

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

**FINANCIAL STATEMENTS AND**  
**SUPPLEMENTARY INFORMATION**

**YEAR ENDED DECEMBER 31, 2021**

**PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2  
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**INSERT INDEPENDENT AUDITOR'S REPORT**

## **BASIC FINANCIAL STATEMENTS**

**PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2**  
**STATEMENT OF NET POSITION**  
**DECEMBER 31, 2021**

	<u>Governmental Activities</u>
<b>ASSETS</b>	
Cash and Investments	\$ 723,613
Cash and Investments - Restricted	68,931
Prepaid Expenses	12,880
Accounts Receivable - Developer	180
Accounts Receivable - CAM	10,497
Intergovernmental Receivable District No. 1	6,892
Intergovernmental Receivable District No. 3	23,787
Capital Assets Not Being Depreciated:	
Construction in Progress	<u>46,321,820</u>
Total Assets	<u>47,168,600</u>
<b>LIABILITIES</b>	
Accounts Payable	63,184
Unearned Revenue	121
Noncurrent Liabilities:	
Due in More Than One Year	<u>646,076</u>
Total Liabilities	<u>709,381</u>
<b>NET POSITION</b>	
Restricted For:	
Emergency Reserves	21,800
Unrestricted	<u>46,437,419</u>
Total Net Position	<u><u>\$ 46,459,219</u></u>

See accompanying Notes to Basic Financial Statements.



**PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2  
BALANCE SHEET  
GOVERNMENTAL FUNDS  
DECEMBER 31, 2021**

	General	Special Revenue Fund	Capital Projects	Total Governmental Funds
<b>ASSETS</b>				
Cash and Investments	\$ 723,613	\$ -	\$ -	\$ 723,613
Cash and Investments - Restricted	21,800	12,853	34,278	68,931
Accounts Receivable - CAM	-	10,497	-	10,497
Accounts Receivable	180	-	-	180
Prepaid Expenses	12,880	-	-	12,880
Intergovernmental Receivable District No. 1	6,892	-	-	6,892
Intergovernmental Receivable District No. 3	23,787	-	-	23,787
Due from Other Funds	486	-	-	486
	<u>\$ 789,638</u>	<u>\$ 23,350</u>	<u>\$ 34,278</u>	<u>\$ 847,266</u>
<b>LIABILITIES AND FUND BALANCES</b>				
<b>LIABILITIES</b>				
Accounts Payable	\$ 6,163	\$ 22,743	\$ 34,278	\$ 63,184
Due to Other Funds	-	486	-	486
Unearned Revenue	-	121	-	121
Total Liabilities	<u>6,163</u>	<u>23,350</u>	<u>34,278</u>	<u>63,791</u>
<b>FUND BALANCES</b>				
Nonspendable:				
Prepaid Expenses	12,880	-	-	12,880
Restricted For:				
Emergency Reserve	21,800	-	-	21,800
Unassigned	748,795	-	-	748,795
Total Fund Balances	<u>783,475</u>	<u>-</u>	<u>-</u>	<u>783,475</u>
Total Liabilities and Fund Balances	<u>\$ 789,638</u>	<u>\$ 23,350</u>	<u>\$ -</u>	

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 46,321,820

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

Developer Advance Payable (456,041)

Developer Advance Interest Payable (190,035)

Net Position of Governmental Activities \$ 46,459,219

See accompanying Notes to Basic Financial Statements.

**PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2**  
**STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES**  
**GOVERNMENTAL FUNDS**  
**YEAR ENDED DECEMBER 31, 2021**

	General	Special Revenue Fund	Capital Projects	Total Governmental Funds
<b>REVENUES</b>				
Intergovernmental Revenue Promenade No. 1	\$ 67,329	\$ -	\$ 20,209,603	\$ 20,276,932
Intergovernmental Revenue Promenade No. 3	657,298	-	-	657,298
CAM Revenue	-	225,895	-	225,895
Other Revenue	85	-	-	85
Total Revenues	<u>724,712</u>	<u>225,895</u>	<u>20,209,603</u>	<u>21,160,210</u>
<b>EXPENDITURES</b>				
Current:				
Accounting	57,203	32,842	6,532	96,577
Audit	12,600	-	-	12,600
District Management	18,240	10,800	-	29,040
Dues and Membership	2,390	-	-	2,390
Electricity	-	8,103	-	8,103
Engineering	-	-	2,172	2,172
Insurance	13,195	-	-	13,195
Landscaping	-	150,957	-	150,957
Legal	60,545	-	-	60,545
Miscellaneous	518	-	-	518
Portering	-	9,045	-	9,045
Snow Removal	-	3,433	-	3,433
Water	-	29,889	-	29,889
Capital Outlay	-	-	384,320	384,320
Total Expenditures	<u>164,691</u>	<u>245,069</u>	<u>393,024</u>	<u>802,784</u>
<b>EXCESS OF REVENUES OVER (UNDER) EXPENDITURES</b>	560,021	(19,174)	19,816,579	20,357,426
<b>OTHER FINANCING SOURCES (USES)</b>				
Repayment of Developer Advance	-	-	(19,844,501)	(19,844,501)
Transfers (to) from Other Funds	(47,096)	19,174	27,922	-
Total Other Financing Sources (Uses)	<u>(47,096)</u>	<u>19,174</u>	<u>(19,816,579)</u>	<u>(19,844,501)</u>
<b>NET CHANGE IN FUND BALANCES</b>	512,925	-	-	512,925
Fund Balances - Beginning of Year	<u>270,550</u>	<u>-</u>	<u>-</u>	<u>270,550</u>
<b>FUND BALANCES - END OF YEAR</b>	<u>\$ 783,475</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 783,475</u>

See accompanying Notes to Basic Financial Statements.



**PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2  
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, 2021**

Net Change in Fund Balances - Governmental Funds \$ 512,925

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

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

Expenditures for Capital Assets 384,320

The issuance of long-term debt (e.g., bonds, leases) provides current financial resources to governmental funds, while the repayment of the principal of long-term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net position. This amount is the net effect of these differences in the treatment of long-term debt and related items.

Repayment of Developer Advance 19,844,501

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

Interest on Developer Advance (298,214)

Changes in Net Position of Governmental Activities \$ 20,443,532

**PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2  
GENERAL FUND  
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE –  
BUDGET AND ACTUAL  
YEAR ENDED DECEMBER 31, 2021**

	Original and Final Budget	Actual Amounts	Variance with Final Budget Positive (Negative)
<b>REVENUES</b>			
Intergovernmental Revenue Promenade No. 1	\$ 66,216	\$ 67,329	\$ 1,113
Intergovernmental Revenue Promenade No. 3	646,440	657,298	10,858
Other Revenue	-	85	85
Total Revenues	<u>712,656</u>	<u>724,712</u>	<u>12,056</u>
<b>EXPENDITURES</b>			
Current:			
Accounting	60,000	57,203	2,797
Audit	13,500	12,600	900
Contingency	5,000	-	5,000
District Management	25,000	18,240	6,760
Dues and Membership	3,800	2,390	1,410
Insurance and Bonds	15,000	13,195	1,805
Legal	125,000	60,545	64,455
Miscellaneous	2,000	518	1,482
Total Expenditures	<u>249,300</u>	<u>164,691</u>	<u>84,609</u>
<b>EXCESS OF REVENUES OVER (UNDER) EXPENDITURES</b>	463,356	560,021	96,665
<b>OTHER FINANCING SOURCES (USES)</b>			
Repayment of Developer Advance	(200,000)	-	200,000
Transfers to Other Funds	(66,948)	(47,096)	19,852
Total Other Financing Sources (Uses)	<u>(266,948)</u>	<u>(47,096)</u>	<u>219,852</u>
<b>NET CHANGE IN FUND BALANCE</b>	196,408	512,925	316,517
Fund Balance - Beginning of Year	<u>111,403</u>	<u>270,550</u>	<u>159,147</u>
<b>FUND BALANCE - END OF YEAR</b>	<u>\$ 307,811</u>	<u>\$ 783,475</u>	<u>\$ 475,664</u>

See accompanying Notes to Basic Financial Statements.

**PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2  
SPECIAL REVENUE FUND  
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE –  
BUDGET AND ACTUAL  
YEAR ENDED DECEMBER 31, 2021**

	Original and Final Budget	Actual Amounts	Variance with Final Budget Positive (Negative)
<b>REVENUES</b>			
CAM Revenue	\$ 236,052	\$ 225,895	\$ (10,157)
Total Revenues	<u>236,052</u>	<u>225,895</u>	<u>(10,157)</u>
<b>EXPENDITURES</b>			
Current:			
Accounting	30,000	32,842	(2,842)
Contingency	5,000	-	5,000
District Management	12,000	10,800	1,200
Detention Pond	5,000	-	5,000
Electricity	7,500	8,103	(603)
Fence and Sign Maintenance	2,000	-	2,000
Landscaping	135,000	150,957	(15,957)
Miscellaneous	5,000	-	5,000
Portering	11,500	9,045	2,455
Repairs and Maintenance	25,000	-	25,000
Snow Removal	20,000	3,433	16,567
Water	45,000	29,889	15,111
Total Expenditures	<u>303,000</u>	<u>245,069</u>	<u>57,931</u>
<b>EXCESS OF REVENUES OVER (UNDER) EXPENDITURES</b>	(66,948)	(19,174)	47,774
<b>OTHER FINANCING SOURCES (USES)</b>			
Transfers from Other Funds	66,948	19,174	(47,774)
Total Other Financing Sources (Uses)	<u>66,948</u>	<u>19,174</u>	<u>(47,774)</u>
<b>NET CHANGE IN FUND BALANCE</b>	-	-	-
Fund Balance - Beginning of Year	<u>-</u>	<u>-</u>	<u>-</u>
<b>FUND BALANCE - END OF YEAR</b>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

See accompanying Notes to Basic Financial Statements.

**PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2021**

**NOTE 1 DEFINITION OF REPORTING ENTITY**

Promenade at Castle Rock Metropolitan District No. 2 (District), a quasi-municipal corporation and political subdivision of the state of Colorado was organized by order and decree of the District Court of Douglas County on May 28, 2014 and is governed pursuant to provisions of the Colorado Special District Act (Title 32, Article 1, Colorado Revised Statutes). The District operates under a Consolidated Service Plan for the District, Promenade at Castle Rock Metropolitan District No. 1, and Promenade at Castle Rock Metropolitan District No. 3 (collectively the Districts), approved by the Town of Castle Rock, Colorado on January 7, 2014. The Service Plan was amended and approved March 2, 2021. The District's service area is located entirely within the Town of Castle Rock, Douglas County, Colorado. The District was established for the purpose of financing and providing public improvements and related operations and maintenance services within and outside of the boundaries of the District. The public improvements include water, streets, sanitation, parks and recreation, traffic and safety controls, transportation, mosquito and pest control, and television relay and translator.

The District's Service Plan allows for the ability to pay for administration, operations, and maintenance associated with the Public Improvements as necessary from the District Operating Revenue. The General Fund Mill Levy at December 31, 2021 was 11.132 mills for Promenade at Castle Rock Metropolitan District No. 1 and 10.000 mills for Promenade at Castle Rock Metropolitan District No. 3. The Property taxes generated, net of fees were transferred to the District, the Operating District, which pays all administrative expenditures for the Districts pursuant to the District Administrative Services Agreement.

The maximum debt mill levy allowed by the Service Plan is 50.000 mills as adjusted for changes in the method of calculating assessed value. The Maximum Debt Mill Levy at December 31, 2021 was 55.663 mills for Promenade at Castle Rock Metropolitan District No. 1 and for Promenade at Castle Rock Metropolitan District No. 3. The Property taxes generated, net of fees by Promenade at Castle Rock Metropolitan District No. 3 were transferred to District No. 1, the Financing District, which pays all debt service payments.

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

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

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

**PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2021**

**NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The more significant accounting policies of the District are described as follows:

**Government-Wide and Fund Financial Statements**

The government-wide financial statements include the statement of net position and the statement of activities. These financial statements include all of the activities of the District. The effect of interfund activity has been removed from these statements. Governmental activities are normally supported by intergovernmental revenues.

The statement of net position reports all financial and capital resources of the District. The difference between the sum of assets and deferred outflows and the sum of liabilities and deferred inflows is reported as net position.

The statement of activities demonstrates the degree to which the direct and indirect expenses of a given function or segment are offset by program revenues. Direct expenses are those that are clearly identifiable with a specific function or segment. Program revenues include: 1) charges to customers or applicants who purchase, use, or directly benefit from goods, services, or privileges provided by a given function or segment, and 2) grants and contributions that are restricted to meeting the operational or capital requirements of a particular function or segment. Taxes and other items not properly included among program revenues are reported instead as general revenues.

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

**Measurement Focus, Basis of Accounting, and Financial Statement Presentation**

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

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the government considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. The major sources of revenue susceptible to accrual are intergovernmental revenues and developer advances for reimbursed expenditures. All other revenue items are considered to be measurable and available only when cash is received by the District. The District determined that Developer advances are not considered as revenue susceptible to accrual, except Developer Advances for reimbursed expenditures. Expenditures, other than interest on long-term obligations are recorded when the liability is incurred or the long-term obligation is due.

**PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2021**

**NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Measurement Focus, Basis of Accounting, and Financial Statement Presentation (Continued)**

The District reports the following major governmental funds:

The General Fund is the District's primary operating fund. It accounts for all financial resources of the general government, except those required to be accounted for in another fund.

The Special Revenue Fund is used to account for financial resources to be used for Common Area Maintenance.

The Capital Projects Fund is used to account for financial resources to be used for the acquisition and construction of capital equipment and facilities.

**Budgets**

In accordance with the State Budget Law, the District's Board of Directors holds public hearings in the fall each year to approve the budget and appropriate the funds for the ensuing year. The appropriation is at the total fund expenditures and other financing uses level and lapses at year-end. The District's Board of Directors can modify the budget by line item within the total appropriation without notification. The appropriation can only be modified upon completion of notification and publication requirements. The budget includes each fund on its basis of accounting unless otherwise indicated.

The District has amended its annual budget for the year ended December 31, 2021.

**Pooled Cash and Investments**

The District follows the practice of pooling cash and investments of all funds to maximize investment earnings. Except when required by trust or other agreements, all cash is deposited to and disbursed from a single bank account. Cash in excess of immediate operating requirements is pooled for deposit and investment flexibility. Investment earnings are allocated periodically to the participating funds based upon each fund's average equity balance in the total cash and investments.

**NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Capital Assets**

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

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

**PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2021**

**NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Capital Assets (continued)**

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

**Equity**

**Net Position**

For government-wide presentation purposes when both restricted and unrestricted resources are available for use, it is the District's practice to use restricted resources first, then unrestricted resources as they are needed.

**Fund Balance**

Fund balance for governmental funds should be reported in classifications that comprise a hierarchy based on the extent to which the government is bound to honor constraints on the specific purposes for which spending can occur. Governmental funds report up to five classifications of fund balance: nonspendable, restricted, committed, assigned, and unassigned.

Because circumstances differ among governments, not every government or every governmental fund will present all of these components. The following classifications describe the relative strength of the spending constraints:

*Nonspendable Fund Balance* – The portion of fund balance that cannot be spent because it is either not in spendable form (such as prepaid amounts or inventory) or legally or contractually required to be maintained intact.

*Restricted Fund Balance* – The portion of fund balance that is constrained to being used for a specific purpose by external parties (such as bondholders), constitutional provisions, or enabling legislation.

*Committed Fund Balance* – The portion of fund balance that can only be used for specific purposes pursuant to constraints imposed by formal action of the government's highest level of decision-making authority, the Board of Directors. The constraint may be removed or changed only through formal action of the Board of Directors.

*Assigned Fund Balance* – The portion of fund balance that is constrained by the government's intent to be used for specific purposes, but is neither restricted nor committed. Intent is expressed by the Board of Directors to be used for a specific purpose. Constraints imposed on the use of assigned amounts are more easily removed or modified than those imposed on amounts that are classified as committed.

*Unassigned Fund Balance* – The residual portion of fund balance that does not meet any of the criteria described above.

If more than one classification of fund balance is available for use when an expenditure is incurred, it is the District's practice to use the most restrictive classification first.

**PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2021**

**NOTE 3 CASH AND INVESTMENTS**

Cash and investments as of December 31, 2021, are classified in the accompanying financial statements as follows:

Statement of Net Position:

Cash and Investments	\$ 723,613
Cash and Investments - Restricted	68,931
Total Cash and Investments	\$ 792,544

Cash and investments as of December 31, 2021, consist of the following:

Deposits with Financial Institutions	\$ 792,484
Investments	60
Total Cash and Investments	\$ 792,544

**Deposits with Financial Institutions**

The Colorado Public Deposit Protection Act (PDPA) requires that all units of local government deposit cash in eligible public depositories. Eligibility is determined by state regulators. Amounts on deposit in excess of federal insurance levels must be collateralized. The eligible collateral is determined by the PDPA. PDPA allows the institution to create a single collateral pool for all public funds. The pool for all the uninsured public deposits as a group is to be maintained by another institution or held in trust. The market value of the collateral must be at least 102% of the aggregate uninsured deposits.

The State Commissioners for banks and financial services are required by statute to monitor the naming of eligible depositories and reporting of the uninsured deposits and assets maintained in the collateral pools.

At December 31, 2021, the District's cash deposits had a bank balance of \$789,984 and carrying balance of \$792,484.

**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.



**PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2  
 NOTES TO BASIC FINANCIAL STATEMENTS  
 DECEMBER 31, 2021**

**NOTE 3 CASH AND INVESTMENTS (CONTINUED)**

**Investments (Continued)**

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

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

As of December 31, 2021, the District had the following investments:

<u>Investment</u>	<u>Maturity</u>	<u>Amount</u>
Colorado Surplus Asset Fund Trust (CSAFE)	Weighted-Average Under 60 Days	\$ 60

**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.

**PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2021**

**NOTE 4 CAPITAL ASSETS**

An analysis of the change in capital assets for the year ended December 31, 2021, follows:

	Balance - December 31, 2020	Increases	Decreases	Balance - December 31, 2021
<b>Governmental Activities:</b>				
Capital assets, Not Being Depreciated:				
Construction in Progress	\$ 45,937,500	\$ 384,320	\$ -	\$ 46,321,820
Total Capital Assets, Not Being Depreciated	45,937,500	384,320	-	46,321,820
Total Capital Assets, Net	45,937,500	384,320	-	46,321,820
Governmental Activities Capital Assets, Net	\$ 45,937,500	\$ 384,320	\$ -	\$ 46,321,820

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

**NOTE 5 LONG-TERM OBLIGATIONS**

The following is an analysis of the changes in the District's long-term obligations for the year ended December 31, 2021:

	Balance - December 31, 2020	Additions	Reductions	Balance - December 31, 2021	Due Within One Year
Developer Advances - O&M	\$ 456,041	\$ -	\$ -	\$ 456,041	\$ -
Developer Advances - Capital	14,824,587	-	14,824,587	-	-
Developer Advance Interest - O&M	161,532	28,503	-	190,035	-
Developer Advance Interest - Capital	4,750,203	269,711	5,019,914	-	-
Total	\$ 20,192,363	\$ 298,214	\$ 19,844,501	\$ 646,076	\$ -

**PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2  
NOTES TO BASIC FINANCIAL STATEMENTS  
DECEMBER 31, 2021**

**NOTE 5 LONG-TERM OBLIGATIONS (CONTINUED)**

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

**Developer Advances**

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

**Funding and Reimbursement Agreement (Capital and O&M)**

The funding and reimbursement agreement (capital and operations & maintenance) was entered into on March 5, 2015, as amended February 6, 2017, July 2, 2019 and December 8, 2020 with Promenade Castle Rock, LLC (Developer) wherein the Developer or District has the right to construct improvements known as the Promenade at Castle Rock project (Project). The District has incurred and will continue to incur costs related to the Project and for general operating, administrative and maintenance costs (O&M) necessary to maintain the District. The Developer has agreed to loan the District money (Developer Advances) on the condition that the District agrees to repay the Developer Advances based on the terms set forth in the agreement. Advances shall bear interest per annum at prime plus 3% on all unpaid amounts. As of December 31, 2021, outstanding advances under this agreement totaled \$456,041 and accrued interest totaled \$190,035.

**Authorized Debt**

On May 6, 2014, a majority of the qualified electors of the District who voted in the election authorized the issuance of indebtedness in an amount not to exceed \$900,000,000 at an interest rate not to exceed 18% per annum. In addition, on November 2, 2021, a majority of the qualified electors of the District who voted in the election authorized the additional issuance of indebtedness in an amount not to exceed \$1,680,000,000 at an interest rate not to exceed 18% per annum. At December 31, 2021, the District had authorized but unissued debt in the following amounts allocated for the following purposes:

	Amount Authorized on May 6, 2014	Authorization Used 2015 Bonds <sup>(1)</sup>	Amount Authorized on November 2, 2021	Authorization Used 2021 Loan <sup>(1)</sup>	Authorized but Unissued at December 31, 2021
Streets	\$ 40,000,000	\$ 16,679,509	\$ 70,000,000	\$ 12,881,963	\$ 80,438,529
Park and Recreation	40,000,000	11,965,174	70,000,000	10,599,210	87,435,616
Water	40,000,000	1,737,333	70,000,000	2,364,831	105,897,836
Sanitation	40,000,000	6,468,994	70,000,000	5,025,942	98,505,064
Transportation	40,000,000	-	70,000,000	-	110,000,000
Mosquito Control	20,000,000	-	70,000,000	-	90,000,000
Traffic/Safety Controls	40,000,000	588,990	70,000,000	600,960	108,810,050
Fire Protection	40,000,000	-	70,000,000	-	110,000,000
TV Relay	40,000,000	-	70,000,000	-	110,000,000
Security	40,000,000	-	70,000,000	-	110,000,000
Operations and Maintenance	40,000,000	-	70,000,000	-	110,000,000
Private Agreements	40,000,000	-	70,000,000	-	110,000,000
Special Assessment Debt	40,000,000	-	70,000,000	-	110,000,000
IGA	200,000,000	-	70,000,000	-	270,000,000
Refundings	200,000,000	-	700,000,000	32,763,874	867,236,126
<b>Total</b>	<b>\$ 900,000,000</b>	<b>\$ 37,440,000</b>	<b>\$ 1,680,000,000</b>	<b>\$ 64,236,780</b>	<b>\$ 2,478,323,220</b>

(1) Debt issued by Promenade at Castle Rock Metropolitan District No. 1

**PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2  
NOTES TO BASIC FINANCIAL STATEMENTS  
DECEMBER 31, 2021**

**NOTE 5 LONG-TERM OBLIGATIONS (CONTINUED)**

**Authorized Debt (continued)**

Pursuant to the Service Plan, the Districts are permitted to issue bond indebtedness of up to \$32,000,000 as may be required by the Public Finance Agreement.

The Service Plan provides that, exclusive of refundings of District Bonds (as defined in the Public Finance Agreement) outstanding as of March 2, 2021 (which would include the Refunded Bonds), the net proceeds of further District Bonds that the Financing Districts shall be permitted to issue shall not exceed \$32,000,000, specifically exclusive of Costs of Issuance (as defined in the Service Plan), Pre-Financing Costs (as defined in the Service Plan), and any required reserves and capitalized interest.

**NOTE 6 NET POSITION**

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

Restricted assets include net position that are restricted for use either externally imposed by creditors, grantors, contributors, or laws and regulations of other governments or imposed by law through constitutional provisions or enabling legislation. The District had restricted net position as of December 31, 2021, as follows:

	Governmental Activities
Restricted Net Position:	
Emergency Reserves	\$ 21,800
Total Restricted Net Position	\$ 21,800

The District's unrestricted net position as of December 31, 2021, total \$46,437,419.

**NOTE 7 RELATED PARTY**

The Developer of the property which constitutes the District is Promenade Castle Rock, LLC. The members of the Board of Directors are employees, owners or are otherwise associated with the Developer and its affiliates and may have conflicts of interest in dealing with the District. See Note 5 for transactions related to advances made by the Developer to the District and Note 9 for transactions related to construction and reimbursed expenditures.

**NOTE 8 ECONOMIC DEPENDENCY**

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

**PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2021**

**NOTE 9 AGREEMENTS**

**Development Agreement**

In 2015, the District entered into the Promenade at Castle Rock Development Agreement with the Town of Castle Rock, Promenade Castle Rock, LLC and District Nos. 1 and 3. The Development Agreement generally governs, without limitation, the development of the property in and facilities for the Development, the provision of municipal services by the Town, and water rights relating to property in the Development. Additionally, the Development Agreement establishes a cash construction escrow (the Escrow) as surety for the construction of public improvements in the Development.

**Master Intergovernmental Agreement**

On September 25, 2014, the District, District Nos. 1 and 3 and the Town entered into the Town of Castle Rock/Promenade at Castle Rock Metropolitan District Nos 1 – 3 Master Intergovernmental Agreement (the Master Intergovernmental Agreement), which generally governs the relationship between the Town and the Districts and sets the parameters of the Districts' authority to finance and construct public improvements. The Master Intergovernmental Agreement states that the Districts have the authority to construct and finance public improvements in accordance with the standards and procedures set forth in the Service Plan, Public Finance Agreement, and the Town Requirements (generally defined as the rules and regulations of the Town, including those relating to zoning and land use). Pursuant to the Master Intergovernmental Agreement, the Districts agree to convey public facilities to the Town, and the Town agrees to operate, maintain, repair, and replace the facilities. The Master Intergovernmental Agreement further provides that the Districts shall only issue bonds in accordance with the Public Finance Agreement, the Service Plan, the Special District Act, and other laws of the state of Colorado.

**Public Finance Agreement**

On January 7, 2014, District No. 1, the Developer, and the Town entered into the Public Finance Agreement, which agreement was amended and restated as the Amended and Restated Public Finance Agreement dated as of February 17, 2015 to include the District and District No. 3, as amended by a First Amendment dated August 4, 2015 and as amended by a Second Amendment dated March 2, 2021 (as amended, the "Public Finance Agreement"). The Public Finance Agreement governs certain aspects of the Development, financing for the Development, including the issuance of the Bonds, and regulatory approvals issued by the Town for the Development.

The Public Finance Agreement permits the issuance of "District Bonds", which is defined as one or more series of bonds issued or incurred by any of the Districts to finance or refinance the Eligible Costs in accordance with the terms and provisions of the Public Finance Agreement, including any bonds, other financial obligations or securities issued by any of the Districts to refund the District Bonds, but specifically exclusive of any Reimbursement Agreement entered into between the Developer and any of the Districts. Notwithstanding the foregoing, or any other provision to the contrary, District Bonds shall not be refinanced without the written consent of the Town.

**PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2021**

**NOTE 9 AGREEMENTS (CONTINUED)**

**Public Finance Agreement (Continued)**

The Public Finance Agreement provides that District Bonds shall be issued in an amount not exceeding \$30,000,000 of Net Proceeds to pay Eligible Costs, subject to adjustment as provided in the Pledge Agreement. "Net Proceeds" is generally defined as net proceeds of one or more series of District Bonds in an amount not exceeding \$30,000,000 used to pay or reimburse Eligible Costs.

District Nos. 1 and 3 (and to the extent hereinafter provided, the District), covenant to impose the District Debt Service Mill Levy in the amount of not less than 40 mills and not more than 50 mills, as hereinafter provided, for so long as any District Bonds remain outstanding, and further covenant to pledge and cause remittance of the District Debt Service Mill Levy to the District Bond Trustee for such outstanding District Bonds. Each such District further covenants that so long as any District Bonds remain outstanding, that each such District will remit all District Specific Ownership Taxes to the District Bond Trustee for payment of outstanding District Bonds.

The Developer agrees to impose the Credit PIF and the Add-On PIF and to irrevocably assign the Pledged PIF Revenue and any amount of Remaining Add-On PIF Revenue that may be included in District Operating Revenue to the District designated in the District Bond Documents, through and until the payment in full of the District Bonds. The Add-On PIF means the public improvement fee in the amount of not less than 0.25% and not more than 0.50% of PIF Sales. The Credit PIF means the public improvement fee in the amount of 0.55% of PIF Sales.

The District Operating Revenue will be used to pay the normal and reasonable operating and maintenance expenses of the Districts or for any other lawful purpose. District Operating Revenue means revenue produced by the Districts' imposition of a mill levy to pay the operations and maintenance expenses of any of the Districts, and certain Add-On PIF Revenue not pledged to pay District Bonds, as allowed under the District Bond Documents from time to time.

**District Administrative Services Agreement**

On March 5, 2015 the District entered into the District Administrative Services Agreement which provides that the District shall be solely responsible for the management, execution and administration of the construction of the Public Improvements on behalf of the Districts. For the purpose of completing all or a portion of the Project, the District has entered into and anticipates entering into multiple contracts. In order to fund the Administrative Costs, District Nos. 1 and 3 (the Financing Districts) agree to levy on all of the taxable property of the Financing Districts, in addition to all other taxes, direct annual taxes to the extent necessary to provide for payment of the Administrative Costs, in the amount of the Required Mill Levy, or a lesser amount as determined by the District. In addition, the Financing Districts agree to remit any available PIF Revenues, fees or other Revenues to the District to fund the Administrative Costs.

**PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2021**

**NOTE 9 AGREEMENTS (CONTINUED)**

**Intergovernmental Agreement Regarding District Construction Administration**

The Intergovernmental Agreement Regarding District Construction Administration was entered into by Castle Pines Commercial Metropolitan District Nos. 1, 3, and 4 (each a CPC District and collectively, "CPC Districts") and the District on March 5th, 2015. The parties agreed that the District will undertake construction administration services on behalf of the CPC Districts, and will be responsible for the construction of the public improvements contemplated in the Service Plan for the CPC Districts. CPC District No. 1 agrees that it will authorize its District Representative to submit a project fund requisition for all eligible project costs upon request by the District for all amounts due under a contract awarded or anticipated to be awarded for the construction of public improvements benefitting the CPC Districts. The Boards of Directors of the CPC Districts agree that the District may utilize such funds for any eligible project costs in its discretion. No amount was requisitioned by the District from CPC District No. 1 during 2021.

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

**Capital Pledge Agreement**

On April 15, 2021, the Districts and the Trustee entered into a Capital Pledge Agreement in order to generate additional revenue pledged to payment of the Series 2021 Loan. Pursuant to the agreement, District No. 3 has agreed to pay its Property Tax Revenue generated by the debt service mill levy to the Trustee, and the District (under certain limited conditions) and District No. 3 are obligated to impose ad valorem property taxes in an amount equal to the District Debt Service Mill Levy, and pay the proceeds and Specific Ownership Tax Revenues as a result of the District Debt Service Mill Levy to the Trustee.

**Master Escrow Agreement**

The Master Escrow Agreement was entered into on August 25, 2015 by the Districts, Town of Castle Rock, Land Title Guarantee Company, and Promenade Castle Rock, LLC. The District and the Town of Castle Rock appointed an Escrow Agent that established two accounts (1) the Promenade 2015 Bond Proceeds Account and (2) the Developer Advances Account.

The District will deposit all amounts permitted to be released from the Bond Project Fund under the terms of the Indenture with the Escrow Agent from the net proceeds of the Limited Tax General Obligation Bonds, Series 2015A and Taxable Special Revenue Bonds Series 2015B.

**PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2  
NOTES TO BASIC FINANCIAL STATEMENTS  
DECEMBER 31, 2021**

**NOTE 9 AGREEMENTS (CONTINUED)**

**Master Escrow Agreement (Continued)**

The Developer will deposit additional monies with the Escrow Agent for purposes of advancing monies for the benefit of the District as required by the Town of Castle Rock that are not otherwise available from the Districts or able to be released from the Project Fund, or to fund costs that do not constitute Eligible Costs. Both accounts combined must have a continuing balance at least equal to the Minimum Surety Balance required by the Town of Castle Rock. Funds in excess of the minimum balance may be used for project costs. The Escrow accounts held by the Escrow Agent are recorded in District No. 1's financial statements.

During 2021, the District has not incurred Developer related construction costs.

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

On April 6, 2016, the District entered into the Site Development Agreement with Japanese Tree Lilac, LLC (Developer) and Ledges Promenade at Castle Rock, LLC (Ledges), for the purpose of allowing the Developer and/or Ledges to have a Takeover Right to provide for the site work that is not completed (i) by the site work completion dated of September 30, 2016 or (ii) upon completion, any portion of the site work is not certified by the Engineers or is not accepted by the Town and/or the County, as applicable, Ledges may give written notice of default to the Developer and the District. If the Developer and/or the District fail to cure the default, Ledges shall have the right (the Takeover Right), but not the obligation, to assume control of the construction of all or any designated portion of the incomplete site work and have the ability to seek reimbursement under the Infrastructure Reimbursement Agreement. As of December 31, 2021, the District has received no notice of default.

**Infrastructure Reimbursement Agreement – Ledges Promenade at Castle Rock, LLC**

On April 6, 2016, the District entered into the Infrastructure Reimbursement Agreement with Ledges Promenade at Castle Rock, LLC (Property Owner) for the purpose of providing the Property Owner the ability to be reimbursed for any site work that may be completed by the Property Owner under the terms of the Site Development Agreement. As of December 31, 2021, there have been no requests for reimbursement.

**Infrastructure Reimbursement Agreement – Sam's West, Inc.**

During 2016, the District entered into the Infrastructure Reimbursement Agreement with Sam's West, Inc. (Sam's) for the purpose of providing Sam's the ability to be reimbursed for any site work that may be completed by Sam's to the extent the District does not complete the same pursuant to the terms of the Development Agreement. As of December 31, 2021, there have been no requests for reimbursement.



**PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2021**

**NOTE 10 INTERFUND TRANSFERS**

The transfer to the Capital Improvement fund from the General Fund was the result of the General fund paying for costs related to the Capital Improvement Fund.

The transfer from the General fund to the Special Revenue Fund was the result of the General fund paying for costs related to the Special Revenue Fund.

**NOTE 11 RISK MANAGEMENT**

The District is exposed to various risks of loss related to torts; thefts of, damage to, or destruction of assets; errors or omissions; injuries to employees; or acts of God.

The District is a member of the Colorado Special Districts Property and Liability Pool (Pool). The Pool is an organization created by intergovernmental agreement to provide property, liability, public officials' liability, boiler and machinery and workers compensation coverage to its members. Settled claims have not exceeded this coverage in the past fiscal year.

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

**NOTE 12 TAX, SPENDING, AND DEBT LIMITATIONS**

Article X, Section 20 of the Colorado Constitution, commonly known as the Taxpayer's Bill of Rights (TABOR), contains tax, spending, revenue and debt limitations that apply to the state of Colorado and all local governments.

Spending and revenue limits are determined based on the prior year's Fiscal Year Spending adjusted for allowable increases based upon inflation and local growth. Fiscal Year Spending is generally defined as expenditures plus reserve increases with certain exceptions. Revenue in excess of the Fiscal Year Spending limit must be refunded unless the voters approve retention of such revenue.

TABOR requires local governments to establish Emergency Reserves. These reserves must be at least 3% of Fiscal Year Spending (excluding bonded debt service). Local governments are not allowed to use the Emergency Reserves to compensate for economic conditions, revenue shortfalls, or salary or benefit increases. As of December 31, 2019, the District had provided for but did not fund an Emergency Reserve, which may be a violation of the Constitutional Amendment.

**PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2021**

On November 2, 2021, a majority of the District's electors authorized the District to collect and spend or retain in a reserve all currently levied taxes and fees of the District without regard to any limitations under TABOR.

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

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.

## **SUPPLEMENTARY INFORMATION**

**PROMENADE AT CASTLE ROCK METROPOLITAN DISTRICT NO 2  
CAPITAL PROJECTS FUND  
SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE –  
BUDGET AND ACTUAL  
YEAR ENDED DECEMBER 31, 2021**

	Budget		Actual Amounts	Variance with Final Budget
	Original	Final		Positive (Negative)
<b>REVENUES</b>				
Intergovernmental Revenue Promenade No. 1	\$ -	\$ 30,000,000	\$ 20,209,603	\$ (9,790,397)
Total Revenues	-	30,000,000	20,209,603	(9,790,397)
<b>EXPENDITURES</b>				
Capital Outlay - Current:				
Accounting	-	6,532	6,532	-
Engineering	-	2,172	2,172	-
Capital Outlay	-	10,146,795	384,320	9,762,475
Total Expenditures	-	10,155,499	393,024	9,762,475
<b>EXCESS OF REVENUES OVER (UNDER) EXPENDITURES</b>	-	19,844,501	19,816,579	(27,922)
<b>OTHER FINANCING SOURCES (USES)</b>				
Repay Developer Advance	-	(19,844,501)	(19,844,501)	-
Transfers from Other Funds	-	-	27,922	27,922
Total Other Financing Sources (Uses)	-	(19,844,501)	(19,816,579)	27,922
<b>NET CHANGE IN FUND BALANCE</b>	-	-	-	-
Fund Balance - Beginning of Year	-	-	-	-
<b>FUND BALANCE - END OF YEAR</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>