

WOODMEN HEIGHTS METROPOLITAN DISTRICT NOS. 1, 2 AND 3

JOINT 2015 ANNUAL REPORT

TO

CITY OF COLORADO SPRINGS, COLORADO

Pursuant Section VII(B) of the Amended and Restated Consolidated Service Plan for Woodmen Heights Metropolitan District Nos. 1, 2 and 3, (the “**Districts**”) are required to provide an annual report to the City of Colorado Springs with regard to the following matters:

1. Boundary changes made or proposed to the District’s boundary as of December 31 of the prior year.
2. Intergovernmental agreements with other governmental entities, either entered into or proposed as of December 31 of the prior year.
3. Copies of the Districts’ rules and regulations, if any, as of December 31 of the prior year.
4. A summary of any litigation which involves the District’s Public Improvements as of December 31 of the prior year.
5. Status of the Districts’ construction of the Public Improvements as of December 31 of the prior year.
6. A list of all facilities and improvements constructed by the Districts that have been dedicated to and accepted by the City as of December 31 of the prior year.
7. The assessed valuation of the Districts for the current year.
8. Current year budget including a description of the Public Improvements to be constructed in such year.
9. Audit of the Districts financial statements, for the year ending December 31 of the previous year, prepared in accordance with generally accepted accounting principles or audit exemption, if applicable.
10. Notice of any uncured events of noncompliance by the Districts under any Debt instrument which continue beyond a 90-day period.
11. Any inability of the Districts to pay their obligations as they come due, in accordance with the terms of such obligations, which continue beyond a 90-day period.

12. Copies of any Certifications of an External Financial Advisor provided as required by the Privately Placed Debt Limitation provision.

For the year ending December 31, 2015, the Districts make the following report:

1. Boundary changes made in 2015.

There were boundary changes made in 2015. Copies of the Order for Inclusion of Property, District No. 2 (RMG-RS Holdings, LLC and Rivers Cumbre Vista, LLC) and the Order for Exclusion of Property, District No. 3 (RMG-RS Holdings, LLC) are attached hereto as **Exhibit A**.

2. Intergovernmental Agreements with other governmental bodies entered into or proposed.

A proposed agreement with the City was previously pending concerning among other things, cost recovery arrangements for fair and equitable cost participation from benefitted properties located outside of the Districts. The pending agreement has been tabled.

3. Rules and Regulations.

None.

4. A summary of any litigation involving the Districts.

None.

5. Public Improvement Construction Status.

A small amount of public infrastructure construction continues to occur within the boundaries of the Districts by the developers as necessary for their projects.

6. Public Improvement Dedication to City on for reporting year.

There was nothing conveyed to the City in 2015 by the Districts.

7. Summary of current assessed valuations for the Financing Districts.

District No. 1's certified assessed valuation for 2014: \$180
District No. 2's certified assessed valuation for 2014: \$ 23,351,820
District No. 3's certified assessed valuation for 2014: \$ 1,706,300

8. Budgets for reporting year.

Copies of the 2015 budgets for Districts Nos. 1, 2 and 3 are attached as **Exhibit B**.

9. Audited Financial Statements for previous year.

A copy of 2015 Audit Report for the Districts is attached as **Exhibit C**.

10. Notice of any uncured events of noncompliance by the Districts under any Debt instrument which continue beyond a 90-day period.

None.

11. Any inability of the Districts to pay their obligations as they come due, in accordance with the terms of such obligations, which continue beyond a 90-day period.

None.

12. Copies of any Certifications of an External Financial Advisor provided as required by the Privately Placed Debt Limitation provision.

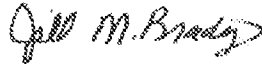
Not applicable in 2015.

EXHIBIT A
BOUNDARY CHANGES

DISTRICT COURT, EL PASO COUNTY, COLORADO Court Address: 270 S. Tejon, Colorado Springs, CO, 80901	DATE FILED: July 23, 2015 8:13 AM △ COURT USE ONLY △
In the Matter of: WOODMEN HEIGHTS METROPOLITAN DISTRICT NO	Case Number: 2004CV3877 Division: 20 Courtroom:
<p align="center">Amended Order for Inclusion (Includes Attachment)</p>	

The motion/proposed order attached hereto: GRANTED.

Issue Date: 7/23/2015

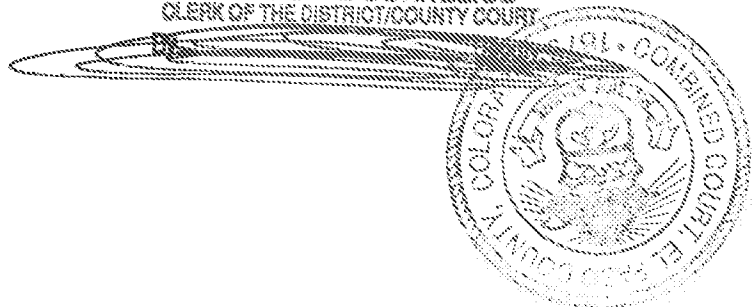


JILL M. BRADY
District Court Judge

State of Colorado, County of El Paso
Certified to be a true, and correct
copy of the original in my custody.

JUL 24 2015

DR. LYNETTE CORNELIUS
CLERK OF THE DISTRICT/COUNTY COURT



DISTRICT COURT, EL PASO COUNTY, COLORADO Court Address: 270 South Tejon Street Colorado Springs, CO 80901 Telephone: (719) 448-7700	
IN RE THE MATTER OF WOODMEN HEIGHTS METROPOLITAN DISTRICT NO. 2, EL PASO COUNTY, COLORADO	▲ COURT USE ONLY ▲
By the Court:	Case Number: 04 CV 3877 Division: _____ Courtroom: _____
ORDER FOR INCLUSION (RMG-RS Holdings, LLC and Rivers Cumbre Vista, LLC Inclusion)	

THIS MATTER comes before the Court pursuant to § 32-1-401(1), C.R.S., on Motion for an Order for Inclusion of property into the boundaries of the Woodmen Heights Metropolitan District No. 2, located in the City of Colorado Springs, El Paso County, Colorado (the "District"). This Court, being fully advised in the premises, and there being no objection filed by any person, hereby **ORDERS**:

1. That the real property set forth in Exhibit A, attached hereto and incorporated herein by this reference (the "Property"), shall be and is hereby included within the boundaries of the District.

2. That in accordance with § 32-1-402(1)(b), C.R.S., after the date of this Order, the Property shall be subject to all of the taxes and charges imposed by the District and shall be liable for its proportionate share of existing bonded indebtedness of the District, except as owners may be exempt by law.

3. In accordance with § 32-1-402(1)(c), C.R.S., the Property shall be liable for its proportionate share of annual operation and maintenance charges and the cost of facilities of the District and taxes, rates, fees, tolls or charges shall be certified and levied or assessed therefor.

4. In accordance with § 32-1-402(1)(f), C.R.S., the District's facility and service standards which are applied within the included area shall be compatible with the facility and service standards of adjacent municipalities

5. The District shall file this order in accordance with the provisions of § 32-1-105, C.R.S.

DONE AND EFFECTIVE THIS _____ day of _____ 2015.

BY THE COURT:

District Court Judge

EXHIBIT A
(Legal Description of Inclusion Property)

Exhibit A

LEGAL DESCRIPTION:

A TRACT OF LAND LOCATED IN A PORTION OF THE SOUTHEAST ONE-QUARTER OF THE NORTHEAST ONE-QUARTER (SE1/4 NE1/4) OF SECTION 8, TOWNSHIP 13 SOUTH, RANGE 58 WEST OF THE 6TH P.M., EL PASO COUNTY, COLORADO AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHWEST CORNER OF SAID SOUTHEAST ONE-QUARTER OF THE NORTHEAST ONE-QUARTER (SE1/4 NE1/4), FROM WHICH THE NORTHEAST CORNER OF SAID SOUTHEAST ONE-QUARTER OF THE NORTHEAST ONE-QUARTER (SE1/4 NE1/4), BEARS N89°28'02"E, A DISTANCE OF 1310.58 FEET AND IS THE BASIS OF BEARINGS USED HEREIN, THENCE S00°44'46"E, 30.00 FEET, TO THE POINT OF BEGINNING;

THENCE N82°27'45"E PARALLEL TO THE NORTHERLY LINE OF SAID SOUTHEAST ONE-QUARTER OF THE NORTHEAST ONE-QUARTER (SE1/4 NE1/4), A DISTANCE OF 829.92 FEET;
THENCE S01°00'12"E, A DISTANCE OF 302.22 FEET;
THENCE S01°00'15"E, A DISTANCE OF 321.88 FEET;
THENCE S00°48'17"E, A DISTANCE OF 208.08 FEET;
THENCE S02°38'30"E, A DISTANCE OF 84.17 FEET;
THENCE S88°15'02"W ALONG THE SOUTH LINE OF SAID NORTH ONE-HALF OF THE SOUTHWEST ONE-QUARTER OF THE SOUTHEAST OF THE NORTHEAST ONE-QUARTER (N1/2 SW1/4 SE1/4 NE1/4), A DISTANCE OF 857.58 FEET TO THE SOUTHWEST CORNER OF SAID NORTH ONE-HALF OF THE SOUTHWEST ONE-QUARTER OF THE SOUTHEAST ONE-QUARTER OF THE NORTHEAST ONE-QUARTER (N1/2 SW1/4 SE1/4 NE1/4);
THENCE N00°44'27"E ALONG THE WEST LINE OF SAID SOUTHEAST ONE-QUARTER OF THE NORTHEAST ONE-QUARTER (SE1/4 NE1/4), A DISTANCE OF 632.28 FEET TO THE POINT OF BEGINNING.

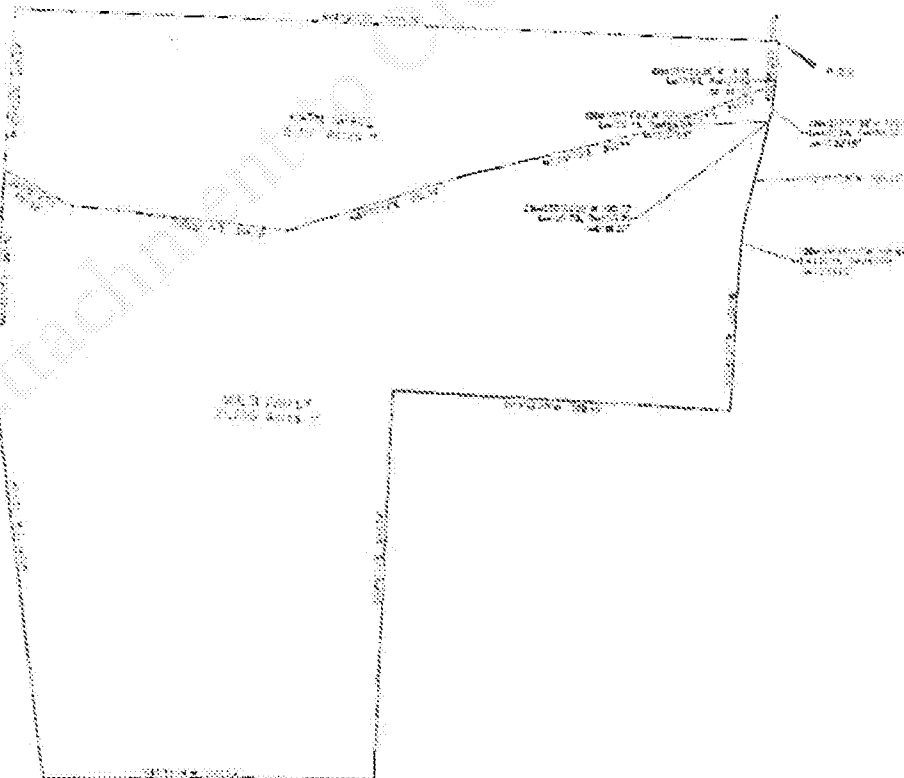
SAID TRACT OF LAND CONTAINS 13.70 ACRES OF LAND, MORE OR LESS.

EXHIBIT A
(The Property)

LEGAL DESCRIPTION

Being a part of the southwest Quarter of Section 6, Township 13 South, Range 65 West of the 6th P.M., City of Colorado Springs, County of El Paso, State of Colorado.

Beginning at the Northwest Corner of Tutt Boulevard as shown in Reception No. 206712270; The following 5 courses are along the West line thereof; 1) thence $S00^{\circ}46'20''W$, a distance of 57.75 feet to a point of curvature;; 2) thence along said curve to the Right, having a Radius of 658.00 feet through a central angle of $10^{\circ}30'48''$ for an arc length of 120.74 feet, who's Long Chord bears $S06^{\circ}01'44''W$, a distance of 120.57 feet to a tangent line; 3) thence $S11^{\circ}17'08''W$, a distance of 101.38 feet to a point of curvature; 4) thence along said curve to the Left, having a radius of 742.00 feet through a central angle of $10^{\circ}33'10''$, for an arc distance of 136.66 feet, who's long Chord bears $S06^{\circ}00'33''W$, a distance of 136.47 feet to a tangent line; 5) thence $S00^{\circ}46'20''W$, a distance of 240.782 feet; thence departing said West line $S87^{\circ}52'50''W$, 588.45 feet; thence $S00^{\circ}18'37''E$, a distance of 683.34 feet to a point on the North line of Westview Estates as shown on Reception No. 474595; thence $S87^{\circ}03'58''W$ along the north line thereof, a distance of 579.63 feet; thence $N10^{\circ}11'15''W$, a distance of 727.29 feet; thence $N00^{\circ}20'55''E$, a distance of 629.32 feet; thence $S89^{\circ}08'13''W$, a distance of 1339.39' to the Point of Beginning, containing 29.607 acres more or less.



DISTRICT COURT, EL PASO COUNTY, COLORADO	
Court Address: 270 S. Tejon, Colorado Springs, CO, 80901	
In the Matter of: WOODMEN HEIGHTS METROPOLITAN DISTRICT NO	DATE FILED: July 23, 2015 8:14 AM
	△ COURT USE ONLY △
	Case Number: 2004CV3878 Division: 20 Courtroom:
Amended Order for Exclusion (Includes Attachment)	

The motion/proposed order attached hereto: GRANTED.

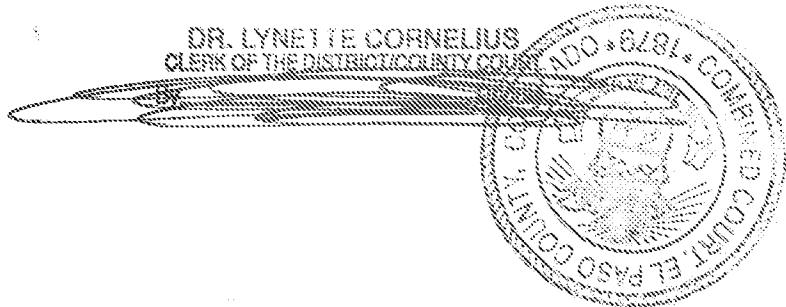
Issue Date: 7/23/2015

JILL M. BRADY
District Court Judge

State of Colorado, County of El Paso
Certified to be a true, and correct
copy of the original in my custody.

JUL 24 2015

DR. LYNETTE CORNELIUS
CLERK OF THE DISTRICT COURT



DISTRICT COURT, EL PASO COUNTY, COLORADO Court Address: 270 South Tejon Street Telephone: Colorado Springs, CO 80901 (719) 448-7700	
IN RE THE MATTER OF WOODMEN HEIGHTS METROPOLITAN DISTRICT NO. 3, EL PASO COUNTY, COLORADO	▲ COURT USE ONLY ▲
By the Court:	Case Number: 04 CV3878 Division: _____ Courtroom: _____
ORDER FOR EXCLUSION (RMG-RS Holdings, LLC)	

THIS MATTER comes before the Court pursuant to § 32-1-501(1), C.R.S., on Motion for an Order for Exclusion of property from the boundaries of the Woodmen Heights Metropolitan District No. 3, located in the City of Colorado Springs, El Paso County, Colorado (the "District"). This Court, being fully advised in the premises, and there being no objection filed by any person, hereby ORDERS:

1. That the real property set forth in Exhibit A, attached hereto and incorporated herein by this reference (the "Property"), shall be and is hereby excluded from the boundaries of the District.
2. As of the date of this Order, there is no outstanding bonded indebtedness issued by the District for which the Property will be liable.
3. In accordance with § 32-1-503(1), C.R.S., the Property shall not become obligated for any property tax levied by the District for operating costs of the District nor for any bonded indebtedness issued after the date of this Order.
4. The District shall file this order in accordance with the provisions of § 32-1-105, C.R.S.

EXHIBIT A
(Legal Description of Exclusion Property)

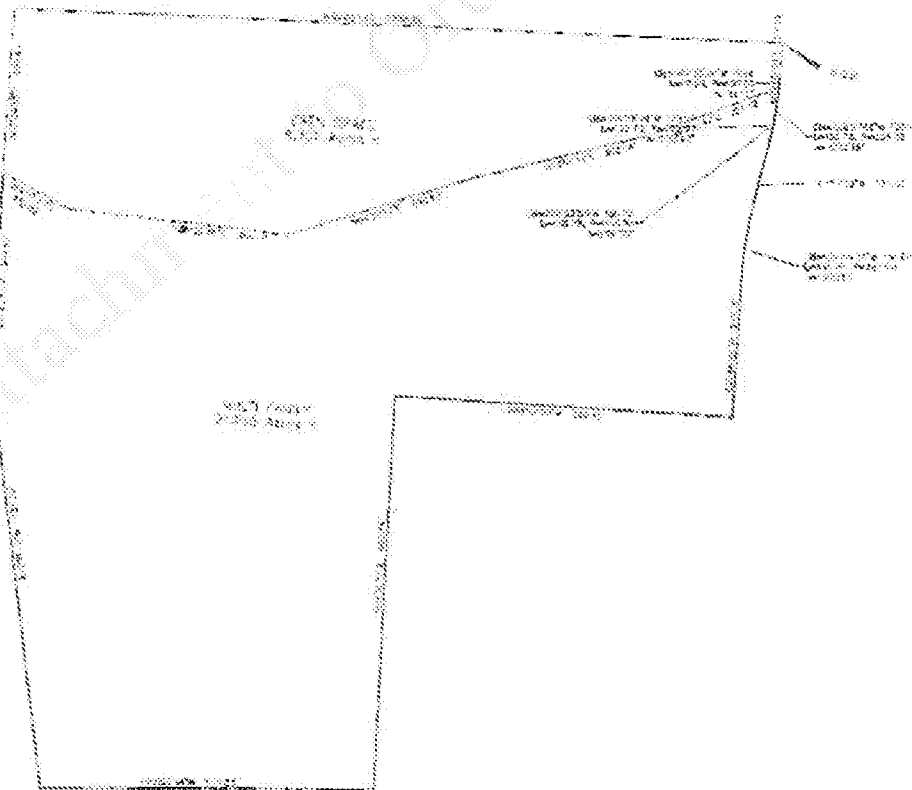
Attachment to Order - 2004CV3878

EXHIBIT A
(The Property)

LEGAL DESCRIPTION

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**EXHIBIT B
2015 BUDGETS**

**WOODMEN HEIGHTS METROPOLITAN DISTRICT
2015 AMENDED BUDGET AND 2016 BUDGET
DISTRICT 1 - GENERAL FUND**

	2014 ACTUAL	2015 ACTUAL	2015 AMENDED	2015 BUDGET	2016 BUDGET
\$5,000/ACRE PLATTING FEE (80 Acres)	\$ 122,100.00	\$ 387,096.41	\$ 387,096.41	\$ 250,000.00	\$ 400,000.00
\$500/ACRE PLATTING FEE-PARK	\$ 19,687.00	\$ 77,348.85	\$ 77,348.85	\$ 25,000.00	\$ 40,000.00
\$1,700/ACRE CITY FEE FOR PARKS	\$ 66,935.80	\$ 262,030.58	\$ 262,030.58	\$ 85,000.00	\$ 136,000.00
\$500/ACRE CITY FEE FOR BRIDGE	\$ 19,687.00	\$ 77,067.82	\$ 77,067.82	\$ 25,000.00	\$ 40,000.00
TOTAL CREDITS GIVEN FOR TIER 1 DEBT		\$ 150,970.00	\$ 150,970.00		
	2014 ACTUAL	2015 ACTUAL	2015 AMENDED	2015 BUDGET	2016 BUDGET
GENERAL FUND BEGINNING BALANCE	\$ 5,184.74	\$ 36,061.24	\$ 36,061.24	\$ 36,365.00	\$ 42,722.11
REVENUES/PLATTING FEES	\$ 223,154.09	\$ 373,052.78	\$ 351,605.85	\$ -	\$ 400,000.00
COST RECOVERIES	\$ 486,064.71				
DRAINAGE CREDITS- SOLD	\$ 15,600.00	\$ 61,153.29	\$ 51,153.29	\$ 10,000.00	\$ 10,000.00
O&M MILL LEVY (10) - DISTRICT 2	\$ 192,389.42	\$ 220,464.77	\$ 212,381.45	\$ 211,836.89	\$ 249,864.47
O&M MILL LEVY (10) - DISTRICT 3	\$ 14,722.16	\$ 17,688.88	\$ 17,204.24	\$ 17,882.80	\$ 18,257.41
TOTAL REVENUES	\$ 931,930.38	\$ 672,359.72	\$ 632,344.83	\$ 239,719.69	\$ 678,121.88
TOTAL REVENUE & FUND BALANCE	\$ 937,115.12	\$ 708,420.96	\$ 668,406.07	\$ 276,084.69	\$ 720,843.99
EXPENDITURES					
O&M DISTRICT 2 (landscape maintenance - CV)	\$ 43,360.64	\$ 47,566.29	\$ 50,000.00	\$ 50,000.00	\$ 50,000.00
O&M DISTRICT 2 (landscape maintenance - FM)	\$ 14,713.33	\$ 19,984.72	\$ 25,000.00	\$ 15,000.00	\$ 40,000.00
O&M DISTRICT 3 (landscaping, utilities, snow removal)					
BOARD OF DIRECTORS FEE					
DISTRICT MANAGEMENT/ACCOUNTING	\$ 96,000.00	\$ 96,000.00	\$ 96,000.00	\$ 96,000.00	\$ 96,000.00
OFFICE/POSTAGE	\$ 703.44	\$ 694.82	\$ 610.00	\$ 600.00	\$ 700.00
AUDIT	\$ 13,500.00	\$ 14,000.00	\$ 14,000.00	\$ 14,000.00	\$ 14,000.00
GENERAL LIABILITY INSURANCE	\$ 7,602.21	\$ 7,321.51	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00
SDA DUES	\$ 1,195.76	\$ 1,025.59	\$ 1,500.00	\$ 1,500.00	\$ 1,500.00
LEGAL	\$ 40,393.86	\$ 101,453.59	\$ 120,000.00	\$ 40,000.00	\$ 60,000.00
TREASURER'S FEES	\$ 3,106.67	\$ 3,849.55	\$ 3,849.55	\$ 3,814.30	\$ 4,459.27
BANK SERVICE CHARGES	\$ -	\$ -	\$ 200.00	\$ 200.00	\$ 200.00
REPAY DEVELOPER ADVANCES/OLD VENDORS	\$ 676,994.12	\$ 373,052.78	\$ 345,605.85		\$ 400,000.00
MISCELLANEOUS/ENGINEERING	\$ 3,180.00	\$ 700.00	\$ 1,000.00	\$ 6,000.00	\$ 2,000.00
TOTAL EXPENDITURES	\$ 900,750.03	\$ 665,648.85	\$ 667,765.40	\$ 237,114.30	\$ 678,859.27
ENDING FUND BALANCE	\$ 36,365.09	\$ 42,772.11	\$ 640.67	\$ 38,970.39	\$ 41,984.72
3% EMERGENCY RESERVE	\$ 27,022.50	\$ 19,969.47	\$ 20,032.96	\$ 7,113.43	\$ 20,365.78

**WOODMEN HEIGHTS METROPOLITAN DISTRICT
2015 AMENDED BUDGET AND 2016 BUDGET
DISTRICT 1 - SERIES 2012A AND 2012B BONDS FUND**

	2014 ACTUAL	2015 ACTUAL	2015 AMENDED	2015 BUDGET	2016 BUDGET
REVENUE FUND BEGINNING BALANCE	\$ 550,082.00	\$ 1,633,945.32	\$ 1,633,945.32	\$ 1,118,825.00	\$ 2,835,174.50
REVENUES					
CENTER FOR STRATEGIC MINISTRY	\$ 78,005.54	\$ 175,014.48	\$ 175,014.48	\$ 78,005.54	\$ 175,014.48
D2- PROPERTY TAXES	\$ 526,315.95	\$ 593,862.21	\$ 593,862.21	\$ 593,935.20	\$ 700,554.60
D2- SPECIFIC OWNERSHIP TAXES	\$ 55,579.69	\$ 67,117.33	\$ 67,117.33	\$ 41,575.46	\$ 49,038.82
D2- DELINQUENT TAX AND INTEREST	\$ 176.66	\$ 415.71	\$ 415.71		
D2- PY TAX ABATEMENT AND INTEREST	\$ 19.70				
D3- PROPERTY TAXES	\$ 46,500.32	\$ 47,296.22	\$ 47,296.22	\$ 50,138.70	\$ 51,189.00
D3- SPECIFIC OWNERSHIP TAXES	\$ 5,210.03	\$ 5,665.91	\$ 5,665.91	\$ 3,509.71	\$ 3,583.23
D3- DELINQUENT TAX AND INTEREST	\$ 520.43	\$ 104.58	\$ 104.58		
D2- IMPACT FEES RESIDENTIAL (\$3,102.66/unit) 250	\$ 377,100.80	\$ 768,274.96	\$ 768,274.96	\$ 590,982.00	\$ 775,665.00
D2- IMPACT FEES RES MULTI (\$1,861.59/unit)		\$ 20,177.59	\$ 20,177.59	\$ 11,250.00	\$ 46,800.00
D3- IMPACT FEES COMMERCIAL (\$0.78/SF) 60,000		\$ 20,177.59	\$ 20,177.59	\$ 11,250.00	\$ 46,800.00
INTEREST INCOME	\$ 150.05	\$ 225.37	\$ 225.37		
TOTAL REVENUES	\$ 1,089,579.17	\$ 1,678,154.36	\$ 1,678,154.36	\$ 1,369,396.61	\$ 1,801,845.13
TOTAL REVENUE & FUND BALANCE	\$ 1,639,661.17	\$ 3,312,099.68	\$ 3,312,099.68	\$ 2,488,221.61	\$ 4,637,019.63
EXPENDITURES					
BOND INTEREST	\$ 394,200.00	\$ 390,300.00	\$ 390,300.00	\$ 390,300.00	\$ 386,100.00
BOND PRINCIPAL	\$ 65,000.00	\$ 70,000.00	\$ 70,000.00	\$ 70,000.00	\$ 80,000.00
BANK SERVICE CHARGES/BOND FEES	\$ 3,000.00	\$ 7,000.00	\$ 7,000.00	\$ 10,000.00	\$ 10,000.00
TREASURERS FEES	\$ 8,635.60	\$ 9,625.18	\$ 9,625.18	\$ 9,661.11	\$ 11,276.15
TOTAL EXPENDITURES	\$ 470,835.60	\$ 476,925.18	\$ 476,925.18	\$ 479,961.11	\$ 487,376.15
TRANSFER TO SURPLUS FUND	\$ 50,000.00	\$ -	\$ -	\$ 50,000.00	\$ -
ENDING FUND BALANCE	\$ 1,118,825.57	\$ 2,835,174.50	\$ 2,835,174.50	\$ 1,958,260.50	\$ 4,149,643.48

**WOODMEN HEIGHTS METROPOLITAN DISTRICT
2015 AMENDED BUDGET AND 2016 BUDGET
DISTRICT 1 - SURPLUS FUND**

	2014 ACTUAL	2015 ACTUAL	2015 AMENDED	2015 BUDGET	2016 BUDGET
SURPLUS FUND BEGINNING BALANCE	\$ -	\$ 50,002.33	\$ 50,002.33	\$ 50,002.33	\$ 50,007.30
REVENUES					
TRANSFER IN FROM REVENUE FUND	\$ 50,000.00	\$ -	\$ -	\$ 50,000.00	\$ -
INTEREST INCOME	\$ 2.33	\$ 4.97	\$ 4.97	\$ 5.04	\$ 5.00
TOTAL REVENUES	\$ 50,002.33	\$ 4.97	\$ 4.97	\$ 50,005.04	\$ 5.00
TOTAL REVENUE & FUND BALANCE	\$ 50,002.33	\$ 50,007.30	\$ 50,007.30	\$ 100,007.37	\$ 50,012.30
EXPENDITURES					
BANK SERVICE CHARGES/BOND FEES	\$ -	\$ -	\$ -	\$ -	\$ -
TOTAL EXPENDITURES	\$ -	\$ -	\$ -	\$ -	\$ -
TRANSFER TO REVENUE FUND	\$ -	\$ -	\$ -	\$ -	\$ -
ENDING FUND BALANCE	\$ 50,002.33	\$ 50,007.30	\$ 50,007.30	\$ 100,007.37	\$ 50,012.30

**WOODMEN HEIGHTS METROPOLITAN DISTRICT
2015 AMENDED BUDGET AND 2016 BUDGET
DISTRICT 2 - GENERAL FUND**

	2014 ACTUAL	2015 ACTUAL	2015 AMENDED	2015 BUDGET	2016 BUDGET
GENERAL FUND BEGINNING BALANCE	\$ 15,985.79	\$ 4,382.92	\$ 4,382.92	\$ 5,900.00	\$ 30,759.58
REVENUES					
D2- PROPERTY TAXES (10 MILLS)	\$ 175,438.40	\$ 197,953.79	\$ 197,953.79	\$ 197,978.40	\$ 233,518.20
D2- SPECIFIC OWNERSHIP TAXES	\$ 18,526.47	\$ 22,372.41	\$ 22,372.41	\$ 13,858.49	\$ 16,346.27
D2- DELINQUENT TAX AND INTEREST	\$ 65.45	\$ 138.57	\$ 138.57		
D2- COURT ORDER JUDGEMENT TAXES (2 MILLS)	\$ 35,087.68	\$ 39,590.75	\$ 39,590.75	\$ 39,595.68	\$ 46,703.64
TOTAL REVENUES	\$ 229,118.00	\$ 260,055.52	\$ 260,055.52	\$ 251,432.57	\$ 296,568.11
TOTAL REVENUE & FUND BALANCE	\$ 245,103.79	\$ 264,438.44	\$ 264,438.44	\$ 257,332.57	\$ 327,327.69
EXPENDITURES					
O&M DISTRICT 2 (landscaping, utilities, snow removal)					
CO TREASURER'S FEE	\$ 3,158.87	\$ 3,565.25	\$ 3,565.25	\$ 3,563.61	\$ 4,203.33
MISCELLANEOUS (JUDGEMENT)	\$ 45,172.58	\$ 13,214.08	\$ 13,214.08	\$ 45,495.68	\$ 77,463.22
TOTAL EXPENDITURES	\$ 48,331.45	\$ 16,779.33	\$ 16,779.33	\$ 49,059.29	\$ 81,666.55
TRANSFER TO DISTRICT 1 GENERAL FUND	\$ 190,871.45	\$ 216,899.53	\$ 216,899.53	\$ 208,273.28	\$ 245,661.15
ENDING FUND BALANCE	\$ 5,900.89	\$ 30,759.58	\$ 30,759.58	\$ (0.00)	\$ (0.00)
ASSESSED VALUATION DISTRICT 2	17,545.970	19,797.840	19,797.840	19,797.840	23,351.820
MILL LEVY	10.000	10.000	10.000	10.000	10.000
MILL LEVY	2.000	2.000	2.000	2.000	2.000

**WOODMEN HEIGHTS METROPOLITAN DISTRICT
2015 AMENDED BUDGET AND 2016 BUDGET
DISTRICT 2 - DEBT SERVICE FUND**

	2014 ACTUAL	2015 ACTUAL	2015 AMENDED	2015 BUDGET	2016 BUDGET
DEBT SERVICE BEGINNING BALANCE	\$ -	\$ -	\$ -	\$ -	\$ -
REVENUES					
D2- PROPERTY TAXES	\$ 526,315.95	\$ 593,862.21	\$ 593,862.21	\$ 593,935.20	\$ 700,554.60
D2- SPECIFIC OWNERSHIP TAXES	\$ 55,579.69	\$ 67,117.33	\$ 67,117.33	\$ 41,575.46	\$ 49,038.82
D2- DELINQUENT TAX AND INTEREST	\$ 176.66	\$ 415.71	\$ 415.71		
D2- PY TAX ABATEMENT AND INTEREST	\$ 19.70	\$ -			
D2- IMPACT FEES RESIDENTIAL (\$3,102.66/unit) 250	\$ 377,100.80	\$ 768,274.96	\$ 768,274.96	\$ 590,982.00	\$ 775,665.00
D2- IMPACT FEES MULTI - RES (\$1,861.59/unit)	\$ -	\$ -	\$ -	\$ -	\$ -
TOTAL REVENUES	\$ 959,192.80	\$ 1,429,670.21	\$ 1,429,670.21	\$ 1,226,492.66	\$ 1,525,258.42
EXPENDITURES					
CO TREASURER'S FEE	\$ 7,897.68	\$ 8,914.17	\$ 8,914.17	\$ 8,909.03	\$ 10,508.32
MISCELLANEOUS	\$ -				
TOTAL EXPENDITURES	\$ 7,897.68	\$ 8,914.17	\$ 8,914.17	\$ 8,909.03	\$ 10,508.32
TRANSFER TO DISTRICT 1 DEBT SERVICE FUND	\$ 951,295.13	\$ 1,420,756.05	\$ 1,420,756.05	\$ 1,217,583.65	\$ 1,514,750.11
ENDING FUND BALANCE	\$ -	\$ -	\$ -	\$ (0.00)	\$ 0.00
ASSESSED VALUATION DISTRICT 2	17,545.970	19,797.840	19,797.840	19,797.840	23,351.820
MILL LEVY	30.000	30.000	30.000	30.000	30.000
TOTAL MILL LEVY	42.000	42.000	42.000	42.000	42.000

**WOODMEN HEIGHTS METROPOLITAN DISTRICT
2015 AMENDED BUDGET AND 2016 BUDGET
DISTRICT 3 - GENERAL FUND**

	2014 ACTUAL	2015 ACTUAL	2015 AMENDED	2015 BUDGET	2016 BUDGET
GENERAL FUND BEGINNING BALANCE	\$ 2,558.02	\$ 5,936.58	\$ 5,936.58	\$ 5,658.04	\$ 9,089.65
REVENUES					
D3- PROPERTY TAXES (10 MILLS)	\$ 15,500.08	\$ 15,765.38	\$ 15,765.38	\$ 16,712.90	\$ 17,063.00
D3- SPECIFIC OWNERSHIP TAXES	\$ 1,736.67	\$ 1,888.63	\$ 1,888.63	\$ 1,169.90	\$ 1,194.41
D3- DELINQUENT TAX AND INTEREST	\$ (1,986.86)	\$ 34.86	\$ 34.86		
D3- COURT ORDER JUDGEMENT TAXES (2 MILLS)	\$ 3,100.02	\$ 3,153.08	\$ 3,153.08	\$ 3,342.58	\$ 3,412.60
TOTAL REVENUES	\$ 18,349.91	\$ 20,841.95	\$ 20,841.95	\$ 21,225.38	\$ 21,670.01
TOTAL REVENUE & FUND BALANCE	\$ 20,907.93	\$ 26,778.53	\$ 26,778.53	\$ 26,883.42	\$ 30,759.66
EXPENDITURES					
O&M DISTRICT 3 (landscaping, utilities, snow removal)					
CO TREASURER'S FEE	\$ 249.20	\$ 284.30	\$ 284.30	\$ 250.69	\$ 255.95
MISCELLANEOUS (JUDGEMENT)		\$ -	\$ -	\$ 9,000.62	\$ 12,502.25
TOTAL EXPENDITURES	\$ 249.20	\$ 284.30	\$ 284.30	\$ 9,251.31	\$ 12,758.20
TRANSFER TO DISTRICT 1 GENERAL FUND	\$ 12,442.67	\$ 17,404.58	\$ 17,404.58	\$ 11,974.07	\$ 18,001.46
ENDING FUND BALANCE	\$ 5,658.04	\$ 9,089.65	\$ 9,089.65	\$ 5,658.04	\$ 0.00
ASSESSED VALUATION DISTRICT 3	1,644.760	1,671.290	1,671.290	1,671.290	1,706.300
MILL LEVY	10.000	10.000	10.000	10.000	10.000
MILL LEVY	2.000	2.000	2.000	2.000	2.000

**WOODMEN HEIGHTS METROPOLITAN DISTRICT
2015 AMENDED BUDGET AND 2016 BUDGET
DISTRICT 3 - DEBT SERVICE FUND**

	2014 ACTUAL	2015 ACTUAL	2015 AMENDED	2015 BUDGET	2016 BUDGET
DEBT SERVICE BEGINNING BALANCE	\$ -	\$ -	\$ -	\$ -	\$ -
REVENUES					
D3- PROPERTY TAXES	\$ 46,500.32	\$ 47,296.22	\$ 47,296.22	\$ 50,138.70	\$ 51,189.00
D3- SPECIFIC OWNERSHIP TAXES	\$ 5,210.03	\$ 5,665.91	\$ 5,665.91	\$ 3,509.71	\$ 3,583.23
D3- DELINQUENT TAX AND INTEREST	\$ 520.43	\$ 104.58	\$ 104.58		
D3-DELINQUENT INTEREST ABATEMENT	\$ (6,481.01)				
D3-STATUTORY INTEREST ABATEMENT					
D3- IMPACT FEES COMMERCIAL (\$0.78/SF)60,000SF		\$ 20,177.59	\$ 20,177.59	\$ 11,250.00	\$ 46,800.00
TOTAL REVENUES	\$ 45,749.77	\$ 73,244.30	\$ 73,244.30	\$ 64,898.41	\$ 101,572.23
EXPENDITURES					
CO TREASURER'S FEE	\$ 737.92	\$ 711.01	\$ 711.01	\$ 752.08	\$ 767.84
MISCELLANEOUS					
TOTAL EXPENDITURES	\$ 737.92	\$ 711.01	\$ 711.01	\$ 752.08	\$ 767.84
TRANSFER TO DISTRICT 1 DEBT SERVICE FUND	\$ 45,011.85	\$ 72,533.29	\$ 72,533.29	\$ 64,146.33	\$ 100,804.40
ENDING FUND BALANCE	\$ -	\$ -	\$ -	\$ (0.00)	\$ (0.00)
ASSESSED VALUATION DISTRICT 3	1,644.760	1,671.290	1,671.290	1,671.290	1,706.300
MILL LEVY	30.000	30.000	30.000	30.000	30.000
TOTAL MILL LEVY	42.000	42.000	42.000	42.000	42.000

EXHIBIT C
2015 AUDIT

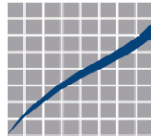
WOODMEN HEIGHTS METROPOLITAN DISTRICT, NOS. 1, 2 & 3

FINANCIAL STATEMENTS

DECEMBER 31, 2015

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BiggsKofford
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

Board of Directors
Woodmen Heights Metropolitan District, Nos. 1, 2 & 3
Colorado Springs, Colorado

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities and each major fund of Woodmen Heights Metropolitan Districts Nos. 1, 2 and 3 ("Districts") as of and for the year ended December 31, 2015, which collectively comprise the Districts' basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express opinions on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each major fund of the Districts as of December 31, 2015, the respective changes in financial position and the respective budgetary comparisons for the general fund and special revenue fund for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Management has omitted management's discussion and analysis that accounting principles generally accepted in the United States of America require to be presented to supplement the basic financial statements. Such missing information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board which 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 opinions on the basic financial statements are not affected by this missing information.

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the Districts' basic financial statements. The supplementary information, as identified in the table of contents, is presented for purposes of additional analysis and is not a required part of the basic financial statements.

The supplementary information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the supplementary information is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

BiggsKofford, P.C.

Colorado Springs, Colorado
July 5, 2016

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BASIC FINANCIAL STATEMENTS

WOODMEN HEIGHTS METROPOLITAN DISTRICT, NOS. 1, 2 & 3
STATEMENT OF NET POSITION
DECEMBER 31, 2015

	Governmental Activities
<u>ASSETS</u>	
Cash and investments	\$ 944,797
Cash and investments - restricted	2,871,138
Accounts receivable - County Treasurer	8,958
Accounts receivable	16,110
Property taxes receivable	1,052,442
Note receivable	2,829,343
Accrued interest receivable	165,076
Capital assets, not being depreciated:	
Construction in progress	1,384,902
Capital assets, net	10,228,204
 Total assets	 19,500,970
<u>LIABILITIES</u>	
Accounts payable	19,966
Accrued interest payable	217,613
Noncurrent liabilities:	
Accounts payable	325,903
Developer advances	2,955,475
General obligation limited tax bonds:	
Due within one year	80,000
Due in more than one year	43,239,429
 Total liabilities	 46,838,386
<u>DEFERRED INFLOWS OF RESOURCES</u>	
Deferred revenues	2,829,343
Deferred tax revenues	1,052,442
 Total deferred inflows of resources	 3,881,785
<u>NET POSITION</u>	
Net investments in capital assets	(2,646,299)
Restricted for:	
Debt service	2,877,537
Emergency reserve	19,607
Unrestricted	(31,470,046)
 Total net position	 \$ (31,219,201)

The accompanying notes and independent auditor's report
should be read with this financial statement.

WOODMEN HEIGHTS METROPOLITAN DISTRICT, NOS. 1, 2 & 3
STATEMENT OF ACTIVITIES
YEAR ENDED DECEMBER 31, 2015

	Program Revenues			Net (expenses) Revenues and Changes in Net Position	
	Expenses	Charges for Services	Operating Grants and Contributions		Capital Grants and Contributions
FUNCTIONS/PROGRAMS					
PRIMARY GOVERNMENT:					
General government	\$ 874,400	\$ 1,443,127	\$ -	\$ -	\$ 568,727
Recoveries	-	-	126,414	-	126,414
Debt forgiveness contribution	-	-	-	2,172,882	2,172,882
Interest and related costs on long-term debt	2,624,841	-	-	-	(2,624,841)
Total primary government	\$ 3,499,241	\$ 1,443,127	\$ 126,414	\$ 2,172,882	243,182
GENERAL REVENUES:					
Property taxes					896,728
Specific ownership taxes					101,896
Interest earned on cash and investments					230
Interest earned on PILOT note receivable					225,435
PILOT note receivable income					70,583
Other income					19,003
Total general revenues					1,313,875
Changes in net position					1,557,057
Net position, beginning of year					(32,776,258)
Net position, end of year					<u><u>\$(31,219,201)</u></u>

The accompanying notes and independent auditor's report
should be read with this financial statement.

WOODMEN HEIGHTS METROPOLITAN DISTRICT, NOS. 1, 2 & 3
BALANCE SHEETS
GOVERNMENTAL FUNDS
DECEMBER 31, 2015

	<u>General Fund</u>	<u>Special Revenue Fund</u>	<u>Debt Service Fund</u>	<u>Total Governmental Funds</u>
<u>ASSETS</u>				
Cash and investments	\$ 944,797	\$ -	\$ -	\$ 944,797
Cash and investments - restricted	-	-	2,871,138	2,871,138
Accounts receivable	-	16,110	-	16,110
Accounts receivable - County Treasurer	-	2,559	6,399	8,958
Property taxes receivable	-	300,698	751,744	1,052,442
Total assets	\$ 944,797	\$ 319,367	\$ 3,629,281	\$ 4,893,445
<u>LIABILITIES</u>				
Accounts payable	19,966	-	-	19,966
Total liabilities	19,966	-	-	19,966
<u>DEFERRED INFLOWS OF RESOURCES</u>				
Deferred property tax revenue	-	300,698	751,744	1,052,442
Total deferred inflows of resources	-	300,698	751,744	1,052,442
<u>FUND BALANCE</u>				
Restricted for:				
Debt service	-	-	2,877,537	2,877,537
Emergency reserve	19,607	-	-	19,607
Assigned for:				
General fund	-	18,669	-	18,669
Unassigned	905,224	-	-	905,224
Total fund balances	924,831	18,669	2,877,537	3,821,037
Total liabilities and fund balances	\$ 944,797	\$ 319,367	\$ 3,629,281	

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

Capital assets used in governmental activities are not financial resources and, therefore, are not reported in the funds:

Capital assets, net	10,228,204
Construction in progress	1,384,902

Liabilities and receivables are not due and payable in the current period and therefore are not reported in the funds:

Accrued interest receivable	165,076
Accounts payable	(325,903)
Accrued interest payable	(217,613)
Developer advances	(2,955,475)
Bonds payable	(43,319,429)

Net position of governmental activities	<u><u>\$ (31,219,201)</u></u>
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The accompanying notes and independent auditor's report
should be read with this financial statement.

WOODMEN HEIGHTS METROPOLITAN DISTRICT, NOS. 1, 2 & 3
STATEMENTS OF REVENUES, EXPENDITURES, AND CHANGES IN
FUND BALANCES
GOVERNMENTAL FUNDS
YEAR ENDED DECEMBER 31, 2015

	<u>General Fund</u>	<u>Special Revenue Fund</u>	<u>Debt Service Fund</u>	<u>Total Governmental Funds</u>
REVENUES				
Charges for services	\$ -	\$ 674,852	\$ 768,275	\$ 1,443,127
Property taxes	-	256,208	640,520	896,728
Specific ownership taxes	-	29,113	72,783	101,896
Recoveries	126,414	-	-	126,414
PILOT Income	-	-	70,583	70,583
Net investment income	156,011	-	85,658	241,669
Other revenue	-	-	19,003	19,003
Total revenues	282,425	960,173	1,656,822	2,899,420
EXPENDITURES				
Current:				
Audit	14,000	-	-	14,000
Bank charges	-	-	31	31
Capital outlay	3,261,479	-	-	3,261,479
Dues and subscription	1,026	-	-	1,026
Insurance	10,665	-	-	10,665
Landscaping and maintenance	407,755	-	-	407,755
Legal	113,042	-	-	113,042
Management fees	96,000	-	-	96,000
Postage	695	-	-	695
Professional fees other	3,393	-	-	3,393
Treasurer's fees	7,000	-	13,475	20,475
Debt service:				
Bond principal	-	-	70,000	70,000
Interest expense	-	-	390,300	390,300
Total expenditures	3,915,055	-	473,806	4,388,861
Excess of revenues over (under) expenditures	(3,632,630)	960,173	1,183,016	(1,489,441)
OTHER FINANCING SOURCES (USES)				
Developer advances	3,105,468	-	-	3,105,468
Repayment of developer advances	(47,691)	-	-	(47,691)
Transfer in (out) other funds	1,445,713	(943,615)	(502,098)	-
Total other financing sources (uses)	4,503,490	(943,615)	(502,098)	3,057,777
Net change in fund balances	870,860	16,558	680,918	1,568,336
Fund balances, beginning of year	53,971	2,111	2,196,619	2,252,701
Fund balances, end of year	\$ 924,831	\$ 18,669	\$ 2,877,537	\$ 3,821,037

The accompanying notes and independent auditor's report
should be read with this financial statement.

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WOODMEN HEIGHTS METROPOLITAN DISTRICT, NOS. 1, 2 & 3
RECONCILIATION OF THE STATEMENTS OF REVENUES, EXPENDITURES
AND CHANGES IN FUND BALANCES OF GOVERNMENTAL FUNDS TO THE
STATEMENT OF ACTIVITIES
YEAR ENDED DECEMBER 31, 2015

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

Net change in fund balances - total governmental funds	\$ 1,568,336
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Governmental funds report capital outlay as an expenditure. In the statement of activities capital outlay is not reported as an expenditure. However, the statement of activities will report as depreciation expense the allocation of the cost of any depreciable asset over the estimated useful lives of the assets:

Depreciation expense	(413,641)
Capital outlay	3,261,478

The issuance of debt provides current financial resources to government funds, while the repayment of principal of debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net position. The net effect of these differences in the treatment of debt is as follows:

Principal payments on general obligation limited tax bonds	70,000
Developer advances	(3,105,468)
Repayment of developer advances	47,691

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

Change in accrued interest receivable	(16,003)
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Some expenses reported in the statement of activities do not require the use of current financial resources and, therefore, are not reported as expenditures in governmental funds:

Change in and reclassification of noncurrent accounts payable	206,323
Series 2012B Bonds accretion	(2,127,288)
Change in accrued interest payable	2,065,629

Changes in net position of governmental activities	\$ 1,557,057
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The accompanying notes and independent auditor's report should be read with this financial statement.

WOODMEN HEIGHTS METROPOLITAN DISTRICT, NOS. 1, 2 & 3
GENERAL FUND
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE
BUDGET AND ACTUAL
YEAR ENDED DECEMBER 31, 2015

	<u>Original Budget</u>	<u>Final Budget</u>	<u>Actual</u>	<u>Variance with Final Budget Positive (Negative)</u>
<u>REVENUES</u>				
Intergovernmental revenues	\$ 229,720	\$ 229,585	\$ -	\$ (229,585)
Recoveries	-	-	126,414	126,414
Other revenue	-	-	-	-
Net investment income	-	-	156,011	(156,011)
Total revenues	<u>229,720</u>	<u>229,585</u>	<u>282,425</u>	<u>(259,182)</u>
<u>EXPENDITURES</u>				
Audit	14,000	14,000	14,000	-
Bank charges	200	200	-	200
Capital outlay	-	-	3,261,479	(3,261,479)
Dues and subscription	1,500	1,500	1,026	474
Engineering	6,000	1,000	-	1,000
Insurance	10,000	10,000	10,665	(665)
Landscaping and maintenance	65,000	75,000	407,755	(332,755)
Legal	40,000	120,000	113,042	6,958
Management fees	96,000	96,000	96,000	-
Postage	600	610	695	(85)
Professional fees other	-	-	3,393	(3,393)
Treasurer's fees	3,814	3,850	7,000	(3,150)
Total expenditures	<u>237,114</u>	<u>322,160</u>	<u>3,915,055</u>	<u>(3,592,895)</u>
Excess of revenues over (under) expenditures	(7,394)	(92,575)	(3,632,630)	(3,852,077)
<u>OTHER FINANCING SOURCES (USES)</u>				
Developer advances	-	-	3,105,468	3,105,468
Repayment of developer advances	-	(345,606)	(47,691)	297,915
Transfer from other funds	-	-	1,445,713	1,445,713
Total other financing sources	<u>-</u>	<u>(345,606)</u>	<u>4,503,490</u>	<u>4,849,096</u>
Net change in fund balance	<u>\$ (7,394)</u>	<u>\$ (438,181)</u>	870,860	<u>\$ 1,294,934</u>
Fund balance, beginning of year			<u>53,971</u>	
Fund balance, end of year			<u>\$ 924,831</u>	

The accompanying notes and independent auditor's report
should be read with this financial statement.

WOODMEN HEIGHTS METROPOLITAN DISTRICT, NOS. 1, 2 & 3
SPECIAL REVENUE FUND
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE
BUDGET AND ACTUAL
YEAR ENDED DECEMBER 31, 2015

	<u>Original Budget</u>	<u>Final Budget</u>	<u>Actual</u>	<u>Variance with Final Budget Positive (Negative)</u>
<u>REVENUES</u>				
Charges for services	\$ 10,000	\$ 402,759	\$ 674,852	\$ 272,093
Property taxes	-	-	256,208	256,208
Specific ownership taxes	-	-	29,113	29,113
Interest income	5	5	-	(5)
Total revenues	<u>10,005</u>	<u>402,764</u>	<u>960,173</u>	<u>557,409</u>
<u>OTHER FINANCING SOURCES (USES)</u>				
Developer advances	-	-	-	-
Transfer from (to) other funds	50,000	-	(943,615)	(943,615)
Total other financing sources (uses)	<u>50,000</u>	<u>-</u>	<u>(943,615)</u>	<u>(943,615)</u>
Net change in fund balance	<u>\$ 60,005</u>	<u>\$ 402,764</u>	16,558	<u>\$ (386,206)</u>
Fund balance, beginning of year			<u>2,111</u>	
Fund balance, end of year			<u>\$ 18,669</u>	

The accompanying notes and independent auditor's report
should be read with this financial statement.

WOODMEN HEIGHTS METROPOLITAN DISTRICT, NOS. 1, 2 & 3
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015

1. DEFINITION OF REPORTING ENTITY

Woodmen Heights Metropolitan District, Nos. 1, 2 and 3 (individually, "District #1", "District #2", and "District #3" (collectively the "Districts")), quasi-municipal corporations and political subdivisions of the State of Colorado, were formed on December 2, 2004, and are governed pursuant to provisions of the Colorado Special District Act. The Districts' service area is located in Colorado Springs, El Paso County, Colorado ("County"). The Districts' were organized to construct public improvements including road and bridge improvements, landscaping, sanitary and storm sewer, water systems, park and recreation, channel and other drainage improvements needed for the area within the Districts.

District #1 entered into intergovernmental agreements with District #2 and District #3. District #2 and District #3 were formed in conjunction with District #1 to serve the needs of the Woodmen Heights development for the purpose of financing, construction and operation of improvements and infrastructure serving the Districts. District #2 and District #3 are responsible for providing the funding and tax base needed to support the financing plan for capital improvements and to fund ongoing operations.

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

District #2 and District #3 collect property taxes that are then remitted to District #1. The significance of District #2's and District's #3 relationships with District #1 are such that exclusion from the reporting entity would be misleading.

Based on the application of these criteria, the financial statements of District #2 and District #3 are blended into District #1's financial statements. Separate financial statements for District #1, District #2 and District #3 can be obtained from the Districts, Terry Schooler, District Manager at 20 Boulder Crescent St., Suite 200, Colorado Springs, Colorado 80903.

The Districts have no employees and all operational and administrative functions are contracted.

See independent auditor's report

WOODMEN HEIGHTS METROPOLITAN DISTRICT, NOS. 1, 2 & 3
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Government-wide and fund financial statements

The government-wide financial statements include the statement of net position and the statement of activities. These financial statements include all of the activities of the District. For the most part, the effect of interfund activity has been removed from these statements. Governmental activities are normally supported by property taxes, specific ownership taxes, recoveries and intergovernmental revenues.

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

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

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

Measurement focus, basis of accounting and financial statement position

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

See independent auditor's report

WOODMEN HEIGHTS METROPOLITAN DISTRICT, NOS. 1, 2 & 3
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Measurement focus, basis of accounting and financial statement position (continued)

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 collectable within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the Districts consider revenues to be available if they are collected within 60 days of the end of the current fiscal period. The major sources of revenue susceptible to accrual are property taxes, specific ownership taxes, recoveries and intergovernmental revenue. All other revenue items are considered to be measurable and available only when cash is received by the Districts. The Districts determined that developer advances are not considered as revenue susceptible to accrual. Expenditures, other than interest on long-term obligations are recorded when the liability is incurred or the long-term obligation is due.

The Districts report the following major governmental funds:

General fund - The general fund is used to account for all financial resources of the Districts except those required to be accounted for in another fund.

Special Revenue Fund - A special revenue fund is used to account for the general fund activity of District #2 and District #3 because these Districts are being presented as blended component units of District #1.

Debt service fund - The debt service fund accounts for the servicing of general long-term debt and revenues generated and received by the Districts that are required to be used in payment of long-term debt.

When both restricted and unrestricted resources are available for use, it is the policy of the Districts to use restricted resources first, then unrestricted resources as they are needed.

Budgets

In accordance with state budget law, the Districts' boards of directors holds public hearings in the fall each year to approve the budget and appropriate the funds for the ensuing year. The appropriation is at the total fund expenditures and other financing uses level and lapses at year-end. The Districts' boards 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.

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WOODMEN HEIGHTS METROPOLITAN DISTRICT, NOS. 1, 2 & 3
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Budgets (continued)

District #1 incurred expenditures in excess of appropriations for the year ended December 31, 2015 in the general fund, which may be in violation of the local government budget law.

Pooled cash and investments

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

Investments are carried at fair value.

Capital assets

Capital assets, which include property, plant, equipment and infrastructure assets (e.g. roads, sidewalks and similar items), are reported in the applicable governmental activities column in the government-wide financial statements. Capital assets are defined by the Districts as assets with an initial, individual cost of more than \$500 and a useful life greater than one year. Such assets are recorded at historical cost or estimated historical cost if purchased or constructed. Donated capital assets are recorded at estimated fair value at the date of donation.

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

It is the policy of the City of Colorado Springs ("City") to accept maintenance responsibility for all capital improvements within the City, except for certain landscaping improvements specified in the Districts' service plan, upon the Districts' completion and conveyance of such improvements provided they meet the City's specifications.

The costs of normal maintenance and repairs that do not add to the value of the asset or materially extend the life of the asset are not capitalized. Improvements are capitalized and depreciated over the remaining useful lives of the related assets, as applicable. Depreciation expense has been computed using the straight-line method over the estimated economic useful lives of the assets, which range from 20 to 40 years.

See independent auditor's report

WOODMEN HEIGHTS METROPOLITAN DISTRICT, NOS. 1, 2 & 3
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property taxes

Property taxes are levied by the Districts' boards 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 and attaches as an enforceable lien 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, at the taxpayer's election, in February and June in equal installments. 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 to the Districts monthly.

Property taxes, net of estimated uncollectible taxes, are recorded initially as deferred revenues in the year they are levied and measurable. The deferred property tax revenues are recorded as revenues in the year they are available or collected.

Recoveries

Recoveries represent reimbursements by the City of Colorado Springs and Colorado Springs Utilities for expenditures previously incurred on their behalf.

Interfund balances

The Districts report interfund balances that are representative of lending/borrowing arrangements between funds in the fund financial statements as due to/from other funds. The interfund balances have been eliminated in the government-wide statements.

Fund equity

Fund balance for governmental funds are reported in classifications that comprise a hierarchy based on the extent to which the government is bound to honor constraints on the specific purposes for which spending can occur. Governmental funds report up to five classifications of fund balance: nonspendable, restricted, committed, assigned, and unassigned. Because circumstances differ among governments, not every government or every governmental fund will present all of these components. The following classifications describe the relative strength of the spending constraints:

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WOODMEN HEIGHTS METROPOLITAN DISTRICT, NOS. 1, 2 & 3
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fund equity (continued)

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

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

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

Assigned fund balance - The portion of fund balance that is constrained by the governments' intent to be used for specific purposes, but is neither restricted nor committed. Intent is expressed by the boards of directors to be used for a specific purpose. Constraints imposed on the use of assigned amounts are more easily removed or modified than those imposed on amounts that are classified as committed.

Unassigned fund balance - The residual portion of fund balance that does not meet any of the criteria described above.

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

3. CASH AND INVESTMENTS

Cash and investments as of December 31, 2015 are classified in the accompanying financial statements as follows:

Statement of net position:

Cash and investments	944,797
Cash and investments - restricted	<u>2,871,138</u>
Total cash and investments	<u><u>\$ 3,815,935</u></u>

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WOODMEN HEIGHTS METROPOLITAN DISTRICT, NOS. 1, 2 & 3
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015

3. CASH AND INVESTMENTS (CONTINUED)

Cash and investments as of December 31, 2015 consist of the following:

Deposits with financial institutions	\$ 994,804
Investments	<u>2,821,131</u>
Total cash and investments	<u><u>\$ 3,815,935</u></u>

Deposits with financial institutions

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

Investments

The Districts have not adopted a formal investment policy; however, the Districts follow state statutes regarding investments.

The Districts generally limit their concentration of investments to those with an asterisk below which are believed to have minimal credit risk, minimal interest rate risk and no foreign currency risk. Additionally, the Districts are not subject to concentration risk disclosure requirements or subject to investment custodial credit risk for investments that are in the possession of another party.

Colorado revised statutes limit investment maturities to five years or less unless otherwise formally approved by the boards of directors. Such actions are generally associated with a debt service reserve or sinking fund requirements.

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WOODMEN HEIGHTS METROPOLITAN DISTRICT, NOS. 1, 2 & 3
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015

3. CASH AND INVESTMENTS (CONTINUED)

Investments (continued)

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

- Obligations of the United States and certain United States government agency securities
- Certain international agency securities
- General obligation and revenue bonds of United States local government entities
- Bankers' acceptances of certain banks
- Commercial paper
- Written repurchase agreements collateralized by certain authorized securities
- Certificates of deposit in Colorado PDPA approved banks or savings banks
- * Certain government money market funds
- Guaranteed investment contracts
- Local government investment pools

4. NOTE RECEIVABLE

During 2005, the Districts entered into an agreement for Payment in Lieu of Taxes ("PILOT Agreement") with a Colorado not-for-profit organization ("Organization") located within the boundaries of District #3. Because the Districts will recover the costs of infrastructure primarily through taxes assessed on property located within District #2 and District #3, and the Organization is exempt from payment of property taxes, the Organization has agreed to pay the Districts its share of the Districts' initial infrastructure costs over a 30-year period. The Organization's share of costs is based on estimated infrastructure costs of \$35,989,099 multiplied by the percentage of total property owned by the Organization within the Districts. The Organization issued a non-recourse promissory note ("Promissory Note"), which was based on the property owned by the Organization at the date of the PILOT Agreement plus additional acres the Organization intended to acquire at an assumed purchase date. The PILOT Agreement and the Promissory Note both contained provisions for modification of the Promissory Note if the Organization did not acquire the additional acres at the assumed date. The Organization did acquire the additional acres, but not at the assumed date; as a result, during the year ended December 31, 2008 the Promissory Note was revised.

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WOODMEN HEIGHTS METROPOLITAN DISTRICT, NOS. 1, 2 & 3
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015

4. NOTE RECEIVABLE (CONTINUED)

The PILOT Agreement was also modified on March 15, 2012 due to the issuance of the Series 2012A and 2012B Bonds. All of the PILOT Agreement payments which are due and payable in cash on or after April 1, 2013, have been pledged to the payments of the Series 2012A and 2012B Bonds and will be used by the Districts for no other purpose except for PILOT Agreement payments permitted to be used for infrastructure improvements. The two payments of \$78,006 made on April 1, 2013 and April 1, 2014 are deemed to be interest only, and will not cause the principal balance to increase or decrease. This represents an interest rate lower than the 7.00% interest used on the original PILOT Agreement amortization schedule. The remaining principal of \$3,492,836 will then be repaid, with imputed interest, in 22 annual payments of \$312,022 starting April 1, 2015 and ending April 1, 2036, with one final payment of \$75,694 on April 1, 2037. This results in an effective interest rate of approximately 6.9% per annum.

On August 17, 2015, the PILOT Agreement was modified due to the sale of 19.85 of the 113 acres of land securing the Organization's obligation. This amendment was made for the purpose of reducing the principal amount of the PILOT agreement by \$592,909, recalculating of the PILOT payment amounts and amending to the 2005 Deed of Trust.

The following is a summary of note receivable for the year ended December 31, 2015 as follows:

<u>Year Ending December 31,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2015	\$ 71,442	\$ 220,101	\$ 291,543
2016	66,575	190,637	257,212
2017	71,177	186,035	257,212
2018	76,098	181,115	257,213
2019	81,358	175,855	257,213
2020-2024	499,334	786,729	1,286,063
2025-2029	697,480	588,584	1,286,064
2030-2034	974,253	311,810	1,286,063
2035-2037	291,626	23,931	315,557
Total	<u>\$ 2,829,343</u>	<u>\$ 2,664,797</u>	<u>\$ 5,494,140</u>

Up to \$1,750,000 of proceeds under the PILOT Agreement may be used for infrastructure, the rest have been pledged to service the Series 2012A, 2012B, and 2014C Bonds (see Note 6).

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WOODMEN HEIGHTS METROPOLITAN DISTRICT, NOS. 1, 2 & 3
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015

5. CAPITAL ASSETS

Capital assets largely consist of completed infrastructure and construction in process of road and bridge improvements, water and wastewater systems, drainage and landscaping. Capital asset activity for the year ended December 31, 2015 is as follows:

	<u>Balance 01/01/15</u>	<u>Additions/ Reclass- ifications</u>	<u>Dispositions Reclass- ifications</u>	<u>Balance 12/31/15</u>
Governmental activities				
Capital assets, not being depreciated:				
Construction in progress	\$ 1,228,891	\$ 156,011	\$ -	\$ 1,384,902
Total capital assets, not being depreciated	<u>1,228,891</u>	<u>156,011</u>	<u>-</u>	<u>1,384,902</u>
Capital assets, being depreciated:				
Water and sewer systems	2,611,105	-	-	2,611,105
Roads and drainage	<u>7,157,931</u>	<u>3,105,467</u>	<u>-</u>	<u>10,263,398</u>
Total capital assets, being depreciated	<u>9,769,036</u>	<u>3,105,467</u>	<u>-</u>	<u>12,874,503</u>
Less: accumulated depreciation	<u>2,232,658</u>	<u>413,641</u>	<u>-</u>	<u>2,646,299</u>
Total capital assets, being depreciated, net	<u>7,536,378</u>	<u>2,691,826</u>	<u>-</u>	<u>10,228,204</u>
Governmental activities capital assets, net	<u>\$ 8,765,269</u>	<u>\$ 2,847,837</u>	<u>\$ -</u>	<u>\$ 11,613,106</u>

Depreciation expense for the year ended December 31, 2015 totaled \$413,641.

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WOODMEN HEIGHTS METROPOLITAN DISTRICT, NOS. 1, 2 & 3
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015

6. LONG-TERM OBLIGATIONS

Series 2012A Bonds and Series 2012B Series Bonds

During 2012, the Districts issued new bonds to replace the 2005 Series Bonds with the existing bondholder. The bonds were reissued in two separate issuances: the Series 2012A and Series 2012B Bonds for a combined amount of \$30,707,680. The interest rate on the 2012A Bonds is 6.00% and the rate on the Series 2012B Bonds is 7.30%. The Series 2012A Bonds mature on December 1, 2041 and the Series 2012B Bonds mature on December 15, 2041. The Districts were also authorized in this reissue to be able to issue Series C Bonds which the Districts could use to settle the developer advances and other current liabilities. The Series C Bonds were authorized during 2014 as outlined below.

The interest on the Series 2012A and 2012B Bonds will be paid from pledged revenues including property taxes, specific ownership taxes, PILOT Agreement proceeds and facility fees received from District #2 and District #3. The Series 2012B Bonds are subordinate to the 2012A Bonds. The Series 2012A Bonds debt service payments began on June 15, 2012. The Series 2012B Bonds debt service payments are delayed until December 15, 2017 at which time the accrued interest and principal on the Series 2012B Bonds will have accreted to a total of \$36,000,000. Payments of interest and principal for the Series 2012B Bonds will begin in 2018.

Series 2014C Bonds

During 2015, the Districts issued Series C bonds (which were authorized in 2014) of \$6,100,000 for the purpose of reimbursing the Districts' developers. These bonds bear interest at 3.00% per annum. Interest is payable annually beginning December 15, 2015. These bonds mature December 15, 2041.

The interest on Series 2014C Bonds will be paid from the second subordinate pledged revenues including the Funding Agreement and PILOT Agreement proceeds. The Series 2014C bonds are subordinate to both the Series 2012A and Series 2012B Bonds, and payment on the Series 2014C Bonds will not be allowed until Series A and Series B bonds have been fully repaid.

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WOODMEN HEIGHTS METROPOLITAN DISTRICT, NOS. 1, 2 & 3
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015

6. LONG-TERM OBLIGATIONS (CONTINUED)

The following is a summary of bonds payable for the year ended December 31, 2015 as follows:

	Balance 01/01/15	Additions	Repayments/ Defeasance	Balance 12/31/15
Series 2012A Bonds	\$ 6,505,000	\$ -	\$ 70,000	\$ 6,435,000
Series 2012B Bonds	24,007,680	-	-	24,007,680
Series 2012B Bonds Accretion	5,133,245	-	(2,127,288)	7,260,533
Series 2014C Bonds	-	5,616,216	-	5,616,216
	<u>\$ 35,645,925</u>	<u>\$ 5,616,216</u>	<u>\$ (2,057,288)</u>	<u>\$ 43,319,429</u>

Annual requirements to amortize 2012A Series Bonds and 2012B Series Bonds are as follows:

<u>Year Ending December 31,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2016	\$ 80,000	\$ 2,668,680	\$ 2,748,680
2017	85,000	2,830,508	2,915,508
2018	95,000	3,004,200	3,099,200
2019	100,000	2,998,500	3,098,500
2020	115,000	2,992,500	3,107,500
2020-2024	796,688	14,847,900	15,644,588
2025-2029	4,059,291	14,064,235	18,123,526
2030-2034	8,717,304	11,120,720	19,838,024
2035-2039	13,115,179	5,838,975	18,954,154
2040-2041	8,895,434	333,485	9,228,919
Total	<u>\$ 36,058,896</u>	<u>\$ 60,699,703</u>	<u>\$ 96,758,599</u>

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WOODMEN HEIGHTS METROPOLITAN DISTRICT, NOS. 1, 2 & 3
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015

6. LONG-TERM OBLIGATIONS (CONTINUED)

Voters in the District authorized the Districts to incur a maximum of \$484,000,000 of debt. Subsequent to the issuance of the Series 2012A and 2012B bonds, and authorization of the Series 2014C Bonds, the District has \$417,876,105 in authorized but unissued debt. The Districts' total debt is limited by their service plans with the City to a maximum of \$60,000,000. As of December 31, 2015, the Districts have an additional \$30,180,000 of approved unissued debt per the service plan. The City has agreed that it will not count the 2012 bonds against the \$60,000,000 service plan limit.

7. NET POSITION

The Districts have a net position consisting of three components: net investments in capital assets, restricted and unrestricted.

The net investments in capital assets component of net position consists of capital assets that are owned by the Districts, net of accumulated depreciation and reduced by the outstanding balances of bonds, mortgages, notes or other borrowings that are attributable to the acquisition, construction, or improvement of those assets.

As of December 31, 2015, the Districts had net investments in capital assets as follows:

	Government Activities
Net investments in capital assets:	
Capital assets, net	\$ 10,228,204
Outstanding long-term obligations	(12,874,503)
Net investments in capital assets	\$ (2,646,299)

Restricted positions include net positions that are subject to restrictions for use either by external restrictions imposed by creditors, grantors, contributors, or laws and regulations of other governments or imposed by law through constitutional provisions or enabling legislation. The Districts had a restricted net position of as of December 31, 2015 as follows:

	Government Activities
Restricted net position:	
Emergencies (see Note 13)	\$ 19,607
Debt service (see Note 6)	2,877,537
Total restricted net position	\$ 2,897,144

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WOODMEN HEIGHTS METROPOLITAN DISTRICT, NOS. 1, 2 & 3
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015

7. NET POSITION (CONTINUED)

The Districts' unrestricted net position as of December 31, 2015 totaled a deficit of \$31,470,046. This deficit amount was a result of the Districts' responsibility for the repayment of general obligation bonds related to assets contributed to other governments.

8. INTERGOVERNMENTAL AGREEMENT

In 2005, District #1 entered into an Intergovernmental Agreement and a related Joint Funding Agreement with District #2 and District #3. On March 15, 2012, the Joint Funding Agreement was amended and restated due to the issuance of the Series 2012A Bonds. District #2 and District #3 function as financing Districts. The intent of the agreements is for the Districts to coordinate activities with respect to the financing, construction, operation and maintenance of the public improvements necessary to serve development within District #2 and District #3, which is generally anticipated to consist of residential development in District #2 and commercial development in District #3.

Under the terms of the agreements, District #1 will own and be responsible for managing the financing, construction, operation and maintenance of facilities and improvements within District #2 and District #3. This includes the issuing of revenue bonds payable from tax and other revenues generated by District #2 and District #3 and paid to District #1. It is the obligation of District #2 and District #3 to fully fund the construction, operation and maintenance of these facilities and improvements with such revenues to include facility fees, property taxes and PILOT Agreement revenues.

9. JOINT USE AGREEMENT

In 2005, the Districts entered into a Joint Use Agreement with a local school district to cooperate in the development and ownership of facilities in a park within the boundaries of the Districts. Under the terms of the agreement, the parties may construct certain specific recreational facilities outlined in the agreement within the park; the school district may also request to build additional facilities. Ownership and maintenance of a specific facility will lie with the party authorizing such construction.

10. RELATED PARTIES

The Developers of the property which constitutes the Districts are Case International Company, KF 103-CV, LLC and Morley Companies Family Development, LLLP. Certain members of the board of directors are officers of, employees of, or associated with the developers and may have conflicts of interest in dealing with the Districts.

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WOODMEN HEIGHTS METROPOLITAN DISTRICT, NOS. 1, 2 & 3
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015

10. RELATED PARTIES (CONTINUED)

Developer advances

To continue the development within the Districts, the Districts' developers, under the direction of the boards of directors of the Districts, have continued to make improvements within the Districts. These improvements are reimbursable by the Districts. The Districts have assigned multiple tiers to developer advances to prioritize which items should be repaid first based on relative urgency to the District. The boards of directors intend to authorize the Districts to pay these balances as soon as funds are available. Accordingly, the advances are classified as non-current, are unsecured and do not bear interest.

In prior years, it was uncertain whether interest would be accrued on developer advances and, accordingly, the Districts recorded accrued interest in order to be conservative. During the year ended December 31, 2015, it was determined that certain advances would not bear interest. Accordingly, related amounts previously accrued were removed from the statement of net position and shown as a debt forgiveness contribution on the statement of activities.

11. RISK MANAGEMENT

The Districts are exposed to various risks of loss related to torts, thefts of, damage to, or destruction of assets; errors or omissions; injuries to contractors; or acts of God.

District #1 is a member of the Colorado Special Districts Property and Liability Pool ("Pool") as of December 31, 2015. The Pool is an organization created by intergovernmental agreement to provide property, liability, public officials liability, boiler and machinery and workers compensation coverage to its members. Settled claims have not exceeded this coverage in any of the past three fiscal years.

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

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WOODMEN HEIGHTS METROPOLITAN DISTRICT, NOS. 1, 2 & 3
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015

12. CONTINGENCIES

The Districts are a counterclaim defendant in a lawsuit related to an easement and the relocation of certain roads that occurred during construction of improvements within the Districts. Property owners in the area believe that they have incurred damages due to improper moving of the road. During 2010, a lower court ruled that the Districts and developers improperly moved the right-of-way along Sorpresa Lane and Ski Lane. The court also allowed the defendants to assert claims for monetary and injunctive relief. These damages could include full restoration of Sorpresa Lane and Ski Lane to their historical locations. Due to the nature of this litigation, the Districts may not be fully covered by the Colorado Governmental Immunity Act. If the Districts are not covered by this act, the Districts plan to appeal such a ruling to a higher court. Outside counsel estimated that the potential loss could range from approximately \$230,000 to \$300,000, and that the loss could be split between eight to nine additional defendants. Outside counsel for the Districts has advised that at this stage in the proceedings it cannot offer an opinion as to the probable outcome. No amounts have been accrued for this liability because the amount is uncertain and the expected impact of the Districts' share of this liability is not material to the financial statements as a whole. The lawsuit, and appeals from the lower court rulings remain ongoing.

13. TAX, SPENDING AND DEBT LIMITATIONS

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

Spending and revenue limits are determined based on the prior 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. The Districts' voters approved a ballot issue allowing the Districts to retain all revenues.

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 Districts' management believes they are 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 likely require judicial interpretation.

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SUPPLEMENTARY INFORMATION

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WOODMEN HEIGHTS METROPOLITAN DISTRICT, NOS. 1, 2 & 3
DEBT SERVICE FUND
SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE
BUDGET AND ACTUAL
YEAR ENDED DECEMBER 31, 2015

	<u>Original Budget</u>	<u>Final Budget</u>	<u>Actual</u>	<u>Variance with Final Budget Positive (Negative)</u>
<u>REVENUES</u>				
Charges for services	\$ 602,232	\$ 788,452	\$ 768,275	\$ (20,177)
Property taxes	644,074	641,679	640,520	(1,159)
Specific ownership taxes	45,085	72,783	72,783	-
PILOT Income	-	-	70,583	70,583
Net investment income	78,006	175,239	85,658	(89,581)
Other revenue	-	-	19,003	19,003
Total revenues	1,369,397	1,678,153	1,656,822	(21,331)
<u>EXPENDITURES</u>				
Bank charges	10,000	7,000	31	6,969
Capital outlay	-	-	-	-
Treasurer's fees	9,661	9,625	13,475	(3,850)
Bond principal	70,000	70,000	70,000	-
Interest expense	390,300	390,300	390,300	-
Total expenditures	479,961	476,925	473,806	3,119
Revenues in excess of expenditures	889,436	1,201,228	1,183,016	(18,212)
<u>OTHER FINANCING SOURCES (USES)</u>				
Transfer in (out) other funds	(50,000)	-	(502,098)	(502,098)
Total other financing uses	(50,000)	-	(502,098)	(502,098)
Net change in fund balance	\$ 839,436	\$ 1,201,228	\$ 680,918	\$ (520,310)
Fund balance, beginning of year			2,196,619	
Fund balance, end of year			\$ 2,877,537	

See independent auditor's report.