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Accountant's Compilation Report

Board of Directors The Canyons Metropolitan District No. 5

Management is responsible for the accompanying budget of revenues, expenditures and fund balances of The Canyons Metropolitan District No. 5 for the year ending December 31, 2019, including the estimate of comparative information for the year ending December 31, 2018, and the actual comparative information for the year ended December 31, 2017, in the format prescribed by Colorado Revised Statutes (C.R.S.) 29-1-105 and the related summary of significant assumptions in accordance with guidelines for the presentation of a budget established by the American Institute of Certified Public Accountants (AICPA). We have performed a compilation engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. We did not audit or review the budget nor were we required to perform any procedures to verify the accuracy or completeness of the information provided by management. Accordingly, we do not express an opinion, a conclusion, nor provide any form of assurance on the accompanying budget.

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

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

We are not independent with respect to The Canyons Metropolitan District No. 5.

Clifton Larson Allen LLP

Greenwood Village, Colorado January 28, 2019



THE CANYONS METROPOLITAN DISTRICT NO. 5 SUMMARY 2019 BUDGET WITH 2017 ACTUAL AND 2018 ESTIMATED For the Years Ended and Ending December 31,

1/28/19

		ACTUAL	ESTIMATED	BUDGET
		2017	2018	2019
BEGINNING FUND BALANCES	\$	19,727	\$ 51,068,002	\$ 41,171,428
REVENUES				
Property taxes		454	597	602
Specific ownership tax		48	51	60
Interest income		349,920	675,000	450,000
Developer advance		35,298	63,216	71,986
Bond proceeds		59,425,000	-	-
Acceptance of reimbursable costs		3,830,141	9,037,157	25,257,366
Facilities fees		-	1,468,000	820,000
PIF revenue		-	-	480,000
Total revenues		63,640,861	11,244,021	27,080,014
TRANSFERS IN		14,778,420	38,439	
		,,	,	
Total funds available		78,439,008	62,350,462	68,251,442
EXPENDITURES				
General Fund		33,558	54,978	57,000
Debt Service Fund		3,087,822	2,898,303	3,293,546
Capital Projects Fund		9,471,206	18,187,314	50,744,732
Total expenditures		12,592,586	21,140,595	54,095,278
				.,
TRANSFERS OUT		14,778,420	38,439	-
Total expenditures and transfers out				
requiring appropriation		27,371,006	21,179,034	54,095,278
ENDING FUND BALANCES	\$	51,068,002	\$ 41,171,428	\$ 14,156,164
	<u>^</u>			
	\$	-	\$ 10	\$ 10
		4,529,294	4,529,294	4,529,294
SURPLUS FUND TOTAL RESERVE	\$	4,529,294	1,469,104 \$ 5,998,408	2,375,000 \$ 6,904,304
IVIAL REJERVE	φ	4,529,294	ψ 0,990,400	ψ 0,904,304

THE CANYONS METROPOLITAN DISTRICT NO. 5 PROPERTY TAX SUMMARY INFORMATION 2019 BUDGET WITH 2017 ACTUAL AND 2018 ESTIMATED For the Years Ended and Ending December 31,

1/28/19

		ACTUAL 2017	E	STIMATED 2018	E	BUDGET 2019
	<u>.</u>					
ASSESSED VALUATION - DOUGLAS Agricultural	\$	11,080	\$	11,890	\$	12,020
Natural Resources	•	_		1,310		1,310
Certified Assessed Value	\$	11,080	\$	13,200	\$	13,330
MILL LEVY						
General		1.000		1.000		1.000
Debt Service		40.000		44.222		44.222
Total mill levy		41.000		45.222		45.222
PROPERTY TAXES						
General	\$	11	\$	13	\$	13
Debt Service		443		584		589
Levied property taxes		454		597		602
Budgeted property taxes	\$	454	\$	597	\$	602
BUDGETED PROPERTY TAXES	۴		¢	40	¢	40
General Debt Service	\$	11 443	\$	13 584	\$	13 589
	\$	454	\$	597	\$	602

THE CANYONS METROPOLITAN DISTRICT NO. 5 GENERAL FUND 2019 BUDGET WITH 2017 ACTUAL AND 2018 ESTIMATED For the Years Ended and Ending December 31,

1/28/19

		ACTUAL 2017	ESTIMA 201			DGET 2019
BEGINNING FUND BALANCE	\$	-	\$ (2,252)	\$	1,000
REVENUES Property taxes Specific ownership tax Developer advance		11 - 31,295	5	13 1 8,216		13 1 56,986
Total revenues		31,306		8,230		57,000
Total funds available		31,306		5,978		58,000
EXPENDITURES General and administrative Accounting Auditing Dues and licenses Insurance and bonds Legal services Miscellaneous Election expense Contingency Total expenditures		18,913 4,500 291 - 9,854 - - - 33,558	1	0,000 4,500 3,981 5,000 - 1,197 - 4,978		25,000 4,500 300 4,000 20,000 1,000 - 2,200 57,000
Total expenditures and transfers out requiring appropriation		33,558	5	4,978		57,000
ENDING FUND BALANCE	\$	(2,252)	\$	1,000	\$	1,000
EMERGENCY RESERVE TOTAL RESERVE	\$ \$	-	\$ \$	10 10	\$ \$	10 10

THE CANYONS METROPOLITAN DISTRICT NO. 5 DEBT SERVICE FUND 2019 BUDGET WITH 2017 ACTUAL AND 2018 ESTIMATED For the Years Ended and Ending December 31,

1/28/19

	ACTUAL 2017	ESTIMATED 2018	BUDGET 2019
BEGINNING FUND BALANCE	\$ -	\$ 11,775,056	\$ 10,558,826
REVENUES Property taxes Specific ownership tax Interest income Facilities fees PIF revenue Total revenues	 443 48 83,967 - - 84,458	584 50 175,000 1,468,000 - 1,643,634	589 59 150,000 820,000 480,000 1,450,648
TRANSFERS IN Transfers from capital projects fund	 14,778,420	38,439	<u> </u>
Total funds available EXPENDITURES General and administrative County Treasurer's fee Paying agent fees	 14,862,878 7 -	13,457,129 9 5,500	12,009,474 9 6,000
Debt Service Bond interest - Series 2017A Bond interest - Series 2017B Bond refund - 2016	 1,494,610 - 1,593,205	2,892,794 - -	2,892,794 394,743 -
Total expenditures Total expenditures and transfers out requiring appropriation	 3,087,822 3,087,822	2,898,303 2,898,303	3,293,546 3,293,546
ENDING FUND BALANCE	\$ 11,775,056	\$ 10,558,826	\$ 8,715,928
RESERVE FUND SURPLUS FUND TOTAL RESERVE	\$ 4,529,294 - 4,529,294	\$ 4,529,294 1,469,104 \$ 5,998,398	\$ 4,529,294 2,375,000 \$ 6,904,294

THE CANYONS METROPOLITAN DISTRICT NO. 5 CAPITAL PROJECTS FUND 2019 BUDGET WITH 2017 ACTUAL AND 2018 ESTIMATED For the Years Ended and Ending December 31,

1/28/19

	ACTUAL 2017	ESTIMATED 2018	BUDGET 2019
BEGINNING FUND BALANCE	\$ 19,727	\$ 39,295,198	\$ 30,611,602
REVENUES	005.050	500.000	000.000
Interest income Developer advance	265,953 4,003	500,000 5,000	300,000 15,000
Bond proceeds	59,425,000	-	-
Acceptance of reimbursable costs	 3,830,141	9,037,157	25,257,366
Total revenues	 63,525,097	9,542,157	25,572,366
Total funds available	 63,544,824	48,837,355	56,183,968
EXPENDITURES			
General and Administrative			
Accounting	766	3,000	5,000
Legal services Capital Projects	3,281	5,000	10,000
Repay developer advance	5,443	5,000	15,000
Repay interest	53,103	100,000	200,000
Recognition of costs	3,830,141	9,037,157	25,257,366
Repayment of reimbursable costs	3,830,141	9,037,157	25,257,366
Bond discount	466,635	-	-
Cost of issuance	1,281,696	-	-
Total expenditures	 9,471,206	18,187,314	50,744,732
TRANSFERS OUT			
Transfers to debt service fund	 14,778,420	38,439	
Total expenditures and transfers out requiring appropriation	24,249,626	18,225,753	50,744,732
ENDING FUND BALANCE	\$ 39,295,198	\$ 30,611,602	\$ 5,439,236

Services Provided

The District was organized to provide financing for the design, acquisition, installation and construction of storm and sanitary sewers, water systems, streets, parks and recreation facilities, transportation systems, television relay and translator facilities, security, mosquito control and fire protection and operation and maintenance of the District. The District's service area is located in the City of Castle Pines in Douglas County, Colorado and the District operates in connection with Districts Nos. 1 - 4 and 6 - 11.

The District was formed by District Court Order on December 19, 2001, and held its organizational meeting on March 14, 2002. The relationship between the Service District and Financing Districts, including the means for approving, financing, constructing and operating the public services and improvements needed to serve the development are outlined in the Master Reimbursement Agreement executed December 29, 2015 by the District and District Nos. 6 and 7.

On November 4, 2014, District voters approved authorization to increase property taxes up to \$5,000,000, annually, as necessary, to pay for the operations and maintenance expenditures of the District. Debt authorization was approved in the amount of \$151,000,000 for the above listed facilities and an equal amount for refunding debt. The voters also authorized debt of \$5,000,000 for the costs of operating and maintaining the District's systems and \$10,000,000 for the issuance of mortgages, liens and other encumbrances on District real and personal property. The election also allows the District to retain all revenues without regard to the limitations contained in Article X, Section 20 of the Colorado constitution or any other law.

On November 4, 2014, District voters approved authorization to increase property taxes up to \$100,000,000, annually, as necessary, to pay for the operations and maintenance expenditures of the District as well as \$100,000,000, annually, as necessary to pay for the capital expenditures of the District. Debt authorization was approved in the amount of \$2,260,000,000 for the above listed facilities and \$226,000,000 for refunding debt. The voters authorized debt of \$226,000,000 for the costs of operating and maintaining the District's systems and \$50,000,000 for the issuance of mortgages, liens and other encumbrances on District real and personal property. The voters also authorized \$226,000,000 in debt for both Intergovernmental Agreements and Private Agreements. The election also allows the District to retain all revenues without regard to the limitations contained in Article X, Section 20 of the Colorado constitution or any other law.

Pursuant to the Amended and Restated Service Plan, the maximum mill levy for general obligation debt and operations and maintenance is 69.000 mills. This limit is to be adjusted for increases or decreases in the residential assessment ratio (for the debt portion of the mill levy only) so that the actual tax revenues derived from the mill levy, as adjusted, are neither diminished nor enhanced as a result.

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

The District prepares its budget on the modified accrual basis of accounting in accordance with the requirements of Colorado Revised Statutes C.R.S. 29-1-105 using its best estimates as of the date of the budget hearing. These estimates are based on expected conditions and its expected course of actions. The assumptions disclosed herein are those that the District believes are significant to the budget. There will usually be differences between the budget and actual results, because events and circumstances frequently do not occur as expected, and those differences may be material.

Revenues

Developer Advances

The District is in the development stage. As such, the operating and administrative expenditures are to be funded by the Developer. Advances are recorded as revenue for budget purposes with an obligation for future repayment when the District is financially able to reimburse others from bond proceeds and other available revenue.

Property Taxes

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

The calculation of the taxes levied is displayed on the property tax page of the Budget and is pursuant to the Master Reimbursement Agreement. Collectively, Districts Nos. 5, 6, and 7 are permitted to levy 69.000 mills, with the debt service portion of Districts No. 5 and No 6 being adjusted for changes in the assessment ration which brings the total mill leave for all three districts to 74.277 mills. The total adopted mill levy is shown on the Property Tax Summary page of the budget. The District had adjusted its debt service mill levy to 44.222 mills.

Specific Ownership Tax

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

Net Investment Income

Interest earned on the District's available funds has been estimated based on an average interest rate of approximately 1.5%.

Facilities Fees

The District imposes a Facilities Fee in the amount of \$4,000 on each residential lot within the boundaries of the District. Such fees are allowed to increase the lesser of 5% annually or the percentage increase in the Denver-Boulder Consumer price index percentage increase for the prior year, effective January 1, 2017. The Facilities Fees are due and payable on the earlier to occur of (i) the initial transfer of a residential lot to a third party builder or (ii) the issuance of a building permit for a residential unit.

Revenues (continued)

Public Improvement Fee (PIF)

The Mixed-Use Owner has imposed a Public Improvement Fee ("PIF") through the Declaration of Covenants Imposing And Implementing The North Canyons Public Improvements Fee ("PIF Covenant"). The PIF rate applicable to Construction Activities is 50% of the applicable Use Tax rate pursuant to the City's Sales/Use Tax Ordinance. Construction Activities is defined in the PIF Covenant as the use of building and construction materials for incorporation into the construction of any new building. Eighty percent (80%) of the PIF Revenue is collected by the District and pledged to the payment of the 2016 Bonds. The PIF is due prior to obtaining a building permit.

Expenditures

County Treasurer's Fees

County Treasurer's collection fees have been computed at 1.5% of property taxes.

General and Administrative

General and administrative expenditures have been provided based on estimates of the District's Board of Directors and consultants and include the services necessary to maintain the District's administrative viability such as accounting, legal, insurance, and other administrative expenditures.

Debt Service

Interest payments are provided based on the attached debt to maturity schedule for the Series 2017A bonds.

The District anticipates an interest payment on the Series 2017B bonds. A debt to maturity schedule is not attached due to the cash flow nature of these Bonds.

Capital Outlay

The District anticipates infrastructure improvements as noted in the Capital Projects fund.

Debt and Leases

Series 2017A Limited Tax General Obligation and Special Revenue Refunding and Improvement Bonds

On May 24, 2017 the District issued \$47,500,000 of Limited Tax General Obligation and Special Revenue Refunding and Improvement Bonds. The proceeds from the sale of the 2017A Bonds were used to:

Debt and Leases (continued)

- (a) finance the acquisition, construction, and installation of certain public improvements;
- (b) refund the outstanding balance on the 2016 Bonds (defined below);
- (c) fund the Capitalized Interest Fund;
- (d) fund the Senior Reserve Fund; and
- (e) pay the costs of issuing the Bonds.

The Series 2017A Bonds bear interest at rates ranging from 6.000% to 6.125%, payable semiannually on June 1 and December 1 each year, to the extent of Senior Pledged Revenue available therefor, beginning on December 1, 2017. Annual mandatory sinking fund principal payments on the Series 2017A Bonds are due on December 1, beginning on December 1, 2026. The Series 2017A Bonds mature on December 1, 2047.

The Series 2017A Bonds are secured by and payable solely from and to the extent of the Senior Pledged Revenue, net of any costs of collection, which is defined generally in the 2017A Indenture as:

- (a) the Senior Property Tax Revenues;
- (b) the Senior Specific Ownership Tax Revenues attributable to the Senior Required Mill Levy;
- (c) Capital Fees, including particularly and without limitation, the Facilities Fees;
- (d) Pledged PIF Revenues; and
- (e) any other legally available moneys which the District determines, in its absolute discretion, to credit to the Senior Bond Fund.

Senior Pledged Revenue that is not needed to pay debt service on the Series 2017A Bonds in any year will be deposited to and held in the Senior Surplus Fund, up to the Maximum Surplus Amount of \$2,375,000. The Senior Surplus Fund is established and held as an account of the Trustee, and moneys therein are to be used solely for the purpose of paying the principal of and interest on the Series 2017A Bonds to the extent the moneys in the Senior Bond Fund are insufficient for such purpose. Amounts on deposit in the Senior Surplus Fund (if any) on the maturity date of the Series 2017A Bonds shall be applied to the payment of the Series 2017A Bonds.

The Series 2017A Bonds are further secured by amounts on deposit in the Senior Reserve Fund, which was funded with proceeds from the Series 2017A Bonds in the amount of the Required Reserve of \$4,529,294.

The Series 2017A Indenture provides a Senior Required Mill Levy be imposed in an amount sufficient to pay the principal of, premium if any, and interest on the Series 2017A Bonds as the same become due and payable (less any amount thereof for which amounts are then on deposit in the Senior Bond Fund and, solely to the extent provided in the Senior Indenture, the Senior Surplus Fund and the Senior Reserve Fund) and to replenish the Senior Reserve Fund to the Senior Reserve Requirement, but not in excess of 40 mills (as adjusted). For so long as the Senior Surplus Fund is less than the Maximum Surplus Amount, the Senior Required Mill Levy shall be equal to 40 mills (as adjusted to 44.222), or such lesser amount that will generate Senior Property Tax Revenues (i) sufficient to pay the principal of, premium if any, and interest on the Series 2017A

Debt and Leases (continued)

Bonds as the same become due and payable, and to fully fund the Senior Surplus Fund to the Maximum Surplus Amount, or (ii) which, when combined with moneys then on deposit in the Senior Bond Fund, the Senior Surplus Fund and the Senior Reserve Fund, will pay the Series 2017A Bonds in full. Such maximum and minimum mill levies are subject to adjustment per changes in the residential assessment rate.

Series 2017B Subordinate Limited Tax General Obligation and Special Revenue Bonds

On May 24, 2017 the District issued \$11,925,000 of Limited Tax General Obligation and Special Revenue Bonds. The proceeds from the sale of the Series 2017B Bonds were used to finance the acquisition, construction, and installation of certain public improvements.

The Series 2017B Bonds bear an interest rate of 8.00% per annum and payable annually on December 15, but only to the extent of available Subordinate Pledged Revenue. The Series 2017B Bonds are structured as cash flow bonds, meaning that there are no scheduled payments of principal or interest thereof prior to the final maturity date. Rather, principal on the Series 2017B Bonds is payable on each December 15 (if at all) from, and solely to the extent of, Subordinate Pledged Revenue (if any) remaining after the payment of interest then due on the Series 2017B Bonds on December 15 of the then current year. Unpaid interest on the 2017B Bonds compounds annually on each December 15.

In the event that, on December 15, 2057 any amount of principal of or interest on the Series 2017B Bonds remains unpaid after application of all Subordinate Pledged Revenue available therefor in accordance with the Subordinate Indenture, the Series 2017B Bonds and the lien of the Subordinate Indenture securing payment thereof is to be deemed discharged.

The Series 2017B Bonds are secured by and payable solely from the following sources, net of any costs of collection, to the extent not previously deducted by definition, (the "Subordinate Pledged Revenue"):

- (a) all Subordinate Property Tax Revenues;
- (b) all Subordinate Specific Ownership Tax Revenues attributable to the Subordinate Required Mill Levy;
- (c) all Subordinate Capital Fee Revenue, including particularly and without limitation, the Facilities Fees;
- (d) all Subordinate PIF Revenue; and
- (e) any other legally available moneys which the District determines, in its absolute discretion, to credit to the Subordinate Bond Fund.

Pursuant to the Series 2017B Indenture, the District has further covenanted to levy a Subordinate Required Mill Levy each year in the amount equal to (i) 40 mills (as adjusted from January 1, 2009 to 44.222) less the Senior Required Mill Levy, or (ii) such lesser amount that will generate Subordinate Property Tax Revenues which, when combined with moneys then on deposit in the Subordinate Bond Fund, will pay the 2017B Bonds in full.

Debt and Leases (continued)

Series 2016 Limited Tax General Obligation and Special Revenue Bonds

The District previously authorized its Limited Tax General Obligation and Special Revenue Bonds, Series 2016, in the aggregate principal amount of up to \$68,664,991 and, of such amount, the District has issued \$1,535,003 in aggregate principal amount. The Series 2016 Bonds were authorized to be issued from time to time in accordance with an Indenture of Trust between the District and UMB Bank, n.a., as trustee thereunder (the "2016 Trustee") dated as of November 1, 2016, as amended by the First Supplemental Indenture of Trust between the District and the 2016 Trustee dated as of the date of issuance of the Bonds (the "2016 First Supplement" and, as so supplemented, the "2016 Indenture").

Proceeds of the Series 2017A Bonds will be used to refund the outstanding balance of the Series 2016 Bonds in the principal amount of \$1,535,003. As a result of the provisions of the 2016 First Supplement, the Series 2016 Bonds will thereafter have a reduced aggregate principal amount. The 2016 Indenture and related documents will allow additional draws on the 2016 Bonds of up to \$9,950,000 in aggregate principal amount for the purpose of paying the Original Landowner amounts due pursuant to the District's Reimbursement Obligation under the Master Reimbursement Agreement to the extent proceeds of the Series 2017A and 2017B Bonds are insufficient for such purpose. Repayment of the Series 2016 Bonds is fully subordinate and junior to the payment of the 2017A Bonds and the 2017B Bonds.

The District has no operating or capital leases.

Reserves

Emergency Reserves

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

Debt Service Reserves

The District maintains a Debt Service Reserve as required with the issuance of the Series 2017A Bonds.

This information is an integral part of the accompanying budget.

THE CANYONS METROPOLITAN DISTRICT NO. 5 SCHEDULE OF DEBT SERVICE CASH REQUIREMENTS TO MATURITY December 31, 2019

\$47,500,000

General Obligation and Refunding and Improvement Bonds , Series 2017A Interest Rate 6.000% to 6.125% per annum Interest Payable on June 1 and December 1 Principal Payable December 1 Dated May 24, 2017

December 31,	Principal	Interest	Total
2019	\$-	\$ 2,892,794	\$ 2,892,794
2020	-	2,892,794	2,892,794
2021	-	2,892,794	2,892,794
2022	-	2,892,794	2,892,794
2023	-	2,892,794	2,892,794
2024	-	2,892,794	2,892,794
2025	-	2,892,794	2,892,794
2026	20,000	2,892,794	2,912,794
2027	260,000	2,891,594	3,151,594
2028	560,000	2,875,994	3,435,994
2029	800,000	2,842,394	3,642,394
2030	1,040,000	2,794,394	3,834,394
2031	1,135,000	2,731,994	3,866,994
2032	1,280,000	2,663,894	3,943,894
2033	1,360,000	2,587,094	3,947,094
2034	1,520,000	2,505,494	4,025,494
2035	1,610,000	2,414,294	4,024,294
2036	1,785,000	2,317,694	4,102,694
2037	1,895,000	2,210,594	4,105,594
2038	2,090,000	2,096,894	4,186,894
2039	2,220,000	1,968,881	4,188,881
2040	2,440,000	1,832,906	4,272,906
2041	2,585,000	1,683,456	4,268,456
2042	2,830,000	1,525,125	4,355,125
2043	3,005,000	1,351,788	4,356,788
2044	3,275,000	1,167,731	4,442,731
2045	3,475,000	967,138	4,442,138
2046	3,775,000	754,294	4,529,294
2047	8,540,000	523,075	9,063,075
	\$ 47,500,000	\$ 65,849,069	\$ 113,349,069