, State of Colorado, will hold a special meeting of the District at the office of White, Bear & Ankele Professional Corporation, 2154 E. Commons Avenue, Suite 2000, Centennial, Colorado, on Thursday, May 23, 2013 at 1:00 P.M., for the purpose of conducting such business as may come before the Board.

NOTICE IS FURTHER GIVEN that a proposed budget has been submitted to the District for the year of 2013. A copy of the proposed budget is on file in the office of Simmons & Wheeler, P.C., 8005 S. Chester Street, Suite 150, Centennial, Colorado, where the same is open for public inspection. Such proposed budget will be considered at a special meeting of the District to be held at 2154 E. Commons Avenue, Suite 2000, Centennial, Colorado, on Thursday, May 23, 2013 at 1:00 P.M. Any interested elector of the District may inspect the proposed budget and file or register any objections at any time prior to final adoption of the budget.

This special meeting is open to the public. Pursuant to § 24-6-402(2)(c), C.R.S., the agenda for the meeting may be obtained by visiting www.whitebearankele.com* or, alternatively, by calling (303) 858-1800.

BY ORDER OF THE BOARD OF DIRECTORS:
CASTLEVIEW METROPOLITAN DISTRICT

/s/ WHITE, BEAR & ANKELE
Professional Corporation

PUBLISHED IN: *Douglas County News Press*
PUBLISHED ON: May 16, 2013

*Agendas may change from time to time after posting on this website and such agenda will be posted when available. Any matter listed on an agenda in any manner may lead to formal action at any time. Agenda items may be added or deleted at or before a meeting and formal action may be taken at a meeting on any added matter. No assurance can be made that changes to agendas made within 72 hours of a meeting will be known by White, Bear and Ankele Professional Corporation, as the website posting entity, or that the website posting entity will be able to respond all callers and/or email contacts prior to any meeting. White, Bear & Ankele Professional Corporation will do what it reasonably can do to have accurate information and be responsive to the public at all times.

Thereupon, Director Rodney Alpert introduced and moved the adoption of the following Resolution:

RESOLUTION

A RESOLUTION SUMMARIZING EXPENDITURES AND REVENUES FOR EACH FUND AND ADOPTING A BUDGET AND APPROPRIATING SUMS OF MONEY TO EACH FUND IN THE AMOUNTS AND FOR THE PURPOSES SET FORTH HEREIN FOR THE DISTRICT FOR THE CALENDAR YEAR BEGINNING ON THE FIRST DAY OF JANUARY 2013 AND ENDING ON THE LAST DAY OF DECEMBER 2013.

WHEREAS, the Board has authorized its treasurer, accountant and/or legal counsel to prepare and submit a proposed budget to the Board in accordance with Colorado law; and

WHEREAS, the proposed budget has been submitted to the Board for its review and consideration; and

WHEREAS, upon due and proper notice, provided in accordance with Colorado law, said proposed budget was open for inspection by the public at a designated place, a public hearing was held on May 23, 2013, and interested electors were given the opportunity to file or register any objections to said proposed budget; and

WHEREAS, the budget being adopted by the Board has been prepared based on the best information available to the Board regarding the effects of § 29-1-101, *et seq.*, C.R.S., as applicable, and Article X, § 20 of the Colorado Constitution.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD AS FOLLOWS:

Section 1. Summary of 2013 Revenues and 2013 Expenditures. The estimated revenues and expenditures for each fund for fiscal year 2013, as more specifically set forth in the budget attached hereto, are accepted and approved.

Section 2. Adoption of Budget. The budget as submitted, amended, attached hereto and incorporated herein is approved and adopted as the budget of the District fiscal year 2013. In the event of recertification of values by the County Assessor's Office after the date of

adoption hereof, staff is hereby directed to modify and/or adjust the budget and certification to reflect the recertification without the need for additional Board authorization. Any such modification to the budget or certification as contemplated by this Section 2 shall be deemed ratified by the Board.

Section 3. 2013 Levy for General Operating Expenses. For the purpose of meeting all general operating expenses of the District during the 2013 budget year, there is hereby levied a tax of zero (0.000) mills upon each dollar of the total valuation of assessment of all taxable property within the District.

Section 4. 2013 Levy for Debt Service Obligations. For the purposes of meeting all debt service obligations of the District during the 2013 budget year, there is hereby levied a tax of zero (0.000) mills upon each dollar of the total valuation of assessment of all taxable property within the District.

Section 5. 2013 Levy for Contractual Obligation Expenses. For the purposes of meeting all contractual obligations of the District during the 2013 budget year, there is hereby levied a tax of zero (0.000) mills upon each dollar of the total valuation of assessment of all taxable property within the District.

Section 6. Certification to County Commissioners. The Board directs its legal counsel, manager, accountant or other designee to certify to the Board of County Commissioners of Douglas County, Colorado the mill levies for the District as set forth herein. Such certification shall be in compliance with the requirements of Colorado law.

Section 7. Appropriations. The amounts set forth as expenditures and balances remaining, as specifically allocated in the budget attached hereto and incorporated herein, are hereby appropriated for the purposes thereof and no other.

Section 8. Filing of Budget and Budget Message. The Board hereby directs its legal counsel, manager or other designee to file a certified copy of the adopted budget and budget message with the Division of Local Government within ninety days hereof.

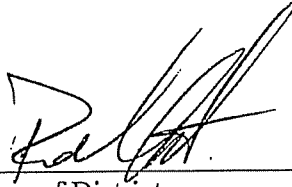
Section 9. Budget Certification. The budget shall be certified by a member of the District, or a person appointed by the District, and made a part of the public records of the District.

The foregoing Resolution was seconded by Director Tanya Alpert.

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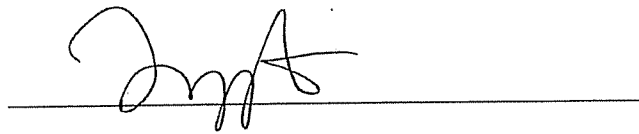
RESOLUTION APPROVED AND ADOPTED THIS 23RD DAY OF MAY 2013.

CASTLEVIEW METROPOLITAN DISTRICT

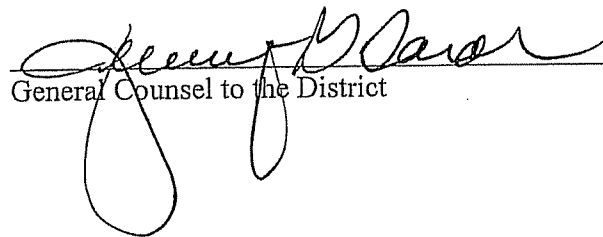


Officer of District

ATTEST:



APPROVED AS TO FORM:
WHITE, BEAR & ANKELE,
Professional Corporation



General Counsel to the District

STATE OF COLORADO
COUNTY OF DOUGLAS
CASTLEVIEW METROPOLITAN DISTRICT

I hereby certify that the foregoing resolution constitutes a true and correct copy of the record of proceedings of the Board adopted at a District meeting held on Thursday, May 23, 2013, at 2154 E. Commons Avenue, Suite 2000, Centennial, Colorado, as recorded in the official record of the proceedings of the District.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 23rd day of May 2013.

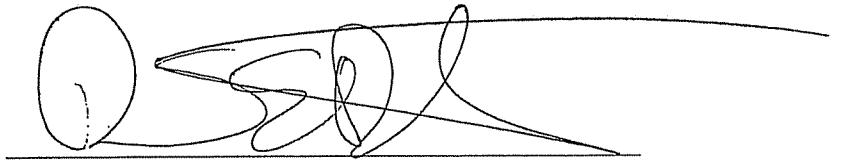
A handwritten signature in black ink, consisting of a large initial 'D' followed by a series of loops and a long horizontal stroke extending to the right.

EXHIBIT A
BUDGET DOCUMENT
BUDGET MESSAGE

**CASTLEVIEW METROPOLITAN DISTRICT
2013
BUDGET MESSAGE**

Attached please find a copy of the adopted 2013 budget for the Castleview Metropolitan District.

The Castleview Metropolitan District has adopted one fund, a General Fund to provide for operating expenditures to be paid by the District.

The District's accountants have utilized the modified accrual basis of accounting and the budget has been adopted after proper postings, publications and public hearing.

The primary sources of revenues for the District in 2013 will be developer advances. The District is not imposing a mill levy on the property within the District for 2013.

**Castleview Metropolitan District
Adopted Budget
General Fund
For the Year ended December 31, 2013**

	Actual <u>2011</u>	Adopted Budget <u>2012</u>	Actual <u>6/30/2012</u>	Estimate <u>2012</u>	Adopted Budget <u>2013</u>
Beginning fund balance	\$ -	\$ -	\$ -	\$ -	\$ -
Revenues:					
Property taxes	-	-	-	-	-
Specific ownership taxes	-	-	-	-	-
Developer advances	-	-	-	-	50,000
Interest income	-	-	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total revenues	-	-	-	-	50,000
Total funds available	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>50,000</u>
Expenditures:					
Accounting / audit	-	-	-	-	5,000
Insurance	-	-	-	-	3,000
Legal	-	-	-	-	20,000
Miscellaneous	-	-	-	-	10,000
Directors fees	-	-	-	-	-
Treasurer fees	-	-	-	-	-
Contingency	-	-	-	-	10,860
Emergency reserve (3%)	-	-	-	-	1,140
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,140</u>
Total expenditures	-	-	-	-	50,000
Ending fund balance	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Assessed valuation	<u>\$ 101,950</u>	<u>\$ 102,400</u>	<u>\$ 102,400</u>	<u>\$ 102,400</u>	<u>\$ 102,400</u>
Mill Levy	<u>0.000</u>	<u>0.000</u>	<u>0.000</u>	<u>0.000</u>	<u>0.000</u>