COPPERLEAF METROPOLITAN DISTRICT NO. 9

Financial Statements

Year Ended December 31, 2024

with

Independent Auditor's Report

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HIRATSUKA & ASSOCIATES, L.L.P.

CERTIFIED PUBLIC ACCOUNTANTS & BUSINESS ADVISORS

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Copperleaf Metropolitan District No. 9
Arapahoe County, Colorado

Opinion

We have audited the accompanying financial statements of the governmental activities and each major fund of the Copperleaf Metropolitan District No. 9 (the District) as of and for the year ended December 31, 2024, and the related notes to the financial statements, which collectively comprise the District's basic financial statements as listed in the table of contents.

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 District, as of December 31, 2024, and the respective changes in financial position and the budgetary comparison for the General Fund for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the District, and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for 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.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the District's ability to continue as a going concern for twelve months beyond the financial statement date, including any currently known information that may raise substantial doubt shortly thereafter.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.

- Obtain an understanding of internal control relevant to the audit 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 District's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the District's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Required Supplementary Information

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

Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The Supplemental Information as listed in the table of contents is presented for the purpose of additional analysis and was not a required part of the financial statements.

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

Unaudited Information

The Continuing Disclosure Annual Financial Information – Unaudited as listed in the table of contents has not been subjected to the auditing procedures applied in the audit of the basic financial statements and, accordingly, we do not express an opinion or provide any assurance on them.

Hiratsuka & Associates, LLP

August 28, 2026
Wheat Ridge, Colorado

COPPERLEAF METROPOLITAN DISTRICT NO. 9

BALANCE SHEET/STATEMENT OF NET POSITION
GOVERNMENTAL FUNDS
December 31, 2024

	General	Debt Service	Capital Projects	Total	Adjustments	Statement of Net Position
ASSETS						
Cash and investments	$ 87,581	$ -	$ -	$ 87,581	$ -	$ 87,581
Cash and investments - restricted	220	196	6,480,715	6,481,131	-	6,481,131
Receivable - County Treasurer	217	1,257	-	1,474	-	1,474
Property taxes receivable	56,286	325,663	-	381,949	-	381,949
Due from other funds	162	-	-	162	-	162
Total Assets	$ 144,466	$ 327,116	$ 6,480,715	$ 6,952,297	-	6,952,297
LIABILITIES						
Owed to District 1	$ 5,300	$ -	$ 3,759,665	$ 3,764,965	-	3,764,965
Accrued interest on bonds	-	-	-	-	2,637,628	2,637,628
Due to other funds	-	162	-	162	-	162
Long-term liabilities:						
Due in more than one year	-	-	-	-	17,275,000	17,275,000
Total Liabilities	5,300	162	3,759,665	3,765,127	19,912,628	23,677,755
DEFERRED INFLOWS OF RESOURCES						
Deferred property taxes	56,286	325,663	-	381,949	-	381,949
Total Deferred Inflows of Resources	56,286	325,663	-	381,949	-	381,949
FUND BALANCES/NET POSITION						
Fund Balances:						
Restricted:						
Emergencies	220	-	-	220	(220)	-
Debt service	-	1,291	-	1,291	(1,291)	-
Capital projects	-	-	2,721,050	2,721,050	(2,721,050)	-
Unassigned	82,660	-	-	82,660	(82,660)	-
Total Fund Balances	82,880	1,291	2,721,050	2,805,221	(2,805,221)	-
Total Liabilities, Deferred Inflows of Resources and Fund Balances	$ 144,466	$ 327,116	$ 6,480,715	$ 6,952,297		
Net Position:						
Restricted for:						
Emergencies					220	220
Capital projects					2,721,050	2,721,050
Unrestricted					(19,828,677)	(19,828,677)
Total Net Position					$ (17,107,407)	$ (17,107,407)

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

COPPERLEAF METROPOLITAN DISTRICT NO. 9

STATEMENT OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCES/STATEMENT OF ACTIVITIES
GOVERNMENTAL FUNDS
For the Year Ended December 31, 2024

	General	Debt Service	Capital Projects	Total	Adjustments	Statement of Activities
EXPENDITURES						
Transfer to District No. 1	$ 6,600	$ -	$ 7,755,653	$ 7,762,253	$ -	$ 7,762,253
Audit	5,300	-	-	5,300	-	5,300
Treasurer's fees	572	3,230	-	3,802	-	3,802
Bond interest expense	-	221,202	-	221,202	713,933	935,135
Trustee fees	-	4,000	-	4,000	-	4,000
Total Expenditures	12,472	228,432	7,755,653	7,996,557	713,933	8,710,490
GENERAL REVENUES						
Property taxes	38,173	215,346	-	253,519	-	253,519
Specific ownership taxes	2,191	12,679	-	14,870	-	14,870
Interest income	33,585	207	409,484	443,276	-	443,276
Reimbursements from other governments	-	-	823,156	823,156	-	823,156
Total General Revenues	73,949	228,232	1,232,640	1,534,821	-	1,534,821
NET CHANGES IN FUND BALANCES	61,477	(200)	(6,523,013)	(6,461,736)	6,461,736	
CHANGE IN NET POSITION					(7,175,669)	(7,175,669)
FUND BALANCES/NET POSITION:						
BEGINNING OF YEAR	21,403	1,491	9,244,063	9,266,957	(19,198,695)	(9,931,738)
END OF YEAR	$ 82,880	$ 1,291	$ 2,721,050	$ 2,805,221	$ (19,912,628)	$ (17,107,407)

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

COPPERLEAF METROPOLITAN DISTRICT NO. 9

STATEMENT OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCE - BUDGET AND ACTUAL -
GENERAL FUND
For the Year Ended December 31, 2024

	Original Budget	Final Budget	Actual	Variance Favorable (Unfavorable)
REVENUES				
Property taxes	$ 37,220	$ 38,173	$ 38,173	$ -
Specific ownership taxes	2,605	2,605	2,191	(414)
Interest income	-	19,222	33,585	14,363
Total Revenues	39,825	60,000	73,949	13,949
EXPENDITURES				
Transfer to District No. 1	33,791	53,951	6,600	47,351
Audit	5,300	5,300	5,300	-
Treasurer's fees	558	573	572	1
Emergency reserve	176	176	-	176
Total Expenditures	39,825	60,000	12,472	47,528
NET CHANGE IN FUND BALANCE	-	-	61,477	61,477
FUND BALANCE:				
BEGINNING OF YEAR	-	-	21,403	21,403
END OF YEAR	$ -	$ -	$ 82,880	$ 82,880

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

Note 1: Summary of Significant Accounting Policies

The accounting policies of the Copperleaf Metropolitan District No. 9 located in Arapahoe County, Colorado, conform to the accounting principles generally accepted in the United States of America ("GAAP") as applicable to governmental units. The Governmental Accounting Standards Board ("GASB") is the accepted standard setting body for establishing governmental accounting and financial reporting principles. The following is a summary of the more significant policies consistently applied in the preparation of financial statements.

Definition of Reporting Entity

The District was organized on January 18, 2008, as a quasi-municipal corporation and political subdivision of the State of Colorado pursuant to the Special District Act. The District was established to provide for construction and financing of water and sanitary sewer and storm drainage facilities, streets, and park and recreation facilities, safety protection facilities and services, transportation facilities, and television relay and translation services. Copperleaf Metropolitan District No. 1 ("District No. 1") is the service district for seven other districts within the development which include the District and Copperleaf Metropolitan District Nos. 3 through 8 ("Districts 3 - 8"). District No. 1 is charged with the coordination and management of services for the District and Districts 3 – 8 and the provision of improvements authorized in the service plans and pursuant to several intergovernmental agreements. Upon recommendation from District No. 1, the District and Districts 3 – 8 approve improvements which benefit a particular district and provide financing. The District contains primarily residential development, but is considered a commercial district in all related agreements. These related districts are made up of both residential and commercial districts.

The District's primary revenues during the year is property taxes, interest income, and reimbursements from other governments. The District is governed by an elected Board of Directors.

As required by GAAP, these financial statements present the activities of the District, which is legally separate and financially independent of other state and local governments. The District follows GASB Pronouncements' which provides guidance for determining which governmental activities, organizations and functions should be included within the financial reporting entity. GASB sets forth the financial accountability of a governmental organization's elected governing body as the basic criterion for including a possible component governmental organization in a primary government's legal entity. Financial accountability includes, but is not limited to, appointment of a voting majority of the organization's governing body, ability to impose its will on the organization, a potential for the organization to provide specific financial benefits or burdens and fiscal dependency. The pronouncements also require including a possible component unit if it would be misleading to exclude it.

The District is not financially accountable for any other organization. The District has no component units as defined by the GASB.

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

Basis of Presentation

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

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

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

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

Measurement Focus, Basis of Accounting and Financial Statement Presentation

The government-wide financial statements are reported using the *economic resources measurement focus* and the *accrual basis of accounting*. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of the related cash flows. Property taxes are recognized as revenues in the year in which they are collected.

Governmental fund financial statements are reported using the *current financial resources measurement focus* and the *modified accrual basis of accounting*. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be *available* when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the District considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. The material sources of revenue subject to accrual are property taxes and interest. Expenditures, other than interest on long-term obligations, are recorded when the liability is incurred, or the long-term obligation is paid.

The District can report the following major governmental funds:

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

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

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

Budgetary Accounting

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

In 2024, the District amended its total appropriations in the General Fund from $39,825 to $60,000 in anticipation of increased transfers to District No. 1.

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

Fair Value of Financial Instruments

The District’s financial instruments include cash and cash equivalents, accounts receivable and accounts payable. The District estimates that the fair value of all financial instruments at December 31, 2024, does not differ materially from the aggregate carrying values of its financial instruments recorded in the accompanying balance sheet. The carrying amount of these financial instruments approximates fair value because of the short maturity of these instruments.

Deposits and Investments

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

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

Interfund Balances

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

Estimates

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

Deferred Outflows/Inflows of Resources

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

In addition to liabilities, the statement of financial position will sometimes report a separate section for deferred inflows of resources. This separate financial statement element, *deferred inflows of resources*, represents an acquisition of net position that applies to a future period(s) and so will not be recognized as an inflow of resources (revenue) until that time. The District has one item that qualifies for reporting in this category. Deferred property taxes are deferred and recognized as an inflow of resources in the period that the amounts become available.

Property Taxes

Property taxes are levied by the District's Board of Directors. The levy is based on assessed valuations determined by the County Assessor generally as of January 1 of each year. The levy is normally set by December 15 by certification to the County Commissioners to put the tax lien on the individual properties as of January 1 of the following year. The County Treasurer collects the determined taxes during the ensuing calendar year. The taxes are payable by April 30 or if in equal installments, at the taxpayers' election, in February and June. Delinquent taxpayers are notified in July or August and the sales of the resultant tax liens on delinquent properties are generally held in November or December. The County Treasurer remits the taxes collected monthly to the District.

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

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

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

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

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

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

The restricted fund balance in the Debt Service Fund in the amount of $1,291 is restricted for the payment of the debt service costs associated with the General Obligation Limited Tax Bonds Series 2021(3), (see Note 3).

The restricted fund balance in the Capital Projects Fund in the amount of $2,721,050 is restricted for the payment of the costs for capital improvements within the District.

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

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

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

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

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

Net investment in capital assets – consists of net capital assets, reduced by outstanding balances of any related debt obligations and deferred inflows of resources attributable to the acquisition, construction, or improvement of those assets and increased by balances of deferred outflows or resources related to those assets. At December 31, 2024, the District did not have any amounts to report in this category.

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

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

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

Note 2: Cash and Investments

As of December 31, 2024, cash and investments are classified in the accompanying financial statements as follows:

Statement of Net Position:	
Cash and investments	$ 87,581
Cash and investments - Restricted	6,481,131
Total	$ 6,568,712

Cash and investments as of December 31, 2024, consist of the following:

Investments - COLOTRUST	$ 6,568,712
	$ 6,568,712

Deposits:

Custodial Credit Risk

The Colorado Public Deposit Protection Act, ("PDPA") requires that all units of local government deposit cash in eligible public depositories. State regulators determine eligibility. Amounts on deposit in excess of federal insurance levels must be collateralized. The eligible collateral is determined by the PDPA. PDPA allows the institution to create a single collateral pool for all public funds. The pool is to be maintained by another institution, or held in trust for all the uninsured public deposits as a group. The market value of the collateral must be at least equal to 102% of the aggregate uninsured deposits. The State Commissioners for banks and financial services are required by statute to monitor the naming of eligible depositories and reporting of the uninsured deposits and assets maintained in the collateral pools.

The District follows state statutes for deposits. None of the District's deposits were exposed to custodial credit risk.

Investments:

Investment Valuation

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

As of December 31, 2024, the District had the following investments:

COLOTRUST

The local government investment pool, Colorado Local Government Liquid Asset Trust ("COLOTRUST"), is rated AAAm by Standard & Poor's with a weighted average maturity of under 60 days. COLOTRUST is an investment trust/joint venture established for local government entities in Colorado to pool surplus funds. The State Securities Commissioner administers and enforces all State statutes governing the Trust. COLOTRUST records its investments at fair value and the District records its investment in COLOTRUST using the net asset value method. COLOTRUST operates similarly to a money market fund with each share maintaining a value of $1.00. The COLOTRUST offers shares in three portfolios, one of which is COLOTRUST PLUS+. COLOTRUST PLUS+ may invest in U.S. Treasuries, government agencies, the highest-rated commercial paper, certain corporate securities, certain money market funds, and certain repurchase agreements, and limits its investments to those allowed by State statutes. Purchases and redemptions are available daily at a net asset value (NAV) of $1.00. A designated custodial bank provides safekeeping and depository services to COLOTRUST in connection with the direct investment and withdrawal function of COLOTRUST. The custodian's internal records identify the investments owned by participating governments. There are no unfunded commitments and there is no redemption notice period. On December 31, 2024, the District had $6,568,712 invested in COLOTRUST Plus+.

Credit Risk

The District's investment policy requires that the District follow state statutes for investments. Colorado statutes specify the types of investments meeting defined rating and risk criteria in which local governments may invest. These investments include obligations of the United States and certain U.S. Government agency entities, certain money market funds, guaranteed investment contracts, and local government investment pools.

Custodial and Concentration of Credit Risk

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

Interest Rate Risk

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

Note 3: Long Term Debt

A description of the long-term obligations as of December 31, 2024, is as follows:

General Obligation Limited Tax Bonds Series 2021(3), ("Series 2021(3) Bonds"): On October 14, 2021, the District issued its Series 2021(3) Bonds in the original principal amount of $17,275,000. The Series 2021(3) Bonds bear interest at the rate of 4.875%, payable annually on December 1, commencing December 1, 2021, and maturing December 1, 2051. To the extent interest on any Bond is not paid when due, such interest shall compound on each interest payment date at the rate borne by the Bond. The Series 2021(3) Bonds were issued for the purpose of financing and reimbursing a portion of the costs of designing, acquiring, constructing, and installing certain public improvements, and paying costs of issuance of the Series 2021(3) Bonds.

The Series 2021(3) Bonds are "cash flow" bonds meaning that no regularly scheduled principal payments are due prior to the maturity date, and interest not paid will accrue and compound until there is sufficient Pledged Revenue for payment. In the event any amounts due and owing on the Series 2021(3) Bonds remain outstanding on December 2, 2061, such amounts shall be deemed discharged and shall no longer be due and outstanding.

The Series 2021(3) Bonds are subject to optional redemption prior to maturity, at the option of the District, as a whole or in integral multiples of $1,000, on December 1, 2026, and on any date thereafter, upon payment of the principal amount so redeemed plus accrued interest thereon to the date of redemption, upon payment of par, accrued interest, and a redemption premium of a percentage of the principal amount so redeemed, as follows:

Redemption Date	Redemption Premium
December 1, 2026 to November 30, 2027	3.00%
December 1, 2027, to November 30, 2028	2.00%
December 1, 2028, to November 30, 2029	1.00%
December 1, 2029, and thereafter	0.00%

The Series 2021(3) Bonds are secured by and payable from the Pledged Revenue, defined in the Indenture as moneys derived by the District from the following sources: (i) the Required Mill Levy; (ii) the PILOT Revenues; (iii) the portion of the Specific Ownership Tax which is collected as a result of imposition of the Required Mill Levy; and (iv) any other legally available moneys which the District determines, in its absolute discretion, to transfer to the Trustee for application as Pledged Revenue. The Indenture does not provide for any reserve fund, surplus fund or any other fund or account from which debt service on the Bonds may be paid, other than the Bond Fund. The District is therefore reliant exclusively upon future Pledged Revenue to pay debt service on the Bonds.

The following is an analysis of changes in long-term debt for the period ending December 31, 2024:

	Balance 1/1/2024	Additions	Deletions	Balance 12/31/2024	Current Portion
General Obligation Bonds - Series 2021(3)	$ 17,275,000	$ -	$ -	$ 17,275,000	$ -
Total	$ 17,275,000	$ -	$ -	$ 17,275,000	$ -

Due to the uncertainty in the timing of principal and interest payments on the Series 2021(3) Bonds, no schedule of payments is presented.

Debt Authorization

The limit on the District's ability to issue Debt is set forth in its Service Plan as $258,000,000 (the "Service Plan Debt Issuance Limit"). In no event is the District authorized to issue Debt in an amount that exceeds the Service Plan Debt Issuance Limit.

The District's voters have authorized the District to issue Debt in accordance with the Service Plan Debt Issuance Limit. The amount of debt authorization remaining within the Service Plan Debt Issuance Limit is $240,725,000.

In the future, the District may issue a portion or all of the remaining Service Plan Debt Issuance Limit for purposes of providing public improvements to support development as it occurs within the District's service area.

Note 4: Related Party

All of the Board of Directors are employees, owners or are otherwise associated with the Developer and may have conflicts of interest in dealing with the District. Management believes that all potential conflicts, if any, have been disclosed to the Board.

Note 5: Agreements

Amended and Restated District Administration Agreement: On July 16, 2018, Copperleaf Metropolitan District Nos. 1 and 3 through 9 entered into that certain Amended and Restated District Administration Agreement ("Amended and Restated Administration Agreement"), which replaces and supersedes the existing Administration Agreement dated October 3, 2005. Pursuant to the Amended and Restated Administration Agreement, District No. 1 agrees to provide Administration Services to and on behalf of the other districts. Further, each other district shall share the administrative costs incurred by District No. 1 in providing such Administration Services. In furtherance of this, each other district will set a General Fund mill levy of not less than 10 mills and not more than 60 mills to pay its administrative costs; provided Commercial Districts (District Nos. 5, and 7-9) can elect to use other Commercial District Revenue (defined therein) to pay their share. In the event there is a shortfall in the districts' ability to pay their full share, such district shall remit its Allocated Services Costs Shortfall Amount in accordance with the Residential or Commercial Administrative Services Funding Agreement.

The Financing Districts (District Nos. 3-9) have the option to terminate their participation in this Amended and Restated Administration Agreement.

Resolution Regarding the Imposition of System Development Fees: On August 24, 2021, the District adopted a resolution imposing System Development Fees ("SDF fees") due and payable upon issuance of a building permit to a buyer by Arapahoe County. The SDF fees, at the District's discretion, may be used for costs associated with capital improvements, operations, and maintenance, and/or pledged for debt service payments. The SDF fees are imposed on all property within the District's boundaries at the rate of $3,000 for each detached residential dwelling unit; $1,500 for each attached residential dwelling unit or duplex unit; $500 for each multifamily residential dwelling unit; and $0.50 per square foot of commercial land. During 2024, the District collected $0 in SDF fees.

Commercial District Revenues Pledge Agreement: On July 16, 2018, Copperleaf Metropolitan District Nos. 1, 5, 7, 8, & 9 entered into this Commercial District Revenues Pledge Agreement ("CD Revenues Pledge Agreement") to outline the use of the Commercial Districts' revenue. Thereunder, District No. 1 pledged Allocated PIF Revenues to Commercial Districts for payment of CD Improvement costs, both previously incurred and those to be incurred in the future. Moreover, each Commercial District pledged certain Pledged Net CD Revenues to District No. 1 to be distributed by District No. 1 as set forth in the Community Improvements and Prior RO Costs Pledge Agreement.

This Commercial District Revenue is comprised of: (i) Community SDFs; (ii) Minimum CD Debt Service Mill Levy (currently 47.5 mills, unless District No. 1 consents to a different rate) and any PILOT payments attributable to same; and (iii) Allocated PIF Revenues, which may only be used for capital costs and not operations and maintenance expenses.

District No. 1 transfers, sells, assigns, and pledges to each Commercial District its Allocated PIF Revenues, but may retain from gross PIF Revenue: (i) PIF Collection Costs; and (ii) the Annual District Shortfall Amount. Each Commercial District agrees to apply all Commercial District Revenues in the order of priority: (i) first, to payment of debt issued to finance Commercial District Improvements; (ii) second, to reimburse applicable Commercial Owner under any Commercial District Reimbursement Obligations; and (iii) third, annually pay Pledged Net Commercial District Revenue to District No. 1.

District No. 1 must apply Pledged Net Commercial District Revenues as set forth in the Community Improvements and Community and Prior RO Costs Pledge Agreement. Each Commercial District has the independent right to issue and structure its own Debt and Reimbursement Obligations without District No. 1's consent. Each Commercial District has an obligation to impose the Minimum Commercial District Debt Service Mill Levy in the Commercial District Mill Levy Commencement Year.

Subsequently, Copperleaf Metropolitan District Nos. 1, 5, 7, 8 and 9 entered into such First Amendment to Commercial District Revenues Pledge Agreement, dated April 15, 2025 (the "First Amendment"). Pursuant to such First Amendment, such Districts agree to remit to District No. 1 any excess proceeds of Debt to fund additional verified Eligible Capital Costs.

Agreement Regarding Declaration of Payment in Lieu of Taxes: On August 24, 2021, the District and District No. 1 entered into an Agreement Regarding Declaration of Payment in Lieu of Taxes ("PILOT Agreement"), in which District No. 1 agreed not to terminate or modify the PILOT Covenant (as defined therein), or consent to the termination or modification of the PILOT Covenant, in any manner which would materially adversely affect the PILOT Revenues (as defined therein) payable to the District as a result of its imposition of any debt service mill levy, including the Required Mill Levy (Material Amendment). The PILOT Agreement further provides that if District No. 1 receives a request from any person or entity for a Material Amendment to the PILOT Covenant or to terminate the PILOT Covenant, District No. 1 will not provide such consent unless it receives the prior written consent of the District.

Facilities Acquisition Agreement: On September 27, 2021, the District entered into a Facilities Acquisition Agreement with QW Developers Inc. (Developer) and Quincy-West Commercial Investors, LLC (QWCI) (Developer FAA), which sets forth the rights, obligations and procedures for the District's acquisition of certain Public Improvements and for the District to reimburse QWCI for certain Public Improvements, on behalf of the Developer, as part of the Developer's consideration for the acquisition of the developable property in the Development.

Pursuant to the Developer FAA, the District agreed to make payment to QWCI on behalf of the Developer for all prior Commercial Owner ("CO") Costs and/or verified costs (as defined therein), together with interest thereon, unless otherwise agreed to in writing by the Parties. Simple interest shall accrue on prior CO Costs and verified Costs at the rate of 8% per annum until paid, commencing from the date Verified Costs or Prior CO Costs are incurred by the Developer. Payments by the District to QWCI shall credit first against accrued and unpaid interest and then to the principal amount due.

Acknowledgement of Sufficient Development Completion Amounts and Authorization to Disburse Funds: On October 14, 2021, the District entered into an Acknowledgement of Sufficient Development Completion Amounts and Authorization to Disburse Funds with District No. 1, QWCI and the Developer (Acknowledgement and Authorization), in which QWCI and the Developer acknowledged receipt of the Prior CO Costs (as defined therein) and further acknowledged that the amount remaining in the District No. 9 Bonds project fund was anticipated to be sufficient to satisfy the Commercial District Reimbursement Obligations, as defined in the CD Revenues Pledge Agreement. Accordingly, the Developer, QWCI and the District authorized the District to requisition the District No. 1 Remittance to reimburse Community Improvements as set forth in the CD Revenues Pledge Agreement.

The principal balance of developer capital advances outstanding for District No. 1 as of December 31, 2024, was $19,570,969 and accrued interest was $2,676,555.

Administrative Services Funding Agreement (Commercial): On July 16, 2018, Copperleaf Metropolitan District Nos. 1, 5, 7, 8, 9, and Copperleaf Escrow, LLC ("Escrow, LLC") entered into that certain Administrative Services Funding Agreement whereby District No. 1 agrees to provide Administrative Services to District Nos. 5, 7, 8, & 9. District Nos. 5, 7, 8, & 9 agreed to reimburse District No. 1 for advances made by Escrow, LLC for these administrative services using (i) General Fund mill levy; (ii) allocated PIF revenue; or (iii) a combination thereof, after payment of annual debt service obligations. Interest on these reimbursements shall accrue at 8% per annum.

Copperleaf Commercial District Construction Cost Administration Agreement: Effective as of January 1, 2024, Copperleaf Metropolitan District Nos. 1, 5, and 9 entered into that certain Copperleaf Commercial District Construction Cost Administration Agreement (the "Commercial Cost Administration Agreement"). Pursuant to the Commercial Cost Administration Agreement, District No. 5 and District No. 9 thereby engage District No. 1 to administer the public improvement acceptance process for District No. 5 and District No. 9, including processing any cost certifications or payments to be made pursuant to each District's Facilities Acquisition Agreement described therein subject to funding by District No. 5 and District No. 9 to District No. 1 of such accepted costs. At December 31, 2024, $3,759,665 is due from the District to District No. 1 under this agreement.

Note 6: Tax, Spending and Debt Limitations

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

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

TABOR requires local governments to establish Emergency Reserves. These reserves must be at least 3% of Fiscal Year Spending (excluding bonded debt service). Local governments are not allowed to use the emergency reserves to compensate for economic conditions, revenue shortfalls, or salary or benefit increases.

The District's management believes it is in compliance with the provisions of TABOR. However, TABOR is complex and subject to interpretation. Many of the provisions, including the interpretation of how to calculate Fiscal Year Spending limits will require judicial interpretation.

On November 6, 2007, a majority of the District's electors authorized the District to collect and spend or retain in a reserve all currently levied taxes and fees of the District without regard to any limitations under Article X, Section 20 of the Colorado Constitution.

Note 7: Risk Management

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

The District pays annual premiums to the Pool for auto, public officials' liability, and property and general liability coverage. In the event aggregated losses incurred by the Pool exceed its amounts recoverable from reinsurance contracts and its accumulated reserves, the District may be called upon to make additional contributions to the Pool on the basis proportionate to other members. Any excess funds which the Pool determines are not needed for purposes of the Pool may be returned to the members pursuant to a distribution formula.

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

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

1) long-term liabilities such as bonds payable and accrued bond interest payable are not due and payable in the current period and, therefore, are not in the funds.

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

1) governmental funds report interest expense on the modified accrual basis; however, interest expense is reported on the full accrual method on the Statement of Activities;

2) governmental funds report developer advances and/or bond proceeds as revenue; and,

3) governmental funds report long-term debt payments as expenditures, however, in the statement of activities, the payment of long-term debt is recorded as a decrease of long-term liabilities.

SUPPLEMENTAL INFORMATION

COPPERLEAF METROPOLITAN DISTRICT NO. 9

SCHEDULE OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCE - BUDGET AND ACTUAL -
DEBT SERVICE FUND
For the Year Ended December 31, 2024

	Original and Final Budget	Actual	Variance Favorable (Unfavorable)
REVENUES			
Property taxes	$ 215,346	$ 215,346	$ -
Specific ownership taxes	15,074	12,679	(2,395)
Interest income	-	207	207
Total Revenues	230,420	228,232	(2,188)
EXPENDITURES			
Bond interest expense	221,202	221,202	-
Trustee fees	7,500	4,000	3,500
Treasurer's fees	3,230	3,230	-
Total Expenditures	231,932	228,432	3,500
NET CHANGE IN FUND BALANCE	(1,512)	(200)	1,312
FUND BALANCE:			
BEGINNING OF YEAR	1,512	1,491	(21)
END OF YEAR	$ -	$ 1,291	$ 1,291

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

COPPERLEAF METROPOLITAN DISTRICT NO. 9

SCHEDULE OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCE - BUDGET AND ACTUAL -
CAPITAL PROJECTS FUND
For the Year Ended December 31, 2024

	Original and Final Budget	Actual	Variance Favorable (Unfavorable)
REVENUES			
Interest income	$ 50,000	$ 409,484	$ 359,484
Reimbursements from other governments	-	823,156	(823,156)
Total Revenues	50,000	1,232,640	(463,672)
EXPENDITURES			
Transfer to District No. 1	9,069,973	7,755,653	1,314,320
Total Expenditures	9,069,973	7,755,653	1,314,320
NET CHANGE IN FUND BALANCE	(9,019,973)	(6,523,013)	850,648
FUND BALANCE:			
BEGINNING OF YEAR	9,019,973	9,244,063	224,090
END OF YEAR	$ -	$ 2,721,050	$ 1,074,738

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

COPPERLEAF METROPOLITAN DISTRICT NO. 9

HISTORY OF ASSESSED VALUATION, MILL LEVY
AND PROPERTY TAXES COLLECTED
December 31, 2024

Year Ended December 31,	Prior Year Assessed Valuation for Current Year Property Tax Levy	Mills Levied		Total Property Tax		Percent Collected to Levied
		General Fund	Debt Service	Levied	Collected	
2018	$ 3,367	65.000	0.000	$ 219	$ 219	100.07%
2019	$ 5,147	65.000	0.000	$ 335	$ 335	100.13%
2020	$ 16,414	60.000	0.000	$ 985	$ 985	100.02%
2021	$ 17,382	60.000	0.000	$ 1,043	$ 1,043	100.01%
2022	$ 16,142	10.000	55.664	$ 1,060	$ 1,060	100.00%
2023	$ 9,702	10.000	55.664	$ 637	$ 614	96.38%
2024	$ 3,721,979	10.000	57.858	$ 252,566	$ 253,519	100.38%
Estimated for year ending December 31, 2025	$ 5,628,655	10.000	57.858	$ 381,949		

NOTE

Property taxes collected in any one year include collection of delinquent property taxes levied and/or abatements or valuations in prior years. Information received from the County Treasurer does not permit identification of specific year assessment.

CONTINUING DISCLOSURE ANNUAL FINANCIAL INFORMATION - UNAUDITED

COPPERLEAF METROPOLITAN DISTRICT NO. 9
Continuing Disclosure Tables - Unaudited

History of District's Assessed Valuations and Mill Levies

Levy/ Collection Year	Assessed Valuation	Percent Change	Mill Levies General Fund Mill Levy (1)	Debt Service Mill Levy	Total Mill Levy
2017/2018	$ 3,367	0.00%	65.000	0.000	65.000
2018/2019	$ 5,147	52.87%	65.000	0.000	65.000
2019/2020	$ 16,414	218.90%	60.000	0.000	60.000
2020/2021	$ 17,382	5.90%	60.000	0.000	60.000
2021/2022	$ 16,142	-7.13%	10.000	55.664	65.664
2022/2023	$ 9,702	-39.90%	10.000	55.664	65.664
2023/2024	$ 3,721,979	38263.01%	10.000	57.858	67.858
2024/2025	$ 5,628,655	51.23%	10.000	57.858	67.858

(1) Revenue resulting from the District's General Fund mill levy is to be transferred to District No. 1 for operations and maintenance expenditures.

2024 Assessed and "Actual" Valuation of Classes of Property in the District

Classification of Property	Assessed Valuation	Percent of Assessed Valuation	"Actual" Value	Percent of "Actual" Value
Vacant	$ 3,556,711	63.19%	$ 12,748,100	30.06%
Residential	646,054	11.48%	9,642,579	22.74%
Residential - Multi-Family	1,314,658	23.36%	19,621,750	46.27%
State Assessed	78,980	1.40%	283,083	0.67%
Commercial	32,225	0.57%	115,498	0.26%
Agricultural	27	0.00%	103	0.00%
Total	$ 5,628,655	100.00%	$ 42,411,113	100.00%

Source: County Assessor's Office

History of District Property Tax Collections

Levy/ Collection Year	Taxes Levied	Current Tax Collection (1)	Collection Rate
2016/2017	$ -	$ -	0.00%
2017/2018	219	219	100.00%
2018/2019	335	335	100.00%
2019/2020	985	985	100.00%
2020/2021	1,043	1,043	100.00%
2021/2022	1,060	1,060	100.00%
2022/2023	637	614	96.39%
2023/2024	252,566	253,519	100.38%
2024/2025	381,949	142,374	37.28% (2)

(1) Figures represent current collections only. County Treasurer collection fees have not been deducted from these amounts.
(2) Collections through March 2025.

COPPERLEAF METROPOLITAN DISTRICT NO. 9

LARGEST OWNERS OF TAXABLE PROPERTY
WITHIN THE DISTRICT - UNAUDITED

Taxpayer Name	2024 Assessed Valuation	Percentage of Total Assessed Valuation
Copperleaf Multifamily Owner LLC	$ 2,042,990	36.30%
Copperleaf SFR Owner LLC	948,321	16.85%
Public Service of Colorado	78,980	1.40%
Richmond American Homes	29,100	0.52%
Williams Scotsman, Inc	3,125	0.06%
Private residence	-	0.00%
Private residence	-	0.00%
Total	$ 3,102,516	55.12%

NOTE

Assessed Valuations were obtained from the Arapahoe County website.

Total Assessed Valuation:	$ 5,628,655