

RESOLUTION NO. 2003- 48

A RESOLUTION APPROVING THE FIRST AMENDMENT TO SERVICE PLAN FOR CASTLEWOOD RANCH METROPOLITAN DISTRICT

WHEREAS, the Town Council approved the Castlewood Ranch Metropolitan District Service Plan on June 18, 1998 (Service Plan);

WHEREAS, the District has determined it is necessary to amend the Service Plan to enable the District to provide and finance additional public improvements to service the Castlewood Ranch development;

WHEREAS, pursuant to the Special District Act and Chapter 11.02 of the Castle Rock Municipal Code (Code), the First Amendment to Service Plan for Castlewood Ranch Metropolitan District has been received and processed by the administration staff;

WHEREAS, the Service Plan amendment has been reviewed and public notice has taken place in accordance with the Special District Act and the Code.

NOW, THEREFORE BE IT RESOLVED BY THE TOWN COUNCIL OF THE TOWN OF CASTLE ROCK AS FOLLOWS:

Section 1. Approval. The First Amendment to Castlewood Ranch Metropolitan District Service Plan is approved in accordance with the Special District Act and Chapter 11.02 of the Code.

Section 2. No Representation. The Town's approval of the First Amendment to the Service Plan does not in any manner constitute a representation by the Town that the District will necessarily achieve the development and financial projections set forth in the Service Plan.

PASSED, APPROVED AND ADOPTED this 14th day of April, 2003, by the Town Council of the Town of Castle Rock, Colorado, on first and final reading by a vote of 6 for and 1 against.

ATTEST: Sally A. Misare, Town Clerk

TOWN OF CASTLE ROCK Millie S. Bennett, Mayor

Approved as to form: Robert J. Slentz, Town Attorney

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SPECIAL COUNSEL
KENNETH M. KOPROWICZ

June 18, 2003

Special District Management Services, Inc.
Attn: Marina Wilson
141 Union Blvd. #150
Lakewood, CO 80228

Re: Castlewood Ranch Metropolitan District

Dear Marina:

Enclosed is a copy of the Town's resolution and the approved Service Plan Amendment for Castlewood Ranch Metropolitan District. Please contact our office if you have any questions.

Very truly yours,

McGEADY SISNEROS, P.C.



Jeff Jennings
Paralegal

jj
Encl.

FIRST AMENDMENT
TO
SERVICE PLAN
FOR
CASTLEWOOD RANCH METROPOLITAN DISTRICT
PREVIOUSLY KNOWN AS
THE VILLAGES AT CASTLE ROCK
METROPOLITAN DISTRICT NO. 2
(TOWN OF CASTLE ROCK, COLORADO)

Approved: April 14, 2003

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EXHIBITS

Exhibit A Capital Plan

Exhibit B Financial Plan

**FIRST AMENDMENT TO SERVICE PLAN FOR
CASTLEWOOD RANCH METROPOLITAN DISTRICT**

FORMERLY KNOWN AS

THE VILLAGES AT CASTLE ROCK METROPOLITAN DISTRICT NO. 2

I. INTRODUCTION

On June 18, 1998, the Town Council of the Town of Castle Rock ("Town") approved the Service Plan for Castlewood Ranch Metropolitan District ("District"), previously known as The Villages at Castle Rock Metropolitan District No. 2 ("Service Plan"). The District's Board of Directors has evaluated the development's increased needs for public improvements and the ability of the District to finance such improvements. It has been determined that it is appropriate to seek modification of the Service Plan to enable the District to provide and finance the additional public improvements contemplated in this First Amendment to Service Plan ("First Amendment"). This document is being presented pursuant to Section 32-1-207, C.R.S. and Chapter 11 of the Town of Castle Rock Municipal Code. The following items are included in this First Amendment:

1. Changes to information, assumptions or projects furnished in conjunction with the Service Plan since such Service Plan was last reviewed and approved by the Town Council;
2. A detailed explanation of the activity, events or conditions which resulted in the necessity of this First Amendment, including what action was taken or alternatives considered, if any, by the District to avoid the action, event or condition;
3. The impact of the First Amendment on the District's ability to develop the capital facilities and infrastructure necessary to meet its capital development plan;

4. The effect of the First Amendment on the District's ability to retire, as scheduled, its outstanding financial obligations and its ability to issue and market additional indebtedness to finance additional capital expenditures;

5. A current financial plan for the District reflecting development absorption rates anticipated within the District's service area, projected annual revenues and expenditures based upon such projected absorption rates, debt issuance and amortization schedules, and a projection of anticipated capital outlays;

6. The financial impact of the First Amendment on existing residents of the District;

7. An updated five-year capital improvement plan.

II. AMENDMENT PURPOSE

This First Amendment has been prepared to address the District's need for additional improvements and increased costs associated with such improvements. Any information not specifically addressed in this First Amendment has been previously addressed in the Service Plan for the District, approved by the Town of Castle Rock by Resolution dated June 18, 1998, and incorporated herein by this reference. Capitalized terms used herein and not otherwise defined shall have the meaning ascribed to them in the Service Plan. The Service Plan is on file with the Town of Castle Rock. This First Amendment is being presented for consideration for the purpose of modification of the improvements contemplated in the capital plan, associated construction costs, and an increase in the amount authorized for the District's incurrence of debt associated with such increased costs.

1. Since the time the Service Plan was last reviewed and approved by the Town, the Property within the District and the Development has been re-zoned to allow for 1,300 single and multi-family units. The Service Plan originally anticipated 1,227 single and multi-family units. The estimated market values for the homes within the District have increased. The original Service Plan anticipated an average home price of \$150,000. This First Amendment more realistically assumes home market values from \$160,000 to \$425,000. Certain modifications to the anticipated sewer, storm sewer, water, and park and recreation improvements were necessary to accommodate the changed Development. These improvement modifications as well as the updated home market value assumptions, resulted in changes to the improvement cost assumptions and related financing assumptions.

2. The re-zoning of the Property within the District and the Development resulted in the changes to the aforementioned assumptions. Additionally, the District anticipates either operating and maintaining certain detention ponds and other related drainage facilities within the District, or supplementing the costs of another appropriate entity providing such service. There are no alternatives to seeking approval of this First Modification.

3. If approved, this First Amendment will give the District the necessary authority to construct the improvements anticipated in the capital plan attached hereto as **Exhibit A** and to incur the debt necessary to construct such improvements.

4. The First Amendment will have no effect on the District's ability to retire its current outstanding indebtedness. The District will continue to have the ability to support its outstanding indebtedness and cause the retirement of such debt in the manner contemplated by any and all governing documents. Additionally, the First Amendment will give the District the ability to incur

the additional debt that is anticipated as required to finance the improvements contemplated by this First Amendment. The District currently has outstanding its \$9,500,000 Limited Tax General Obligation Bonds, Series 2001, its \$6,000,000 Subordinate Limited Tax General Obligation Bonds, Series 2001, and a Promissory Note in the amount of \$667,460 issued to Castlewood Ranch LLC, the developer of property within the District. Each of these debt obligations were incurred in accordance with the District's electoral authorization and in accordance with the Service Plan limitations on incurrence of debt. Based upon construction cost estimates and financing cost estimates as computed during the preparation of this First Amendment, it is anticipated that an additional Six Million Six Hundred Twenty-Five Thousand Nine Hundred Seventy-Seven Dollars (\$6,625,977.00) of subordinate bonds and Thirteen Million Seven Hundred Thousand Dollars (\$13,700,000.00) of limited tax general obligation bonds which are anticipated to be utilized to refund the subordinate bonds will be issued.

5. A current Financial Plan for the District, reflecting development absorption rates, projected annual revenues and expenditures, debt issuance and amortization schedules, and a projection of anticipated capital outlays within the Property within the District and the Development is attached hereto as **Exhibit B**.

6. The debt service and operation and maintenance mill levy for the District is currently 53.224 mills (adjusted to take into account legislative or constitutionally imposed adjustments in assessed values or the method of their calculation), of which 40 mills is for debt service of the District and 13.224 mills is for the general fund of the District. The Financial Plan anticipates that the debt service mill levy will remain at 40 mills through the duration of the time any bonds of the District remain outstanding, while it anticipates that the operation and maintenance mill levy will

decrease to 5 mills by collection year 2003. The District's mill levy will remain subject to any limitations set forth in the Service Plan.

7. An updated five-year capital plan is attached hereto as **Exhibit A**.

III. REVISED PROVISIONS

1. Revised Provision IX.A. Subsection IX.A of the Service Plan shall be deleted and the following shall be inserted in its place:

- A. General. The provision of facilities by the District and the repayment of its outstanding obligations will be primarily financed by the issuance of general obligation bonds, secured by the ad valorem taxing authority of the District and the pledge of fee revenue, with limitations as discussed below. The District will also have the authority to finance the improvements by the issuance of revenue bonds secured by the revenues anticipated herein. The Financial Plan shows the anticipated fees to be imposed and collected.

When the issuance of bonds by the District entails pledging its mill levy to the payment of the bonds, the District's obligation to the Bondholders with regard to the mill levy shall be to certify the required mill levy and the Bondholders shall have no other remedy with regard to the mill levy pledge. In the event the issuance of bonds entails the pledge of fee revenue derived from the payment of fees pursuant to an agreement with the developer of the Property and the pledge of property within the boundaries of the District as security for such obligation, the District's obligation to the Bondholders shall be to fully enforce the terms of the

Agreement, including the pursuit of foreclosure proceedings on the pledged property. However, the District shall not have the right to accelerate the payment of fees and any foreclosure shall be only as to those amounts currently owing under the agreement.

The Financial Plan demonstrates the issuance of the debt and the anticipated repayment based on the projected development in the District boundaries. It is anticipated that the first bond issue will occur in 1998. Prior to that time, the construction costs for necessary improvements will be advanced by the developer(s) within the District, subject to subsequent acquisition by the District of the completed improvements and reimbursement to the developer(s) of such advanced construction costs.

Bonds would mature not more than forty (40) years from the date of issuance, with the first maturity being not later than three (3) years from the date of their issuance. The maximum voted interest rate will be eighteen percent (18%) and the maximum underwriter's discount will be five percent (5%). The exact interest rates and discounts will be determined at the time the bonds are sold by the District and will reflect market conditions at the time of sale but shall not exceed the maximum voted interest rate or underwriter's discount. The District may also issue notes, certificates, debentures, or other multiple fiscal year obligations, which issuances shall be subject to the limitations set forth in this Service Plan. In the event the bonds are sold as revenue bonds (without a general obligation pledge of the District) such Bonds shall be issued in the manner provided by Section 32-1-1101 (1)

(d), C.R.S., and shall never constitute debt or indebtedness of the District within the meaning of any provision or limitation of the laws of Colorado or the state constitution and shall not constitute nor give rise to a pecuniary liability of the District or charge against its general credit or taxing powers. The exact interest rates, discounts and their form will be determined at the time the bonds are sold by the District, and will reflect market conditions at the time of sale.

Based upon construction cost estimates and financing cost estimates as computed during the preparation of the First Amendment, it is anticipated that a total of Twenty Three Million Two Hundred Thousand Dollars (\$23,200,000.00) of limited tax general obligation bonds and Thirteen Million Two Hundred Ninety Three Thousand Four Hundred Thirty Seven Dollars (\$13,293,437.00) in subordinate bonds will be issued. The actual amount of the bonds issued will depend on the District's decision as to the pledge of development fees for debt service. The District will have the authority to finance and construct all facilities contemplated herein without the need to seek approval of any modification of this Service Plan, provided the District is not then required to obtain an amendment to the Service Plan as required under Section 11.02.060 of the Code. The District has received electoral approval for debt in the amount of Eighty Two Million Eight Hundred Seventy Thousand Dollars (\$82,870,000). To date the District has utilized Sixteen Million One Hundred Sixty Seven Thousand Four Hundred Sixty Dollars (\$16,167,460) of such authorization. The amount of voted authorization exceeds the amount of bonds anticipated to be sold, as shown in the Financial Plan, to allow for unforeseen

contingencies and increases in construction costs due to inflation, and to cover all issuance costs, including capitalized interest, reserve funds, discounts, legal fees and other incidental costs of issuance. The District shall not issue any new debt or revenue obligations if a material modification to this Service Plan has occurred under Section 11.02.060 of the Code for which the District has not obtained a conforming amendment.

2. Revised Provision IX.B.1. The first paragraph of subsection IX.B.1. of the Service Plan shall be deleted and the following shall be inserted in its place:

“1. The District may issue general obligation bonds only if the mill levy pledged for repayment of the Bonds (together with the mill levy pledge on any other general obligations of the District, including any subordinate bonds issued by the District) will not exceed 50 mills (adjusted to take into account legislative or constitutionally imposed adjustments in assessed values or the method of their calculation so that to the extent possible the actual tax revenues generated by the mill levy, as adjusted, are neither diminished nor enhanced as a result of such determination)(the “Mill Levy Cap”); and”

3. Exhibit C to the Service Plan is hereby deleted in its entirety and shall be replaced with **Exhibit A** attached hereto.

IV. CONCLUSION

It is submitted that this First Amendment to Service Plan for Castlewood Ranch Metropolitan District, as required by § 32-1-207, C.R.S., establishes that:

A. There is sufficient existing and projected need for organized service in the area to be serviced by the District;

B. The existing service in the area to be served by the District is inadequate for present and projected needs;

C. The District is capable of providing economical and sufficient service to the area within its boundaries; and

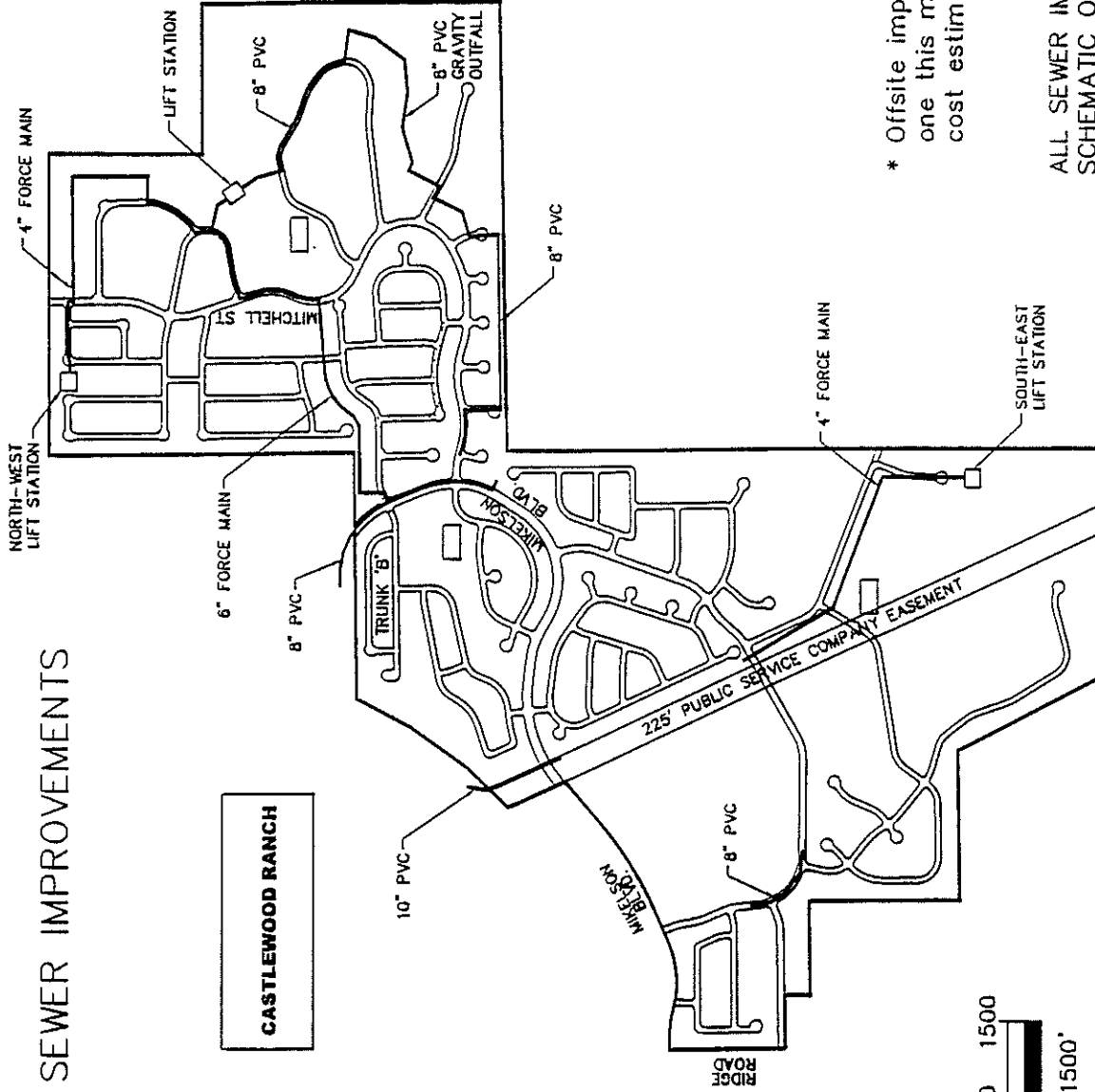
D. The area to be included in the District does have and will have the financial ability to discharge the proposed indebtedness on a reasonable basis.

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DISTRICT SEWER IMPROVEMENTS

DRAFT

CASTLEWOOD RANCH



* Offsite improvements are not shown one this map but are included in cost estimates.

ALL SEWER IMPROVEMENTS ARE SCHEMATIC ONLY.



Turner Collie & Braden Inc.
 CONSULTING ENGINEERS
 999 EIGHTEENTH STREET, SUITE 1500
 DENVER, COLORADO 80202

CLIENT DAVID J ERB & COMPANY

JOB NAME CASTLEWOOD RANCH

DRAWN BY MJC

CHECKED BY RAG

DATE 10/08/01

REVISION NO.

ADDENDUM NO.

REVISED DWG.

JOB NO. 25-50088--001

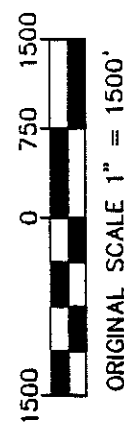
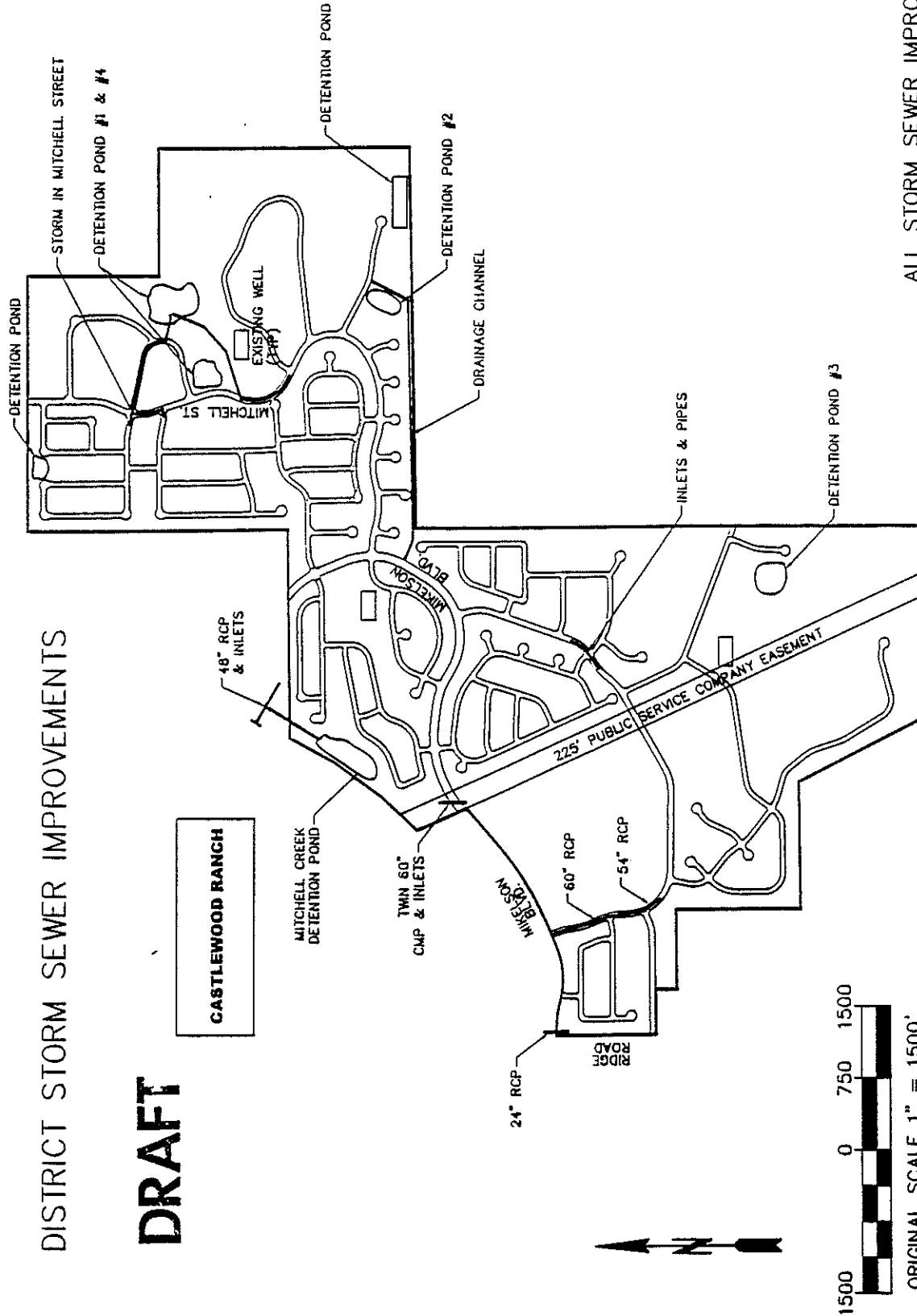
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SERVICE PLAN

DISTRICT STORM SEWER IMPROVEMENTS

DRAFT

CASTLEWOOD RANCH



ALL STORM SEWER IMPROVEMENTS
ARE SCHEMATIC ONLY.

Turner Collie & Braden Inc. CONSULTING ENGINEERS 999 EIGHTEENTH STREET, SUITE 1500 DENVER, COLORADO 80202 CLIENT: DAVID R ERB & COMPANY JOB NAME: CASTLEWOOD RANCH	DRAWN BY: MJC CHECKED BY: RAG DATE: 10/08/01 REVISION NO.: ADDENDUM NO.:	REVISED DWG. JOB NO. 25-50088-001 DRAWING
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DISTRICT WATER IMPROVEMENTS

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CASTLEWOOD RANCH

DISTRICT 4 IMPROVEMENT

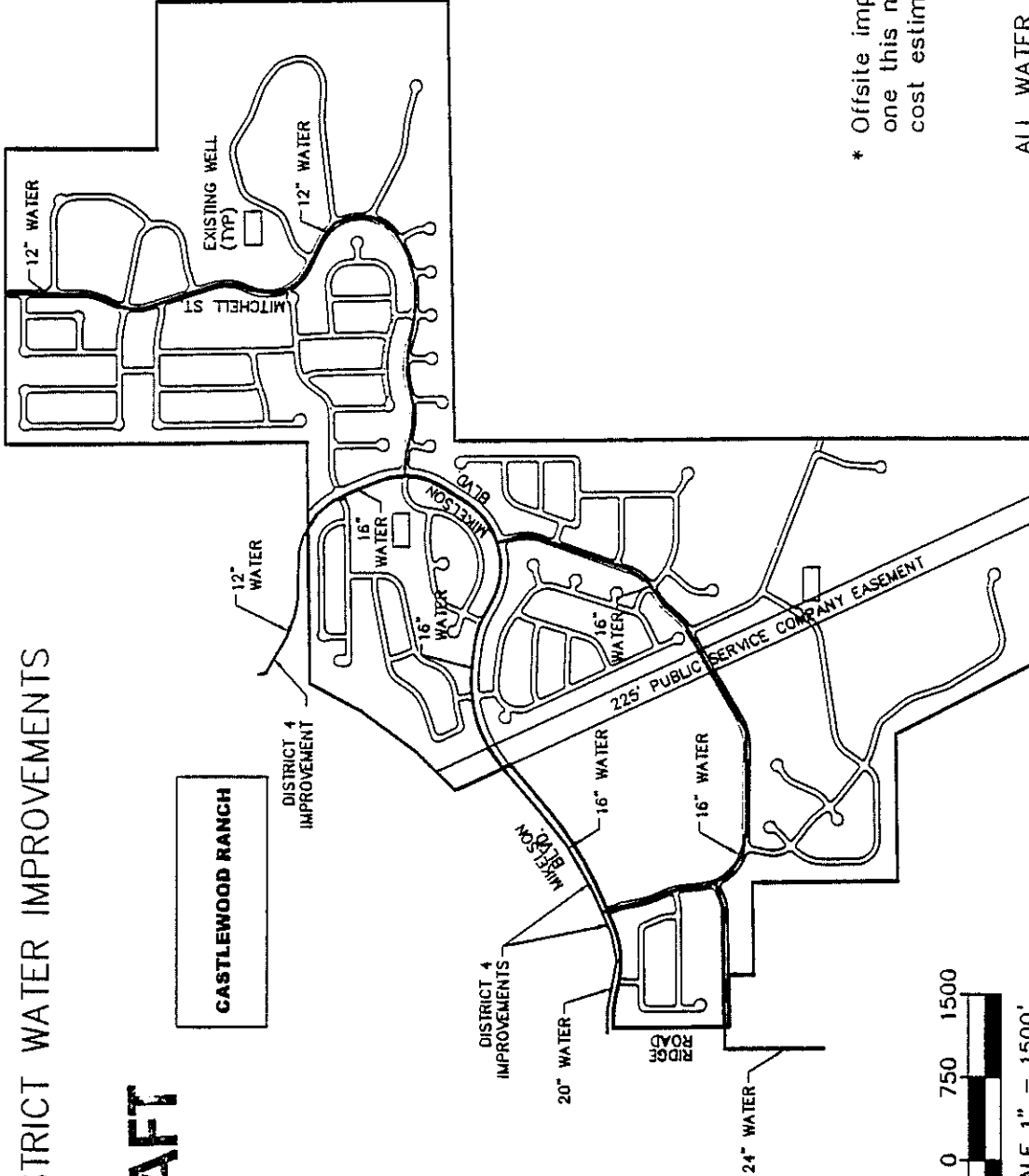
DISTRICT 4 IMPROVEMENTS

20" WATER

16" WATER

16" WATER

24" WATER



* Offsite improvements are not shown on this map but are included in cost estimates.

ALL WATER IMPROVEMENTS ARE SCHEMATIC ONLY.

Turner Collie & Braden Inc.
 CONSULTING ENGINEERS
 999 EIGHTEENTH STREET, SUITE 1500
 DENVER, COLORADO 80202

CLIENT DAVID J ERB & COMPANY
 JOB NAME CASTLEWOOD RANCH

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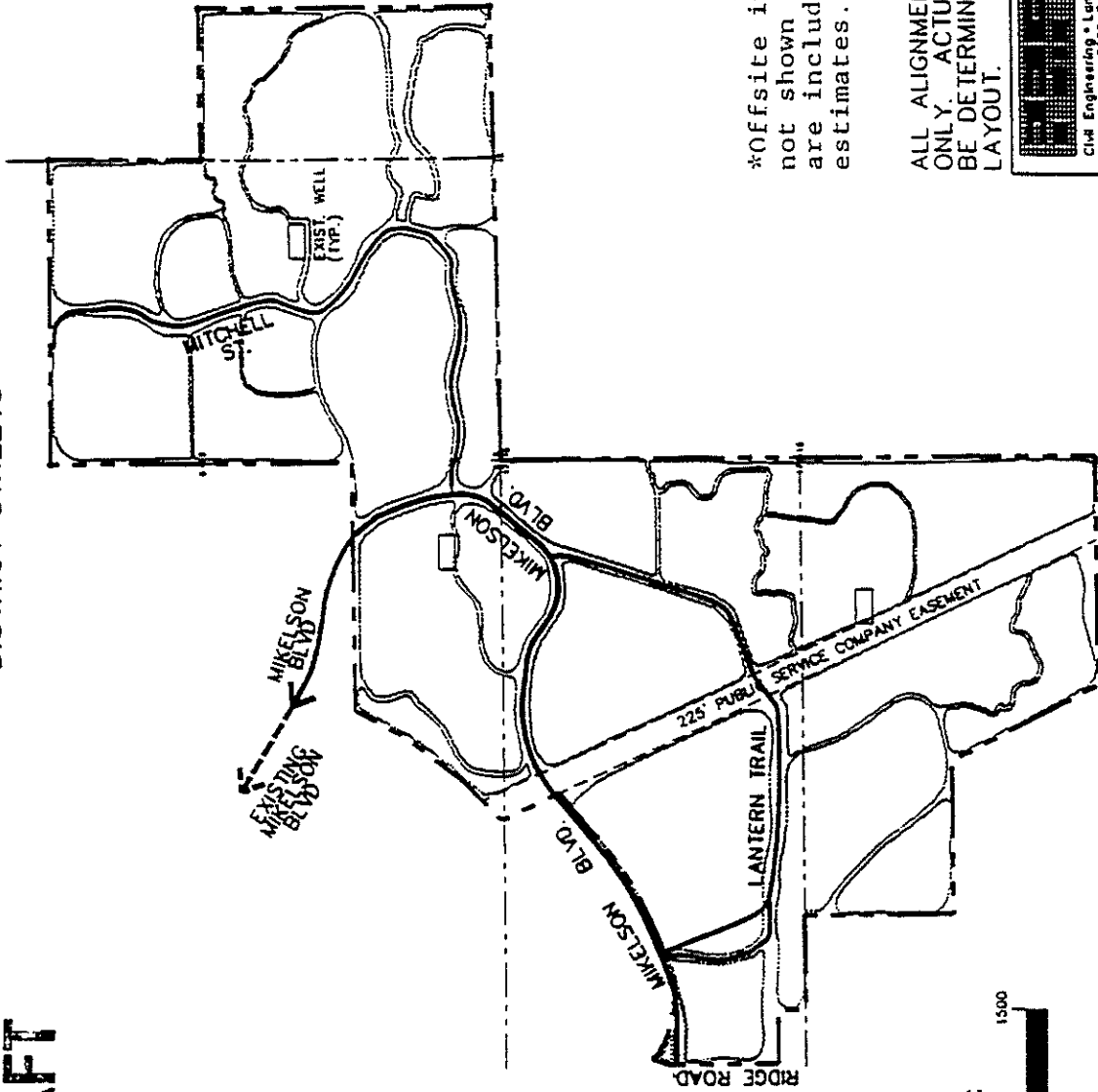
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DRAWING

SERVICE PLAN

DRAFT

DISTRICT STREETS



*Offsite improvements are not shown on this map but are included in cost estimates.

ALL ALIGNMENTS ARE SCHEMATIC ONLY. ACTUAL ALIGNMENTS WILL BE DETERMINED WITH FINAL STREET LAYOUT.



P. R. FLETCHER & ASSOCIATES, INC.

Civil Engineering & Land Surveying & Construction Administration
2135 South Cherry Street, Suite 310
Denver, Colorado 80222 (303) 758-1036 fax (303) 758-0828



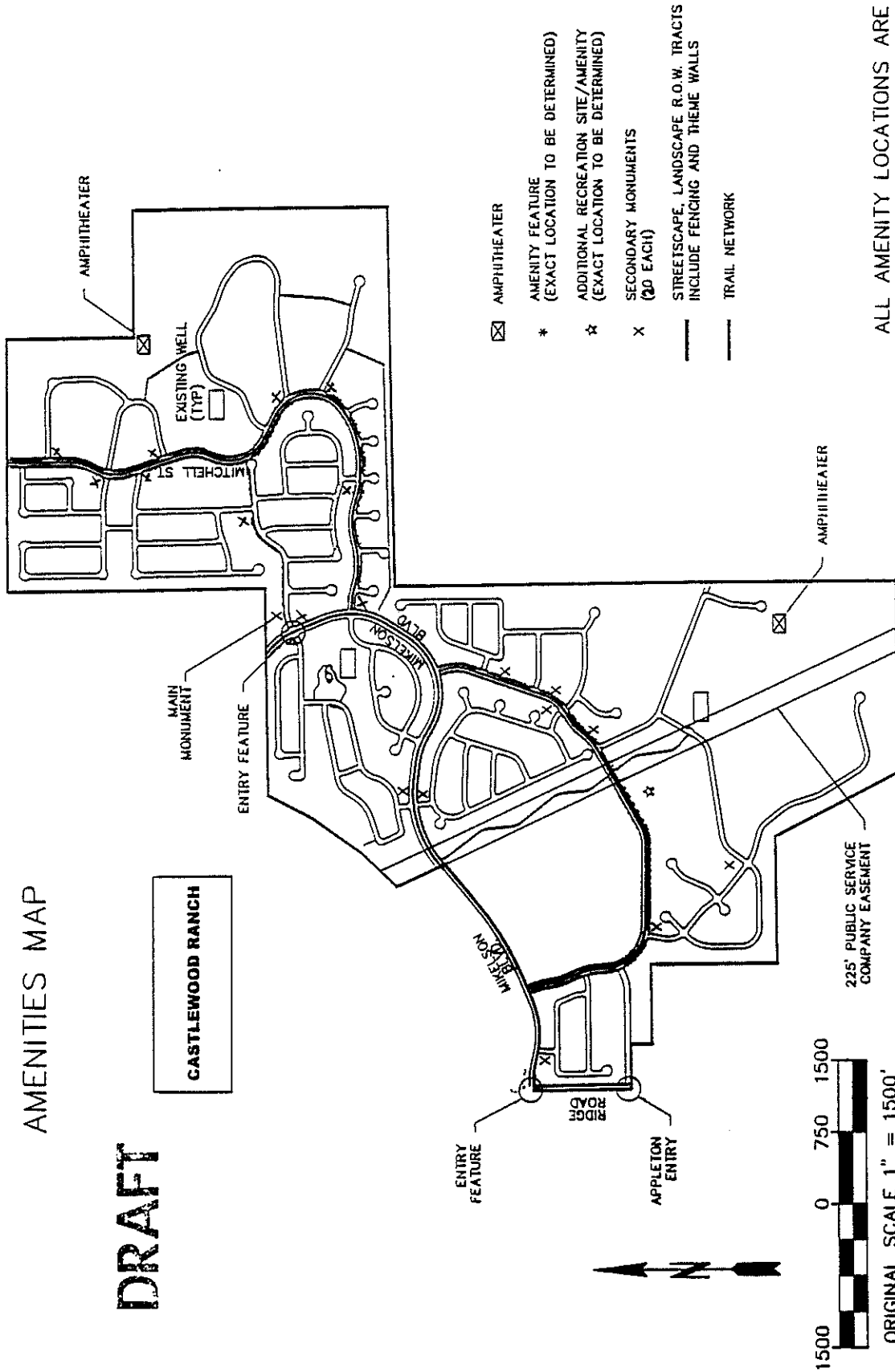
(IN FEET)

1 inch = 1500 ft.

AMENITIES MAP

DRAFT

CASTLEWOOD RANCH



ALL AMENITY LOCATIONS ARE SCHEMATIC ONLY.

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DENVER, COLORADO 80202		REVISION NO.		
CLIENT DAVID J ERB & COMPANY		ADDENDUM NO.		
JOB NAME CASTLEWOOD RANCH				SERVICE PLAN

Castlewood Ranch Metropolitan District

**Forecasted Statement of Sources
and Uses of Cash**

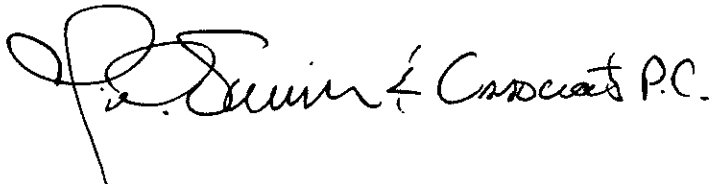
**For the Years Ending
December 31, 1999 through 2034**



Board of Directors
Castlewood Ranch Metropolitan District

We have compiled the accompanying forecasted statements of sources and uses of cash of the Castlewood Ranch Metropolitan District (Schedule 1) and the related schedules of absorption and market values (Schedule 2) projected debt service schedules (Schedules 3 through 6) for the years ending December 31, 1999 through 2034, in accordance with standards established by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of a forecast information that is the representation of management and does not include evaluation of the support for the assumptions underlying the forecast. We have not examined the forecast and, accordingly, do not express an opinion or any other form of assurance on the accompanying statements or assumptions. Furthermore, there will usually be differences between the forecasted and actual results, because events and circumstances frequently do not occur as expected, and those differences may be material. We have no responsibility to update this report for events and circumstances occurring after the date of this report.



March 28, 2003

Castlewood Ranch Metropolitan District

Summary of Significant Assumptions and Accounting Policies December 31, 1999 through 2034

The foregoing forecast presents, to the best of the Developer's knowledge and belief, the expected cash receipts and disbursements for the forecast period. Accordingly, the forecast reflects its judgement as of March 28, 2002. The assumptions disclosed herein are those that management believes are significant to the forecast. There will usually be differences between the forecasted and actual results, because events and circumstances frequently do not occur as expected, and those differences may be material.

The purpose of this forecast is to show the amount of funds available for District operations, planned capital construction and debt retirement.

Note 1: Ad Valorem Taxes

The primary source of revenue for the District will be the collection of ad valorem taxes. Residential property is currently assessed at 9.15% of 1998 market values. Market values for residential homes are estimated to range from \$180,000 to \$450,000 (Schedule 2). It is assumed that new homes will inflate at 2% per annum. Existing homes are forecasted to inflate at 2% biennially.

Property is assumed to be assessed annually as of January 1st. Homes are assumed to be assessed on the next January 1st. The forecast recognizes the related property taxes as revenue in the subsequent year.

The County Treasurer currently charges a 1.5% fee for the collection of property taxes. These charges are reflected in the accompanying forecast as tax collection fees.

The forecast assumes that Specific Ownership Taxes collected on motor vehicle registrations will be 10% of property taxes collected.

The mill levy imposed by the District is currently 53.224 mills of which 40 mills (adjusted to take into account legislative or constitutionally imposed adjustments in assessed values or the method of their calculation) will be set aside for debt repayment and 13.224 for the general fund. It is estimated that the general fund levy will decrease to 5 mills for collection year 2006.

Note 2: Development Fees

The forecast assumes that the District will impose a development fee of \$5,000. 219 multi-family units are estimated to pay a fee of \$4,500. The development fees are pledged for the payment of subordinated debt and do not increase over the forecast period.

Castlewood Ranch Metropolitan District

Summary of Significant Assumptions and Accounting Policies December 31, 1999 through 2034

Note 3: Interest Income

Interest income is assumed to be earned at 4.00% per annum. Interest income is based on the year's beginning cash balance and an estimate of the timing of the receipt of revenues and the outflow of disbursements during the course of the year.

Note 4: Bond Assumptions

The District currently has three types of debt:

- (1) Limited Tax General Obligation Bonds issued in 2001 in the amount of \$9,500,000 are currently outstanding (Schedule 3). The net proceeds of the Series 2001 bonds have been placed in escrow and are released to the District for capital improvements on a quarterly basis by multiplying the market value of homes sold by a release factor of .03721. Thus it is anticipated that the District will have significant cash balances in the Capital Project Fund through 2003. The District anticipates the issuance of an additional \$13,700,000 in similar structured bonds in 2004 (Schedule 4). The bonds proposed to be issued in 2004 will be to primarily refund the subordinate bonds described below. All Limited Tax General Obligation Bonds are anticipated to be issued with a variable coupon rate that is re-marketed annually. The coupon is estimated to average 4% per annum. The Bonds will also be secured with a declining bank letter of credit. Issuance costs are forecasted to be \$278,000 and \$565,607 respectively. \$845,000 of the bonds proposed to be issued in 2004 will be available for capitalized interest and debt service reserves. The bonds are limited obligations of the District in that the debt mill levy cannot exceed 50 mills adjusted to take into account legislative or constitutionally imposed adjustments in assessed values or the method of their calculation.
- (2) In 2001, in conjunction with the issuance of the above mentioned Series 2001 Limited Tax General Obligation Bonds, the developer advanced \$667,460 to the District. This amount is repayable to the developer from development fees. It is forecasted that the note will be repaid in 2003 with interest at 8%. Schedule 5 reflects the repayment of the principal and interest.
- (3) In 1999 the District entered into an agreement with the developer where the developer has agreed to pay for certain improvements beneficial to the District and to fund the District's share of improvements joint funded with the Villages at Castle Rock Metropolitan District #4. Upon the acceptance of the improvements by the District, the District has issued subordinate bond to the developer. It is anticipated over the life of the forecast, the District will issue subordinate bonds totaling \$14,646,113 to the developer. The subordinate bonds are anticipated to be repaid with interest at 8% from development fees and the net proceeds of the Limited Tax General Obligation Bonds described above. The subordinate bonds are estimated to be repaid by 2005 (Schedule 6).

Castlewood Ranch Metropolitan District

Summary of Significant Assumptions and Accounting Policies December 31, 1999 through 2034

Note 5: Developer Advances

The developer will need to make advances to the District to fund operating expenses during the early years since ad-valorem tax revenue will be insufficient to cover such expenses. The developer advances are subordinate to the above bond issues and the ability of the District to repay the advances is subject to the availability of surplus funds. The advances accrue interest at 8% per annum. It is anticipated that the developer will advance \$172,030 through 2002 and be repaid \$237,654 commencing in 2003.

Note 6: Operating and Administrative Expenses

Administrative expenses for legal, accounting, audit, management and maintenance are forecasted to increase to \$150,000 per year . No provision for inflation is provided.

**Castlewood Ranch Metropolitan District
Sources and Uses of Cash
For the Years Ended December 31, 1999 through 2034**

	1999	2000	2001	2002	2003	2004	2005	2006	2007	2008
Beginning cash available	8,229	8,229	3,000	(0)	1,545	8,902	0	0	0	23,743
Revenues:					General Fund					
Property taxes	893	99	45	24,150	80,489	141,138	165,245	95,359	134,975	162,342
Specific ownership taxes	260	0	0	2,770	8,049	14,114	16,524	9,536	13,488	16,234
Development Advances	30,000	43,611	52,109	46,310						0
Interest income	536	1,292	2,123	670	27	156	0	0	0	416
	31,689	45,002	54,277	73,900	88,565	155,408	181,769	104,895	148,473	178,992
Expenditures:										
Tax collection fees	28	1	1	362	1,207	2,117	2,479	1,430	2,025	2,435
Repay developer advances	237,654			10,000	10,000	82,193	99,291	23,465	22,705	
Operating and Adm'n expenses	33,764	48,127	57,276	71,993	70,000	80,000	80,000	80,000	100,000	100,000
	33,792	48,128	57,277	72,355	81,207	164,310	181,770	104,895	124,730	102,435
Ending cash available	261,179	6,126	3,000	(0)	1,545	8,902	0	0	23,743	100,300
Mill Levy			5,000	13,224	13,224	13,224	13,224	5,000	5,000	5,000
Beginning cash available	0	59	161,474	8,025,261	5,992,758	0	0	0	0	0
Revenues:					Capital Projects Fund					
Development fees	6,450,000	719,560	1,082,785	300,000	475,000	1,337,655	1,590,000	855,000	90,000	0
Bond proceeds subord bonds	14,646,113	1,463,521	544,523	9,280,681	1,762,325	1,159,688				
Senior note proceeds	667,460		667,460							
Bond proceeds GO Bonds	9,500,000		9,500,000			0				
Reimbursements	375,080		126,903	248,177						
Interest income	155,212	810	14,676	139,726						
	31,793,865	435,375	2,183,891	11,936,347	9,968,584	2,237,325	2,497,343	1,590,000	90,000	0
Expenditures:										
Transfer to Debt Service	9,228,865	529,572	1,583,264	3,175,604	689,455	715,970	1,590,000	855,000	90,000	
Issuance costs	278,000		278,000							
Construction	22,287,000	435,316	1,492,904	2,211,296	8,825,483	7,540,628	1,781,373		0	0
	31,793,865	435,316	2,022,476	4,072,560	12,001,087	8,230,083	2,497,343	1,590,000	90,000	0
Ending cash available	0	59	161,474	8,025,261	5,992,758	0	0	0	0	0

See Summary of Significant Assumptions and Accounting Policies

Castlewood Ranch Metropolitan District
Sources and Uses of Cash
For the Years Ended December 31, 1999 through 2034

	1999	2000	2001	2002	2003	2004	2005	2006	2007	2008
Beginning cash available	0	0	0	966,477	966,473	940,102	2,439,055	1,749,112	2,195,238	2,036,190
Revenues:										
Property taxes	43,889,007	788	362	73,049	243,463	426,916	499,834	762,876	1,079,803	1,298,738
Specific ownership taxes	4,389,859		0	8,378	24,346	42,692	49,983	76,288	107,980	129,874
Transfer from Capital Projects	9,229,054	529,572	1,583,264	3,175,604	689,455	715,970	1,590,000	855,171	90,018	
Refunding bonds	13,700,000					13,700,000				
Interest income	3,641,952		921	22,132	33,827	32,904	85,367	61,219	76,833	71,267
	75,049,872	530,360	1,584,547	3,279,163	991,091	14,918,481	2,225,184	1,755,553	1,354,635	1,499,879
Expenditures:										
Debt service (Series 2001)	20,220,544		344,974	324,355	557,517	532,046	532,046	532,046	616,833	617,482
Debt service (Series 2004)	30,162,146				0	802,054	802,054	765,939	880,652	788,931
Debt Service Subordinate Bonds	17,706,561	523,788	435,000	2,522,826	361,417	12,290,001	1,573,529			
Debt Service - Note	734,218			406,180	328,038					
Issuance costs	748,666	6,546	183,059	3,056		565,607				
Other expenses	9,602		11	2,131	3,652	6,404	7,498	11,443	16,197	19,481
Tax collection fees	659,390	26								
	70,241,127	530,360	618,070	3,279,167	1,017,462	13,419,528	2,915,126	1,309,428	1,513,682	1,425,894
Ending cash available	4,806,745	0	966,477	966,473	940,102	2,439,055	1,749,112	2,195,238	2,036,190	2,110,175
Milt Levy			40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000
Total mill levy			45,000	53,224	53,224	53,224	53,224	45,000	45,000	45,000
Assessed valuation (000's)										
Beginning	9		9	1,829	6,087	10,673	10,673	12,496	19,072	26,995
Adjustment for vacant land	(0)		1,820	2,219	(1,200)	(1,020)	(1,020)	(1,020)	(799)	
Increase for home starts	32,383		2,039	5,665	2,843	7,346	2,843	8,722	8,722	4,933
Increase from re-assessment	10,690				122	290	290			540
Ending	43,081		9	1,829	6,087	10,673	12,496	19,072	26,995	32,468
Absorption residential units	1,290		96	239	95	313	358	171	18	0

See Summary of Significant Assumptions and Accounting Policies

Castlewood Ranch Metropolitan District
Sources and Uses of Cash
For the Years Ended December 31, 1999 through 2034

	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020
Beginning cash available	100,300	182,725	208,349	215,993	226,351	236,890	225,245	213,396	204,024	194,488	187,523	180,436
Revenues:						General Fund						
Property taxes	166,516	135,877	118,992	121,270	121,270	123,695	123,695	126,169	126,169	128,693	128,693	131,266
Specific ownership taxes	16,652	13,588	11,889	12,127	12,127	12,370	12,370	12,617	12,617	12,869	12,869	13,127
Development Advances												
Interest income	1,755	3,198	3,546	3,780	3,961	4,146	3,942	3,734	3,570	3,404	3,282	3,158
	184,922	152,662	134,427	137,177	137,358	140,210	140,007	142,521	142,357	144,965	144,844	147,551
Expenditures:												
Tax collection fees	2,498	2,038	1,783	1,819	1,819	1,855	1,855	1,893	1,893	1,930	1,930	1,969
Repay developer advances												
Operating and Admin expenses	100,000	125,000	125,000	125,000	125,000	150,000	150,000	150,000	150,000	150,000	150,000	150,000
	102,498	127,038	126,783	126,819	126,819	151,855	151,855	151,893	151,893	151,930	151,930	151,969
Ending cash available	182,725	208,349	215,993	226,351	236,890	225,245	213,396	204,024	194,488	187,523	180,436	176,018
Milk Levy	5,000	4,000	3,500	3,500	3,500	3,500	3,500	3,500	3,500	3,500	3,500	3,500
Beginning cash available	0	0	0	0	0	0	0	0	0	0	0	0
Revenues:						Capital Projects Fund						
Development fees												
Bond proceeds subord bonds												
Senior note proceeds												
Bond proceeds GO Bonds												
Reimbursements												
Interest income												
Expenditures:												
Transfer to Debt Service												
Issuance costs												
Construction												
Ending cash available	0	0	0	0	0	0	0	0	0	0	0	0

See Summary of Significant Assumptions and Accounting Policies

**Castlewood Ranch Metropolitan District
Sources and Uses of Cash
For the Years Ended December 31, 1999 through 2034**

	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020
Beginning cash available	2,110,175	2,188,320	2,310,044	2,397,247	2,533,398	2,631,831	2,768,734	2,881,224	3,031,124	3,146,075	3,313,839	3,445,629
Revenues:												
Property taxes	1,332,124	1,358,767	1,358,767	1,385,942	1,385,942	1,413,661	1,413,661	1,441,934	1,441,934	1,470,773	1,470,773	1,500,189
Specific ownership taxes	133,212	135,877	135,877	138,594	138,594	141,366	141,366	144,193	144,193	147,077	147,077	150,019
Transfer from Capital Projects												
Refunding bonds												
Interest income	73,856	76,591	80,852	83,904	88,669	92,114	96,906	100,843	106,089	110,113	115,984	120,597
	1,539,193	1,571,235	1,575,495	1,608,440	1,613,205	1,647,141	1,651,933	1,686,971	1,692,217	1,727,963	1,733,835	1,770,804
Expenditures:												
Debt service (Series 2001)	626,051	629,130	637,783	638,876	649,055	653,431	662,038	664,822	676,479	677,074	686,888	690,601
Debt service (Series 2004)	815,015	800,000	830,127	812,624	844,928	856,602	866,200	850,619	879,158	861,063	893,095	878,219
Debt Service Subordinate Bonds												
Debt Service - Note issuance costs												
Other expenses	19,982	20,382	20,382	20,789	20,789	21,205	21,205	21,629	21,629	22,062	22,062	22,503
Tax collection fees	1,461,048	1,449,511	1,488,292	1,472,289	1,514,773	1,510,238	1,539,443	1,537,070	1,577,267	1,560,199	1,602,045	1,591,322
	2,188,320	2,310,044	2,397,247	2,533,398	2,631,831	2,768,734	2,881,224	3,031,124	3,146,075	3,313,839	3,445,629	3,625,111
Ending cash available	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000
Mill Levy	45,000	44,000	43,500	43,500	43,500	43,500	43,500	43,500	43,500	43,500	43,500	43,500
Total mill levy												
Assessed valuation (000's)												
Beginning	32,468	33,303	33,969	33,969	34,649	34,649	35,342	35,342	36,048	36,048	36,769	36,769
Adjustment for vacant land												
Increase for home starts	835	0	0	0	0	0	0	0	0	0	0	0
Increase from re-assessment		666	679	679	693	693	707	707	721	721	735	735
Ending	33,303	33,969	33,969	34,649	34,649	35,342	35,342	36,048	36,048	36,769	36,769	37,505
Absorption residential units												
	0											

See Summary of Significant Assumptions and Accounting Policies

**Castlewood Ranch Metropolitan District
Sources and Uses of Cash
For the Years Ended December 31, 1999 through 2034**

	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034
Beginning cash available	176,018	171,523	169,797	168,041	169,160	170,298	174,420	178,614	185,904	193,322	203,953	214,770	228,921	243,320
Revenues:						General Fund								
Property taxes	131,266	133,892	133,892	136,570	136,570	139,301	139,301	142,087	142,087	144,929	144,929	147,827	147,827	150,784
Specific ownership taxes	13,127	13,389	13,389	13,657	13,657	13,930	13,930	14,209	14,209	14,493	14,493	14,783	14,783	15,078
Development Advances														
Interest income	3,080	3,002	2,971	2,941	2,960	2,980	3,052	3,126	3,253	3,383	3,569	3,758	4,006	4,258
	147,473	150,283	150,252	153,167	153,187	156,211	156,284	159,422	159,549	162,805	162,991	166,369	166,616	170,120
Expenditures:														
Tax collection fees														
Repay developer advances	1,969	2,008	2,008	2,049	2,049	2,090	2,090	2,131	2,131	2,174	2,174	2,217	2,217	2,262
Operating and Admin expenses	150,000	150,000	150,000	150,000	150,000	150,000	150,000	150,000	150,000	150,000	150,000	150,000	150,000	150,000
	151,969	152,008	152,008	152,049	152,049	152,090	152,090	152,131	152,131	152,174	152,174	152,217	152,217	152,262
Ending cash available	171,523	169,797	168,041	169,160	170,298	174,420	178,614	185,904	193,322	203,953	214,770	228,921	243,320	261,179
Milt Levy	3,500	3,500	3,500	3,500	3,500	3,500	3,500	3,500	3,500	3,500	3,500	3,500	3,500	3,500
Beginning cash available	0	0	0	0	0	Capital Projects Fund	0	0	0	0	0	0	0	0
Revenues:														
Development fees														
Bond proceeds subord bonds														
Senior note proceeds														
Bond proceeds GO Bonds														
Reimbursements														
Interest income														
	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Expenditures:														
Transfer to Debt Service														
Issuance costs														
Construction														
	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Ending cash available	0	0	0	0	0	0	0	0	0	0	0	0	0	0

See Summary of Significant Assumptions and Accounting Policies

Castlewood Ranch Metropolitan District
Sources and Uses of Cash
For the Years Ended December 31, 1999 through 2034

	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034
Beginning cash available	3,625,111	3,763,987	3,956,877	4,114,275	4,326,711	4,495,002	4,715,780	4,903,915	5,141,990	5,340,117	5,597,033	5,078,840	5,356,278	5,611,660
Revenues:														
Property taxes	1,500,189	1,530,192	1,530,192	1,560,796	1,560,796	1,592,012	1,592,012	1,623,852	1,623,852	1,656,329	1,656,329	1,689,456	1,689,456	1,723,245
Specific ownership taxes	150,019	153,019	153,019	156,080	156,080	159,201	159,201	162,385	162,385	165,633	165,633	168,946	168,946	172,325
Transfer from Capital Projects														
Refunding bonds														
Interest income	126,879	131,740	138,491	144,000	151,435	157,325	165,052	171,637	179,970	186,904	195,896	177,759	187,470	196,408
	1,777,086	1,814,951	1,821,702	1,860,875	1,866,311	1,908,538	1,916,266	1,957,875	1,986,207	2,008,866	2,017,858	2,036,161	2,045,871	2,091,978
Expenditures:														
Debt service (Series 2001)	702,986	704,031	714,042	712,881	730,033	730,520	739,722	742,242	758,071	756,740	1,511,996			
Debt service (Series 2004)	912,722	895,078	927,308	912,347	946,575	933,360	984,528	953,200	985,651	970,365	899,211	1,733,381	1,765,148	2,869,044
Debt Service - Note issuance costs														
Other expenses	22,503	22,953	22,953	23,412	23,412	23,880	23,880	24,358	24,358	24,845	24,845	25,342	25,342	25,849
Tax collection fees	1,638,211	1,622,061	1,664,303	1,648,440	1,700,020	1,687,760	1,728,130	1,719,800	1,768,080	1,751,950	2,536,052	1,758,722	1,790,489	2,894,893
	3,763,987	3,956,877	4,114,275	4,326,711	4,495,002	4,715,780	4,903,915	5,141,990	5,340,117	5,597,033	5,078,840	5,356,278	5,611,660	4,808,745
Ending cash available	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000
Total mill levy	43,500	43,500	43,500	43,500	43,500	43,500	43,500	43,500	43,500	43,500	43,500	43,500	43,500	43,500
Assessed valuation (000's)														
Beginning	37,505	37,505	38,255	38,255	39,020	39,020	39,800	39,800	40,596	40,596	41,408	41,408	42,236	42,236
Adjustment for vacant land														
Increase for home starts		750		765		780	796	796	812	812	828	828		845
Increase from re-assessment														
Ending	37,505	38,255	38,255	39,020	39,020	39,800	39,800	40,596	40,596	41,408	41,408	42,236	42,236	43,081
Absorption residential units														

See Summary of Significant Assumptions and Accounting Policies

**Castlewood Ranch Metropolitan District
Schedule of Forecasted Absorption, Market Values and Assessed Valuation
For the Years Ended December 31, 2001 through 2008**

Schedule of Absorption	Market Values	2001 through 2008																		
		Total	2001	2002	2003	2004	2005	2006	2007	2008										
Filing 1 Parcel 3 & 4	245,000	189	19	143	27															
Filing 1 Parcel 5 & 6	229,000	149	77	71	1															
Filing 1 Parcel 7	380,000	40		23	17															
Filing 1 Parcel 8	375,000	41			24	17														
Filing 1 Parcel 8A	330,000	25		2	12															
Filing 1 Parcel 9	450,000	24				8														
Filing 1 Parcel 10	450,000	31			4	12														
Filing 1 Parcel 12	180,000	289			10	125														
Filing 2 Parcel 2	225,000	105				45														
Filing 2 Parcel 3	225,000	40				25														
Filing 2 Parcel 4	225,000	45				15														
Filing 2 Parcel 5	350,000	22				5														
Filing 2 Parcel 6	240,000	92				45														
Filing 2 Parcel 7	450,000	43				5														
Filing 2 Parcel 8	240,000	56				15														
Filing 2 Parcel 9	240,000	59				20														
Filing 2 Parcel 10	450,000	18				5														
Filing 2 Parcel 11	450,000	22				5														
Total		1,290	96	239	95	313	358	171	18	0	0	0	0	0	0	0	0	0	0	0

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Schedule of Market Values

Filing 1 Parcel 3 & 4	47,272,946	4,655,000	35,735,700	6,882,246	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Filing 1 Parcel 5 & 6	34,455,432	17,633,000	16,584,180	238,252	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Filing 1 Parcel 7	15,635,784	0	8,914,800	6,720,984	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Filing 1 Parcel 8	16,128,801	0	9,363,600	6,765,201	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Filing 1 Parcel 8A	8,645,369	0	673,200	4,119,984	3,852,185	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Filing 1 Parcel 9	11,891,795	0	0	3,820,349	3,852,185	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Filing 1 Parcel 10	14,938,886	0	0	1,872,720	5,730,523	5,845,134	1,490,509	0	0	0	0	0	0	0	0	0	0	0	0	0
Filing 1 Parcel 12	55,867,925	0	0	1,872,720	23,877,180	24,354,724	5,763,302	0	0	0	0	0	0	0	0	0	0	0	0	0
Filing 2 Parcel 2	25,430,629	0	0	0	10,744,731	10,959,626	3,726,273	0	0	0	0	0	0	0	0	0	0	0	0	0
Filing 2 Parcel 3	9,622,504	0	0	0	5,969,295	3,653,209	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Filing 2 Parcel 4	11,105,754	0	0	0	0	3,653,209	7,452,545	0	0	0	0	0	0	0	0	0	0	0	0	0
Filing 2 Parcel 5	8,335,470	0	0	0	1,857,114	4,646,215	1,932,141	0	0	0	0	0	0	0	0	0	0	0	0	0
Filing 2 Parcel 6	23,707,251	0	0	0	11,461,046	10,391,349	1,854,856	0	0	0	0	0	0	0	0	0	0	0	0	0
Filing 2 Parcel 7	21,200,865	0	0	0	2,387,718	7,306,417	7,452,545	4,064,185	0	0	0	0	0	0	0	0	0	0	0	0
Filing 2 Parcel 8	14,471,481	0	0	0	3,820,349	10,651,132	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Filing 2 Parcel 10	15,629,871	0	0	0	0	5,195,674	10,334,196	0	0	0	0	0	0	0	0	0	0	0	0	0
Single Family - 3	8,924,155	0	0	0	0	2,435,472	4,968,364	1,520,319	0	0	0	0	0	0	0	0	0	0	0	0
Single Family - 4	10,951,248	0	0	0	0	2,435,472	4,968,364	3,547,412	0	0	0	0	0	0	0	0	0	0	0	0
Multi Family	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Total	353,916,157	22,288,000	61,907,880	31,070,506	80,295,691	95,324,388	53,917,786	9,121,916	0	0	0	0	0	0	0	0	0	0	0	0
Increase in Assessed Valuation	32,383,329	2,039,352	5,664,571	2,842,951	7,346,141	8,722,182	4,933,477	834,655	0	0	0	0	0	0	0	0	0	0	0	0

**Castlewood Ranch Metropolitan District
Debt Service Schedule - Series 2001
For the Years ended 2001 through 2031**

	Principal	Coupon	Interest	Declining LOC Fee	Remarketing Fee	Trustee Fee	Total Payment	Annual Payment	Balance
2002			88,139	75,502			163,641		9,500,000
2002			95,000	48,587	34,746	3,000	181,333	344,974	9,500,000
2003			73,625	74,559			148,184		9,500,000
2003			73,625	75,795	23,750	3,000	176,170	324,355	9,500,000
2004			190,000	74,971			264,971		9,500,000
2004			190,000	75,795	23,750	3,000	292,545	557,517	9,500,000
2005			190,000	62,133			252,133		9,500,000
2005			190,000	63,163	23,750	3,000	279,913	532,046	9,500,000
2006			190,000	62,133			252,133		9,500,000
2006			190,000	63,163	23,750	3,000	279,913	532,046	9,500,000
2007			190,000	62,133			252,133		9,500,000
2007	85,000	4.00%	190,000	63,163	23,538	3,000	364,700	616,833	9,415,000
2008			188,300	49,554			237,854		9,415,000
2008	115,000	4.00%	188,300	50,078	23,250	3,000	379,628	617,482	9,300,000
2009			186,000	48,660			234,660		9,300,000
2009	130,000	4.00%	186,000	49,466	22,925	3,000	391,391	626,051	9,170,000
2010			183,400	47,980			231,380		9,170,000
2010	140,000	4.00%	183,400	48,775	22,575	3,000	397,750	629,130	9,030,000
2011			180,600	35,436			216,036		9,030,000
2011	180,000	4.00%	180,600	36,023	22,125	3,000	421,748	637,783	8,850,000
2012			177,000	34,921			211,921		8,850,000
2012	180,000	4.00%	177,000	35,305	21,650	3,000	426,955	638,876	8,660,000
2013			173,200	33,984			207,184		8,660,000
2013	210,000	4.00%	173,200	34,547	21,125	3,000	441,872	649,055	8,450,000
2014			169,000	33,160			202,160		8,450,000
2014	225,000	4.00%	169,000	33,709	20,563	3,000	451,271	653,431	8,225,000
2015			164,500	32,277			196,777		8,225,000
2015	245,000	4.00%	164,500	32,811	19,950	3,000	465,261	662,038	7,980,000
2016			159,600	31,488			191,088		7,980,000
2016	260,000	4.00%	159,600	31,834	19,300	3,000	473,734	664,822	7,720,000
2017			154,400	30,295			184,695		7,720,000
2017	285,000	4.00%	154,400	30,797	18,588	3,000	491,784	676,479	7,435,000
2018			148,700	29,177			177,877		7,435,000
2018	300,000	4.00%	148,700	29,660	17,838	3,000	499,197	677,074	7,135,000
2019			142,700	28,000			170,700		7,135,000
2019	325,000	4.00%	142,700	28,483	17,025	3,000	516,188	686,888	6,810,000
2020			136,200	26,872			163,072		6,810,000
2020	345,000	4.00%	136,200	27,167	16,163	3,000	527,529	690,601	6,465,000
2021			129,300	25,370			154,670		6,465,000
2021	375,000	4.00%	129,300	25,790	15,225	3,000	548,315	702,986	6,090,000
2022			121,800	23,899			145,699		6,090,000
2022	395,000	4.00%	121,800	24,294	14,238	3,000	558,332	704,031	5,695,000
2023			113,900	22,349			136,249		5,695,000
2023	425,000	4.00%	113,900	22,719	13,175	3,000	577,794	714,042	5,270,000
2024			105,400	20,795			126,195		5,270,000
2024	445,000	4.00%	105,400	21,023	12,063	3,000	586,486	712,681	4,825,000
2025			96,500	18,935			115,435		4,825,000
2025	485,000	4.00%	96,500	19,248	10,850	3,000	614,598	730,033	4,340,000
2026			86,800	17,032			103,832		4,340,000
2026	510,000	4.00%	86,800	17,313	9,575	3,000	626,688	730,520	3,830,000
2027			76,600	15,030			91,630		3,830,000
2027	545,000	4.00%	76,600	15,279	8,213	3,000	648,091	739,722	3,285,000
2028			65,700	12,963			78,663		3,285,000
2028	575,000	4.00%	65,700	13,105	6,775	3,000	663,580	742,242	2,710,000
2029			54,200	10,635			64,835		2,710,000
2029	620,000	4.00%	54,200	10,811	5,225	3,000	693,236	758,071	2,090,000
2030			41,800	8,203			50,003		2,090,000
2030	650,000	4.00%	41,800	8,337	3,600	3,000	706,737	756,740	1,440,000
2031			28,800	5,652			34,452		1,440,000
2031	1,440,000	4.00%	28,800	5,744		3,000	1,477,544	1,511,996	0
	9,500,000		8,019,189	2,096,059	515,296	90,000	20,220,544	20,220,544	

See Summary of Significant Assumptions and Accounting Policies

**Castlewood Ranch Metropolitan District
Debt Service Schedule - Series 2004
For the Years ended 2004 through 2034**

	Principal	Coupon	Interest	Declining LOC Fee	Remarketing Fee	Trustee Fee	Total Payment	Annual Payment	Balance
2002							0		0
2003			0				0	0	0
2004			0				0	0	0
2004			0				0	0	13,700,000
2005			274,000	108,094			382,094		13,700,000
2005			274,000	108,711	34,250	3,000	419,961	802,054	13,700,000
2006			274,000	90,097			364,097		13,700,000
2006			274,000	90,592	34,250	3,000	401,842	765,939	13,700,000
2007			274,000	90,097			364,097		13,700,000
2007	115,000	4.00%	274,000	90,592	33,963	3,000	516,555	880,652	13,585,000
2008			271,700	71,865			343,565		13,585,000
2008	65,000	4.00%	271,700	71,865	33,800	3,000	445,365	788,931	13,520,000
2009			270,400	71,131			341,531		13,520,000
2009	95,000	4.00%	270,400	71,522	33,563	3,000	473,484	815,015	13,425,000
2010			268,500	70,631			339,131		13,425,000
2010	85,000	4.00%	268,500	71,019	33,350	3,000	460,869	800,000	13,340,000
2011			266,800	52,638			319,438		13,340,000
2011	155,000	4.00%	266,800	52,927	32,963	3,000	510,690	830,127	13,185,000
2012			263,700	52,312			316,012		13,185,000
2012	145,000	4.00%	263,700	52,312	32,600	3,000	496,612	812,624	13,040,000
2013			260,800	51,454			312,254		13,040,000
2013	185,000	4.00%	260,800	51,737	32,138	3,000	532,674	844,928	12,855,000
2014			257,100	50,724			307,824		12,855,000
2014	185,000	4.00%	257,100	51,003	31,675	3,000	527,778	835,602	12,670,000
2015			253,400	49,994			303,394		12,670,000
2015	215,000	4.00%	253,400	50,289	31,138	3,000	552,806	856,200	12,455,000
2016			249,100	49,416			298,516		12,455,000
2016	220,000	4.00%	249,100	49,416	30,588	3,000	552,103	850,619	12,235,000
2017			244,700	48,278			292,978		12,235,000
2017	260,000	4.00%	244,700	48,543	29,938	3,000	586,180	878,158	11,975,000
2018			239,500	47,252			286,752		11,975,000
2018	255,000	4.00%	239,500	47,511	29,300	3,000	574,311	861,063	11,720,000
2019			234,400	46,248			280,648		11,720,000
2019	300,000	4.00%	234,400	46,500	28,550	3,000	612,450	893,095	11,420,000
2020			228,400	45,309			273,709		11,420,000
2020	300,000	4.00%	228,400	45,309	27,800	3,000	604,509	878,219	11,120,000
2021			222,400	43,878			266,278		11,120,000
2021	350,000	4.00%	222,400	44,119	26,925	3,000	646,444	912,722	10,770,000
2022			215,400	42,497			257,897		10,770,000
2022	350,000	4.00%	215,400	42,730	26,050	3,000	637,180	895,078	10,420,000
2023			208,400	41,116			249,516		10,420,000
2023	400,000	4.00%	208,400	41,342	25,050	3,000	677,792	927,308	10,020,000
2024			200,400	39,755			240,155		10,020,000
2024	405,000	4.00%	200,400	39,755	24,038	3,000	672,192	912,347	9,615,000
2025			192,300	37,940			230,240		9,615,000
2025	460,000	4.00%	192,300	38,148	22,888	3,000	716,335	946,575	9,155,000
2026			183,100	36,125			219,225		9,155,000
2026	470,000	4.00%	183,100	36,323	21,713	3,000	714,135	933,360	8,685,000
2027			173,700	34,270			207,970		8,685,000
2027	525,000	4.00%	173,700	34,458	20,400	3,000	756,558	964,528	8,160,000
2028			163,200	32,375			195,575		8,160,000
2028	540,000	4.00%	163,200	32,375	19,050	3,000	757,625	953,200	7,620,000
2029			152,400	30,068			182,468		7,620,000
2029	600,000	4.00%	152,400	30,233	17,550	3,000	803,183	985,651	7,020,000
2030			140,400	27,700			168,100		7,020,000
2030	815,000	4.00%	140,400	27,852	16,013	3,000	802,265	970,365	6,405,000
2031			128,100	25,274			153,374		6,405,000
2031	675,000	4.00%	128,100	25,412	14,325	3,000	845,837	999,211	5,730,000
2032			114,600	22,734			137,334		5,730,000
2032	1,445,000	4.00%	114,600	22,734	10,713	3,000	1,596,047	1,733,381	4,285,000
2033			85,700	16,909			102,609		4,285,000
2033	1,550,000	4.00%	85,700	17,001	6,838	3,000	1,662,538	1,765,148	2,735,000
2034			54,700	10,793			65,493		2,735,000
2034	2,735,000	4.00%	54,700	10,851		3,000	2,803,551	2,869,044	0
	13,700,000		12,730,600	2,880,133	761,413	90,000	30,162,146	30,162,146	

See Summary of Significant Assumptions and Accounting Policies

**Castlewood Ranch Metropolitan District
 Analysis of Note payable - Developer**

<u>Date</u>	<u>Payment</u>	<u>Principal</u>	<u>Interest</u>	<u>Balance</u>
12/13/2001				667,460
01/07/2002	75,000	71,343	3,657	596,117
03/01/2002	100,000	93,075	6,925	503,042
03/15/2002	111,180	109,636	1,544	393,406
04/19/2002	80,000	76,982	3,018	316,424
05/23/2002	25,000	22,642	2,358	293,782
08/14/2002	15,000	9,656	5,344	284,126
01/14/2003	10,000	472	9,528	283,654
01/30/2003	5,000	4,005	995	279,649
02/21/2003	5,000	3,652	1,348	275,997
03/11/2003	10,000	8,911	1,089	267,086
03/25/2003	2,875	2,055	820	265,031
10/01/2003	295,163	284,126	11,037	(0)
	734,218	686,556	47,662	

See Summary of Significant Assumptions and Accounting Policies

Castlewood Ranch Metropolitan District Debt Service Schedule - Subordinate Bonds

<u>Date</u>	<u>Advances</u>	<u>Accrued Interest</u>	<u>Principal Paid</u>	<u>Interest Paid</u>	<u>Total Paid</u>	<u>Balance Principal</u>	<u>Balance Interest</u>
1999	435,375	5,435				435,375	5,435
2000	1,463,521	144,074	389,006	134,782	523,788	1,509,890	14,727
2001	544,523	156,965	357,240	77,760	435,000	1,697,173	93,932
2002	9,280,681	863,451	1,727,785	795,041	2,522,826	9,250,069	162,342
2003	1,762,325	755,671	(556,596)	918,013	361,417	11,568,990	0
2004	1,159,688	1,018,294	11,271,707	1,018,294	12,290,001	1,456,971	0
2005		116,558	1,456,971	116,558	1,573,529	(0)	0
	<u>14,646,113</u>		<u>14,646,113</u>	<u>3,060,448</u>	<u>17,706,561</u>		