

**CRYSTAL VALLEY METROPOLITAN DISTRICT NO. 1
TOWN OF CASTLE ROCK, COLORADO**

2017 ANNUAL REPORT

Pursuant to the Amended and Consolidated Service Plan, as amended, for Crystal Valley Metropolitan District No. 1 (the "District") dated November 21, 2001, the District is required to submit an annual report to the Town of Castle Rock, Colorado (the "Town") which reflects activity and financial events of the District through the preceding December 31 (the "report year") and includes the following:

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

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

The District continues to implement the development schedule as contemplated in the Service Plan, as amended on May 6, 2014.

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 filed by the District for the year ending December 31, 2017 is attached 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:

As of December 31, 2017, there are only a few projects which remain to be completed relative to infrastructure required within Crystal Valley: the I-25 Interchange, which the District or CVRA LLC has funded 100% of its prorated share. It is anticipated that construction of the I-25 Interchange may begin in the next few years, as deemed appropriate by the Town of Castle Rock and Douglas County and it is expected that approximately \$5 million in privately funded expenditures through the District will be applied to future landscaping and irrigation needs. Crystal Valley Metropolitan District No. 1 is moving forward with construction of the Sewer Line Upsizing, project in 2018 subject to funding from private entities. The District will not issue further debt for any additional infrastructure absent a determination to do so subject to a Service Plan Amendment.

A copy of the District's budget for the year ending December 31, 2017 is attached as **Exhibit B**.

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:

For a summary of the financial obligations of the District as of December 31, 2017, see attached **Exhibit A**. It should be noted that the financial obligations of the District were substantially restructured in August 2014 pursuant to the financial proforma set forth in the First Amendment to the Amended and Restated Service Plan, as approved by the Town of Castle Rock on May 6, 2014.

The 2017 assessed valuation of all taxable properties within Crystal Valley Metropolitan District No. 1 is attached hereto as **Exhibit C**.

In 2017 the District issued 60.284 mills for general operating expenses.

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

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

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

There were approximately 121 new residential properties developed and no commercial development in 2017.

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

A copy of the District's current fee resolution is attached as **Exhibit E**. Information regarding specific fees is also included in the Audit attached as **Exhibit A**.

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

The Board of Directors of the District hereby certifies that as of December 31, 2017 and pursuant to the City Resolution No. 2008-51, no action, event or condition has taken place

constituting a material modification of the Amended and Restated Service Plan, as approved by the Town of Castle Rock on May 6, 2014. The District has submitted an application for Quinquennial Review to the Town Attorney on August 23, 2018.

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:

Jerry Richmond, President
10864 Trotwood Way
Highlands Ranch, CO 80126
Telephone: (303) 267-6195

Paul “Joe” Knopinski, Secretary
7629 S. Platte Canyon Drive
Littleton, CO 80128
Telephone: (720) 480-9670

Gregory W. Brown, Treasurer
8031 Homesteader Drive
Morrison, CO 80465
Telephone: (303) 870-6300

Jim Mill, Secretary
1453 E. Fremont Circle
Centennial, CO 80122
Telephone: (720) 200-4577

General Counsel:

Blair M. Dickhoner, Esq.
White Bear Ankele Tanaka and Waldron, Attorneys at Law
2154 E. Commons Ave., Suite 2000
Centennial, CO 80122
Telephone: (303) 858-1800

Regular Meetings:

Date: The first Wednesday of April, June, October, and November
Place: 2160 Fox Haven Drive, Castle Rock, CO
Time: 5:00 p.m.

EXHIBIT A
2017 Audit

CRYSTAL VALLEY METROPOLITAN DISTRICT NO. 1

Financial Statements

Year Ended December 31, 2017

with

Independent Auditor's Report

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Hiratsuka & Associates, L.L.P.
Certified Public Accountants & Business Advisors

INDEPENDENT AUDITOR'S REPORT

Board of Directors
Crystal Valley Metropolitan District No. 1
Douglas County, Colorado

We have audited the accompanying financial statements of the governmental activities and each major fund of the Crystal Valley Metropolitan District No. 1 (the District), Douglas County, Colorado, as of and for the year ended December 31, 2017, 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 (U.S. GAAP); 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 an opinion 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 of 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 opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the governmental activities and each major fund of Crystal Valley Metropolitan District No. 1, Douglas County, Colorado, as of December 31, 2017, and the respective changes in financial position and the budgetary comparison for the General Fund for the year then ended in conformity with U.S. GAAP.

Other Matters

Required Supplementary Information

Management has not presented Management's Discussion and Analysis. Such missing information, although not a part of the basic financial statements, is required by GASB, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. Our opinion on the basic financial statements is not affected by the missing information.

Other Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The Schedule of Revenues, Expenditures and Changes in Fund Balance – Budget and Actual – Debt Service Fund and Schedule of Revenues, Expenditures and Changes in Fund Balance – Budget and Actual – Capital Projects Fund were presented for the purpose of additional analysis and were not a required part of the financial statements.

The Schedule of Revenues, Expenditures and Changes in Fund Balance – Budget and Actual – Debt Service Fund and Schedule of Revenues, Expenditures and Changes in Fund Balance – Budget and Actual – Capital Projects Fund are the responsibility of management and were derived from and relate directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or the 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 financial statements as a whole.

Hiratsuka & Associates, LLP

July 30, 2018
Wheat Ridge, Colorado

CRYSTAL VALLEY METROPOLITAN DISTRICT NO. 1

BALANCE SHEET/STATEMENT OF NET POSITION
GOVERNMENTAL FUNDS
December 31, 2017

	<u>General</u>	<u>Debt Service</u>	<u>Capital Projects</u>	<u>Total</u>	<u>Adjustments</u>	<u>Statement of Net Position</u>
ASSETS						
Cash and investments	\$ 16,111	\$ -	\$ -	\$ 16,111	\$ -	\$ 16,111
Cash and investments - restricted	2,220	117,286	4,828,466	4,947,972	-	4,947,972
Accounts receivable:						
County treasurer	3	17	-	20	-	20
Property taxes receivable	3,166	-	-	3,166	-	3,166
Investor contribution	-	-	241,213	241,213	-	241,213
Special assessment fees	-	-	8,820	8,820	-	8,820
Prepaid expenses	2,355	-	-	2,355	-	2,355
Capital assets not being depreciated	-	-	-	-	11,924,726	11,924,726
Total Assets	<u>\$ 23,855</u>	<u>\$ 117,303</u>	<u>\$ 5,078,499</u>	<u>\$ 5,219,657</u>	<u>11,924,726</u>	<u>17,144,383</u>
LIABILITIES						
Accounts payable	\$ 5,719	\$ -	\$ 241,868	\$ 247,587	-	247,587
Total Liabilities	<u>5,719</u>	<u>-</u>	<u>241,868</u>	<u>247,587</u>	<u>-</u>	<u>247,587</u>
DEFERRED INFLOWS OF RESOURCES						
Deferred property taxes	3,166	-	-	3,166	-	3,166
Total Deferred Inflows of Resources	<u>3,166</u>	<u>-</u>	<u>-</u>	<u>3,166</u>	<u>-</u>	<u>3,166</u>
FUND BALANCES						
Fund Balances:						
Nonspendable:						
Prepays	2,355	-	-	2,355	(2,355)	-
Restricted:						
Emergencies	2,220	-	-	2,220	(2,220)	-
Debt service	-	117,303	-	117,303	(117,303)	-
Capital projects	-	-	4,836,631	4,836,631	(4,836,631)	-
Unassigned	10,395	-	-	10,395	(10,395)	-
Total Fund Balances	<u>14,970</u>	<u>117,303</u>	<u>4,836,631</u>	<u>4,968,904</u>	<u>(4,968,904)</u>	<u>-</u>
Total Liabilities, Deferred Inflows of Resources and Fund Balances	<u>\$ 23,855</u>	<u>\$ 117,303</u>	<u>\$ 5,078,499</u>	<u>\$ 5,219,657</u>		
NET POSITION						
Net investment in capital assets					11,924,726	11,924,726
Restricted for:						
Emergencies					2,220	2,220
Debt service					117,303	117,303
Capital projects					4,836,631	4,836,631
Unrestricted					12,750	12,750
Total Net Position					<u>\$ 16,893,630</u>	<u>\$ 16,893,630</u>

The notes to the financial statements are an integral part of these statements.

CRYSTAL VALLEY METROPOLITAN DISTRICT NO. 1

STATEMENT OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCES/STATEMENT OF ACTIVITIES
GOVERNMENTAL FUNDS

For the Year Ended December 31, 2017

	<u>General</u>	<u>Debt Service</u>	<u>Capital Projects</u>	<u>Total</u>	<u>Adjustments</u>	<u>Statement of Activities</u>
EXPENDITURES						
Accounting and audit	\$ 31,866	\$ -	\$ -	\$ 31,866	\$ -	\$ 31,866
Insurance	3,028	-	-	3,028	-	3,028
Legal	32,731	-	-	32,731	-	32,731
Miscellaneous expenses	386	-	-	386	-	386
Treasurer's fees	7	34	-	41	-	41
Bond principal	-	5,133,000	-	5,133,000	(5,133,000)	-
Bond interest expense	-	562,485	-	562,485	(204,489)	357,996
Trustee fees	-	3,000	-	3,000	-	3,000
Capital improvements	-	-	5,692,255	5,692,255	(5,692,255)	-
Total Expenditures	<u>68,018</u>	<u>5,698,519</u>	<u>5,692,255</u>	<u>11,458,792</u>	<u>(11,029,744)</u>	<u>429,048</u>
PROGRAM REVENUES						
Development fees	-	-	520,980	520,980	-	520,980
Total Program Revenues	-	-	520,980	520,980	-	520,980
Net Program Income (Expenses)	(68,018)	(5,698,519)	(5,171,275)	(10,937,812)	11,029,744	91,932
GENERAL REVENUES						
Property taxes	497	2,285	-	2,782	-	2,782
Specific ownership taxes	55	252	-	307	-	307
Fire station fees	-	16,800	-	16,800	-	16,800
Transfer from District 2	65,000	5,695,455	-	5,760,455	-	5,760,455
Interest income	-	1	2,911	2,912	-	2,912
Total General Revenues	<u>65,552</u>	<u>5,714,793</u>	<u>2,911</u>	<u>5,783,256</u>	-	<u>5,783,256</u>
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	<u>(2,466)</u>	<u>16,274</u>	<u>(5,168,364)</u>	<u>(5,154,556)</u>	<u>11,029,744</u>	<u>5,875,188</u>
OTHER FINANCING SOURCES (USES)						
Investor contributions	-	-	5,636,599	5,636,599	-	5,636,599
Total Other Financing Sources (Uses)	-	-	5,636,599	5,636,599	-	5,636,599
NET CHANGES IN FUND BALANCES	(2,466)	16,274	468,235	482,043	(482,043)	-
CHANGE IN NET POSITION					11,511,787	11,511,787
FUND BALANCES/NET POSITION:						
BEGINNING OF YEAR	17,436	101,029	4,368,396	4,486,861	894,982	5,381,843
END OF YEAR	<u>\$ 14,970</u>	<u>\$ 117,303</u>	<u>\$ 4,836,631</u>	<u>\$ 4,968,904</u>	<u>\$ 11,924,726</u>	<u>\$ 16,893,630</u>

The notes to the financial statements are an integral part of these statements.

CRYSTAL VALLEY METROPOLITAN DISTRICT NO. 1

STATEMENT OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCE - BUDGET AND ACTUAL -
GENERAL FUND

For the Year Ended December 31, 2017

	Original and <u>Final Budget</u>	<u>Actual</u>	Variance Favorable <u>(Unfavorable)</u>
REVENUES			
Property taxes	\$ 497	\$ 497	\$ -
Specific ownership taxes	40	55	15
Reimbursements from District 2	<u>245,107</u>	<u>65,000</u>	<u>(180,107)</u>
Total Revenues	<u>245,644</u>	<u>65,552</u>	<u>(180,092)</u>
EXPENDITURES			
Accounting and audit	35,000	31,866	3,134
Insurance	3,500	3,028	472
Legal	35,000	32,731	2,269
Miscellaneous expenses	500	386	114
Treasurer's fees	7	7	-
Contingency	423,856	-	423,856
Emergency reserve	<u>2,220</u>	<u>-</u>	<u>2,220</u>
Total Expenditures	<u>500,083</u>	<u>68,018</u>	<u>432,065</u>
NET CHANGE IN FUND BALANCE	(254,439)	(2,466)	251,973
FUND BALANCE:			
BEGINNING OF YEAR	<u>254,439</u>	<u>17,436</u>	<u>(237,003)</u>
END OF YEAR	<u>\$ -</u>	<u>\$ 14,970</u>	<u>\$ 14,970</u>

The notes to the financial statements are an integral part of these statements.

CRYSTAL VALLEY METROPOLITAN DISTRICT NO. 1

Notes to Financial Statements December 31, 2017

Note 1: Summary of Significant Accounting Policies

The accounting policies of the Crystal Valley Metropolitan District No. 1, (the “District”), located in Douglas County, Colorado, conform to the accounting principles generally accepted in the United States of America (“GAAP”) as applicable to governmental units. The Governmental Accounting Standards Board (“GASB”) is the accepted standard setting body for establishing governmental accounting and financial reporting principles. The following is a summary of the more significant policies consistently applied in the preparation of financial statements.

Definition of Reporting Entity

The District was organized in 1986, as a quasi-municipal organization established under the State of Colorado Special District Act. The District was organized concurrently with Crystal Valley Metropolitan District No. 2, (“District No. 2”). The District has the power to provide water, streets, traffic and safety controls, televisions relay and translator, transportation, park and recreation, mosquito and pest control, fire protection and emergency medical services, sanitation facilities and other related improvements for the benefit of the taxpayers and service users within both the District and District No. 2 boundaries. The Service Plan anticipates that the District will convey water, sanitation facilities, streets and other facilities to the Town of Castle Rock, Colorado (the “Town”), or Douglas County (the “County”) for operation and maintenance purposes. The District may, however, upon mutual agreement with the Town, retain ownership in the facilities and/or retain responsibility for operations and maintenance. The District is governed by an elected Board of Directors.

The District is intended to serve as the “Operating District” while Crystal Valley Metropolitan District No. 2 is intended to serve as the “Taxing District”. The Operating District is responsible for providing the day-to day operations and administrative management for both Districts. (See Note 6.)

As required by GAAP, these financial statements present the activities of the District, which is legally separate and financially independent of other state and local governments. The District follows the GASB, Statement No. 61, *The Financial Reporting Entity: Omnibus, which amended GASB Statement No. 14, The Financial Reporting Entity* and GASB Statement No. 39, *Determining Whether Certain Organizations are Component Units*, which provides guidance for determining which governmental activities, organizations and functions should be included within the financial reporting entity. GASB sets 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 pronouncements also require including a possible component unit if it would be misleading to exclude it. The District is not financially accountable for any other organization. The District has no component units as defined by the GASB.

CRYSTAL VALLEY METROPOLITAN DISTRICT NO. 1

Notes to Financial Statements December 31, 2017

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

Basis of Presentation

The accompanying financial statements are presented per GASB Statement No. 34 - Special Purpose Governments.

The government-wide financial statements (i.e. the governmental funds balance sheet/statement of net position and the governmental funds statement of revenues, expenditures, and changes in fund balances/statement of activities) report information on all of the governmental activities of the District. The statement of net position reports all financial and capital resources of the District. The difference between the (a) assets and deferred outflows of resources and the (b) liabilities and deferred inflows of resources of the District is reported as net position. The statement of activities demonstrates the degree to which expenditures/expenses of the governmental funds are supported by general revenues. For the most part, the effect of interfund activity has been removed from these statements.

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*.

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 the related cash flows. Property taxes are recognized as revenues in the year for which they are collected.

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.

CRYSTAL VALLEY METROPOLITAN DISTRICT NO. 1

Notes to Financial Statements December 31, 2017

The material sources of revenue subject to accrual are property taxes and interest. Expenditures, other than interest on long-term obligations, are recorded when the liability is incurred or the long-term obligation is paid.

The District reports the following major governmental funds:

General Fund - The General Fund is the general operating fund of the District. It is used to account for all financial resources not accounted for and reported in another fund.

Debt Service Fund – The Debt Service Fund is used to account for all financial resources that are restricted, committed or assigned to expenditures for principal, interest and other debt related costs.

Capital Projects Fund – The Capital Projects Fund is used to account for all financial resources that are restricted, committed or assigned to expenditures for capital outlays, including the acquisition or construction of capital facilities and other assets.

Budgetary Accounting

Budgets are adopted on a non-GAAP basis for the governmental funds. 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 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 appropriation is at the total fund expenditures level and lapses at year end.

In 2017, the District amended its total appropriations in the Debt Service Fund from \$323,571 to \$6,500,000 primarily due to the repayment of Series 2004B Bonds (See Note 4).

Assets, Liabilities, Deferred Inflows/Inflows of Resources and Net Position

Fair Value of Financial Instruments

The District's financial instruments include cash and cash equivalents, accounts receivable and accounts payable. The District estimates that the fair value of all financial instruments at December 31, 2017, does not differ materially from the aggregate carrying values of its financial instruments recorded in the accompanying balance sheet. The carrying amount of these financial instruments approximates fair value because of the short maturity of these instruments.

Deposits and Investments

The District's cash and cash equivalents are considered to be cash on hand and short-term investments with maturities of three months or less from the date of acquisition. Investments for the government are reported at fair value.

CRYSTAL VALLEY METROPOLITAN DISTRICT NO. 1

Notes to Financial Statements December 31, 2017

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 minimum number of bank accounts. 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.

Interfund Balances

Activities between funds that are representative of lending/borrowing arrangements outstanding at the end of the fiscal year are referred to as "due to/from other funds". These amounts are eliminated in the Statement of Net Position.

Estimates

The preparation of these financial statements in conformity with GAAP requires the District management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Deferred Outflows/Inflows of Resources

In addition to assets, the statement of financial position will sometimes report a separate section for deferred outflows of resources. This separate financial statement element, deferred outflows of resources, represents a consumption of net position that applies to a future period(s) and so will not be recognized as an outflow of resources (expense/expenditure) until then. The District has no items that qualify for reporting in this category.

In addition to liabilities, the statement of financial position will sometimes report 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(s) and so will not be recognized as an inflow of resources (revenue) until that time. The District has one type of items that qualify for reporting in this category. Deferred property taxes are deferred and recognized as an inflow of resources in the period that the amounts become available.

Capital Assets

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

CRYSTAL VALLEY METROPOLITAN DISTRICT NO. 1

Notes to Financial Statements December 31, 2017

The costs of normal maintenance and repairs that do not add to the value of the assets 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 using the straight-line method. Depreciation on property that will remain assets of the District is reported on the Statement of Activities as a current charge. Improvements that will be conveyed to other governmental entities are classified as construction in progress and are not depreciated. Land and certain landscaping improvements are not depreciated. No depreciation expense was recognized during 2017.

Property Taxes

Property taxes are levied by the District's and District No. 2'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 taxpayers' election, in February and June. Delinquent taxpayers are notified in July or August and the sales of the resultant tax liens on delinquent properties are generally held in November or December. The County Treasurer remits the taxes collected monthly to the Districts. The District receives from District No. 2 such taxes, rates, fees and charges needed to fund the costs of the administration and operations of both Districts as well as the debt service expenses for the District.

Property taxes, net of estimated uncollectible taxes, are recorded initially as deferred inflows in the year they are levied and measurable since they are not normally available nor are they budgeted as a resource until the subsequent year. The deferred property taxes are recorded as revenue in the subsequent year when they are available or collected.

Long-Term Obligations

In the government-wide financial statements, long-term debt and other long-term obligations are reported as liabilities in the applicable governmental activities.

Fund Equity

Fund balance of governmental funds is reported in various categories based on the nature of any limitations requiring the use of resources for specific purposes. Because circumstances differ among governments, not every government or every governmental fund will present all of these components. The following classifications make the nature and extent of the constraints placed on a government's fund balance more transparent:

Nonspendable Fund Balance

Nonspendable fund balance includes amounts that cannot be spent because they are either not spendable in form (such as inventory or prepaids) or are legally or contractually required to be maintained intact.

CRYSTAL VALLEY METROPOLITAN DISTRICT NO. 1

Notes to Financial Statements December 31, 2017

Restricted Fund Balance

The restricted fund balance includes amounts restricted for a specific purpose by external parties such as grantors, bondholders, constitutional provisions or enabling legislation.

The restricted fund balance in the General Fund represents Emergency Reserves that have been provided as required by Article X, Section 20 of the Constitution of the State of Colorado. A total of \$2,220 of the General Fund balance has been restricted in compliance with this requirement.

The restricted fund balance in the Debt Service Fund in the amount of \$117,303 is restricted for the payment of the debt service costs associated with the General Obligation Refunding Loan Series 2015 held by District No. 2.

The restricted fund balance in the Capital Projects Fund in the amount of \$4,836,631 is restricted for the payment of the costs for capital improvements within the District.

Committed Fund Balance

The portion of fund balance that can only be used for specific purposes pursuant to constraints imposed by a 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

Assigned fund balance includes amounts the District intends to use for a specific purpose. Intent can be expressed by the District's Board of Directors or by an official or body to which the Board of Directors delegates the authority.

Unassigned Fund Balance

Unassigned fund balance includes amounts that are available for any purpose. Positive amounts are reported only in the General Fund, all other funds can report negative amounts.

For the classification of Governmental Fund balances, the District considers an expenditure to be made from the most restrictive first when more than one classification is available.

Net Position

Net Position represents the difference between assets and deferred outflows of resources less liabilities and deferred inflows of resources. The District reports three categories of net position, as follows:

Net investment in capital assets – consists of net capital assets, reduced by outstanding balances of any related debt obligations and deferred inflows of resources attributable to the acquisition, construction, or improvement of those assets and increased by balances of deferred outflows or resources related to those assets. The District has capital assets in the amount of \$11,924,725.

CRYSTAL VALLEY METROPOLITAN DISTRICT NO. 1

Notes to Financial Statements
December 31, 2017

Restricted net position – net position is considered restricted if their use is constrained to a particular purpose. Restrictions are imposed by external organizations such as federal or state laws. Restricted net position is reduced by liabilities and deferred inflows of resources related to the restricted assets.

Unrestricted net position – consists of all other net position that does not meet the definition of the above two components and is available for general use by the District.

When an expense is incurred for purposes for which both restricted and unrestricted net position are available, the District will use the most restrictive net position first.

Note 2: Cash and Investments

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

Statement of Net Position:	
Cash and investments	\$ 16,111
Cash and investments - Restricted	<u>4,947,972</u>
Total	<u>\$ 4,964,083</u>

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

Deposits with financial institutions	\$ 4,963,943
Investments - COLOTRUST	<u>140</u>
	<u>\$ 4,964,083</u>

Deposits:

Custodial Credit Risk

The Colorado Public Deposit Protection Act, (“PDPA”) requires that all units of local government deposit cash in eligible public depositories. State regulators determine eligibility. 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 is to be maintained by another institution, or held in trust for all the uninsured public deposits as a group. The market value of the collateral must be at least equal to 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.

The District does not have a formal policy for deposits. None of the District’s deposits were exposed to custodial credit risk.

CRYSTAL VALLEY METROPOLITAN DISTRICT NO. 1

Notes to Financial Statements December 31, 2017

Investments:

Credit Risk

The District has not adopted a formal investment policy; however the District follows state statutes regarding investments. Colorado statutes specify the types of investments meeting defined rating and risk criteria in which local governments may invest. These investments include obligations of the United States and certain U.S. Government agency entities, certain money market funds, guaranteed investment contracts, and local government investment pools.

Custodial and Concentration of Credit Risk

None of the District's investments are subject to custodial or concentration of credit risk.

Interest Rate Risk

Colorado revised statutes limit investment maturities to five years or less unless formally approved by the Board of Directors.

Investment Valuation

Certain investments are measured at fair value within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure the fair value of the asset. Level 1 inputs are quoted prices in active markets for identical assets; Level 2 inputs are significant other observable inputs; Level 3 inputs are significant unobservable inputs. The District's investment is not required to be categorized within the fair value hierarchy. This investment's value is calculated using the net asset value method (NAV) per share.

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

COLOTRUST

The local government investment pool, Colorado Local Government Liquid Asset Trust ("COLOTRUST") is rated AAAM by Standard & Poor's with a weighted average maturity of under 60 days. COLOTRUST is an investment trust/joint ventures established for local government entities in Colorado to pool surplus funds. The State Securities Commissioner administers and enforces all State statutes governing the Trust. COLOTRUST records its investments at fair value and the District records its investment in COLOTRUST using the net asset value method. The trusts operate similarly to a money market fund with each share maintaining a value of \$1.00. The Trust offers shares in two portfolios, COLOTRUST PRIME and COLOTRUST PLUS+. Both investments consist of U.S. Treasury bills and notes 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 repurchase agreements collateralized by certain obligations of U.S. government agencies. Designated custodian banks provide safekeeping and depository services to the trusts. Substantially all securities owned by the trusts are held by the Federal Reserve Bank in the accounts maintained for the custodian banks. The custodians' internal records identify the investments owned by COLOTRUST. At December 31, 2017, the District had \$140 invested in COLOTRUST.

CRYSTAL VALLEY METROPOLITAN DISTRICT NO. 1

Notes to Financial Statements
December 31, 2017

Note 3: Capital Assets

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

	Balance 01/01/17	Additions	Conveyances	Balance 12/31/17
Construction in progress	\$6,232,471	\$ 5,692,255	\$ -	\$ 11,924,726

It is anticipated that the District will convey the completed infrastructure to the Town or County for operations and maintenance purposes. The District retains the right to maintain ownership in the facilities and/or retain responsibility for operations and maintenance. Construction in progress is not subject to depreciation, therefore there were no depreciation expenses in 2017.

Note 4: Long Term Debt

A description of the long-term obligations as of December 31, 2017, is as follows:

Demand Revenue Bonds Series 2004A/B. On February 24, 2012, the District remarketed the Series 2004 Bonds. The amount of \$10,490,000 of the remarketed bonds will be Series 2004A Bonds and bear interest at 3.36% and mature on December 1, 2018. Interest payments are paid June 1st and December 1st. The amount of \$9,681,000 of the Series 2004 Bonds was remarketed as Subordinate Series 2004B Developer Bonds maturing December 1, 2041. The interest rate shall not exceed 9% accruing and compounding until paid. The remaining \$569,000 was redeemed from District Funds and cancelled. The bonds are subject to a mandatory sinking fund redemption commencing on December 1, 2012. The Bonds are subject to an early redemption at the option of the District commencing December 1, 2012 with prepayment fee of 2% if prior to March 1, 2013 and 1% if prior to March 1, 2015 and par value if prepayments are received after March 1, 2015. The Bonds are secured by Pledged Revenues including fire station fees and property tax mill levies designated for debt service. The taxes are collected by District No. 2. In 2017, the District received \$16,800 in fire station fees and \$65,000 in property tax mill levy for debt service payment as outlined in the District Facilities Construction and Service Agreement. On December 23, 2015, the Series 2004A bonds were fully refunded by the Series 2015 Refunding Loan and \$4,548,000 of the Series 2004B were refunded with the Series 2015 Loan held by District No. 2. On November 1, 2017, the Series 2004B bonds were fully refunded by the Series 2017 Refunding Loan held by District No. 2.

CRYSTAL VALLEY METROPOLITAN DISTRICT NO. 1

Notes to Financial Statements December 31, 2017

Debt Authorization

As of December 31, 2017, the District had remaining voted debt authorization of approximately \$93,543,989. In the future, the District may issue a portion or all of the remaining authorized, but unissued general obligation debt for purposes of providing public improvements to support development as it occurs within the District's service area, however, as of the date of this audit, the amount and timing of any debt issuances is not determinable. Per the District's Service Plan, the District debt is limited to \$45,000,000 of which \$1,043,989 is remaining.

Note 5: Related Party

Two of the Board of Directors are employees, owners, consultants or are otherwise associated with Crystal Valley Ranch Development Co., LLC, (the "Developer"), and may have conflicts of interest in dealing with the District. Two other members of the Board of Directors of the District are consultants, directly or indirectly, to Paulson Property Management, LLC, (the "Investor") which has ownership and/or development interests in property within the District. Management believes that all potential conflicts, if any, have been disclosed to the Secretary of State and the Board of Directors.

Note 6: Agreements

District Development Fees

On June 4, 2001, the District and District No. 2 adopted and approved the Joint Resolution Concerning Imposition of the District Development Fee. The Districts approved the fee of \$2,100 for a single family equivalent ("SFE") dwelling unit and \$1,260 for multi-family attached dwelling units with a five percent (5%) increase at the Board's discretion, as the same is determined on an annual basis. The fees were designated to repay the prepaid development fees paid by the developer in 2005. The repayment of the prepaid fees obligation has been met, therefore the next \$300,000 in fees collected are now designated to the construction of the highway interchange. Once that has been satisfied or the Districts determine that funding of the project is no longer necessary, the fees will be a revenue source for the payment of subordinate indebtedness of the Districts. The fees are due at the time a building permit is obtained by the builder. In January 2012, the SFE fee was raised to \$2,205. There was no fee increase for 2017. In 2017, the District received \$520,980 in SFE fees.

CRYSTAL VALLEY METROPOLITAN DISTRICT NO. 1

Notes to Financial Statements December 31, 2017

Development and Cost Reimbursement Agreement

In 2005, the District entered into a Development and Cost Reimbursement Agreement with Crystal Crossing Metropolitan District (“Crystal Crossing”), and Lanterns Metropolitan District (“Lanterns”), whereby the three districts would pay the costs of building a bridge, which would extend Crystal Valley Parkway over Plum Creek and Union Pacific Railroad. The Agreement states that the District is responsible for 76% of the costs while Lanterns and Crystal Crossing are each responsible for 12% of the costs respectively. Each District agreed to fund 115% of the amount of their Track Bridge Share of the construction costs. Additionally, Lanterns is not obligated to fund any portion of its share until 35 days after recordation of a Development Plat. As such, the District funded 86.4% of the costs and Crystal Crossing the remaining 13.6%. All construction costs incurred in 2011 were expensed. The District has paid all costs on their behalf. As part of this project, the District entered into an Intergovernmental Agreement with the County whereby the County would manage the construction project. Construction costs related to this project were conveyed immediately to the County. Lanterns currently owes the District \$1,192,986, however, does not have the capacity to repay the District therefore, the receivable is not recorded in the financial statements.

Assignment of Revenues under the Track Bridge Agreement

Pursuant to the Assignment of Revenues under the Track Bridge Agreement dated January 23, 2006, and amended July 19, 2006 and February 17, 2012, Developer paid the District \$1,200,000 to help finance Lanterns’ obligation for the construction of the track bridge. As the repayment is contingent upon Lanterns’ ability to repay the District, the amount was recorded as revenue and does not accrue interest. In 2010, \$988,805 of this amount was repaid with the settlement received from Union Pacific Railroad. Per this agreement, all revenues received from Lanterns are assigned to the Developer from the District. When Lanterns is able to repay the amount owed, a portion of the funds will be used to repay the December 31, 2017 balance of \$211,195 on this assignment. The remaining moneys received will be applied to long-term debt obligations.

Development Agreement

Pursuant to the terms of the Crystal Valley Ranch Second Amended and Restated Development Agreement (“Agreement”), dated as of February 24, 2012, notwithstanding, it is anticipated that the District will participate in construction of a Highway Interchange (the “Interchange”). To date, the District has allocated bond proceeds of \$1,386,064 into an escrow account (the “Interchange Escrow”) and funded \$88,018 in engineering costs from the escrow. In addition, the District has expended monies totaling \$1,693,976 toward qualifying expenditures for the Interchange. The remaining responsibility for Interchange costs attributable to the Crystal Valley development was approximately \$2,300,000. Per the agreement, the investor contributed \$3,000,000 of which \$687,153 was disbursed to the District. The balance of \$2,312,847 was retained by the Interchange Escrow. As of December 31, 2017, the District has \$3,704,176 in escrow to be used for the Interchange construction.

CRYSTAL VALLEY METROPOLITAN DISTRICT NO. 1

Notes to Financial Statements December 31, 2017

District Facilities Construction and Service Agreement

On June 4, 2001, and as amended on February 24, 2012, the District entered into a District Facilities Construction and Service Agreement with District No. 2 under which the District coordinates the financing, acquisition, construction, installation, completion, operation, maintenance and repair of public improvements and the management, administration and provision of services benefitting both Districts. District No. 2 will financially support the repayment of bonds and other obligations incurred in connection with the completion, operation, maintenance and repair of public improvements and the management, administration and provision of services by District No. 1.

Improvement and Escrow Agreement

On June 9, 2016, the District entered into an Improvement and Escrow Agreement with the Investor and Melody Homes, (“Melody”), and Heritage Title Company, Inc., (“Escrow Agent”). Melody has agreed to purchase 234 lots within the District No. 2. The Investor has agreed to construct, install and obtain acceptance by all applicable governmental entities of North / South drainage system and Ditmars Road Extension. Per this agreement, the Investor deposited \$2,743,026 with the Escrow Agent to fund the cost of the improvements on behalf of the District. The moneys are treated as Investor contributions on the Income Statement. As of December 31, 2017, the Investor has contributed \$6,099,054 for the project which also includes the addition of the East / West Drainage project and several approved change orders.

Property Owner Contribution Agreement

In 2016, the District entered into a Property Owner Contribution Agreement with the Investor. The District has entered into certain contracts for the construction of the Crystal Valley Parkway improvements, (the “Westbound Lanes”). Since the District does not have the funding to complete the Westbound Lanes, the Investor has agreed to contribute to the District the funds not to exceed \$3,066,710 unless there are any change orders that would increase the contract and the Investor does not object, the funds contributed may increase. The moneys are treated as Investor contributions on the Income Statement. As of December 31, 2017, the Investor has contributed \$3,602,538.

Property Owner Contribution Agreement

On August, 23, 2016, the District entered into a Property Owner Contribution Agreement with the Investor. The District has entered into certain contracts for the construction of the retaining wall and overlot grading, (“Filing 12 Improvements”). Since the District does not have the funding to complete the Filing 12 Improvements, the Investor has agreed to contribute to the District the funds not to exceed \$984,401 unless there are any change orders that would increase the contract and the Investor does not object, the funds contributed may increase. The moneys are treated as Investor contributions on the Income Statement. As of December 31, 2017, the Investor has contributed \$1,624,435.

CRYSTAL VALLEY METROPOLITAN DISTRICT NO. 1

Notes to Financial Statements December 31, 2017

Note 6: Tax, Spending and Debt Limitations

Article X, Section 20 of the Colorado Constitution, commonly known as the Taxpayer 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.

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.

On November 6, 2001, 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 Article X, Section 20 of the Colorado Constitution.

Note 7: Risk Management

Except as provided in the Colorado Governmental Immunity Act, 24-10-101, et seq., CRS, the District may be exposed to various risks of loss related to torts, theft of, damage to, or destruction of assets; errors or omissions; injuries to agents; and natural disasters. The District has elected to participate in the Colorado Special Districts Property and Liability Pool (“Pool”) which is an organization created by intergovernmental agreement to provide common liability and casualty insurance coverage to its members at a cost that is considered economically appropriate. Settled claims have not exceeded this commercial coverage in any of the past three fiscal years.

The District pays annual premiums to the Pool for auto, public officials’ liability, and property and general liability coverage. In the event aggregated losses incurred by the Pool exceed its amounts recoverable from reinsurance contracts and its accumulated reserves, the District may be called upon to make additional contributions to the Pool on the basis proportionate to other 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.

CRYSTAL VALLEY METROPOLITAN DISTRICT NO. 1

Notes to Financial Statements
December 31, 2017

Note 8: Reconciliation of Government-Wide Financial Statements and Fund Financial Statements

The Governmental Funds Balance Sheet/Statement of Net Position includes an adjustments column. The adjustments have the following elements:

- 1) capital improvements used in government activities are not financial resources and, therefore are not reported in the funds; and
- 2) long-term liabilities such as bonds payable and accrued bond interest payable are not due and payable in the current period and, therefore, are not in the funds.

The Governmental Funds Statement of Revenues, Expenditures, and Changes in Fund Balances/Statement of Activities includes an adjustments column. The adjustments have the following elements:

- 1) governmental funds report capital outlays as expenditures, however, in the statement of activities, the costs of those assets are held as construction in process pending transfer to other governmental entities or depreciated over their useful lives;
- 2) governmental funds report interest expense on the modified accrual basis; however, interest expense is reported on the full accrual method on the Statement of Activities;
- 3) governmental funds report developer advances and/or bond proceeds as revenue; and,
- 4) governmental funds report long-term debt payments as expenditures, however, in the statement of activities, the payment of long-term debt is recorded as a decrease of long-term liabilities.

SUPPLEMENTAL INFORMATION

CRYSTAL VALLEY METROPOLITAN DISTRICT NO. 1

SCHEDULE OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCE - BUDGET AND ACTUAL -
DEBT SERVICE FUND

For the Year Ended December 31, 2017

	Original Budget	Final Budget	Actual	Variance Favorable (Unfavorable)
REVENUES				
Property taxes	2,285	\$ 2,285	\$ 2,285	\$ -
Specific ownership taxes	183	183	252	69
Fire station fees	-	16,800	16,800	-
Transfer from District 2	317,483	6,508,573	5,695,455	(813,118)
Interest income	-	1	1	-
Total Revenues	<u>319,951</u>	<u>6,527,842</u>	<u>5,714,793</u>	<u>(813,049)</u>
EXPENDITURES				
Bond interest expense	317,483	1,000,000	562,485	437,515
Bond principal expense	-	5,200,000	5,133,000	67,000
Miscellaneous	-	293,966	-	293,966
Paying agent fees	6,000	6,000	3,000	3,000
Treasurer's fees	34	34	34	-
Total Expenditures	<u>323,517</u>	<u>6,500,000</u>	<u>5,698,519</u>	<u>801,481</u>
NET CHANGE IN FUND BALANCE	(3,566)	27,842	16,274	(11,568)
FUND BALANCE:				
BEGINNING OF YEAR	<u>89,461</u>	<u>89,461</u>	<u>101,029</u>	<u>11,568</u>
END OF YEAR	<u>\$ 85,895</u>	<u>\$ 117,303</u>	<u>\$ 117,303</u>	<u>\$ -</u>

The notes to the financial statements are an integral part of these statements.

CRYSTAL VALLEY METROPOLITAN DISTRICT NO. 1

SCHEDULE OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCE - BUDGET AND ACTUAL -
CAPITAL PROJECTS FUND

For the Year Ended December 31, 2017

	Original and Final Budget	Actual	Variance Favorable (Unfavorable)
REVENUES			
Interest income	\$ 1,000	\$ 2,911	\$ 1,911
System development fees	<u>167,580</u>	<u>520,980</u>	<u>353,400</u>
Total Revenues	<u>168,580</u>	<u>523,891</u>	<u>355,311</u>
EXPENDITURES			
Capital improvements	8,406,021	5,692,255	2,713,766
Miscellaneous	<u>2,000</u>	<u>-</u>	<u>2,000</u>
Total Expenditures	<u>8,408,021</u>	<u>5,692,255</u>	<u>2,715,766</u>
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	(8,239,441)	(5,168,364)	3,071,077
OTHER FINANCING SOURCES (USES)			
Investor contributions	<u>4,000,000</u>	<u>5,636,599</u>	<u>1,636,599</u>
Total Other Financing Sources (Uses)	<u>4,000,000</u>	<u>5,636,599</u>	<u>1,636,599</u>
NET CHANGE IN FUND BALANCE	(4,239,441)	468,235	4,707,676
FUND BALANCE:			
BEGINNING OF YEAR	<u>4,239,441</u>	<u>4,368,396</u>	<u>128,955</u>
END OF YEAR	<u>\$ -</u>	<u>\$ 4,836,631</u>	<u>\$ 4,836,631</u>

The notes to the financial statements are an integral part of these statements.

EXHIBIT B
2017 Budget

CRYSTAL VALLEY METROPOLITAN DISTRICT NO. 1
2017
BUDGET MESSAGE

Attached please find a copy of the adopted 2017 budget for the Crystal Valley Metropolitan District No. 1.

The Crystal Valley Metropolitan District No. 1 has adopted three separate funds, a General Fund to provide for the payment of general operating expenditures; a Debt Service Fund to provide for payments on the outstanding revenue debt issued by the District; and a Capital Projects Fund to provide for the estimated infrastructure costs that are to be built for the benefit of 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 revenue for the District in 2017 will be transfers from Crystal Valley Metropolitan District No. 2, system development fees and investor contributions. The District intends to impose a 55.940 mill levy on the property within the District for 2017, of which 10.000 mills will be dedicated to the General Fund and the balance of 45.940 mills will be allocated to the Debt Service Fund.

Crystal Valley Metropolitan District No. 1
Adopted Budget
General Fund
For the Year ended December 31, 2017

	Actual <u>2015</u>	Adopted Budget <u>2016</u>	Actual <u>6/30/2016</u>	Estimate <u>2016</u>	Adopted Budget <u>2017</u>
Beginning fund balance	<u>7,588</u>	<u>78,226</u>	<u>12,113</u>	<u>12,113</u>	<u>254,439</u>
Revenues:					
Property taxes	170	170	168	217	497
Specific ownership taxes	17	14	8	18	40
Transfer from District No. 2	<u>85,174</u>	<u>221,617</u>	<u>20,000</u>	<u>304,094</u>	<u>245,107</u>
Total revenues	<u>85,361</u>	<u>221,801</u>	<u>20,176</u>	<u>304,329</u>	<u>245,644</u>
Total funds available	<u>92,949</u>	<u>300,027</u>	<u>32,289</u>	<u>316,442</u>	<u>500,083</u>
Expenditures:					
Accounting / audit	23,945	35,000	14,034	28,068	35,000
Legal	54,018	35,000	12,692	30,384	35,000
Insurance	2,870	3,500	3,429	3,048	3,500
Miscellaneous	-	500	-	500	500
Treasurer fees	3	3	2	3	7
Contingency	-	223,804	-	-	423,856
Emergency reserve (3%)	<u>-</u>	<u>2,220</u>	<u>-</u>	<u>-</u>	<u>2,220</u>
Total expenditures	<u>80,836</u>	<u>300,027</u>	<u>30,157</u>	<u>62,003</u>	<u>500,083</u>
Ending fund balance	<u>12,113</u>	<u>-</u>	<u>2,132</u>	<u>254,439</u>	<u>-</u>
Assessed valuation	<u>17,020</u>	<u>17,040</u>			<u>49,740</u>
Mill Levy	<u>10.000</u>	<u>10.000</u>			<u>10.000</u>

Crystal Valley Metropolitan District No. 1
Adopted Budget
Debt Service Fund
For the Year ended December 31, 2017

	Actual <u>2015</u>	Adopted Budget <u>2016</u>	Actual <u>6/30/2016</u>	Estimate <u>2016</u>	Adopted Budget <u>2017</u>
Beginning fund balance	<u>1,258,135</u>	<u>3,434</u>	<u>157,180</u>	<u>157,180</u>	<u>89,461</u>
Revenues:					
Property taxes	782	783	770	1,015	2,285
Specific ownership taxes	76	63	35	81	183
Fire station fees (60 * \$300/ISFE)	29,100	-	21,000	24,000	-
Transfer from Dist. No 2	16,896,122	275,010	-	275,010	317,483
Interest income	<u>1,911</u>	<u>-</u>	<u>188</u>	<u>200</u>	<u>-</u>
Total revenues	<u>16,927,991</u>	<u>275,856</u>	<u>21,993</u>	<u>300,306</u>	<u>319,951</u>
Total funds available	<u>18,186,126</u>	<u>279,290</u>	<u>179,173</u>	<u>457,486</u>	<u>409,412</u>
Expenditures:					
Series 2004B - Interest expense		279,278	-	275,010	317,483
Reimbursement to other governments	-	-	-	90,000	-
Treasurer fees	12	12	11	15	34
Trustee / paying agent fees	<u>3,000</u>	<u>-</u>	<u>-</u>	<u>3,000</u>	<u>6,000</u>
Total expenditures	<u>18,028,946</u>	<u>279,290</u>	<u>11</u>	<u>368,025</u>	<u>323,517</u>
Ending fund balance	<u>157,180</u>	<u>-</u>	<u>179,162</u>	<u>89,461</u>	<u>85,895</u>
Assessed valuation	<u>17,020</u>	<u>17,040</u>			<u>49,740</u>
Mill Levy		<u>45.940</u>			<u>45.940</u>
Total Mill Levy		<u>55.940</u>			<u>55.940</u>

Crystal Valley Metropolitan District No. 1
Adopted Budget
Capital Projects Fund
For the Year ended December 31, 2017

	Actual <u>2015</u>	Adopted Budget <u>2016</u>	Actual <u>6/30/2016</u>	Estimate <u>2016</u>	Adopted Budget <u>2017</u>
Beginning fund balance	<u>3,875,034</u>	<u>3,975,964</u>	<u>4,064,941</u>	<u>4,064,941</u>	<u>4,239,441</u>
Revenues:					
Interest income	2,482	1,000	-	1,500	1,000
System development fees (76 units @ 2205/SFE)	187,425	-	154,350	175,000	167,580
Investor contribution	<u>-</u>	<u>-</u>	<u>-</u>	<u>4,000,000</u>	<u>4,000,000</u>
Total revenues	<u>189,907</u>	<u>1,000</u>	<u>154,350</u>	<u>4,176,500</u>	<u>4,168,580</u>
Total funds available	<u>4,064,941</u>	<u>3,976,964</u>	<u>4,219,291</u>	<u>8,241,441</u>	<u>8,408,021</u>
Expenditures:					
Capital expenditures	-	3,974,964	-	4,000,000	8,406,021
Miscellaneous	<u>-</u>	<u>2,000</u>	<u>-</u>	<u>2,000</u>	<u>2,000</u>
Total expenditures	<u>-</u>	<u>3,976,964</u>	<u>-</u>	<u>4,002,000</u>	<u>8,408,021</u>
Ending fund balance	<u><u>4,064,941</u></u>	<u><u>-</u></u>	<u><u>4,219,291</u></u>	<u><u>4,239,441</u></u>	<u><u>-</u></u>

EXHIBIT C
2017 Assessed Valuation

CERTIFICATION OF VALUATION BY DOUGLAS COUNTY ASSESSOR

Name of Jurisdiction: 4200 - Crystal Valley Metro District 1

IN DOUGLAS COUNTY ON 11/20/2017

New Entity: No

USE FOR STATUTORY PROPERTY TAX REVENUE LIMIT CALCULATIONS (5.5% LIMIT) ONLY
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IN ACCORDANCE WITH 39-5-121(2)(a) AND 39-5-128(1), C.R.S. AND NO LATER THAN AUGUST 25, THE ASSESSOR CERTIFIES THE TOTAL VALUATION FOR ASSESSMENT FOR THE TAXABLE YEAR 2017 IN DOUGLAS COUNTY, COLORADO

1. PREVIOUS YEAR'S NET TOTAL TAXABLE ASSESSED VALUATION:	\$49,740
2. CURRENT YEAR'S GROSS TOTAL TAXABLE ASSESSED VALUATION: *	\$52,520
3. LESS TIF DISTRICT INCREMENT, IF ANY:	\$0
4. CURRENT YEAR'S NET TOTAL TAXABLE ASSESSED VALUATION:	\$52,520
5. NEW CONSTRUCTION: **	\$0
6. INCREASED PRODUCTION OF PRODUCING MINES: #	\$0
7. ANNEXATIONS/INCLUSIONS:	\$0
8. PREVIOUSLY EXEMPT FEDERAL PROPERTY: #	\$0
9. NEW PRIMARY OIL OR GAS PRODUCTION FROM ANY PRODUCING OIL AND GAS LEASEHOLD ## OR LAND (29-1-301(1)(b) C.R.S.):	\$0
10. TAXES COLLECTED LAST YEAR ON OMITTED PROPERTY AS OF AUG. 1 (29-1-301(1)(a) C.R.S.):	\$0.00
11. TAXES ABATED AND REFUNDED AS OF AUG. 1 (29-1-301(1)(a) C.R.S.) and (39-10-114(1)(a)(I)(B) C.R.S.):	\$0.00

* This value reflects personal property exemptions IF enacted by the jurisdiction as authorized by Art. X, Sec.20(8)(b), Colo.

** New construction is defined as: Taxable real property structures and the personal property connected with the structure.

Jurisdiction must submit respective certifications (Forms DLG 52 AND 52A) to the Division of Local Government in order for the values to be treated as growth in the limit calculation.

Jurisdiction must apply (Forms DLG 52B) to the Division of Local Government before the value can be treated as growth in the limit calculation.

USE FOR 'TABOR' LOCAL GROWTH CALCULATIONS ONLY

IN ACCORDANCE WITH THE PROVISION OF ARTICLE X, SECTION 20, COLO CONST, AND 39-5-121(2)(b), C.R.S. THE ASSESSOR CERTIFIES THE TOTAL ACTUAL VALUATION FOR THE TAXABLE YEAR 2017 IN DOUGLAS COUNTY, COLORADO ON AUGUST 25, 2017

1. CURRENT YEAR'S TOTAL ACTUAL VALUE OF ALL REAL PROPERTY: @	\$5,592
ADDITIONS TO TAXABLE REAL PROPERTY:	
2. CONSTRUCTION OF TAXABLE REAL PROPERTY IMPROVEMENTS: !	\$0
3. ANNEXATIONS/INCLUSIONS:	\$0
4. INCREASED MINING PRODUCTION: %	\$0
5. PREVIOUSLY EXEMPT PROPERTY:	\$0
6. OIL OR GAS PRODUCTION FROM A NEW WELL:	\$0
7. TAXABLE REAL PROPERTY OMITTED FROM THE PREVIOUS YEAR'S TAX WARRANT:	\$0

(If land and/or a structure is picked up as omitted property for multiple years, only the most current year's actual value can be reported as omitted property.)

DELETIONS FROM TAXABLE REAL PROPERTY:

8. DESTRUCTION OF TAXABLE REAL PROPERTY IMPROVEMENTS:	\$0
9. DISCONNECTIONS/EXCLUSION:	\$0
10. PREVIOUSLY TAXABLE PROPERTY:	\$0

@ This includes the actual value of all taxable real property plus the actual value of religious, private schools, and charitable real property.

! Construction is defined as newly constructed taxable real property structures.

% Includes production from new mines and increases in production of existing producing mines.

IN ACCORDANCE WITH 39-5-128(1), C.R.S. AND NO LATER THAN AUGUST 25, THE ASSESSOR CERTIFIES TO SCHOOL DISTRICTS : 1. TOTAL ACTUAL VALUE OF ALL TAXABLE PROPERTY:----->	\$0
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NOTE: All levies must be Certified to the Board of County Commissioners NO LATER THAN DECEMBER 15, 2017

Data Date: 11/20/2017

EXHIBIT D
2018 Budget

CRYSTAL VALLEY METROPOLITAN DISTRICT NO. 1
2018
BUDGET MESSAGE

Attached please find a copy of the adopted 2018 budget for the Crystal Valley Metropolitan District No. 1.

The Crystal Valley Metropolitan District No. 1 has adopted two separate funds, a General Fund to provide for the payment of general operating expenditures; and a Capital Projects Fund to provide for the estimated infrastructure costs that are to be built for the benefit of 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 revenue for the District in 2018 will be transfers from Crystal Valley Metropolitan District No. 2, system development fees and investor contributions. The District intends to impose a 60.284 mill levy on the property within the District for 2018, which will be dedicated to the General Fund.

Crystal Valley Metropolitan District No. 1
Adopted Budget
General Fund
For the Year ended December 31, 2018

	Actual <u>2016</u>	Adopted Budget <u>2017</u>	Actual <u>6/30/2017</u>	Estimate <u>2017</u>	Adopted Budget <u>2018</u>
Beginning fund balance	<u>12,113</u>	<u>254,439</u>	<u>17,436</u>	<u>17,436</u>	<u>258,316</u>
Revenues:					
Property taxes	170	497	495	495	3,166
Specific ownership taxes	17	40	26	26	253
Transfer from District No. 2	<u>73,000</u>	<u>245,107</u>	<u>65,000</u>	<u>304,094</u>	<u>550,069</u>
Total revenues	<u>73,187</u>	<u>245,644</u>	<u>65,521</u>	<u>304,615</u>	<u>553,488</u>
Total funds available	<u>85,300</u>	<u>500,083</u>	<u>82,957</u>	<u>322,051</u>	<u>811,804</u>
Expenditures:					
Accounting / audit	27,312	35,000	14,703	29,406	35,000
Legal	37,060	35,000	13,024	31,048	35,000
Insurance	3,429	3,500	2,774	2,774	3,500
Miscellaneous	60	500	156	500	500
Treasurer fees	3	7	7	7	47
Contingency	-	423,856	-	-	735,537
Emergency reserve (3%)	-	<u>2,220</u>	-	-	<u>2,220</u>
Total expenditures	<u>67,864</u>	<u>500,083</u>	<u>30,664</u>	<u>63,735</u>	<u>811,804</u>
Ending fund balance	<u>17,436</u>	<u>-</u>	<u>52,293</u>	<u>258,316</u>	<u>-</u>
Assessed valuation		<u>49,740</u>			<u>52,520</u>
Mill Levy		<u>10.000</u>			<u>60.284</u>

Crystal Valley Metropolitan District No. 1
Adopted Budget
Capital Projects Fund
For the Year ended December 31, 2018

	Actual	Adopted	Actual	Estimate	Adopted
	<u>2016</u>	<u>2017</u>	<u>6/30/2017</u>	<u>2017</u>	<u>2018</u>
Beginning fund balance	<u>4,064,941</u>	<u>4,239,441</u>	<u>4,368,396</u>	<u>4,368,396</u>	<u>-</u>
Revenues:					
Interest income	2,226	1,000	548	1,500	1,000
System development fees (76 units @ 2205/SFE)	286,650	167,580	240,645	250,000	167,580
Investor contribution	<u>5,627,798</u>	<u>4,000,000</u>	<u>3,291,791</u>	<u>3,788,125</u>	<u>8,239,441</u>
Total revenues	<u>5,916,674</u>	<u>4,168,580</u>	<u>3,532,984</u>	<u>4,039,625</u>	<u>8,408,021</u>
Total funds available	<u>9,981,615</u>	<u>8,408,021</u>	<u>7,901,380</u>	<u>8,408,021</u>	<u>8,408,021</u>
Expenditures:					
Capital expenditures	5,613,219	8,406,021	3,243,124	8,406,021	8,406,021
Miscellaneous	<u>-</u>	<u>2,000</u>	<u>-</u>	<u>2,000</u>	<u>2,000</u>
Total expenditures	<u>5,613,219</u>	<u>8,408,021</u>	<u>3,243,124</u>	<u>8,408,021</u>	<u>8,408,021</u>
Ending fund balance	<u><u>4,368,396</u></u>	<u><u>-</u></u>	<u><u>4,658,256</u></u>	<u><u>-</u></u>	<u><u>-</u></u>

Crystal Valley Metropolitan District No. 1
Adopted Budget
Debt Service Fund
For the Year ended December 31, 2018

	Actual <u>2016</u>	Adopted Budget <u>2017</u>	Actual <u>6/30/2017</u>	Estimate <u>2017</u>	Adopted Budget <u>2018</u>
Beginning fund balance	<u>103,929</u>	<u>89,461</u>	<u>101,029</u>	<u>101,029</u>	<u>116,110</u>
Revenues:					
Property taxes	783	2,285	2,272	1,015	-
Specific ownership taxes	72	183	121	81	-
Fire station fees (60 * \$300/ISFE)	-	-	16,800	16,800	-
Transfer from Dist. No 2	225,000	317,483	-	5,687,921	-
Interest income	<u>242</u>	<u>-</u>	<u>1</u>	<u>200</u>	<u>-</u>
Total revenues	<u>226,097</u>	<u>319,951</u>	<u>19,194</u>	<u>5,706,017</u>	<u>-</u>
Total funds available	<u>330,026</u>	<u>409,412</u>	<u>120,223</u>	<u>5,807,046</u>	<u>116,110</u>
Expenditures:					
Series 2004B - Interest expense	225,985	317,483	-	-	-
Payoff Series 2004B Bonds	-	-	-	5,687,921	-
Treasurer fees	12	34	34	15	-
Transfer to Dist 2	-	-	-	-	-
Trustee / paying agent fees	<u>3,000</u>	<u>6,000</u>	<u>3,000</u>	<u>3,000</u>	<u>-</u>
Total expenditures	<u>228,997</u>	<u>323,517</u>	<u>3,034</u>	<u>5,690,936</u>	<u>-</u>
Ending fund balance	<u><u>101,029</u></u>	<u><u>85,895</u></u>	<u><u>117,189</u></u>	<u><u>116,110</u></u>	<u><u>116,110</u></u>
Assessed valuation		<u>49,740</u>			<u>52,520</u>
Mill Levy		<u>45.940</u>			<u>-</u>
Total Mill Levy		<u>55.940</u>			<u>60.284</u>

EXHIBIT E
Current Fee Resolution

**SECOND AMENDED AND RESTATED
JOINT RESOLUTION CONCERNING IMPOSITION OF DISTRICT
DEVELOPMENT FEE**

WHEREAS, pursuant to an order of District Court of Douglas County, Colorado, Crystal Valley Metropolitan District Nos. 1 and 2 (collectively, the "Districts") have been duly and validly created as metropolitan districts in accordance with all applicable law; and

WHEREAS, the Districts are authorized pursuant to C.R.S. Section 32-1-1001(1)(j) to fix fees, rates, tolls, charges and penalties for services or facilities provided by the Districts which, until paid, shall constitute a perpetual lien on and against the property served; and

WHEREAS, the Districts' Consolidated Service Plan ("Service Plan") similarly empowers the imposition of such fees and rates for services and facilities provided by the Districts; and

WHEREAS, on June 4, 2001, the Districts adopted and approved the Joint Resolution Concerning Imposition of District Development Fee (the "Resolution") which imposed certain development fees and charges against property within the boundaries of the Districts (the "Development Fees"), as recorded in the Douglas County Clerk and Recorders records at reception number 2003027696, which was amended and restated on or about December 2, 2009; and

WHEREAS, the Districts are parties to a District Facilities Construction and Services Agreement, dated as of June 4, 2001, as amended (the "Master IGA"), which Master IGA provides that District No. 1 shall own, operate, maintain, construct all public facilities benefitting the Districts and that District No. 2 will fund all such activities from the proceeds of bonds or property taxes; and

WHEREAS, pursuant to the Master IGA, all fees and charges are imposed by District No. 1 for services and facilities provided to or for the benefit of District No. 2; and

WHEREAS, the Board of Directors of District No. 1 desires to restate the provisions of the Resolution to provide for differential rates for single and multi-family products and further clarify the circumstances under which the Development Fee may be increased or decreased.

NOW, THEREFORE, be it resolved by the Board of Directors of the District No. 1 as follows:

COVENANTS AND AGREEMENTS

1. Amendment and Restatement of Fee Resolution. The Fee Resolution is hereby amended and restated in its entirety with this Resolution.

2. Imposition of Fees. As of the effective date hereto, District No. 1 authorizes imposition of all fees and charges established hereunder against all property as is now and in the future within the boundaries of District No. 1 and District No. 2, as such boundaries may be adjusted in the future (“Legal Boundaries”).

-
- a. Residential Property. A one-time “Development Fee” is hereby established for all residential dwelling units within the Legal Boundaries of the Districts.
 - i. Residential Detached Dwelling Units. The Development Fee for all residential detached dwelling units shall be set hereunder at the rate of \$2,100.
 - ii. Multi-family Attached Dwelling Units. The Development Fee for all multi-family attached dwelling units shall be set hereunder at the rate of \$1,260.
 - b. Commercial Property. A one-time “Development Fee” is hereby established for all property within the Legal Boundaries developed for commercial uses at an SFE rate of \$2,100 and shall be applied to all such commercial property on the basis of 4 SFEs per each acre of commercial property or \$8,400 per acre of zoned commercial property.
 - c. The Development Fees established hereunder shall be subject to increase at the discretion of the Board of Directors of District No. 1 on an annual basis as part of the next succeeding year’s budget. Any such increases shall be limited to five percent (5%) rounded to the nearest twenty-five dollars (\$25.00) on January 1 of each year commencing January 1, 2012 until no further single or multi-family dwelling units or commercial property remain to be constructed within the Districts.

3. Due at Building Permit. All Development Fees shall be due not later than the date a building permit is obtained by the owner of any portion of the property within the Districts upon which a dwelling unit or commercial property may be constructed. The amount of each Development Fee due hereunder shall be at the rate in effect at the time of that the building permit is obtained.

4. Penalties for Late Payment. Any Fee that is not paid in full within ten (10) days after the scheduled due date may be assessed a late fee of \$25 per month, not to exceed twenty-five percent (25%) of the amount due, pursuant to §29-1-1102(3), C.R.S. The District may also apply interest to the outstanding fee, exclusive of assessed late fees, at the rate of eighteen (18%) per annum pursuant to §29-1-1102(7), C.R.S.

5. Decrease of Development Fee. Development Fees established hereunder are intended for use in connection with costs of District facilities and services. The Districts are parties to a Prepaid Development Fee Agreement, dated as of December 15, 2005, under which Crystal Valley Development Company LLC (“CVDC”) has purchased and hold Certificates for 108 prepaid development fees (the “Prepaid Fees”). Development fees required to be paid hereunder shall first be applied for redemption of the Prepaid Fees by CVDC until no further Prepaid Fees are outstanding. By signature below, the Districts further acknowledge and represent that after

application of the Development Fees for redemption of the Prepaid Fees, the next \$300,000 of Development Fees collected shall be placed in an escrow account for necessary funding associated with construction of the I-25 Interchange at Crystal Valley Parkway (the "Interchange Escrow"). If the District determines in its sole discretion that funding of the Interchange Escrow is not necessary or is necessary in an amount less than \$300,000, all Development Fees thereafter received shall constitute a pledged revenue source for payment subordinate indebtedness of the Districts. Any decrease in the Development Fees established hereunder shall not be permitted without the prior written consent of at least 75% of subordinate bondholders, including those individuals or entities that hold multi-fiscal year loans, promissory notes or other financial obligations of the Districts. The lien of such pledge shall be valid, binding, and enforceable as against all persons having claims of any kind in tort, contract, or otherwise against the District irrespective of whether such persons have notice of the lien.

6. Perpetual Lien. All fees contemplated herein shall, until paid, constitute a perpetual lien on and against the property served or to be served by any improvements provided by the Districts. All such liens shall be in a senior position as against all other liens of record affecting the property served or benefited, or to be served or benefited by improvements of the Districts and shall run with the Property and remain in effect as to any portion of such property as to which the appropriate fee has not been paid. All liens contemplated herein may be foreclosed in any manner authorized by law at such time as the Districts may determine that Fees hereunder have not been paid as required.

7. Prepayment Agreements. The Districts may enter into agreements for the prepayment of Development Fees in order to permit property owners to avoid scheduled increases in the Development Fee. The rate for such prepaid Development fees shall be the rate of the then-current Development Fee at the time of prepayment rather than the rate in effect at the time a building permit is obtained for the dwelling unit to which such prepaid Development Fee shall be allocated.

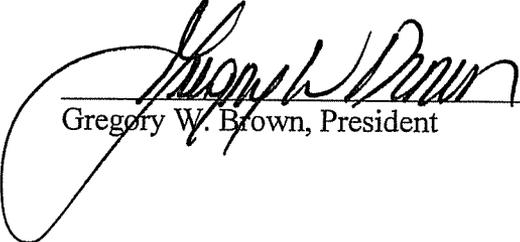
7. Amendment. The Districts may raise the amount of the Development Fee set hereunder when, in the Districts discretion, inflation or other budgetary factors so require.

8. Validity. Invalidation of any of the provisions of this Resolution or of any paragraph, sentence, clause, phrase, or word herein, or the application thereof in any given circumstance, shall not affect the validity of any other provision of this Resolution.

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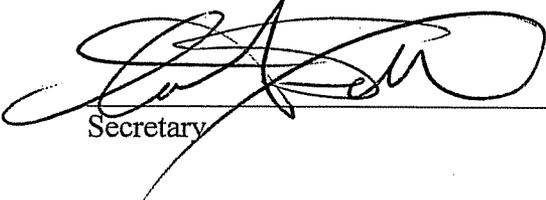
ADOPTED AND APPROVED this 19 day of October 2011.

**CRYSTAL VALLEY METROPOLITAN
DISTRICT NO. 1**



Gregory W. Brown, President

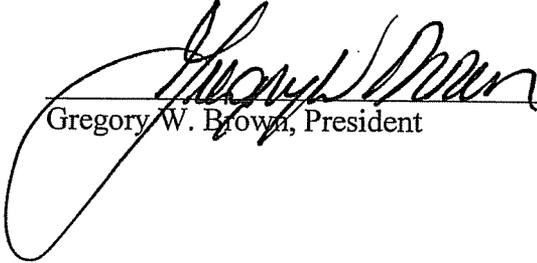
ATTEST:



Secretary

ACKNOWLEDGED AND AGREED TO:

**CRYSTAL VALLEY METROPOLITAN
DISTRICT NO. 2**



Gregory W. Brown, President

ATTEST:



Secretary