

# Greeley City Council Agenda

## Regular Meeting

Tuesday, February 15, 2022 at 6:00 p.m.

City Council Chambers at City Center South, 1001 11th Ave, Greeley, CO 80631

Zoom Webinar link: <https://greeleygov.zoom.us/j/91910136877>

### NOTICE:

Regular meetings of the City Council are held on the 1st and 3rd Tuesdays of each month in the City Council Chambers. Meetings are conducted in a hybrid format, with a Zoom webinar in addition to the in person meeting in Council Chambers.

City Council members may participate in this meeting via electronic means pursuant to their adopted policies and protocol.

Members of the public are also invited to choose how to participate in Council meetings in the manner that works best for them.

### Watch Meetings:



Meetings are open to the public and can be attended in person by anyone.



Meetings are televised live on GTV8 on cable television.



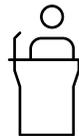
Meetings are livestreamed on the City's website, [greeleygov.com](http://greeleygov.com) as well as YouTube at [youtube.com/CityofGreeley](http://youtube.com/CityofGreeley)

For more information about this meeting or to request reasonable accommodations, contact the City Clerk's Office at 970-350-9740 or by email at [cityclerk@greeleygov.com](mailto:cityclerk@greeleygov.com).

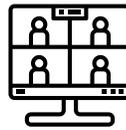
Meeting agendas, minutes, and archived videos are available on the City's meeting portal at [greeley-co.municodemeetings.com/](http://greeley-co.municodemeetings.com/)

### Comment in real time:

During the public input portion of the meeting and public hearings:



In person attendees can address the Council in the Chambers.



The public can join the Zoom webinar and comment from the remote meeting.

### Submit written comments:



Email comments about any item on the agenda to [cityclerk@greeleygov.com](mailto:cityclerk@greeleygov.com)



Written comments can be mailed or dropped off at the City Clerk's Office at City Hall, at 1000 10th St, Greeley, CO 80631





# City Council Agenda

February 15, 2022 at 6:00 PM

City Council Chambers, City Center South, 1001 11th Ave & via Zoom at <https://greeleygov.zoom.us/j/91910136877>

**Mayor**

John Gates

**Councilmembers**

Tommy Butler  
Ward I

Deb DeBoutez  
Ward II

Johnny Olson  
Ward III

Dale Hall  
Ward IV

Brett Payton  
At-Large

Ed Clark  
At-Large

A City Achieving  
Community Excellence

Greeley promotes a healthy, diverse economy and high quality of life responsive to all its residents and neighborhoods, thoughtfully managing its human and natural resources in a manner that creates and sustains a safe, unique, vibrant and rewarding community in which to live, work, and play.

1. Call to Order
2. Pledge of Allegiance
3. Roll Call
4. Approval of the Agenda
5. Recognitions and Proclamations
6. Citizen Input
7. Reports from Mayor and Councilmembers
8. Initiatives from Mayor and Councilmembers
9. COVID-19 Update

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**Consent Agenda**

**The Consent Agenda is a meeting management tool to allow the City Council to handle several routine items with one action.**

**Council Members may request an item be pulled off the Consent Agenda and considered separately under the next agenda item in the order they were listed.**

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10. Acceptance of the Report of the City Council Work Session of February 8, 2022
11. Approval of the City Council Proceedings of February 1, 2022.
12. A Resolution concerning the proposed city of Greeley, Colorado, first-lien Stormwater System Improvement Revenue Bonds, Series 2022; authorizing the receipt of competitive bids for the Series 2022 Bonds, including the use of an electronic bidding system therefor; and prescribing certain details concerning such public sale of the Series 2022 Bonds.

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**End of Consent Agenda**

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13. Pulled Consent Agenda Items

- [14.](#) Public hearing and second reading of an Ordinance authorizing the issuance and sale by the City of Greeley, Colorado, acting by and through its Stormwater Enterprise, of first-lien Stormwater System Improvement Revenue Bonds, Series 2022, in an aggregate principal amount not to exceed \$17,500,000, for the purpose of financing, in whole or in part, the cost of additions and improvements to the stormwater system operated by the Stormwater Enterprise, pledging certain funds and revenues of the Enterprise to the payment of such bonds, prescribing the form of such bonds and providing other details in connection therewith.
- [15.](#) Appointment of applicants to the Golf Course Advisory Board, Housing Authority, Parks & Recreation Advisory Board, and Stormwater Board.
- [16.](#) Scheduling of Meetings, Other Events
- [17.](#) Consideration of a motion authorizing the City Attorney to prepare any required resolutions, agreements, and ordinances to reflect action taken by the City Council at this meeting and any previous meetings, and authorizing the Mayor and City Clerk to sign all such resolutions, agreements and ordinances
- [18.](#) An Executive Session for the purpose of conducting the annual performance review of the City Attorney.
- [19.](#) An Executive Session for the purpose of conducting the annual performance review of the Municipal Judge
20. Adjournment

# Council Agenda Summary

## Title

Recognitions and Proclamations

## Summary

Council Member Deb DeBoutez will present the *What's Great about Greeley* Report.

Mayor Gates will present a proclamation

## Attachments

*What's Great about Greeley* Report  
Proclamation

Greeley City Council  
February 15, 2022  
Councilmember Deb Deboutez



“If you belittle what you  
have...it becomes less.  
If you appreciate what  
you have ...  
it becomes more.”

~Gelene McDonald

# 2022 State Championship Speech & Debate Festival



# Colorado All-State Orchestra Greeley West Spartans



# United State Association for Small Business and Entrepreneurship Fellow



# GreeleyGov.com



Greeley City Council - 2022



# Council Agenda Summary

## Title

Citizen Input

## Summary

During this 15 minute portion of the meeting, anyone may address the Council on any item of City Business appropriate for Council consideration that is not already listed as a public hearing on this evening's agenda.

As this meeting is being conducted in a hybrid format, citizen input will be accepted first from those in the City Council Chambers, and then from the virtual meeting audience via the meeting's webinar.

Written comments submitted for any item on the agenda will be placed in the public record and provided to the Council for their review and should include the name and city of residence of the person submitting the comments for the record.

# Council Agenda Summary

## Title

Reports from Mayor and Councilmembers

## Summary

During this portion of the meeting any Councilmember may offer announcements or reports on recent events and happenings. These reports should be a summary of the Councilmember's attendance at assigned board/commission meetings and should include key highlights and points that may require additional decision and discussion by the full Council at a future time.

# Council Agenda Summary

## Title

Initiatives from Mayor and Councilmembers

## Summary

During this portion of the meeting any Councilmember may bring before the Council any business that the member feels should be deliberated upon by the Council. These matters need not be specifically listed on the Agenda, but formal action on such matters shall be deferred until a subsequent Council meeting.

Initiatives will generally fall into three categories:

- 1) A policy item for Council deliberation and direction for a future Worksession, Committee meeting, or regular/special Council meeting;
- 2) A request to the City Manager for information or research;
- 3) A request involving administrative processes or procedures.

At the close of this portion of the meeting, the Mayor will confirm Council's consensus that the individual requests be pursued.

## Attachments

Status Report of Council Initiatives and Related Information

## Greeley City Council

### Status Report of Council Initiatives

Initiative No.	Council Member Initiating	Council Request	Council Meeting or Work Session Date Requested	Status or Disposition (After completion, item is shown one time as completed and then removed.)	Assigned to:
03-2021	Hall	Request for formation of a committee, to be chaired by Council Member Hall, regarding the section of the Poudre River Trail known as the Narrows. This section is facing increasing risks of erosion, with some portions in danger of falling into the river, and no available alternative areas for trail placement in that vicinity. The School of Mines will do a project to work on some engineering solutions for the area, in addition to other engineering studies that have already been done. The committee will review and determine options to move forward in addressing this with the assistance of City staff. City Manager Otto added information about potential Capital Improvement Projects through this area, and Council Member Hall provided information about existing potential rough cost estimates.	February 2, 2021 Council Meeting	<p>Update 12/7/2021 Council Member Hall reported in the last 6 months, 30 feet of trail has started becoming undermined and must be shored up immediately, likely requiring some short term dollars while awaiting a longer solution.</p> <p>Update: 04/20/2021 Council Member Hall reported the committee had its first meeting and he is pleased with engagement from City staff and the community.</p> <p>A committee, chaired by Council Member and Poudre River Trail Corridor Chairman Hall, has been formed with representatives from the Poudre Trail Corridor Board, Culture, Parks and Recreation/Natural Areas and Trails, Public Works, Water and Sewer, the Poudre River Run Master HOA, a member of the Parks and Recreation Advisory Board, and a representative from the Ditch #3 Board. Committee Chairman Hall has also referenced initial communications with Otak Engineering, a consulting firm who produced</p>	Kelly Snook

Initiative No.	Council Member Initiating	Council Request	Council Meeting or Work Session Date Requested	Status or Disposition (After completion, item is shown one time as completed and then removed.)	Assigned to:
				a study of this area in 2018 for the City of Greeley, as well as the Colorado School of Mines engineering students who will conduct a capstone project this semester towards a suggested course of action and suggested funding mechanism(s). An initial assessment with design parameters, recommended course(s) of action including recommended funding sources, is expected in June, 2021 post consultation with the Mines student project and engineering consultants. Although this project will carry on m practicality through committee work	
14-2021	Butler	Request to have a discussion on railroad quiet zones and safety at a work session.	December 7, 2021 Council Meeting	Scheduled for a work session in early 2022	Paul Trombino
15-2021	Olson	Formation of a committee for implementation of a funding strategy for the 35 <sup>th</sup> and 47 <sup>th</sup> interchanges.	December 7, 2021 Council Meeting	Council Member Olson will be following up with Manager Lee and Director Trombino on next steps	Paul Trombino

# Work Session Agenda Summary

Key Staff Contact: Raymond Lee, City Manager, 970-350-9750

**Title:**

COVID-19 Update

**Summary:**

There will be a brief update to Council regarding COVID-19. The latest updates are available via the City's Dashboard:

<https://www.arcgis.com/apps/dashboards/78156f8c2f104973a00b40711296e8ae>

# Council Agenda Summary

**Title:**

Acceptance of the Report of the City Council Work Session of February 8, 2022

**Summary:**

A City Council Work Session was held in the City Council's Chambers on February 8, 2022. The draft report of that work session has been prepared for the Council's review and acceptance.

**Decision Options:**

1. To accept the Report as presented; or
2. Amend the Report if amendments or corrections are needed, and accept as amended.

**Council's Recommended Action:**

A motion to accept the Report as presented.

**Attachments:**

Draft Report of February 8, 2022

City of Greeley, Colorado  
**CITY COUNCIL WORK SESSION REPORT**  
February 08, 2022

**1. Call to Order**

Mayor John Gates called the meeting to order at 6:00 p.m. in the City Council Chambers at 1001 11<sup>th</sup> Ave, Greeley, Colorado, with hybrid participation available via the City's Zoom platform.

**2. Pledge of Allegiance**

Mayor Gates led the Pledge of Allegiance to the American Flag.

**3. Roll Call**

Stacey Aurzada, Interim City Clerk, called the roll.

PRESENT

Mayor John Gates  
Council Member Tommy Butler  
Council Member Deb DeBoutez  
Council Member Dale Hall  
Council Member Brett Payton  
Council Member Ed Clark  
Council Member Johnny Olson

**3. Reports from Mayor and Council Members**

Mayor Gates reported that Britton Cotrell from TNT fireworks provided Councilmembers with some materials for item number 7.

**4. Scheduling of Meetings, Other Events**

City Manager Lee indicated there was no information to present.

**5. COVID-19 Update**

Dan Frazen, Emergency Manager, provided an update highlighting the Covid-19 metrics tracked via the City's dashboard. Vaccinations will be available at the Family Fun Plex on Wednesday February 9<sup>th</sup>, and at the Ice Haus on Wednesday February 16<sup>th</sup>. Emergency

Manager Frazen discussed the metrics tracked by Weld County Public Health and by the State of Colorado.

Emergency Manager Frazen answered questions from City Council about the current Covid-19 data. In response to a question from Councilmember Clark, City Manager Raymond Lee stated that he will be reviewing the City's mask requirement.

## **6. Residential Water Meter Project and Customer Service Update**

Sean Chambers, Director of the Water and Sewer Department presented as set forth in the PowerPoint deck in the agenda packet. Director Chambers answered questions from the Council about the presentation.

Director Chambers answered questions from Council regarding the project.

Chief Engineer Adam Prior was introduced and stated that the project cost is 12 million dollars for all phases of the project. Director Chambers and Mr. Prior answered additional questions from Council regarding the meters and the service fees for water use.

## **7. Overview of the use, sales, response and enforcement of Fireworks in the City of Greeley.**

Greeley Fire Chief Brian Kuznik introduced Battalion Chief and Fire Marshall Bob Fries, Municipal Judge Mark Gonzales, and Assistant City Attorney Bobbier Cranston who are present to answer questions. Chief Kuznik also introduced Britton Cottrell from TNT Fireworks.

Chief Kuznik and Greeley Police Chief Adam Turk presented as set forth in the PowerPoint deck in the agenda packet. Chief Kuznik and Chief Turk answered questions from Council about the presentation. Chief Fries answered questions from Council regarding the Fire Marshall's ability to write citations into Municipal Court for violations of the Fire Code.

In response to a question from Councilmember Deboutez, Chief Turk reported he could try to obtain data from Fort Collins and Loveland regarding the number of citations they write regarding illegal fireworks.

Chief Turk further explained the social host ordinance and how it would assist in holding individuals responsible for allowing the use of illegal fireworks. Chief Turk answered questions from Councilmembers regarding the possibility of a social host ordinance.

Judge Gonzales explained that the current ordinance is a misdemeanor infraction which carries a maximum fine of \$500.00. There is a scheduled fine for the violation, and that fine is \$150.00. Judge Gonzales described options to increase the amount of the fine.

Council discussed the options presented. Judge Gonzales reported he would remove the fireworks charge from the fine schedule, which would allow increased fines up to \$500.00. City Manager Lee stated that staff members will evaluate revisions to the City's fireworks ordinances and bring an ordinance back for Council to consider.

## **8. Adjournment**

There being no further business before the Council, the meeting was adjourned at 7:26 p.m.

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John D. Gates, Mayor

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Stacey Aurzada, Interim City Clerk

# Council Agenda Summary

**Title:**

Approval of the City Council Proceedings of February 1, 2022.

**Summary:**

A meeting of the City Council was held in the City Council's Chambers on February 1, 2022. The draft proceedings have been prepared and are being presented for the Council's review and approval.

**Decision Options:**

1. To approve the proceedings as presented; or
2. Amend the proceedings if amendments or corrections are needed, and approve as amended.

**Council's Recommended Action:**

A motion to approve the City Council proceedings as presented.

**Attachments:**

Draft Proceedings of February 1, 2022

City of Greeley, Colorado  
**CITY COUNCIL PROCEEDINGS**  
February 1, 2022

**1. Call to Order**

Mayor John Gates called the meeting to order at 6:00 p.m. in the City Council Chambers at 1001 11<sup>th</sup> Ave, Greeley, Colorado, with hybrid participation available via the City's Zoom platform.

**2. Pledge of Allegiance**

Mayor Gates led the Pledge of Allegiance to the American Flag.

**3. Roll Call**

Charity Campfield, Deputy City Clerk, called the roll.

PRESENT

Mayor John Gates

Council Member Tommy Butler

Council Member Deb DeBoutez

Council Member Dale Hall

Council Member Johnny Olson

Council Member Ed Clark

Council Member Brett Payton

**4. Approval of the Agenda**

The agenda was approved as presented.

**5. Recognitions and Proclamations**

Council Member Payton presented the *What's Great About Greeley* report.

Mayor Gates presented a proclamation for Black History Month.

**6. Citizen Input**

No written comments were received and there was no one in the chambers or virtual meeting audience requesting to be heard.

**7. Reports from Mayor and Council Members**

Council Member Clark reported that he was able to attend the youth commission and addressed the issues the youth commission is working on.

Council Member Hall reported that CML does provide for Council Members a state house report.

**8. Initiatives from Mayor and Council Members**

None

**9. COVID 19 Update**

Brian Kuznik, Fire Chief, provided an update highlighting the Covid-19 metrics tracked via the City's dashboard. He noted metrics are starting to trend upward and reviewed items that are tracked on the City's dashboard.

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**Consent Agenda**

Council Member Butler moved, seconded by Council Member Hall, to approve the recommended actions on items 10-13.  
The motion carried 7-0 (by roll call vote).

**10. Acceptance of the Report of the City Council Work Session of January 25, 2022**

The Council action recommended and approved was to accept the report of January 25, 2022, as presented.

**11. Approval of the City Council Proceedings of January 18, 2022**

The Council action recommended and approved was to approve the City Council proceedings of January 18, 2022, as presented.

**12. Resolution approving the Research Agreement between the City of Greeley and Colorado State University.**

The Council action recommended and approved was to adopt the resolution.

**13. Introduction and first reading of an Ordinance authorizing the issuance and sale by the City of Greeley, Colorado, acting by and through its Stormwater Enterprise, of first-lien Stormwater System Improvement Revenue Bonds, Series 2022, in an aggregate principal amount not to exceed \$17,500,000, for the purpose of financing, in whole or in part, the cost of additions and improvements to the stormwater system operated by the Stormwater Enterprise, pledging certain funds and revenues of the Enterprise to the payment of such bonds, prescribing the form of such bonds and providing other details in connection therewith.**

The Council action recommended and approved was to adopt the ordinance and set a public hearing for February 15, 2022.

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**End of Consent Agenda**


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**14. Pulled Consent Agenda Items**

No items were pulled from the Consent Agenda.

**15. 2022 Legislative Update**

Paul Fetherston, Deputy City Manager, introduced Ned Chapin to speak on the 2022 Legislative Update.

Ned Chapin, Assistant City Attorney, presented on the collective bargaining rights bill.

Council Member Payton, seconded by Council Member Hall, to oppose the draft collective bargaining bill.

The motion carried 5-2.

**16. Scheduling of Meetings, Other Events**

No other meetings or events were scheduled.

**17. Consideration of a motion authorizing the City Attorney to prepare any required resolutions, agreements, and ordinances to reflect action taken by the City Council at this meeting and at any previous meetings, and authorizing the Mayor and City Clerk to sign all such resolutions, agreements and ordinances**

Council Member moved, seconded by Council Member Hall, to approve the above authorizations.

The motion carried 7-0.

**18. Adjournment**

There being no further business before the Council, the meeting was adjourned at 7:13 p.m.

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John D. Gates, Mayor

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Charity S. Campfield, Deputy City Clerk

# Council Agenda Summary

February 15, 2022

## **Agenda Item Number**

Key Staff Contact:

John Karner, Finance Director

Paul Trombino, Public Works Director

### Title:

A Resolution concerning the proposed city of Greeley, Colorado, first-lien Stormwater System Improvement Revenue Bonds, Series 2022; authorizing the receipt of competitive bids for the Series 2022 Bonds, including the use of an electronic bidding system therefor; and prescribing certain details concerning such public sale of the Series 2022 Bonds.

### Summary:

The Resolution for City Council consideration is necessary to authorize and approve the issuance of Stormwater Revenue Bonds, Series 2022, in an aggregate principal amount not to exceed \$17,500,000, bearing interest at the rates and maturing on the dates in the amounts to be set forth in the final terms certificate, and on the terms and conditions provided in the bond ordinance. The issuance will allow the defrayment in whole or in part, of the cost of additions and improvements to the System. The net proceeds of the Series 2022 Bonds are for future costs associated with the construction of various improvements and additions to the Stormwater System for the purpose of increasing the System's capacity to safely dispose of storm and flood waters, replacing older components of the System and improving the reliability of the System. These projects will need to be partially funded through bond revenues.

The Resolution states that the City authorizes and approves the issuance of the Series 2022 Stormwater Revenue bonds, recognizing that the issuance of these bonds will impact the Stormwater Fund's debt service payments and the rates required to support those payments. The Public Works Department, in partnership with the Finance Department and the City's Financial Advisor, has reviewed and approved the debt service requirements of the proposed bond issuance in alignment with the rate structure approved by City Council. The proposed issuance of these bonds also maintains an appropriate bonding capacity of the Stormwater Enterprise fund for future bond issuances in accordance with the approved Stormwater Capital Improvement Plan. The Stormwater Board approved the rates and charges to support the proposed bond issuance at their August 2021 meeting.

**Fiscal Impact:**

Does this item create a fiscal impact on the City of Greeley?	Yes
If yes, what is the initial, or, onetime impact?	Bond Issuance of \$17.5 Million
What is the annual impact?	Debt Service Estimate \$0.9-1.6 Million
What fund of the City will provide Funding?	Stormwater Construction, Stormwater Capital Replacement
What is the source of revenue within the fund?	Rates & Fees
Is there grant funding for this item?	Not Applicable
If yes, does this grant require a match?	Not Applicable

**Legal Issues:**

None. Consideration of this matter is a legislative process. The City has secured outside counsel to serve as bond counsel.

**Other Issues and Considerations:**

The bonds are expected to be marketed mid-March for closing on the sale of the bonds April 5, 2022.

**Applicable Council Priority and Goal:**

*Infrastructure and Growth: Establish the capital and human infrastructure to support and maintain a safe, competitive, appealing and dynamic community.*

*Public Facilities and Equipment. Provide a framework of public services, facilities, and equipment that support a safe, pleasing and successful community.*

**Decision Options:**

- 1) Adopt the resolution as presented; or
- 2) Amend the resolution and adopt as amended; or
- 3) Deny the resolution; or
- 4) Continue consideration of the resolution to a date certain.

**Council's Recommended Action:**

A motion to adopt the Resolution.

**Attachments:**

Resolution

**RESOLUTION NO. \_\_\_, 2022**

A RESOLUTION CONCERNING THE PROPOSED CITY OF GREELEY, COLORADO, FIRST-LIEN STORMWATER SYSTEM IMPROVEMENT REVENUE BONDS, SERIES 2022; AUTHORIZING THE RECEIPT OF COMPETITIVE BIDS FOR THE SERIES 2022 BONDS, INCLUDING THE USE OF AN ELECTRONIC BIDDING SYSTEM THEREFOR; AND PRESCRIBING CERTAIN DETAILS CONCERNING SUCH PUBLIC SALE OF THE SERIES 2022 BONDS.

WHEREAS, the City Council (the “Council”) of the City of Greeley, Colorado, acting by and through its Stormwater Enterprise (the “City”) has determined, and hereby determines, that it is advantageous and favorable to the City that the City’s First-Lien Stormwater System Improvement Revenue Bonds, Series 2022 (the “Series 2022 Bonds”) be sold and issued for the purpose of defraying, in whole or in part, the cost of additions and improvements to the stormwater system of the City (the “System”) operated by its Stormwater Enterprise (the “Enterprise”); and

WHEREAS, pursuant to Section 5-23(c) of the Charter of the City (the “Charter”), the Series 2022 Bonds are to be sold based upon competitive bids to be received by the City, upon due notice as herein provided;

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF GREELEY, COLORADO:

**Section 1.** The Series 2022 Bonds shall be sold based upon competitive bids to be received by the City on or about March 22, 2022; provided, however, that the Council hereby delegates to the Director of Finance, ex-officio City Treasurer of the City, or his designee, including without limitation, the Deputy Director of Finance (the “Director of Finance”) the authority to change the date or time of the public sale of the Series 2022 Bonds to a later date or time (but not later than 180 days after final passage of the ordinance authorizing the Series 2022 Bonds (the “Bond Ordinance”)), if the Director of Finance determines that such delay of the sale will maximize the likelihood of marketing the Series 2022 Bonds when market conditions are relatively favorable, or that it is necessary or desirable to provide additional time to finalize information or documentation relating to the Series 2022 Bonds. If there is such a change in sale date or time, appropriate changes may be made to the sale notice forms set forth herein (or such changes may be posted electronically as described in such sale notice forms); and corresponding changes may also be made in dated dates of the Series 2022 Bonds and other documents and instruments referred to herein. Bids for the Series 2022 Bonds must be submitted electronically by means of the i-Deal Parity system (“Parity”), in the manner described below. No other method of submitting bids will be accepted. The Director of Finance and the City Clerk of the City are hereby authorized and directed to cause to be published in the Greeley Daily Tribune, a newspaper published and of general circulation in the City, at least once at least five days prior to the date of receiving bids, a notice of bond sale in substantially the following form, with such completions and changes as may be approved by the Director of Finance as further provided in Section 5 hereof:

(Form of Notice of Bond Sale for Publication)

NOTICE OF BOND SALE  
CITY OF GREELEY, COLORADO  
FIRST-LIEN STORMWATER SYSTEM IMPROVEMENT REVENUE BONDS  
SERIES 2022—\$15,120,000\*

PUBLIC NOTICE IS HEREBY GIVEN that the City of Greeley, Colorado, acting by and through its Stormwater Enterprise (the “City”), will on Tuesday, March 22, 2022 at the hour of 9:30 a.m., Greeley time, receive competitive bids for the purchase of the “City of Greeley, Colorado, First-Lien Stormwater System Improvement Revenue Bonds, Series 2022” (the “Series 2022 Bonds”) in the aggregate principal amount of \$15,120,000,\* by means of the i-Deal Parity electronic bidding system (“Parity”). The date and time of the sale may be changed at the discretion of the City, and the City also reserves the right to make other changes to the provisions of this notice (and the below-described Official Notice) prior to the date and time of the sale. Any such changes may be posted through Parity; prospective bidders are advised to check for such Parity postings prior to the stated sale time. Bids must be submitted via Parity by the date and hour specified above (or other date and time specified through Parity).

This publication is a condensation of the City’s Official Notice of Sale (the “Official Notice”), authorized by the City Council of the City on February 15, 2022, and the information contained herein is subject in all respects to the Official Notice. The Official Notice, the Preliminary Official Statement relating to the Series 2022 Bonds (the “Preliminary Official Statement”), and other information concerning the City and the Series 2022 Bonds may be obtained from John Karner, Director of Finance, ex-officio City Treasurer, City Hall, 1000 10th Street, Greeley, Colorado 80631 (telephone: (970) 350-9732; facsimile: (970)-350-9328; e-mail: john.karner@greeleygov.com), or from the City’s Financial Advisor, Hilltop Securities, Attention: Jason Simmons, 8055 E. Tufts Avenue, Suite 500, Denver, Colorado 80237, (telephone: (303) 771-0217; e-mail: Jason.Simmons@hilltopsecurities.com). Reference is made to the Preliminary Official Statement for information as to the authorization and purpose of the Series 2022 Bonds; security for the Series 2022 Bonds; the book-entry system, transfer, exchange and place of payment of the Series 2022 Bonds; the City’s continuing disclosure undertaking and other information relating to the Series 2022 Bonds and the City. Information regarding Parity, including any fees charged, may be obtained from i-Deal LLC, 2nd Floor, 1359 Broadway, New York, New York 10018 (telephone: (212) 849-5021).

The Series 2022 Bonds will be dated the date of their delivery and will be issued as fully registered bonds, in denominations of \$5,000 and integral multiples thereof, by means of a book-entry system with no physical distribution of bond certificates to the public. Interest on the Series 2022 Bonds will be payable on February 1 and August 1 of each year commencing on August 1, 2022. The Series 2022 Bonds will mature on August 1 in the years and in the amounts of principal designated below:

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\* Preliminary; subject to possible adjustment as provided in the below-described Official Notice.

<b>Maturity Date</b>	<b>Principal Amount <sup>1</sup></b>
August 1, 2022	\$730,000
August 1, 2023	495,000
August 1, 2024	515,000
August 1, 2025	535,000
August 1, 2026	560,000
August 1, 2027	580,000
August 1, 2028	605,000
August 1, 2029	630,000
August 1, 2030	655,000
August 1, 2031	680,000
August 1, 2032	705,000
August 1, 2033	735,000
August 1, 2034	755,000
August 1, 2035	780,000
August 1, 2036	805,000
August 1, 2037	830,000
August 1, 2038	850,000
August 1, 2039	880,000
August 1, 2040	905,000
August 1, 2041	930,000
August 1, 2042	960,000

<sup>1</sup> Preliminary; subject to adjustment as provided below.

The aggregate principal amount of the Series 2022 Bonds, the principal amount of each maturity of the Series 2022 Bonds set forth above, and any premium specified in the winning bid are subject to adjustment by the City after determination of the winning bid, all as provided in the Official Notice. Any such adjustment will not change the interest rates specified by the successful bidder. The successful bidder may not withdraw its bid as a result of any such adjustment in principal amount of the Series 2022 Bonds.

A bidder has the option to specify that the Series 2022 Bonds maturing on and after August 1, 2022 be included in one or two (but not more than two) term maturities, subject to certain conditions and limitations provided in the Official Notice.

The Series 2022 Bonds maturing on and after August 1, 2033 are subject to prior redemption at the option of the City, in whole or in part, on August 1, 2032 or at any time thereafter (if in part, in integral multiples of \$5,000, from any maturity or maturities or portions thereof as selected by the City and by lot within a maturity in such manner as the Registrar, initially Zions Bancorporation, National Association, shall determine), at a redemption price equal to the principal amounts so redeemed plus accrued interest thereon to the redemption date, without redemption premium.

Any bidder is required to submit an unconditional bid specifying the interest rates and premium, if any, at which the bidder will purchase all of the Series 2022 Bonds. It is not

permissible to bid a discount on the sale of the Series 2022 Bonds from the City to the initial purchaser (however, original issue discount is not precluded so long as the total purchase price paid by the initial purchaser to the City is at least equal to the principal amount of the Series 2022 Bonds). Reference is made to the Official Notice for information as to other limitations on the interest rates that may be bid for the Series 2022 Bonds.

Each bid must be submitted through Parity and the City reserves the right to disregard any bid in any other form. Electronic bids via Parity must be submitted in accordance with Parity’s Rules of Participation, as well as the provisions of the Official Notice of Sale. The apparent successful bidder must confirm its bid by signed fax promptly upon instruction by the City. The good faith deposit of the successful bidder must be received by the City by certified check or wire transfer not later than 2:00 p.m., Greeley time, on the next business day following the award, and will be applied (without any interest accruing to the successful bidder) to the purchase price of the Series 2022 Bonds. In the event the successful bidder fails to honor its accepted bid, its good faith deposit and any interest accrued thereon will be retained by the City. Reference is made to the Official Notice for further information, conditions and requirements relating to Parity, bid limitations, basis of award, and good faith deposit.

The City reserves the right (a) to reject any and all bids for the Series 2022 Bonds, (b) to reoffer the Series 2022 Bonds for sale, and (c) to waive any irregularity or informality in any bid. The award of the Series 2022 Bonds will be subject to final passage, effectiveness and expiration of the referendum period with respect to the ordinance authorizing the Series 2022 Bonds.

The successful bidder will be required to make payment of the balance due for the Series 2022 Bonds, in Federal Reserve Funds or other funds acceptable to the City for immediate and unconditional credit to the City, at a bank or trust company designated by the City’s Director of Finance. The Series 2022 Bonds will be delivered at the office of The Depository Trust Company in New York, New York, on confirmation by the City of receipt of the balance of the purchase price.

The validity and enforceability of the Series 2022 Bonds will be subject to approval by Kutak Rock LLP, whose opinion, together with a transcript of legal proceedings, will be furnished to the initial purchaser without charge.

BY ORDER OF THE CITY COUNCIL OF THE CITY OF GREELEY, COLORADO dated this March \_\_, 2022.

By /s/ \_\_\_\_\_  
Mayor, City of Greeley, Colorado

(End of Form of Notice of Bond  
Sale for Publication)

**Section 2.** The Official Notice of Bond Sale shall be in substantially the following form, with such completions and changes as may be approved by the Director of Finance, as further provided in Section 5 hereof:

(Form of Official Notice of Bond Sale)

OFFICIAL NOTICE OF SALE  
CITY OF GREELEY, COLORADO  
FIRST-LIEN STORMWATER SYSTEM IMPROVEMENT REVENUE BONDS  
SERIES 2022—\$15,120,000\*

PUBLIC NOTICE IS HEREBY GIVEN that the City of Greeley, Colorado, acting by and through its Stormwater Enterprise (the “City”), will on Tuesday, March 22, 2022, at the hour of 9:30 a.m., Greeley time, receive competitive bids for the purchase of the Series 2022 Bonds more particularly described below by means of the i-Deal Parity electronic bidding system (“Parity”). No other method of submitting bids will be accepted. The use of Parity shall be at the bidder’s risk and expense, and neither the City, its Financial Advisor nor Bond Counsel shall have any liability with respect thereto. Electronic bids via Parity must be submitted in accordance with Parity’s Rules of Participation, as well as the provisions of this Official Notice of Sale. To the extent that provisions of this Official Notice of Sale conflict with Parity’s Rules of Participation or any instruction or directions set forth by Parity, the provisions of this Official Notice of Sale shall control.

The date and time of the sale may be changed at the discretion of the City, and the City also reserves the right to make other changes to the provisions of this Official Notice prior to the date and time of the sale; any such changes may be posted through Parity. Prospective bidders are advised to check for such Parity postings prior to the stated sale time. Bids must be submitted via Parity by the date and hour specified above (or other date and time specified through Parity) as specified in “Bid Proposal” and “Parity” below.

**Issue**

The Series 2022 Bonds to be sold are the “City of Greeley, Colorado, First-Lien Stormwater System Improvement Revenue Bonds, Series 2022” (the “Series 2022 Bonds”) in the aggregate principal amount of \$15,120,000.\* The Series 2022 Bonds will be dated the date of their delivery and will be issued in fully registered form, in denominations of \$5,000 and integral multiples thereof, by means of a book entry system with no physical distribution of bond certificates to the public.

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\* Preliminary; subject to possible adjustment as described below under the caption “Maturities; Possible Principal Adjustment.”

### Information Available From Preliminary Official Statement

This Official Notice of Sale is not to be treated as a complete disclosure of all relevant information with respect to the Series 2022 Bonds. The information set forth herein is subject to the more complete information as to the Series 2022 Bonds and the City set forth in the Preliminary Official Statement (the “Preliminary Official Statement”), and reference is made to the Preliminary Official Statement for information as to the authorization and purpose of the Series 2022 Bonds; security for the Series 2022 Bonds; the City’s rights to issue additional obligations in the future on a parity with or subordinate to the Series 2022 Bonds; the book-entry system, transfer, exchange and place of payment of the Series 2022 Bonds; the City’s continuing disclosure undertaking and other information relating to the Series 2022 Bonds and the City.

### Maturities; Possible Principal Adjustment

The Series 2022 Bonds will mature on August 1 in the years and in the amounts of Series 2022 principal as designated below:

Maturity Date	Principal Amount <sup>1</sup>
August 1, 2022	\$730,000
August 1, 2023	495,000
August 1, 2024	515,000
August 1, 2025	535,000
August 1, 2026	560,000
August 1, 2027	580,000
August 1, 2028	605,000
August 1, 2029	630,000
August 1, 2030	655,000
August 1, 2031	680,000
August 1, 2032	705,000
August 1, 2033	735,000
August 1, 2034	755,000
August 1, 2035	780,000
August 1, 2036	805,000
August 1, 2037	830,000
August 1, 2038	850,000
August 1, 2039	880,000
August 1, 2040	905,000
August 1, 2041	930,000
August 1, 2042	960,000

<sup>1</sup> Preliminary; subject to adjustment as provided below.

The aggregate principal amount of the Series 2022 Bonds and the principal amount of each maturity of the Series 2022 Bonds set forth above are subject to adjustment by the City after determination of the winning bid, to the extent the City deems appropriate in order to generate

proceeds consistent with the purpose for which the Series 2022 Bonds are being issued (which may reflect reductions in the issue size to compensate for the premium specified in the winning bid). Any such principal adjustment will be communicated to the successful bidder by the time of award of the Series 2022 Bonds and will not reduce or increase the aggregate principal amount of Series 2022 Bonds by more than 20% from the total principal amount shown above. The price bid (i.e., par plus any premium bid) by a successful bidder may be changed as described below, but the interest rates specified by the successful bidder for all maturities will not change. The successful bidder may not withdraw its bid as a result of any changes made within these limits. The price bid will be changed so that the percentage net compensation to the successful bidder (i.e., the percentage resulting from dividing (a) the aggregate difference between the offering price of the Series 2022 Bonds to the public and the price to be paid by the bidder to purchase the Series 2022 Bonds, by (b) the principal amount of the Series 2022 Bonds) does not increase or decrease from what it would have been if no adjustment were made to the principal amounts shown in the maturity schedule set forth above.

Bidders may specify that certain Series 2022 Bonds be included in one or two (but not more than two) term maturities as described in “Prior Redemption—Mandatory Sinking Fund Redemption” below.

### **Prior Redemption**

(a) ***Optional Redemption.*** The Series 2022 Bonds maturing on and after August 1, 2033 are subject to redemption prior to their respective maturities at the option of the City, in whole or in part, on August 1, 2032 or at any time thereafter (if in part, in integral multiples of \$5,000, from any maturity or maturities or portions thereof as selected by the City and by lot within a maturity in such manner as the Registrar, initially Zions Bancorporation, National Association, shall determine, giving proportionate weight, if necessary, to Series 2022 Bonds in denominations larger than \$5,000), at a redemption price equal to the principal amount so redeemed plus accrued interest thereon to the redemption date, without redemption premium.

(b) ***Mandatory Sinking Fund Redemption.*** A bidder has the option to specify that Series 2022 Bonds maturing on and after August 1, 2022 be included in one or two (but not more than two) term maturities. Amounts included in a single term maturity must consist of two or more consecutive maturities identified in the serial maturity schedule set forth above, must bear the same rate of interest and must include the entire principal amount for any serial maturity included in the term maturity (i.e., the principal amount maturing in any year may not be divided between a serial maturity and a mandatory sinking fund redemption or between two or more mandatory sinking fund redemptions). Any such Series 2022 term Bonds will be subject to mandatory sinking fund redemption in installments in the same amounts and on the same dates as the Series 2022 Bonds would have matured if they were not included in a term maturity. Series 2022 Bonds redeemed pursuant to the mandatory sinking fund redemption provisions will be redeemed at a redemption price equal to 100% of the principal amount of the Series 2022 Bonds to be redeemed plus accrued interest to the redemption date in the manner and as otherwise provided in the ordinance authorizing the Series 2022 Bonds (the “Bond Ordinance”). Any

election to designate Series 2022 Bonds included in a term maturity must be made via Parity (see “Bid Proposal” below).

### **Interest Rates and Limitations**

Interest shall be payable on February 1 and August 1 of each year commencing on August 1, 2022 and will be computed on the basis of a 360-day year of twelve 30-day months. There is no limit on the number of rates specified, except that one interest rate only shall be specified for the Series 2022 Bonds of any maturity. Supplemental interest coupons will not be permitted. The rate must be stated in a multiple of 1/8th or 1/20th of 1% per annum. A zero rate of interest may not be named. The maximum differential between the lowest and the highest interest rates stated in the bid may not exceed 3% per annum. The maximum interest rate shall not exceed 5.00%.

### **City Not to Receive Less Than Par; Original Issue Discount Otherwise Permitted**

The Series 2022 Bonds shall not be sold by the City for less than their aggregate principal amount. It is not permissible to bid a discount on the sale of the Series 2022 Bonds from the City to the initial purchaser, and no discount or commission will be allowed or paid on the sale of the Series 2022 Bonds from the City to the initial purchaser. The foregoing shall not preclude original issue discount so long as the total purchase price paid by the initial purchaser to the City is at least equal to the aggregate principal amount of the Series 2022 Bonds.

### **Bid Proposal**

Any bidder is required to submit an unconditional bid specifying the interest rates and premium, if any, at which the bidder will purchase all of the Series 2022 Bonds.

Each bidder must submit its bid electronically by means of Parity, as provided below, and any bid in any other form may be disregarded.

### **Parity**

All bids must be submitted electronically via Parity in accordance with Parity’s Rules of Participation in addition to the requirements of this Official Notice of Sale. No other provider of bidding services and no other means of delivery (i.e., telephone, facsimile or physical delivery) will be accepted. To bid, bidders must first register with Parity. Only NASD registered broker-dealers and dealer banks with DTC clearing arrangements will be eligible to bid. Bidders who have previously registered with Parity may call (212) 849-5021 for their ID number or password. In the event of a general malfunction in the electronic bidding process, bidders will be contacted to reschedule bidding. To the extent Parity’s Rules of Participation or any instruction or directions set forth by Parity conflict with this Official Notice of Sale, the terms of this Official Notice of Sale shall control. Information regarding Parity, including any fees charged, may be obtained from i-Deal LLC, 2nd Floor, 1359 Broadway, New York, New York 10018 (telephone: (212) 849-5021).

Bids for the Series 2022 Bonds must be electronically submitted via Parity no later than 9:30 a.m., Greeley time on March 22, 2022 (or such later date or time as may be posted via Parity), and no bids will be received after that time. Once the bids are communicated electronically via Parity, each bid shall constitute an irrevocable offer to purchase the Series 2022 Bonds on the terms therein provided and shall be binding upon the bidder. For all purposes of the Parity electronic bidding process, the time as maintained on Parity shall constitute the official time.

By bidding for the Series 2022 Bonds, each bidder represents and warrants to the City that such bidder's bid for the purchase of the Series 2022 Bonds is submitted for and on behalf of such bidder by an officer or agent who is duly authorized to bind such bidder to a legal, valid and enforceable contract for the purchase of the Series 2022 Bonds. **Each bidder shall be solely responsible for making necessary arrangements to access Parity for purposes of submitting its bid in a timely manner and in compliance with the requirements of this Official Notice of Sale and Parity's Rules of Participation.** Neither the City, the Financial Advisor, Bond Counsel, nor Parity shall have any duty or obligation to provide or assure such access to any bidder, and neither the City, the Financial Advisor, Bond Counsel, nor Parity shall be responsible for proper operation of, or have any liability for, any delays or interruptions of, or any damages caused by, the use of Parity. The City is using Parity as a communication mechanism, and not as the City's agent, to conduct the electronic bidding for the Series 2022 Bonds.

The City will notify the apparent successful bidder electronically (via Parity) as soon as possible after the City's receipt of bids, that such bidder's bid appears to be the best conforming bid received for the Series 2022 Bonds, subject to verification by the City and official action to be taken by the City's Director of Finance or his designee, including without limitation, the Deputy Director of Finance (the "Director of Finance") as described in "Time of Award" below. Promptly upon such notification, the apparent successful bidder will be required to confirm its bid by providing the City with signed documentation of its bid satisfactory to the City's Director of Finance.

### **Successful Bidder's Reoffering Prices**

At or before 12:00 noon, Greeley time, on the day of sale, the successful bidder for the Series 2022 Bonds must provide to the City's Financial Advisor (see "Information" below), the initial prices and yields to the public (excluding bond houses, brokers, or similar persons acting in the capacity of underwriters or wholesalers) at which a substantial amount of each maturity of the Series 2022 Bonds was sold, in an aggregate dollar amount. The information as to initial offering prices shall be based on the winning bidder's expectations as of the day of sale and not on actual facts after the day of sale. Such initial prices and yields must be confirmed by written certificate in form and substance satisfactory to the City's Bond Counsel on the date of delivery of and payment for the Series 2022 Bonds. The successful bidder for the Series 2022 Bonds must also certify to the City in writing prior to delivery of the Series 2022 Bonds that the Series 2022 Bonds were sold as fixed interest rate Bonds as described in the Final Official Statement.

### **Good Faith Deposit**

The successful bidder will be required to submit its good faith deposit in the amount of \$200,000 to the City in the form of a cashier's check (or wire transfer as instructed by the City or

its Financial Advisor) not later than 2:00 p.m., Greeley time, on the next business day following the award. The good faith deposit will be held by the City pending the delivery of the Series 2022 Bonds to secure the City against any failure of the successful bidder to comply with the terms of its bid, and in the event the successful bidder fails to honor its bid, its good faith deposit and any interest accrued thereon will be retained by the City. Upon delivery of the Series 2022 Bonds in accordance with the terms of the bid, the good faith deposit of the successful bidder will be applied to the purchase price. No interest on any good faith deposit will accrue to the purchaser or any other bidder. See also “Manner and Time of Delivery” below.

### **Sale Reservations**

The City reserves the right (a) to reject any and all bids for the Series 2022 Bonds, (b) to reoffer the Series 2022 Bonds for sale, and (c) to waive any irregularity or informality in any bid. The City also reserves the right to change the date and time of sale of the Series 2022 Bonds and to make other changes to the provisions of this Official Notice of Bond Sale prior to the date and time of the sale. Any such changes may be announced through Parity. Except as it may be amended by such Parity communication or other means of communication to prospective bidders, this Official Notice of Bond Sale shall remain effective. If bids are not received at the time herein stated or if all bids are rejected, the City may reoffer the Series 2022 Bonds for sale at any time thereafter.

### **Basis of Award**

The Series 2022 Bonds, subject to the reservations and limitations set forth herein, will be sold to the responsible bidder making the best bid therefor. The best bid will be determined by computing the True Interest Cost of the Series 2022 Bonds (i.e., using an actuarial or TIC method) for each bid received and an award will be made (if any is made) to the responsible bidder submitting the bid which results in the lowest True Interest Cost of the Series 2022 Bonds. “True Interest Cost” of the Series 2022 Bonds as used herein means that yield which, if used to compute the present worth of all payments of principal and interest to be made on the Series 2022 Bonds from their date (assuming solely for this purpose that the Series 2022 Bonds will be dated April 5, 2022) to their respective maturity or mandatory sinking fund redemption dates, using the interest rates specified in the bid and the principal amounts maturing as shown in the maturity schedule set forth in “Maturities; Possible Principal Adjustment” above, produces an amount equal to the principal amount of the Series 2022 Bonds plus any premium bid. Such calculation shall be made without reference to the possible optional redemption of any of the Series 2022 Bonds prior to maturity. Such calculation shall be based on a 360-day year and a semiannual compounding interval. If two or more conforming bids have the same True Interest Cost, the first bid submitted, as determined by reference to the time stamp of Parity, shall be the winning bid.

### **Time of Award**

Bids will be received at the time specified. The City has delegated to the City’s Director of Finance the authority to determine the winning bid and to award the Series 2022 Bonds (or to reject all bids). The Director of Finance will take such action within 36 hours after the expiration of the time herein specified for opening bids. Any such award of the Series 2022 Bonds will be subject to expiration of the referendum period with respect to the Bond Ordinance.

### **Manner and Time of Delivery**

The good faith deposit of the successful bidder will be credited to the purchaser at the time of delivery of the Series 2022 Bonds (without accruing interest). If the successful bidder for the Series 2022 Bonds fails or neglects to complete the purchase of the Series 2022 Bonds when the Series 2022 Bonds are made ready and are tendered for delivery, the amount of this good faith deposit will be forfeited (as liquidated damages for noncompliance with the bid) to the City, except as hereinafter provided. In that event the City may reoffer the Series 2022 Bonds for sale. The purchaser will not be required to accept delivery of any of the Series 2022 Bonds if they are not tendered for delivery within 60 days from the date bids are received; and if the Series 2022 Bonds are not so tendered within said period of time, the good faith deposit will be returned to the purchaser upon its request (without accruing interest). The City contemplates, however, effecting delivery of the Series 2022 Bonds to the purchaser on or about April 5, 2022. Delivery of any Series 2022 Bond is conditioned upon the receipt by the City of a certificate as to their issue price. See “—Establishment of Issue Price” below.

### **Payment and Place of Delivery**

The successful bidder will be required to make payment of the balance due for the Series 2022 Bonds at a bank or trust company designated by the City’s Director of Finance. Payment of the balance of the purchase price due at delivery must be made in Federal Reserve Funds or other funds acceptable to the City for immediate and unconditional credit to the City. The Series 2022 Bonds will be delivered at the office of The Depository Trust Company in New York, New York, on confirmation by the City of receipt of the balance of the purchase price.

### **CUSIP Numbers**

CUSIP numbers will be ordered by the Financial Advisor and paid for by the City as a cost of issuance. CUSIP numbers will be printed on the Series 2022 Bonds. If a wrong number is imprinted on any Series 2022 Bond or if a number is not printed thereon, any such error or omission will not constitute cause for the successful bidder to refuse delivery of any Series 2022 Bond.

### **Official Statement**

The City has prepared the Preliminary Official Statement, which is deemed by the City to be a final official statement as of its date for purposes of allowing bidders to comply with Rule 15c2-12 of the Securities and Exchange Commission (the “Rule”), except for the omission of certain information as permitted by the Rule. The Preliminary Official Statement is subject to revision, amendment and completion in a Final Official Statement, as defined below. The Preliminary Official Statement is available only in electronic form by posting at [www.meritos.com](http://www.meritos.com) and at [www.i-dealprospectus.com](http://www.i-dealprospectus.com). Other information concerning the City and the Series 2022 Bonds may be obtained prior to the sale from the sources listed under “Information” below.

The City will, as soon as practicable after the award of the Series 2022 Bonds to the successful bidder, update the information contained in the Preliminary Official Statement to the date of the award, and such updated Preliminary Official Statement will constitute the “Final Official Statement” relating to the Series 2022 Bonds. The City authorizes the successful bidder to distribute the Final Official Statement in connection with the offering of the Series 2022 Bonds;

provided that the successful bidder must cooperate in providing the information required to complete the Final Official Statement. The City will provide to the successful bidder not to exceed 150 copies of the Final Official Statement on or before the seventh business day following the date of the award to the successful bidder. The successful bidder may obtain additional copies of the Final Official Statement at its expense. The City will provide a copy of the Official Statement, including any amendments thereto, in word-searchable PDF format as described in the Municipal Securities Rulemaking Board's ("MSRB") Rule G-32 and shall provide the electronic copy of the word-searchable PDF format of the Official Statement to the successful bidder no later than one business day prior to the Closing Date to enable the successful bidder to comply with MSRB Rule G-32.

For a period beginning on the date of the Final Official Statement and ending 25 days following the "end of the underwriting period" (as defined in the Rule), if any event concerning the affairs, properties or financial condition of the City shall occur or be discovered as a result of which it is necessary to supplement the Final Official Statement in order to make the statements therein, in light of the circumstances existing at such time, not misleading, the City shall notify the successful bidder of any such event of which the Director of Finance has actual knowledge and shall cooperate fully in preparing and furnishing, at the City's expense, any supplement to the Final Official Statement necessary, in the reasonable opinion of the City and the successful bidder, so that the statements therein as so supplemented will not be misleading in the light of the circumstances existing at such time.

### **Secondary Market Disclosure Undertaking**

Pursuant to the Rule, the City will undertake to provide certain ongoing disclosure, including certain annual operating data and financial information, audited financial statements and the occurrence of certain events. A form of the undertaking is set forth in the Preliminary Official Statement.

### **Transcript and Legal Opinion**

The validity and enforceability of the Series 2022 Bonds will be subject to approval by Kutak Rock LLP, as Bond Counsel. The purchaser will receive a transcript of legal proceedings, which will include, among other documents:

(a) a certificate executed by officials of the City, including the City Attorney, stating that there is no litigation pending against the City affecting the validity of the Series 2022 Bonds as of the date of their delivery;

(b) a certificate executed by the Director of Finance or other authorized official of the City stating that, to the best of knowledge of such official, the Final Official Statement as of its date did not contain any untrue statement of a material fact or omit to state any material fact necessary to make the statements made in the Final Official Statement, in the light of the circumstances under which they were made, not misleading, and that, to the best of such official's knowledge, since the date of the Final Official Statement no event has occurred which would cause the Final Official Statement as of the date of the delivery of the Series 2022 Bonds to contain any untrue statement of a material

fact or to omit to state any material fact necessary to make the statements made in the Final Official Statement, in the light of the circumstances under which they were made, not misleading (provided that information relating to The Depository Trust Company will be excluded from such statements; and further provided that, if between the date of the public sale of the Series 2022 Bonds and the date of delivery of the Series 2022 Bonds, any event should occur or be discovered which would cause the Final Official Statement to contain an untrue statement of a material fact or to omit to state a material fact necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading, the City shall notify the purchaser thereof and shall cooperate in any necessary supplement or amendment to the Final Official Statement as described above under “Official Statement”;

(c) a letter from Bond Counsel, addressed to the purchaser of the Series 2022 Bonds, to the effect that the firm has not independently verified the information contained in the Final Official Statement, but that during the course of the participation by the firm in the preparation of the Final Official Statement no information came to the attention of the firm to lead it to believe that the Final Official Statement (except the financial statements and other statistical and financial data contained in the Final Official Statement, and except information relating to The Depository Trust Company contained in the Final Official Statement, as to which such firm will make no statement) as of its date either contained an untrue statement of any material fact or omitted to state a material fact necessary to make the statements made, in the light of the circumstances under which they were made, not misleading; and

(d) the opinion of Kutak Rock LLP as to the validity, enforceability and tax-exempt status of interest on the Series 2022 Bonds, the form of which is set forth in the Preliminary Official Statement as Appendix A thereto.

### **Establishment of Issue Price.**

The winning bidder will be required to provide, in a timely manner, certain information necessary to compute the yield on the Series 2022 Bonds pursuant to the provisions of the Internal Revenue Code of 1986, as amended. The issue price of the Series 2022 Bonds shall be established as follows:

(a) The winning bidder shall assist the City in establishing the issue price of the Series 2022 Bonds and shall execute and deliver to the City at closing an “issue price” or similar certificate setting forth the reasonably expected initial offering price to the public or the sales price or prices of the Series 2022 Bonds, together with the supporting pricing wires or equivalent communications, substantially in the form attached hereto as Appendix B, with such modifications as may be appropriate or necessary, in the reasonable judgment of the winning bidder, the City and Bond Counsel. All actions to be taken by the City under this Notice of Sale to establish the issue price of the Series 2022 Bonds may be taken on behalf of the City by the Financial Advisor and any notice or report to be provided to the City may be provided to the Financial Advisor.

(b) The City intends that the provisions of Section 1.148-1(f)(3)(i) of the Treasury Regulations (defining “competitive sale” for purposes of establishing the issue price of the Series 2022 Bonds) will apply to the initial sale of the Series 2022 Bonds (the “competitive sale requirements”) because:

1. the City shall disseminate this Notice of Sale to potential underwriters in a manner that is reasonably designed to reach potential underwriters;
2. all bidders shall have an equal opportunity to bid;
3. the City may receive bids from at least three underwriters of municipal bonds who have established industry reputations for underwriting new issuances of municipal bonds; and
4. the City anticipates awarding the sale of the Series 2022 Bonds to the bidder who submits a firm offer to purchase the Series 2022 Bonds at the highest price (or lowest interest cost), as set forth in this Notice of Sale.

Any bid submitted pursuant to this Notice of Sale shall be considered a firm offer for the purchase of the Series 2022 Bonds, as specified in the bid.

(c) In the event that the competitive sale requirements are not satisfied, the City shall so advise the winning bidder. The City may determine to treat (i) the first price at which 10% of a maturity of the Series 2022 Bonds (the “10% test”) is sold to the public as the issue price of that maturity and/or (ii) the initial offering price to the public as of the sale date of any maturity of the Series 2022 Bonds as the issue price of that maturity (the “hold-the-offering-price rule”), in each case applied on a maturity-by-maturity basis (and if different interest rates apply within a maturity, to each separate CUSIP number within that maturity). The winning bidder shall advise the City if any maturity of the Series 2022 Bonds satisfies the 10% test as of the date and time of the award of the Series 2022 Bonds. The City shall promptly advise the winning bidder, at or before the time of award of the Series 2022 Bonds, which maturities (and if different interest rates apply within a maturity, which separate CUSIP number within that maturity) of the Series 2022 Bonds shall be subject to the 10% test or shall be subject to the hold-the-offering-price rule. Bids will not be subject to cancellation in the event that the City determines to apply the hold-the-offering-price rule to any maturity of the Series 2022 Bonds. Bidders should prepare their bids on the assumption that some or all of the maturities of the Series 2022 Bonds will be subject to the hold-the-offering-price rule in order to establish the issue price of the Series 2022 Bonds.

(d) By submitting a bid, the winning bidder shall (i) confirm that the underwriters have offered or will offer the Series 2022 Bonds to the public on or before the date of award at the offering price or prices (the “initial offering price”), or at the corresponding yield or yields, set forth in the bid submitted by the winning bidder and (ii) agree, on behalf of the underwriters participating in the purchase of the Series 2022 Bonds, that the underwriters will neither offer nor sell unsold Series 2022 Bonds of any maturity

to which the hold-the-offering-price rule shall apply to any person at a price that is higher than the initial offering price to the public during the period starting on the sale date and ending on the earlier of the following:

1. the close of the fifth (5th) business day after the sale date; or
2. the date on which the underwriters have sold at least 10% of that maturity of the Series 2022 Bonds to the public at a price that is no higher than the initial offering price to the public.

The winning bidder will advise the City promptly after the close of the fifth (5th) business day after the sale date whether it has sold 10% of that maturity of the Series 2022 Bonds to the public at a price that is no higher than the initial offering price to the public.

(e) If the competitive sale requirements are not satisfied, then until the 10% test has been satisfied as to each maturity of the Series 2022 Bonds, the winning bidder agrees to promptly report to the City the prices at which the unsold Series 2022 Bonds of that maturity have been sold to the public. That reporting obligation shall continue, whether or not the Closing Date has occurred, until either (i) all Bonds of that maturity have been sold or (ii) the 10% test has been satisfied as to the Series 2022 Bonds of that maturity, provided that, the winning bidder's reporting obligation after the Closing Date may be at reasonable periodic intervals or otherwise upon request of the City or Bond Counsel.

(f) The City acknowledges that, in making the representations set forth above, the winning bidder will rely on (i) the agreement of each underwriter to comply with the requirements for establishing issue price of the Series 2022 Bonds, including, but not limited to, its agreement to comply with the hold-the-offering-price rule, if applicable to the Series 2022 Bonds, as set forth in an agreement among underwriters and the related pricing wires, (ii) in the event a selling group has been created in connection with the initial sale of the Series 2022 Bonds to the public, the agreement of each dealer who is a member of the selling group to comply with the requirements for establishing issue price of the Series 2022 Bonds, including, but not limited to, its agreement to comply with the hold-the-offering-price rule, if applicable to the Series 2022 Bonds, as set forth in a selling group agreement and the related pricing wires, and (iii) in the event that an underwriter or dealer who is a member of the selling group is a party to a third-party distribution agreement that was employed in connection with the initial sale of the Series 2022 Bonds to the public, the agreement of each broker-dealer that is a party to such agreement to comply with the requirements for establishing issue price of the Series 2022 Bonds, including, but not limited to, its agreement to comply with the hold-the-offering-price rule, if applicable to the Series 2022 Bonds, as set forth in the third-party distribution agreement and the related pricing wires. The City further acknowledges that each underwriter shall be solely liable for its failure to comply with its agreement regarding the requirements for establishing issue price of the Series 2022 Bonds, including, but not limited to, its agreement to comply with the hold-the-offering-price rule, if applicable to the Series 2022 Bonds, and that no underwriter shall be liable for the failure of any other underwriter, or of any dealer who is a member of a selling group, or of any broker-dealer that is a party to a third-party distribution agreement to comply with its corresponding agreement to comply with the

requirements for establishing issue price of the Series 2022 Bonds, including, but not limited to, its agreement to comply with the hold-the-offering-price rule, if applicable to the Series 2022 Bonds.

(g) By submitting a bid, each bidder confirms that:

1. any agreement among underwriters, any selling group agreement and each third-party distribution agreement (to which the bidder is a party) relating to the initial sale of the Series 2022 Bonds to the public, together with the related pricing wires, contains or will contain language obligating each underwriter, each dealer who is a member of the selling group, and each broker-dealer that is a party to such third-party distribution agreement, as applicable:

(A)(i) to report the prices at which it sells to the public the unsold Series 2022 Bonds of each maturity allocated to it, whether or not the Closing Date has occurred, until either all Series 2022 Bonds of that maturity allocated to it have been sold or it is notified by the winning bidder that the 10% test has been satisfied as to the Series 2022 Bonds of that maturity, provided that, the reporting obligation after the Closing Date may be at reasonable periodic intervals or otherwise upon request of the winning bidder, and (ii) to comply with the hold-the-offering-price rule, if applicable, if and for so long as directed by the winning bidder and as set forth in the related pricing wires;

(B) to promptly notify the winning bidder of any sales of Series 2022 Bonds that, to its knowledge, are made to a purchaser who is a related party to an underwriter participating in the initial sale of the Series 2022 Bonds to the public (each such term being used as defined below); and

(C) to acknowledge that, unless otherwise advised by the underwriter, dealer or broker-dealer, the winning bidder shall assume that each order submitted by the underwriter, dealer or broker-dealer is a sale to the public.

2. any agreement among underwriters or selling group agreement relating to the initial sale of the Series 2022 Bonds to the public, together with the related pricing wires, contains or will contain language obligating each underwriter or dealer that is a party to a third-party distribution agreement to be employed in connection with the initial sale of the Series 2022 Bonds to the public to require each broker-dealer that is a party to such third-party distribution agreement to (A) report the prices at which it sells to the public the unsold Series 2022 Bonds of each maturity allocated to it, whether or not the Closing Date has occurred, until either all Series 2022 Bonds of that maturity allocated to it have been sold or it is notified by the winning bidder or such underwriter that the 10% test has been satisfied as to the Series 2022 Bonds of that maturity, provided that, the reporting obligation after the Closing Date may be at reasonable periodic intervals or otherwise upon request of the winning bidder or such underwriter, and (B) comply with the hold-the-

offering-price rule, if applicable, if and for so long as directed by the winning bidder or the underwriter and as set forth in the related pricing wires.

(h) Sales of any Bonds to any person that is a related party to an underwriter participating in the initial sale of the Series 2022 Bonds to the public (each such term being used as defined below) shall not constitute sales to the public for purposes of this Notice of Sale. Further, for purposes of this Notice of Sale:

1. “public” means any person other than an underwriter or a related party;

2. “underwriter” means (A) any person that agrees pursuant to a written contract with the City (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Series 2022 Bonds to the public and (B) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (A) to participate in the initial sale of the Series 2022 Bonds to the public (including a member of a selling group or a party to a third-party distribution agreement participating in the initial sale of the Series 2022 Bonds to the public);

3. a purchaser of any of the Series 2022 Bonds is a “related party” to an underwriter if the underwriter and the purchaser are subject, directly or indirectly, to (A) more than 50% common ownership of the voting power or the total value of their stock, if both entities are corporations (including direct ownership by one corporation of another), (B) more than 50% common ownership of their capital interests or profits interests, if both entities are partnerships (including direct ownership by one partnership of another), or (C) more than 50% common ownership of the value of the outstanding stock of the corporation or the capital interests or profit interests of the partnership, as applicable, if one entity is a corporation and the other entity is a partnership (including direct ownership of the applicable stock or interests by one entity of the other); and

4. “sale date” means the date that the Series 2022 Bonds are awarded by the City to the winning bidder.

## Information

This Official Notice of Sale (a condensation of which has been ordered published), the Preliminary Official Statement and other information concerning the City and the Series 2022 Bonds may be obtained from John Karner, Director of Finance, ex-officio City Treasurer, City Hall, 1000 Tenth Street, Greeley, Colorado 80631 (telephone: (970) 350-9732, facsimile: (970) 350-9328, e-mail: john.karner@greeleygov.com), or from the City’s Financial Advisor, Hilltop Securities, Attention: Jason Simmons, 8055 E. Tufts Avenue, Suite 500, Denver, Colorado 80237, (telephone: (303) 771-0217; e-mail: Jason.Simmons@hilltopsecurities.com). Information regarding Parity, including any fees charged, may be obtained from i-Deal LLC, 2nd Floor, 1359 Broadway, New York, New York 10018 (telephone: (212) 849-5021).

BY ORDER OF THE CITY COUNCIL OF THE CITY OF GREELEY, COLORADO,  
dated this \_\_, 2022.

By /s/ \_\_\_\_\_  
Mayor, City of Greeley, Colorado

(End of Form of Official Notice of Bond Sale)

**Section 3.** The Director of Finance and other appropriate officers and agents of the City are hereby authorized to give such other notice of the sale of the Series 2022 Bonds, if any, as they deem appropriate, including, but not limited to, the distribution among investment bankers and others of the Official Notice of Sale authorized by Section 2 hereof and a Preliminary Official Statement relating to the issuance and sale of the Series 2022 Bonds (the “Preliminary Official Statement”), which distribution may be by such means (including, without limitation, electronic posting) as the Director of Finance may deem appropriate.

**Section 4.** Bids for the Series 2022 Bonds shall be received via Parity at the time and in the manner provided in the Official Notice of Sale, with such changes as may be approved by the Director of Finance. Notwithstanding any other provision of this resolution, the Council hereby delegates to the Director of Finance the following power and authority: (a) the Director of Finance may change the date or time of the public sale of the Series 2022 Bonds to a later date or time (but not later than 180 days after final passage of the Bond Ordinance) if the Director of Finance determines that such delay of the sale will maximize the likelihood of marketing the Series 2022 Bonds when market conditions are relatively favorable, or that it is necessary or desirable to provide additional time to finalize information or documentation relating to the Series 2022 Bonds, and (b) the Director of Finance may make such completions and other changes, not inconsistent with the Bond Ordinance, to both the published and official sale notice forms contained in this resolution as the Director of Finance may deem necessary or appropriate to conduct the public sale of the Series 2022 Bonds expeditiously and to the best financial advantage of the City.

**Section 5.** The Council hereby further delegates to the City’s Director of Finance the power and authority to make any amendments or include any additional provisions to the Official Notice of Sale in order to finalize the Official Notice of Sale so long as any such amendments or additional provisions are not in conflict with the terms and parameters of the Bond Ordinance; to determine the winning bid for the Series 2022 Bonds; to determine the final aggregate principal amount and maturity schedule for the Series 2022 Bonds, including the principal maturities of the Series 2022 Bonds (so as to generate bond proceeds consistent with the costs of the project for which the Series 2022 Bonds are being issued) and to determine any related premium adjustment, all as provided in the Official Notice of Sale; and to award the Series 2022 Bonds and to execute an appropriate written acceptance of the winning bid (including, without limitation, a final terms certificate setting forth such determinations, certifications and approvals as may be required or contemplated by the Bond Ordinance), or to reject all bids; provided that any such award and acceptance shall be subject to the final passage and effectiveness of the Bond Ordinance, expiration of the referendum period with respect thereto.

**Section 6.** The proposed form of Preliminary Official Statement of the City relating to the issuance and sale of the Series 2022 Bonds has been presented to the meeting of the Council at which this Resolution is approved and is on file in the office of the City Clerk. The Preliminary Official Statement, in substantially the form so presented with such additional changes as are made prior to the sale date, is hereby deemed by the City to be a “nearly final official statement” for purposes of Rule 15c2-12 of the Securities and Exchange Commission. The distribution and use by the Purchaser for the reoffering of the Series 2022 Bonds to the public of the final Official Statement (the “Official Statement”), in substantially the form of the Preliminary Official Statement, but with such amendments, additions and deletions as are consistent with the facts, as are not inconsistent herewith and as are approved by the Mayor as evidenced by the Mayor’s execution of the Official Statement, is hereby authorized and approved, and the Mayor is authorized to sign the final Official Statement on behalf of the City.

**Section 7.** The officers and agents of the City are hereby authorized and directed to take all action necessary or appropriate to effectuate the provisions of this resolution, including, but not limited to, the preparation and distribution of the Preliminary Official Statement and the publication, electronic posting and distribution of notice relating to the public sale of the Series 2022 Bonds. The Council deems all delegations, directions, instructions and authorizations contained in this resolution to be consistent with Section 3-14 of the Charter. The effectuation of this resolution shall be subject to the supervision of the City Manager of the City, and the City Manager is hereby directed to give all orders, directions, instructions and authorizations to City personnel as may be necessary or appropriate to accomplish the purposes of this resolution.

**Section 8.** All resolutions, motions, orders, bylaws, rules or regulations, or parts thereof, in conflict with this resolution are hereby repealed only to the extent of such inconsistency.

**Section 9.** If any section, paragraph, clause or provision of this resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining parts or provisions of this resolution.

**Section 10.** This resolution shall take effect immediately upon its passage.

INTRODUCED, PASSED AND ADOPTED this \_\_\_\_\_, 2022.

By \_\_\_\_\_  
Mayor

[CITY SEAL]

Attest:

By \_\_\_\_\_  
Interim City Clerk

**APPENDIX A**  
**(ATTACH PUBLISHED NOTICE)**

**APPENDIX B  
FORM OF ISSUE PRICE CERTIFICATE**

**ISSUE PRICE CERTIFICATE**

\$ \_\_\_\_\_  
**City of Greeley, Colorado  
acting by and through its  
Stormwater Enterprise  
First-Lien Stormwater System Improvement Revenue Bonds,  
Series 2022**

[CLOSING DATE]

The undersigned, on behalf of [NAME OF UNDERWRITER] (“[SHORT NAME OF UNDERWRITER]”), hereby certifies as set forth below with respect to the sale of the above-captioned obligations (the “Series 2022 Bonds”) by the City of Greeley, Colorado, acting by and through its Stormwater Enterprise (the “City”) [*Sections 1 and 2 and schedules to be adjusted in execution version as necessary if all of the requirements of a “competitive sale” are not satisfied.*]

**1. Reasonably Expected Initial Offering Price.**

(a) As of [THE SALE DATE], the reasonably expected initial offering prices of the Series 2022 Bonds to the Public by [SHORT NAME OF UNDERWRITER] are the prices listed in Schedule A (the “Expected Offering Prices”). The Expected Offering Prices are the prices for the Maturities of the Series 2022 Bonds used by [SHORT NAME OF UNDERWRITER] in formulating its bid to purchase the Series 2022 Bonds. Attached as Schedule B is a true and correct copy of the bid provided by [SHORT NAME OF UNDERWRITER] to purchase the Series 2022 Bonds.

(b) [SHORT NAME OF UNDERWRITER] was not given the opportunity to review other bids prior to submitting its bid.

(c) The bid submitted by [SHORT NAME OF UNDERWRITER] constituted a firm offer to purchase the Series 2022 Bonds.

**2. Defined Terms.**

(a) “*Maturity*” means Series 2022 Bonds with the same credit and payment terms. Series 2022 Bonds with different maturity dates, or Series 2022 Bonds with the same maturity date but different stated interest rates, are treated as separate Maturities.

(b) “*Public*” means any person (including an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter or a related party to an Underwriter. The term “related party” for purposes of this certificate generally means any two or more persons who have greater than 50 percent common ownership, directly or indirectly.

(c) “Underwriter” means (i) any person that agrees pursuant to a written contract with the City (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Series 2022 Bonds to the Public, and (ii) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (i) of this paragraph to participate in the initial sale of the Series 2022 Bonds to the Public (including a member of a selling group or a party to a retail distribution agreement participating in the initial sale of the Series 2022 Bonds to the Public).

The representations set forth in this certificate are limited to factual matters only. Nothing in this certificate represents [SHORT NAME OF UNDERWRITER]’s interpretation of any laws, including specifically Sections 103 and 148 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder. The undersigned understands that the foregoing information will be relied upon by the City with respect to certain of the representations set forth in the Tax Compliance Certificate and with respect to compliance with the federal income tax rules affecting the Series 2022 Bonds, and by Kutak Rock LLP in connection with rendering its opinion that the interest on the Series 2022 Bonds is excluded from gross income for federal income tax purposes, the preparation of the Internal Revenue Service Form 8038-G, and other federal income tax advice that it may give to the City from time to time relating to the Series 2022 Bonds.

IN WITNESS WHEREOF, the undersigned, on behalf of [SHORT NAME OF UNDERWRITER], has set his or her hand as of the date first written above.

[UNDERWRITER]

By: \_\_\_\_\_

—  
Name: \_\_\_\_\_

—  
Title: \_\_\_\_\_

—

SCHEDULE A  
EXPECTED OFFERING PRICES  
[ATTACH]

SCHEDULE B  
UNDERWRITER'S BID  
[ATTACH]

# Council Agenda Summary

**Title:**

Pulled Consent Agenda Items

**Summary:**

Pulled Consent Agenda items will be considered in the order they appeared on the consent agenda.

# Council Agenda Summary

February 15, 2022

## **Agenda Item Number**

Key Staff Contact:

John Karner, Finance Director

Paul Trombino, Public Works Director

### Title:

Public hearing and second reading of an Ordinance authorizing the issuance and sale by the City of Greeley, Colorado, acting by and through its Stormwater Enterprise, of first-lien Stormwater System Improvement Revenue Bonds, Series 2022, in an aggregate principal amount not to exceed \$17,500,000, for the purpose of financing, in whole or in part, the cost of additions and improvements to the stormwater system operated by the Stormwater Enterprise, pledging certain funds and revenues of the Enterprise to the payment of such bonds, prescribing the form of such bonds and providing other details in connection therewith.

### Summary:

The Ordinance being presented for City Council's consideration is necessary to authorize and approve the issuance of Stormwater Revenue Bonds, Series 2022, in an aggregate principal amount not to exceed \$17,500,000, bearing interest at the rates and maturing on the dates in the amounts to be set forth in the final terms certificate, and on the terms and conditions provided in the bond ordinance. The issuance will allow the defrayment in whole or in part, of the cost of additions and improvements to the System. The net proceeds of the Series 2022 Bonds are for future costs associated with the construction of various improvements and additions to the Stormwater System for the purpose of increasing the System's capacity to safely dispose of storm and flood waters, replacing older components of the System and improving the reliability of the System. These projects will need to be partially funded through bond revenues.

The Ordinance states that the City of Greeley (City) authorizes and approves the issuance of the Series 2022 Stormwater Revenue bonds, recognizing that the issuance of these bonds will impact the Stormwater Fund's debt service payments and the rates required to support those payments. The Public Works Department, in partnership with the Finance Department and the City's Financial Advisor, have reviewed and approved the debt service requirements of the proposed bond issuance in alignment with the rate structure approved by City Council. The proposed issuance of these bonds also maintains an appropriate bonding capacity of the Stormwater Enterprise fund for future bond issuances in accordance with the approved Stormwater Capital Improvement Plan. The Stormwater Board approved the rates and charges to support the proposed bond issuance at its August 2021 meeting.

**Fiscal Impact:**

Does this item create a fiscal impact on the City of Greeley?	Yes
If yes, what is the initial, or, onetime impact?	Bond Issuance of \$17.5 Million
What is the annual impact?	Debt Service Estimate \$0.9-1.6 Million
What fund of the City will provide Funding?	Stormwater Construction, Stormwater Capital Replacement
What is the source of revenue within the fund?	Rates & Fees
Is there grant funding for this item?	Not Applicable
If yes, does this grant require a match?	Not Applicable

**Legal Issues:**

None.

Consideration of this matter is a legislative process which includes the following public hearing steps:

- 1) City staff presentation (if requested)
- 2) Council questions of staff
- 3) Public input (hearing opened, testimony - up to three minutes per person, hearing closed)
- 4) Council discussion
- 5) Council decision

**Other Issues and Considerations:**

The bonds are expected to be marketed mid-March for closing on the sale of the bonds April 5, 2022.

**Applicable Council Priority and Goal:**

*Infrastructure and Growth: Establish the capital and human infrastructure to support and maintain a safe, competitive, appealing and dynamic community.*

*Public Facilities and Equipment. Provide a framework of public services, facilities, and equipment that support a safe, pleasing and successful community.*

**Decision Options:**

- 1) Adopt the ordinance as presented; or
- 2) Amend the ordinance and adopt as amended; or
- 3) Deny the ordinance; or
- 4) Continue consideration of the ordinance to a date certain.

**Council's Recommended Action:**

A motion to adopt the ordinance and publish with reference to title only.

**Attachments:**

Ordinance  
Preliminary Official Statement  
PowerPoint

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**SERIES 2022 FIRST-LIEN STORMWATER IMPROVEMENT  
REVENUE BOND ORDINANCE**

**CITY OF GREELEY, COLORADO**

acting by and through its

**STORMWATER ENTERPRISE**

Authorizing  
the issuance, sale and delivery of not to exceed  
\$17,500,000  
aggregate principal amount of  
First-Lien Stormwater System Improvement Revenue Bonds  
Series 2022

Effective \_\_\_\_\_, 2022

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*This Table of Contents is included solely for the convenience of the reader and is not part of the Series Ordinance.*

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**ORDINANCE NO. \_\_\_, 2022**

AN ORDINANCE AUTHORIZING THE ISSUANCE AND SALE BY THE CITY OF GREELEY, COLORADO, ACTING BY AND THROUGH ITS STORMWATER ENTERPRISE, OF FIRST-LIEN STORMWATER SYSTEM IMPROVEMENT REVENUE BONDS, SERIES 2022, IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$17,500,000, FOR THE PURPOSE OF FINANCING, IN WHOLE OR IN PART, THE COST OF ADDITIONS AND IMPROVEMENTS TO THE STORMWATER SYSTEM OPERATED BY THE STORMWATER ENTERPRISE, PLEDGING CERTAIN FUNDS AND REVENUES OF THE ENTERPRISE TO THE PAYMENT OF SUCH BONDS, PRESCRIBING THE FORM OF SUCH BONDS AND PROVIDING OTHER DETAILS IN CONNECTION THEREWITH.

WHEREAS, the City of Greeley, Colorado (the “City”) is a home rule municipality duly organized and existing pursuant to Article XX of the Constitution (the “Constitution”) of the State of Colorado (the “State”) and its home rule charter (the “Charter”); and

WHEREAS, the City Council (the “Council”) of the City has previously acted by ordinance to recognize and confirm the existence of the Stormwater Enterprise of the City (the “Enterprise”); and

WHEREAS, Charter Section 5-18d authorizes the issuance of revenue bonds for the purpose of financing additions and improvements to the stormwater system (the “System”) operated by the Enterprise; and

WHEREAS, the Council, acting as such and as the governing body of the Enterprise, deems it necessary and appropriate to authorize the issuance of First-Lien Stormwater System Improvement Revenue Bonds, Series 2022 (the “Series 2022 Bonds”) upon the terms described herein, for the purpose of defraying, in whole or in part, the cost of additions and improvements to the System and paying the costs of issuance for the Series 2022 Bonds; and

WHEREAS, such Series 2022 Bonds are permitted, under the Charter, the Code and Article X, Section 20 of the Constitution, to be issued without an election; and

WHEREAS, the capital improvements to be financed by the Series 2022 Bonds are estimated to have a useful life in the aggregate of at least 40 years; and

WHEREAS, pursuant to Ordinance No. 15, 2015 (the “General Ordinance”), adopted prior to the adoption of this Series Ordinance, the Council has established a consistent procedure for the issuance of revenue bonds and other obligations to finance and refinance additions and improvements to the System;

**BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF GREELEY, COLORADO, ACTING BY AND THROUGH THE CITY OF GREELEY, COLORADO STORMWATER ENTERPRISE:**

## ARTICLE I

### DEFINITIONS AND CONSTRUCTION

**Definitions.** Capitalized terms used herein and not otherwise defined shall have the meanings, respectively, provided in the General Ordinance. In this Series Ordinance the following additional terms have the following respective meanings unless the context clearly requires otherwise:

“*Continuing Disclosure Undertaking*” means the Continuing Disclosure Undertaking relating to the Official Statement and the Series 2022 Bonds, in substantially the form filed with the City Clerk at the time of introduction of this Series Ordinance.

“*General Ordinance*” means Ordinance No. 15, 2015, of the City, as it may be amended from time to time.

“*Official Statement*” means the Official Statement of the City relating to the Series 2022 Bonds.

“*Parity Obligations*” means the Series 2015 Bonds and any Additional First-Lien Revenue Obligations hereafter issued by the City having a lien on all or any portion of the Net Pledged Revenues which is on a parity with the lien of the Series 2022 Bonds. The Parity Obligations are First-Lien Revenue Obligations under the General Ordinance.

“*Paying Agent*” means, in connection with the Series 2022 Bonds, Zions Bancorporation, National Association and its successors or assigns.

“*Purchaser*” means the original purchaser of the Series 2022 Bonds identified by Final Terms Certificate.

“*Registrar*” means, in connection with the Series 2022 Bonds, Zions Bancorporation, National Association and its successors or assigns.

“*Series Ordinance*” means this Series Ordinance.

“*Series 2015 Bonds*” means the First-Lien Stormwater System Improvement Revenue Bonds, Series 2015.

“*Series 2022 Capital Project*” means the capital additions to the System, constituting a portion of the System Capital Program, financed in whole or in part with proceeds of the Series 2022 Bonds.

“*Series 2022 Capital Project Account*” means the special account created and required to be maintained by Section 3.02 hereof.

“*Series 2022 Costs of Issuance Subaccount*” means the subaccount created within the Series 2022 Capital Project Account and required to be maintained by Section 3.03 hereof.

“*Series 2022 Bonds*” means the First-Lien Stormwater System Improvement Revenue Bonds, Series 2022.

“*Series 2022 Debt Service Reserve Account*” means, to the extent designated by Final Terms Certificate, a special account created and required to be maintained in the manner provided by Section 3.04 hereof.

“*Series 2022 Excess Investment Earnings Account*” means the special account created and required to be maintained by Section 3.05 hereof.

“*Series 2022 Reserve Requirement*” means, initially, to the extent that a Series 2022 Debt Service Revenue Account is designated by Final Terms Certificate, and except as it may be adjusted pursuant to Section 3.04 hereof, an amount equal to the least of (a) 10% of the principal amount of the Series 2022 Bonds, (b) the Maximum Annual Debt Service Requirements of the Series 2022 Bonds, or (c) 125% of the Average Annual Debt Service Requirements of the Series 2022 Bonds.

“*System Capital Program*” means a series of capital projects to be financed from a combination of proceeds of the Series 2022 Bonds and other funds, which may include, without limitation, the acquisition, equipping, improvement or construction of portions of the System. The scope and specific details of the System Capital Program shall be subject to change by action of the Council.

“*Tax Code*” means the Internal Revenue Code of 1986, as amended.

“*Transfer Agent*” means, in connection with the Series 2022 Bonds, Zions Bancorporation, National Association and its successors or assigns.

## ARTICLE II

### THE SERIES 2022 BONDS

**Section 2.01. The System Capital Program and the Series 2022 Capital Project.** The Council hereby authorizes and directs that the Series 2022 Capital Project (which may consist of any portion of the System Capital Program) be carried out with the net proceeds of the Series 2022 Bonds and any other legally available moneys of the City necessary for such purpose.

**Section 2.02. Sale of Series 2022 Bonds; Application of Series 2022 Bond Proceeds.** The Series 2022 Bonds are authorized to be sold to the Purchaser at a price not less than 100% of their aggregate principal amount, as determined by Final Terms Certificate. The net proceeds received by the City from the sale of the Series 2022 Bonds after deduction of costs of issuance and underwriting discount shall be applied as follows: (a) Series 2022 Bond proceeds sufficient to meet the Series 2022 Reserve Requirement, if any, shall be deposited to the Series 2022 Debt Service Reserve Account; and (B) the remaining Series 2022 Bond proceeds shall be deposited, to the extent necessary to accomplish the Series 2022 Capital Project, into the Series 2022 Capital Project Account. Any excess funds remaining upon completion of the Series 2022 Capital Project may be used for any lawful purpose of the City or the Enterprise.

**Section 2.03. Authorization; Election To Apply Supplemental Public Securities Act.**

The Series 2022 Bonds, payable as to all Debt Service Requirements solely out of the Net Pledged Revenues, are hereby authorized to be issued in an aggregate principal amount not to exceed \$17,500,000, the actual amount of the Series 2022 Bonds to be determined by Final Terms Certificate. The City hereby elects to apply all provisions of the Supplemental Public Securities Act, to the extent not inconsistent herewith, to the Series 2022 Bonds.

**Section 2.04. Bond Details.**

(a) *Generally.* The provisions of the General Ordinance are hereby incorporated into this Series Ordinance. The Series 2022 Bonds shall be First-Lien Revenue Obligations within the meaning of the General Ordinance, secured by a first and prior (but not necessarily exclusive) lien upon the Net Pledged Revenues on a parity basis with the Parity Obligations. The Series 2022 Bonds shall be issued by the Council, as the governing body of the Enterprise, pursuant to the Code, in fully registered form in denominations of \$5,000 or any integral multiple thereof; provided that no Series 2022 Bond shall be issued in any denomination larger than the aggregate principal amount of Series 2022 Bonds maturing on a single maturity date and that no Series 2022 Bond shall be made payable on more than one maturity date.

Pursuant to the recommendations of the Committee on Uniform Security Identification Procedures, CUSIP numbers may be printed on the Series 2022 Bonds.

If determined by Final Terms Certificate, the Series 2022 Bonds may be issued in book-entry form through the facilities of The Depository Trust Company, and the appropriate officials of the City shall thereupon be authorized to execute such documents as are necessary to issue and deliver the Series 2022 Bonds in such form.

The Series 2022 Bonds shall be Fixed Rate Obligations.

The Series 2022 Bonds shall mature on August 1 in the years and in the aggregate principal amounts provided by Final Terms Certificate; provided that the Series 2022 Bonds may mature within any period permitted by the Charter and Code but in any event not later than August 1, 2042. The Series 2022 Bonds shall bear interest from the date as of which they are dated or the Interest Payment Date to which interest has been paid next preceding their respective dates, whichever is later, to their respective maturity dates, except if redeemed prior thereto, at rates not exceeding 5.00% per annum, as determined by Final Terms Certificate.

Said interest shall be payable commencing not later than August 1, 2022, and semiannually thereafter at any convenient semiannual interval determined by a Final Terms Certificate. If upon presentation at maturity the principal of any Series 2022 Bond is not paid as provided therein, interest shall continue thereon at the same interest rate until the principal thereof is paid in full.

The Debt Service Requirements of the Series 2022 Bonds shall be payable to the Owners of the Series 2022 Bonds in lawful money of the United States of America by the Paying Agent. The final installments of principal and interest shall be payable to the Owner

of each Series 2022 Bond upon presentation and surrender thereof at maturity or upon prior redemption. Except as hereinbefore and hereinafter provided, the interest shall be payable to the Owner of each Series 2022 Bond determined as of the close of business on the Regular Record Date irrespective of any transfer of ownership of the Series 2022 Bond subsequent to the Regular Record Date and prior to such Interest Payment Date, by check or draft mailed to such Owner at the address appearing on the registration books of the City maintained by the Registrar. Any interest not paid when due and any interest accruing after maturity shall be payable to the Owner of each Series 2022 Bond entitled to receive such interest determined as of the close of business on the Special Record Date irrespective of any transfer of ownership of the Series 2022 Bond subsequent to the Special Record Date and prior to the date fixed by the Paying Agent for the payment of such interest, by check or draft mailed as aforesaid. Notice of the Special Record Date and of the date fixed for the payment of such interest shall be given by sending a copy thereof by certified or registered first-class, postage prepaid mail, at least 10 days prior to the special record date, to the Purchaser and to the Owner of each Series 2022 Bond upon which interest will be paid determined as of the close of business on the day preceding such mailing at the address appearing on the registration books of the City. Any premium shall be payable to the Owner of each Series 2022 Bond redeemed upon presentation and surrender thereof upon prior redemption. If the date for making or giving any payment, determination or notice described herein is not a Business Day, such payment, determination or notice shall be made or given on the next succeeding Business Day.

(b) ***Redemption; Notice of Redemption.*** The Series 2022 Bonds may be made subject to optional redemption prior to their maturity at a price or prices equal to the principal amount of the Series 2022 Bonds so redeemed plus a premium not to exceed 2% of the principal amount thereof, plus accrued interest to the date of redemption, at such times and in such manner as provided by Final Terms Certificate. The Series 2022 Bonds may also be made subject to mandatory redemption from sinking fund installments or otherwise, at such times and in such manner, at prices not exceeding the principal amount of the Series 2022 Bonds so redeemed plus accrued interest to the date of redemption, as provided by Final Terms Certificate.

Series 2022 Bonds which are redeemable prior to their respective maturity dates may be redeemed in part if issued in denominations which are integral multiples of \$5,000. Such Series 2022 Bonds shall be treated as representing a corresponding number of separate Bonds in the denomination of \$5,000 each. Any such Series 2022 Bond to be redeemed in part shall be surrendered for partial redemption in the manner hereinafter provided for transfers of ownership. Upon payment of the redemption price of any such Series 2022 Bond redeemed in part the Owner thereof shall receive a new Series 2022 Bond or Bonds of authorized denominations in aggregate principal amount equal to the unredeemed portion of the Series 2022 Bond surrendered.

Notice of redemption shall be given by the Paying Agent in the name of the City by sending a copy thereof by certified or registered first-class postage prepaid mail or by electronic means, at least 30 days prior to the Redemption Date, to the Purchaser and to the Owner of each of the Series 2022 Bonds being redeemed determined as of the close of business on the day preceding the first sending of such notice, at the addresses appearing

on the registration books of the City maintained by the Registrar. Such notice shall specify the number or numbers of the Series 2022 Bonds to be redeemed, whether in whole or in part, and the date fixed for redemption and shall further state that on the Redemption Date there will be due and payable upon each Series 2022 Bond or part thereof so to be redeemed the principal amount or part thereof plus accrued interest thereon to the Redemption Date plus any premium due and that from and after such date interest will cease to accrue. For so long as the Series 2022 Bonds are in book-entry form through The Depository Trust Company or its nominee, any redemption notice may be given, in lieu of such mailing, by sending a copy thereof by Federal Express or other nationally recognized overnight delivery service, or by electronic means, to The Depository Trust Company or its nominee. In addition, if the Series 2022 Bonds are in book-entry form, the Paying Agent is hereby authorized to comply with any operational procedures and requirements of The Depository Trust Company relating to redemption of Series 2022 Bonds and notice thereof. Failure to mail or send any notice as aforesaid or any defect in any notice so mailed with respect to any Series 2022 Bond shall not affect the validity of the redemption proceedings with respect to any other Series 2022 Bond. Any Series 2022 Bonds redeemed prior to their respective maturity dates by call for prior redemption or otherwise shall not be reissued and shall be cancelled the same as Series 2022 Bonds paid at or after maturity.

(c) ***Interest Rates.*** Pursuant to Section 5-23 of the Charter, the Series 2022 Bonds shall be sold at an interest rate which does not exceed the market rate. The Series 2022 Bonds shall bear interest (computed on the basis of a 360-day year consisting of twelve 30-day months) from their date to maturity or prior redemption per annum as determined by the Director of Finance as certified by Final Terms Certificate at a net effective interest rate not to exceed 4.00%.

(d) ***Execution and Authentication.*** The Series 2022 Bonds shall be executed by and on behalf of the Council as the governing body of the Enterprise, with the manual or facsimile signature of the Mayor, shall bear a manual or facsimile of the seal of the City, shall be attested with the manual or facsimile signature of the City Clerk, and shall be authenticated with the manual signature of a duly authorized signatory of the Registrar. Should any officer whose facsimile signature appears on the Series 2022 Bonds cease to be such officer before delivery of the Series 2022 Bonds to the Purchaser, such facsimile signature shall nevertheless be valid and sufficient for all purposes. No Series 2022 Bond shall be valid or become obligatory for any purpose or be entitled to any security or benefit under this Series Ordinance unless and until the certificate of authentication on such Series 2022 Bond shall have been duly executed by the Registrar, and such executed certificate upon any such Series 2022 Bond shall be conclusive evidence that such Series 2022 Bond has been authenticated and delivered under this Series Ordinance. The certificate of authentication on any Series 2022 Bond shall be deemed to have been duly executed by the Registrar if signed by an authorized signatory thereof, but it shall not be necessary that the same signatory sign the certificate of authentication on all of the Series 2022 Bonds.

(e) ***Registration, Transfer and Exchange.*** Upon their execution and authentication and prior to their delivery, the Series 2022 Bonds shall be registered for the purpose of payment of principal and interest by the Registrar. Thereafter, the Series 2022 Bonds shall be transferable only upon the registration books of the City maintained by the

Registrar at the request of the Owner thereof or such Owner's duly authorized attorney-in-fact or legal representative. The Transfer Agent shall accept a Series 2022 Bond for registration or transfer only if the Owner is to be an individual, a corporation, a partnership, a limited liability company, a limited liability partnership, or a trust. A Series 2022 Bond may be transferred upon surrender thereof together with a written instrument of transfer duly executed by the Owner or such Owner's duly authorized attorney-in-fact or legal representative with guaranty of signature satisfactory to the Transfer Agent, containing written instructions as to the details of the transfer, along with the social security number or federal employer identification number of the transferee and, if the transferee is a trust, the names and social security numbers of the settlors and the beneficiaries of the trust. The Transfer Agent shall not be required to transfer ownership of any Series 2022 Bond during the 15 days prior to the first mailing of any notice of redemption or to transfer ownership of any Series 2022 Bond selected for redemption on or after the date of such mailing. The Owner of any Series 2022 Bond or Bonds may also exchange such Series 2022 Bond or Bonds for another Series 2022 Bond or Bonds of authorized denominations. Transfers and exchanges shall be made at the expense of the transferor or exchanger, and the Transfer Agent may also require payment of a sum sufficient to defray any tax or other governmental charge that may hereafter be imposed in connection with any transfer or exchange of Series 2022 Bonds. No transfer of any Series 2022 Bond shall be effective until entered on the registration books of the City maintained by the Registrar. In the case of every transfer or exchange, the Registrar shall authenticate and the Transfer Agent shall deliver to the new owner a new Series 2022 Bond or Bonds of the same aggregate principal amount, maturing in the same year, and bearing interest at the same per annum rate as the Series 2022 Bond or Bonds surrendered. Such Series 2022 Bond or Bonds shall be dated as of their date of authentication. New Series 2022 Bonds delivered upon any transfer or exchange shall be valid obligations, evidencing the same obligations as the Series 2022 Bonds surrendered, shall be secured by this Series Ordinance, the General Ordinance and any Final Terms Certificate and shall be entitled to all of the security and benefit hereof to the same extent as the Series 2022 Bonds surrendered. The City may deem and treat the person in whose name any Series 2022 Bond is last registered upon the books of the City as the absolute owner thereof for the purpose of receiving payment of the principal of and interest on such Series 2022 Bond and for all other purposes, and all such payments so made to such person or upon his or her order shall be valid and effective to satisfy and discharge the liability of the City upon such Series 2022 Bond to the extent of the sum or sums so paid, and the City shall not be affected by any notice to the contrary.

(f) ***Resignation of Agents.*** If the Paying Agent, Registrar or Transfer Agent shall resign, or if the City shall reasonably determine that the Paying Agent, Registrar or Transfer Agent has become incapable of fulfilling its duties hereunder, the City may, upon notice mailed to each Owner of Series 2022 Bonds at the addresses last shown on the registration books of the City, appoint a successor paying agent, registrar or transfer agent. Every such successor Paying Agent, Registrar or Transfer Agent shall be a Commercial Bank or an official of the City. It shall not be required that the same person serve as Paying Agent, Registrar and Transfer Agent hereunder, but the City shall have the right to appoint and have the same person serve as Paying Agent, Registrar and Transfer Agent hereunder.

(g) **Replacement of Series 2022 Bonds.** If any Series 2022 Bond shall have been lost, destroyed or wrongfully taken, the City shall provide for the replacement thereof upon receipt of the evidence of such loss, destruction or wrongful taking, along with an indemnity bond and reimbursement for expenses reasonably satisfactory to it.

(h) **Recitals in Bonds.** Each Series 2022 Bond shall recite in substance that such Series 2022 Bond is a special and limited obligation payable solely out of and secured by an irrevocable, but not necessarily exclusive, pledge of the Net Pledged Revenues, that such Series 2022 Bond does not constitute a debt or an indebtedness or multiple fiscal-year debt or other financial obligation of the City within the meaning of any constitutional, Charter or statutory provision or limitation, that such Series 2022 Bond is not payable in whole or in part from the proceeds of general property taxes, and that the full faith and credit of the City is not pledged for the payment of the principal of or interest on such Series 2022 Bond. Each Series 2022 Bond shall further recite that it is issued under the authority of the Colorado Constitution, the Charter, the Code, the Supplemental Securities Act, the General Ordinance and this Series Ordinance.

**Section 2.05. Form of Series 2022 Bonds.** The Series 2022 Bonds shall be in substantially the form set forth in this Section, with such changes thereto, not inconsistent herewith, as may be necessary or desirable and approved by the officials of the City executing the same (whose manual or facsimile signatures thereon shall constitute conclusive evidence of such approval). All covenants, statements, representations and agreements contained in the Series 2022 Bonds are hereby approved and adopted as the covenants, statements, representations and agreements of the City.

**[FORM OF BOND]**

(Text of Face)

**UNITED STATES OF AMERICA  
STATE OF COLORADO  
COUNTY OF WELD  
CITY OF GREELEY  
STORMWATER ENTERPRISE  
FIRST-LIEN STORMWATER SYSTEM IMPROVEMENT REVENUE BOND  
SERIES 2022**

No. R- \_\_\_\_\_ \$ \_\_\_\_\_

<b>Interest Rate</b>	<b>Maturity Date</b>	<b>Original Date</b>	<b>CUSIP</b>
%	August 1, 20__	February __, 2022	392515 __

REGISTERED OWNER:   \*\*CEDE & CO.\*\*  
Tax Identification Number: 13-2555119

PRINCIPAL SUM:       \*\* \_\_\_\_\_ DOLLARS\*\*

The City Council (the “Council”) of the City of Greeley, in the County of Weld and State of Colorado, acting as the governing body of the Stormwater Enterprise of said City, for value received, hereby promises to pay to the Registered Owner (specified above), or registered assigns, solely from the special funds provided therefor, as hereinafter set forth, the Principal Sum (specified above), in lawful money of the United States of America, on the Maturity Date (specified above), with interest thereon from the Original Date (specified above), or the interest payment date to which interest has been paid next preceding the authentication date hereof, whichever is later, to the Maturity Date, except if redeemed prior thereto, at the per annum Interest Rate (specified above), payable semiannually on the first day of February and the first day of August of each year, commencing on August 1, 2022, or the first such date after the date hereof, whichever is later, in the manner provided herein. If upon presentation at maturity payment of the Principal Sum is not made as provided herein, interest continues at the Interest Rate until the Principal Sum is paid in full.

[Bonds of this series maturing in the years \_\_\_\_\_ through \_\_\_\_\_ are not subject to optional redemption prior to their respective maturity dates. Bonds of this series maturing in the year \_\_\_\_\_ and thereafter are subject to optional redemption prior to their respective maturity dates, in whole or in part in such order maturity as the City may determine and by lot within a maturity, on August 1, 20\_\_, and on any date thereafter, at a price equal to the principal amount of each Series 2022 Bond so redeemed plus accrued interest thereon to the redemption date [plus a premium expressed as a percentage of the principal amount of each Series 2022 Bond so redeemed, depending on the redemption date, as follows:]

**Redemption Dates**

**Premiums**

Bonds of this series which are redeemable prior to their respective maturity dates may be redeemed in part if issued in denominations which are integral multiples of \$5,000. In such case the Series 2022 Bond is to be surrendered in the manner provided for transfers of ownership. Upon payment of the redemption price the Registered Owner is to receive a new Series 2022 Bond or Bonds of authorized denominations in aggregate principal amount equal to the unredeemed portion of the Series 2022 Bond surrendered.]

[Insert mandatory sinking fund redemption provisions, if any]

Notice of redemption of any Bonds of this series is to be given by the Paying Agent by sending a copy of such notice by certified or registered first-class postage prepaid mail, at least 30 days prior to the redemption date, to \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, the Original Purchaser hereof, and to the registered owner of each of the Series 2022 Bonds being redeemed determined as of the close of business on the day preceding the first mailing of such notice at the address appearing on the registration books of the City. Such notice is to specify the number or numbers of the Series 2022 Bonds to be redeemed, whether in whole or in part, and the

date fixed for redemption, and is further to state that on the redemption date there will be due and payable upon each Series 2022 Bond or part thereof so to be redeemed the principal amount or part thereof plus accrued interest thereon to the redemption date plus any premium due and that from and after such date interest will cease to accrue. For so long as the Series 2022 Bonds are in book-entry form through The Depository Trust Company or its nominee, such notice may be given, in lieu of such mailing, by sending a copy thereof, by Federal Express or other nationally recognized overnight delivery service, or by electronic means, to The Depository Trust Company or its nominee. In addition, if the Series 2022 Bonds are in book-entry form, the paying agent is authorized to comply with any operational procedures and requirements of The Depository Trust Company relating to redemption of bonds and notice thereof. Failure to mail or send any notice as aforesaid or any defect in any notice so mailed or sent with respect to any Series 2022 Bond does not affect the validity of the redemption proceedings with respect to any other Series 2022 Bond.

The principal of, interest on and any premium due in connection with the redemption of this Series 2022 Bond are payable to the Registered Owner by Zions Bancorporation, National Association, Denver, Colorado, or its successors, as Paying Agent. The principal and the final installment of interest are payable to the Registered Owner upon presentation and surrender of this Series 2022 Bond at maturity or upon prior redemption. Except as hereinbefore and hereinafter provided, the interest is payable to the Registered Owner determined as of the close of business on the regular record date, which is the fifteenth day of the calendar month next preceding the interest payment date, irrespective of any transfer of ownership hereof subsequent to the regular record date and prior to such interest payment date, by check or draft mailed to the Registered Owner at the address appearing on the registration books of the City maintained by Zions Bancorporation, National Association, Denver, Colorado, or its successors, as Registrar. Any interest hereon not paid when due and any interest hereon accruing after maturity is payable to the Registered Owner determined as of the close of business on the special record date, which is to be fixed by the paying agent for such purpose, irrespective of any transfer of ownership of this Series 2022 Bond subsequent to such special record date and prior to the date fixed by the paying agent for the payment of such interest, by check or draft mailed as aforesaid. Notice of the special record date and of the date fixed for the payment of such interest is to be given by sending a copy thereof by certified or registered first-class postage prepaid mail, at least 10 days prior to the special record date, to \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, and to the registered owner of each Series 2022 Bond upon which interest will be paid determined as of the close of business on the day preceding such mailing, at the addresses appearing on the registration books of the City. Any premium is payable to the Registered Owner upon presentation and surrender of this Series 2022 Bond upon prior redemption. If the date for making or giving any payment, determination or notice described herein is not a Business Day, such payment, determination or notice is to be made or given on the next succeeding day which is a Business Day.

Payment of the principal of, interest on and any premium due in connection with the redemption of this Series 2022 Bond is to be made solely from, and as security for such payment there are irrevocably (but not necessarily exclusively) pledged, pursuant to the Sewer System General Ordinance (the "General Ordinance") and the Series Ordinance pertaining to the Bonds of this Series (the "Series Ordinance"), as supplemented by the Final Terms Certificate (the "Final Terms Certificate") pursuant to which this Series 2022 Bond is delivered (the General Ordinance, the Series Ordinance and the Final Terms Certificate being referred to collectively as the

“Ordinances”), [two special accounts, thereby identified as the Debt Service Account and the Debt Service Reserve Account,] into which the Council, acting as the governing body of the Stormwater Enterprise of the City, has covenanted in the Ordinances to pay, from certain revenues derived from the operation and use of and otherwise pertaining to the Stormwater System (the “System”) of the City (the “Income”) after provision is made only for the payment of all necessary and reasonable current expenses of operating, maintaining and repairing the System (such remaining revenues being referred to as the “Net Pledged Revenues”), sums sufficient to pay when due the principal of, interest on and any premium due in connection with the redemption of the Series 2022 Bonds and any parity securities payable from such revenues, and to accumulate and maintain a specified reserve for such purposes. In addition, the City may at its option augment such funds with any other moneys of the City legally available for expenditure for the purposes thereof as provided in the Ordinances.

It is hereby recited, certified and warranted that for the payment of the principal of, interest on, and any premium due in connection with the redemption of this Series 2022 Bond, the City has created and will maintain said special funds and will deposit the Net Pledged Revenues therein, and out of said special funds, as an irrevocable charge thereon, will pay the principal of, interest on, and any premium due in connection with the redemption of this Series 2022 Bond in the manner provided by the Ordinances.

The Bonds of this issue are equitably and ratably secured by a lien on the Net Pledged Revenues, and such Bonds constitute an irrevocable and first lien, but not necessarily an exclusive first lien, upon the Net Pledged Revenues. Bonds and other obligations, in addition to the Bonds of this issue, subject to expressed conditions, may be issued and made payable from the Net Pledged Revenues having a lien thereon subordinate and junior to the lien of the Bonds of this issue or, subject to additional expressed conditions, having a lien thereon on a parity with the lien of such Bonds in accordance with the provisions of the Ordinances.

The Council covenants and agrees with the Registered Owner hereof that it will keep and will perform all of the covenants of this Series 2022 Bond and of the Ordinances described below.

This Series 2022 Bond is authorized and issued for the purpose of defraying the cost of constructing and installing additions and improvements to the Storm Drainage System of the City under the authority of and in full conformity with the Constitution of the State of Colorado, the City Charter, the City Code of the City, and all other laws of the State of Colorado thereunto enabling and pursuant to Ordinances, hereinafter identified, duly adopted prior to the issuance of this Series 2022 Bond.

Reference is hereby made to the Ordinances for a description of the provisions, terms and conditions upon which the Bonds of this issue are issued and secured, including, without limitation, the nature and extent of the security for the Series 2022 Bonds, provisions with respect to the custody and application of the proceeds of the Series 2022 Bonds, the collection and disposition of the revenues and moneys charged with and pledged to the payment of the principal of, interest on, and any premium due in connection with the redemption of the Series 2022 Bonds, the terms and conditions on which the Series 2022 Bonds are issued, a description of the special funds referred to above and the nature and extent of the security and pledge afforded thereby for the payment of the principal of, interest on, and any premium due in connection with the redemption

of the Series 2022 Bonds, and the manner of enforcement of said pledge, as well as the rights, duties, immunities and obligations of the City and the members of its Council and also the rights and remedies of the registered owners of the Series 2022 Bonds.

To the extent and in the respects permitted by the Ordinances, the provisions thereof, or any instrument amendatory thereof or supplemental thereto, may be modified or amended by action of the Council taken in the manner and subject to the conditions and exceptions provided therein. The pledge of revenues and other obligations of the City and its Stormwater Enterprise under the Ordinances may be discharged at or prior to the maturity or prior redemption of the Series 2022 Bonds upon the making of provision for the payment of the Series 2022 Bonds on the terms and conditions set forth in the Ordinances.

It is hereby recited, certified and warranted that all the requirements of law have been fully complied with by the proper officers of the City and the Stormwater Enterprise of the City in the issuance of this Series 2022 Bond; that it is issued pursuant to and in strict conformity with the Constitution and all other laws of the State of Colorado, including the City Charter, the City Code and the Ordinances; that this Series 2022 Bond does not contravene any constitutional or statutory provision or limitation of the State of Colorado, or any provision or limitation of the City Charter; and that this Series 2022 Bond is issued under the authority of the Ordinances.

This Series 2022 Bond is issued pursuant to the Supplemental Public Securities Act, Part 2 of Article 57, Title 11, C.R.S., and this recital shall be conclusive evidence of the validity and the regularity of issuance of this Series 2022 Bond after its delivery for value.

This Series 2022 Bond is transferable only upon the registration books of the City by Zions Bancorporation, National Association, Denver, Colorado, or his, her or its successors, as Transfer Agent, at the request of the Registered Owner or such Owner's duly authorized attorney-in-fact or legal representative, upon surrender hereof together with a written instrument of transfer duly executed by the Registered Owner or such Owner's duly authorized attorney-in-fact or legal representative with guaranty of signature satisfactory to the Transfer Agent, containing written instructions as to the details of the transfer, along with the social security number or federal employer identification number of the transferee and, if the transferee is a trust, the names and social security numbers of the settlors and the beneficiaries of the trust. The Transfer Agent shall accept this Series 2022 Bond for registration or transfer only if the Registered Owner is to be an individual, a corporation, a partnership, a limited liability company, a limited liability partnership or a trust. The Transfer Agent is not required to transfer ownership of this Series 2022 Bond during the 15 days prior to the first mailing of any notice of redemption or to transfer ownership of any Series 2022 Bond selected for redemption on or after the date of such mailing. The Registered Owner may also exchange this Series 2022 Bond for another Series 2022 Bond or Bonds of authorized denominations. Transfers and exchanges are to be made at the expense of the transferor or exchanger, and the Transfer Agent may also require payment of a sum sufficient to defray any tax or other governmental charge that may hereafter be imposed in connection with any transfer or exchange of Series 2022 Bonds. No transfer of this Series 2022 Bond is to be effective until entered on the registration books of the City maintained by the registrar. In the case of every transfer or exchange, the registrar shall authenticate and the Transfer Agent shall deliver to the new registered owner a new Series 2022 Bond or Bonds of the same aggregate principal amount, maturing in the same year, and bearing interest at the same per annum rate as the Series 2022 Bond

or Bonds surrendered. Such Series 2022 Bond or Bonds shall be dated as of their date of authentication. The City may deem and treat the person in whose name this Series 2022 Bond is last registered upon the books of the City as the absolute owner hereof for the purpose of receiving payment of the principal of, interest on, and any premium due in connection with the redemption of this Series 2022 Bond and for all other purposes, and all such payments so made to such owner or upon such owner’s order will be valid and effective to satisfy and discharge the liability of the City upon this Series 2022 Bond to the extent of the sum or sums so paid, and the City will not be affected by any notice to the contrary.

This Series 2022 Bond is a special and limited obligation payable solely out of and secured by an irrevocable, but not necessarily exclusive, pledge of the Net Pledged Revenues, as more specifically provided in the Ordinances. This Series 2022 Bond does not constitute a debt or an indebtedness or a multiple-fiscal year debt or other financial obligation of the City within the meaning of any constitutional, charter or statutory provision or limitation. This Series 2022 Bond is not payable in whole or in part from the proceeds of general property taxes or any other form of taxation, and the full faith and credit of the City is not pledged for the payment of the principal of or interest on this Series 2022 Bond.

IN WITNESS WHEREOF, the City Council of the City of Greeley, Colorado, acting by and through the Stormwater Enterprise of said City, has caused this Series 2022 Bond to be executed in its name and on its behalf with the manual or facsimile signature of the Mayor of the City, to be sealed with the manual or facsimile seal of the City, and to be signed and attested with the manual or facsimile signature of the City Clerk of the City.

[SEAL]

CITY OF GREELEY, COLORADO,  
ACTING BY AND THROUGH ITS  
STORMWATER ENTERPRISE

By \_\_\_\_\_  
Mayor,  
City of Greeley, Colorado

Attest:

By \_\_\_\_\_  
Interim City Clerk,  
City of Greeley, Colorado

**CERTIFICATE OF AUTHENTICATION**

This Series 2022 Bond is one of the Series 2022 Bonds issued pursuant to the Ordinances herein described. Attached hereto is the complete text of the opinion of bond counsel, a signed copy of which, dated the date of the first delivery of the Series 2022 Bonds herein described, is on file with the undersigned.

Dated: \_\_\_\_\_

Zions Bancorporation, National Association, as Registrar

By \_\_\_\_\_  
Authorized Signatory

\*\*\*

**ABBREVIATIONS**

The following abbreviations, when used in the inscription on the face of this Series 2022 Bond, shall be construed as though they were written out in full according to applicable laws or regulations.

- TEN COM - as tenants in common
- TEN ENT - as tenants by the entireties
- JT TEN - as joint tenants with the right of survivorship and not as tenants in common
- UNIF GIFT MIN ACT - \_\_\_\_\_ Custodian \_\_\_\_\_  
(Cust) (Minor)

under Uniform Gifts to Minors Act

\_\_\_\_\_  
(State)

Additional abbreviations may also be used though not on the above list.

**ASSIGNMENT**

FOR VALUE RECEIVED, the undersigned Registered Owner sells, assigns and transfers unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
(Name and Address of Assignee)

\_\_\_\_\_

the attached Series 2022 Bond and does hereby irrevocably constitute and appoint \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, or its successor, to transfer said Series 2022 Bond on the books kept for registration thereof.

Dated: \_\_\_\_\_

Signature guaranteed:

[BANK, TRUST COMPANY OR FIRM]

By \_\_\_\_\_  
NOTICE: The signature to this assignment must correspond with the name of the Registered Owner as it appears upon the face of the attached Series 2022 Bond in every particular without alteration or enlargement or any change whatever.

**TRANSFER FEE REQUIRED**

**[END OF FORM OF BOND]**

**Section 2.06. Series 2022 Bonds Equally Secured.** The Series 2022 Bonds shall be secured by an irrevocable and first lien (but not necessarily an exclusive first lien) upon the Net Pledged Revenues on a parity basis with the Parity Obligations to the full extent provided in Section 5.01 of the General Ordinance, which lien shall be binding and enforceable as provided therein. The covenants and agreements herein set forth to be performed on behalf of the City and the Enterprise shall be for the equal benefit, protection and security of the Owners of any and all of the Series 2022 Bonds, all of which, regardless of the time or times of their maturity, shall be

of equal rank without preference, priority or distinction of any of the Series 2022 Bonds over any other thereof, except as otherwise expressly provided in or pursuant to this Series Ordinance.

**Section 2.07. Special Obligations.** All of the Series 2022 Bonds, as to all Debt Service Requirements thereof, shall be payable solely out of the Net Pledged Revenues. The Owners of the Series 2022 Bonds may not look to the general fund or any other fund of the City for the payment of the Debt Service Requirements, except the special funds and accounts pledged therefor. The Series 2022 Bonds shall not constitute a debt or indebtedness or multiple-fiscal year debt or other financial obligation of the City within the meaning of any constitutional, Charter or statutory provision or limitation, and the Series 2022 Bonds shall not be considered or held to be general obligations of the City, but shall constitute special and limited obligations of the City, acting by and through the Enterprise. The Series 2022 Bonds are not payable in whole or in part from the proceeds of general property taxes or any other form of taxation, and the full faith and credit of the City is not pledged for payment of the Series 2022 Bonds.

### ARTICLE III

#### SPECIAL ACCOUNTS

The proceeds of the Series 2022 Bonds and the Income shall be deposited by the City in the accounts described in this Article III, to be accounted for in the manner and priority set forth in this Article III.

Neither the Purchaser nor any subsequent Owner of any Series 2022 Bonds shall be in any manner responsible for the application or disposal by the City or by any of its officers, agents or employees of the moneys derived from the sale of the Series 2022 Bonds or of any other moneys designated in this Article III.

**Section 3.01. Series 2022 Debt Service Subaccounts.** There are hereby established within the Debt Service Account a Series 2022 Interest Subaccount and a Series 2022 Principal Subaccount. The Series 2022 Interest Subaccount shall be used to account for funds of the Debt Service Account allocable to payments of interest on the Series 2022 Bonds, and the Series 2022 Principal Subaccount shall be used to account for funds of the Debt Service Account allocable to payments of principal of the Series 2022 Bonds. The funds in the Series 2022 Interest Subaccount and the Series 2022 Principal Account are hereby appropriated for such purposes.

**Section 3.02. Series 2022 Capital Project Account.** The proceeds of the Series 2022 Bonds, including capitalized interest but excepting the sums, if any, required to be deposited in the Debt Service Account or the Series 2022 Debt Service Reserve Account, shall be deposited in the Series 2022 Capital Project Account hereby created and shall be maintained, used and withdrawn only as provided herein solely for the purpose of paying or reimbursing the City for payments of the Cost of the Series 2022 Capital Project for which the Series 2022 Bonds are issued, and are pledged therefor. The funds so deposited are hereby appropriated for the purposes authorized by this Series Ordinance and the General Ordinance. The appropriation shall be deemed a continuing appropriation and shall be effective until such funds are expended or such purposes are accomplished. Any such proceeds remaining in the Series 2022 Capital Project Account after completion of such Series 2022 Capital Project, excluding investment earnings which may be

required to be rebated to the federal government, shall be deposited in the Debt Service Account and used for the purposes of the Debt Service Account or shall be used to the extent feasible to call and redeem First-Lien Revenue Obligations in advance of maturity. The City shall use any proceeds of the Series 2022 Bonds credited to the Series 2022 Capital Project Account, without further order, to pay the Debt Service Requirements of the Series 2022 Bonds as the same become due whenever and to the extent moneys in the Debt Service Account and the Debt Service Reserve Account, if any, or moneys otherwise available therefor are insufficient for that purpose, unless such proceeds shall be needed to defray obligations accrued and to accrue under any contracts then existing and pertaining to the Series 2022 Capital Project for which the Series 2022 Bonds are issued. Any moneys so used shall be restored to the Series 2022 Capital Project Account from the first Net Pledged Revenues thereafter received and not needed to meet the requirements provided in Sections 3.02, 3.03, 3.04 and 3.06 of the General Ordinance.

**Section 3.03. Series 2022 Costs of Issuance Subaccount.** The portion of the proceeds of the Series 2022 Bonds reasonably required to pay the costs of issuance thereof shall be deposited in the Series 2022 Costs of Issuance Subaccount, which is hereby established within the Series 2022 Capital Project Account, and used, to the extent required, for the payment of Costs of Issuance of the Series 2022 Bonds, and to the extent of any excess, for any other Costs of the Series 2022 Capital Project.

**Section 3.04. Series 2022 Debt Service Reserve Account.** Pursuant to Section 3.04 of the General Ordinance, and only if provided by Final Terms Certificate, there shall be established and maintained by the City in connection with the Series 2022 Bonds a Debt Service Reserve Account to be known as the Series 2022 Debt Service Reserve Account. The Series Ordinance authorizing any Series of Additional First-Lien Revenue Obligations may provide that such Additional First-Lien Revenue Obligations are secured by the Series 2022 Debt Service Reserve Account as a common reserve on the same basis and subject to the same requirements as the Series 2022 Bonds, or may provide for a separate Debt Service Reserve Account for such Additional First-Lien Revenue Obligations. Subject to the payments required by Sections 3.02 and 3.03 of the General Ordinance and except as provided in Section 3.05 thereof, from the Net Pledged Revenues or the proceeds of the Series 2022 Bonds, or both, there shall be credited from time to time to the Series 2022 Debt Service Reserve Account moneys sufficient to accumulate and maintain the Series 2022 Debt Service Reserve Account at an amount at least equal to the Series 2022 Reserve Requirement. The dollar amount of the Series 2022 Reserve Requirement may be recalculated and reduced, but not increased, from time to time by the City as necessary to apply the Series 2022 Reserve Requirement to the remaining Debt Service Requirements of the Series 2022 Bonds; provided that the Series 2022 Reserve Requirement shall not be reduced to an amount less than the lesser of (a) 10% of the principal amount of the Series 2022 Bonds, (b) the Maximum Annual Debt Service Requirements of the Series 2022 Bonds, or (c) 125% of the Average Annual Debt Service Requirements of the Series 2022 Bonds. The moneys required to be deposited to the Series 2022 Debt Service Reserve Account, excluding any investment earnings which may be transferred to the Series 2022 Excess Investment Earnings Account to be rebated to the federal government, shall be set aside, accumulated and, if necessary, reaccumulated from time to time and maintained as a continuing reserve to be used, except as otherwise expressly provided in the General Ordinance or this Series Ordinance, only to prevent deficiencies in payment of the Debt Service Requirements of the Series 2022 Bonds then Outstanding resulting from failure to deposit

into the Debt Service Account sufficient funds to pay such Debt Service Requirements as the same become due, and such funds are hereby appropriated for such purpose.

**Section 3.05. Series 2022 Excess Investment Earnings Account.** The Director of Finance shall transfer into and pay from the Series 2022 Excess Investment Earnings Account hereby created within the Wastewater Fund the amount of required arbitrage rebate, if any, due to the federal government pursuant to Section 148(f)(2) of the Tax Code, and the applicable Treasury regulations (the “Regulations”) promulgated thereunder. The Director of Finance shall determine such amounts in the manner required by said sections and related regulations and Section 4.01(f) hereof. Transfer of the required arbitrage rebate amounts shall be made from the Series 2022 Capital Project Account, the Debt Service Account and the Series 2022 Debt Service Reserve Account; provided, however, that required arbitrage rebate payments shall be made to the federal government from legally available funds regardless of whether there are any remaining proceeds or other funds attributable to the Series 2022 Bonds that are available for the purpose.

All amounts in the Series 2022 Excess Investment Earnings Account, including income earned from investment thereof, shall be held by the Director of Finance free and clear of any lien created by this Series Ordinance, and the Director of Finance shall remit the same to the federal government from time to time as provided in Section 4.01(f) hereof; provided that any amounts remaining in the Series 2022 Excess Investment Earnings Account after payment of, or in excess of, all arbitrage rebate payments reasonably expected to be due in connection with the Series 2022 Bonds shall be available for any lawful purpose of the Enterprise or the City. The amounts, if any, in the Series 2022 Excess Investment Earnings Account are hereby appropriated for such purposes.

## ARTICLE IV

### SERIES 2022 COVENANTS

**Section 4.01. Federal Income Tax Covenants.** In addition to the various covenants made by it in the General Ordinance, the City covenants to and for the benefit of the Owners of the Series 2022 Bonds as follows:

(a) **General.** The City intends that the interest on the Series 2022 Bonds shall be excludable from gross income for federal income tax purposes pursuant to Sections 103 and 141 through 150 of the Tax Code, and Regulations. The City covenants and agrees not to take any action, or knowingly omit to take any action within its control, that if taken or omitted, respectively, would cause the interest on the Series 2022 Bonds to be includable in gross income, as defined in Section 61 of the Tax Code, for federal income tax purposes. In particular, the City covenants and agrees to comply with each requirement of this Section 4.01; provided, however, that the City shall not be required to comply with any particular requirement of this Section 4.01 if the City has received an opinion of nationally recognized bond counsel (“Counsel’s Opinion”) that such noncompliance will not adversely affect the exclusion from gross income for federal income tax purposes of interest on the Series 2022 Bonds or if the City has received a Counsel’s Opinion to the effect that compliance with some other requirement set forth in this Section 4.01 will satisfy the applicable requirements of the Tax Code and the Regulations, in which case

compliance with such other requirement specified in such Counsel's opinion shall constitute compliance with the corresponding requirement specified in this Section 4.01.

(b) ***No Private Use or Payment and No Private Loan Financing.*** The City covenants and agrees that it will make such use of the proceeds of the Series 2022 Bonds including interest or other investment income derived from Series 2022 Bond proceeds, regulate the use of property financed, directly or indirectly, with such proceeds, and take such other and further action as may be required so that the Series 2022 Bonds will not be "private activity bonds" or be deemed to finance any "private loan" within the meaning of the Tax Code and the Regulations promulgated thereunder. Moreover, the City shall certify, through an authorized officer, employee or agent that based upon all facts and estimates known or reasonably expected to be in existence on the date the Series 2022 Bonds are delivered, that the proceeds of the Series 2022 Bonds will not be used in a manner that would cause the Series 2022 Bonds to be "private activity bonds" within the meaning of Section 141 of the Tax Code and the Regulations promulgated thereunder.

(c) ***No Federal Guarantee.*** The City covenants and agrees that it has not taken and will not take any action, and has not knowingly omitted and will not knowingly omit to take any action, within its control, that, if taken or omitted, respectively, would cause the Series 2022 Bonds to be "federally guaranteed" within the meaning of Section 149(b) of the Tax Code and the applicable Regulations thereunder, except as permitted by Section 149(b)(3) of the Tax Code and such Regulations.

(d) ***No Hedge Bonds.*** The City covenants and agrees that it has not taken and will not take any action, and has not knowingly omitted and will not knowingly omit to take any action, within its control, that, if taken or omitted, respectively, would cause the Series 2022 Bonds to be "hedge bonds" within the meaning of Section 149(g) of the Tax Code and the applicable Regulations thereunder.

(e) ***No Arbitrage.*** The City covenants and agrees that it will make such use of the proceeds of the Series 2022 Bonds including interest or other investment income derived from Series 2022 Bond proceeds, regulate investments of proceeds of the Series 2022 Bonds, and take such other and further action as may be required so that the Series 2022 Bonds will not be "arbitrage bonds" within the meaning of Section 148(a) of the Tax Code and the applicable Regulations promulgated thereunder. Moreover, the City shall certify, through an authorized officer, employee or agent that based upon all facts and estimates known or reasonably expected to be in existence on the date the Series 2022 Bonds are delivered, the City will reasonably expect that the proceeds of the Series 2022 Bonds will not be used in a manner that would cause the Series 2022 Bonds to be "arbitrage bonds" within the meaning of Section 148(a) of the Tax Code and the applicable Regulations promulgated thereunder.

(f) ***Arbitrage Rebate.*** If the City does not qualify for an exception to the requirements of Section 148(f) of the Tax Code relating to the required rebate to the United States of America, the City will take all necessary steps to comply with the requirement that certain amounts earned by the City on the investment of the "gross proceeds" of the Series 2022 Bonds (within the meaning of Section 148(f)(6)(B) of the Tax Code), be

rebated to the federal government. Specifically, the City will (i) maintain records regarding the investment of the gross proceeds of the Series 2022 Bonds as may be required to calculate the amount earned on the investment of the gross proceeds of the Series 2022 Bonds separately from records of amounts on deposit in the funds and accounts of the City allocable to other bond issues of the City or moneys which do not represent gross proceeds of any bonds of the City; (ii) calculate at such times as are required by applicable Regulations, the amount earned from the investment of the gross proceeds of the Series 2022 Bonds which is required to be rebated to the federal government; and (iii) pay, not less often than every fifth anniversary date of the delivery of the Series 2022 Bonds or on such other dates as may be permitted under applicable Regulations, all amounts required to be rebated to the federal government. Further, the City will not indirectly pay any amount otherwise payable to the federal government pursuant to the foregoing requirements to any person other than the federal government by entering into any investment arrangement with respect to the gross proceeds of the Series 2022 Bonds that might result in a reduction in the amount required to be paid to the federal government because such arrangement results in a smaller profit or a larger loss than would have resulted if the arrangement had been at arm's length and had the yield on the issue not been relevant to either party.

(g) **Information Reporting.** The City covenants and agrees to file or cause to be filed with the Secretary of the Treasury, not later than the fifteenth day of the second calendar month after the close of the calendar quarter in which the Series 2022 Bonds are issued, an information statement concerning the Series 2022 Bonds, all under and in accordance with Section 149(e) of the Tax Code and the applicable Regulations promulgated thereunder.

(h) **Continuing Obligation.** Notwithstanding any other provision of this Series Ordinance, the City's obligations under the covenants and provisions of this Section 4.01 shall survive the defeasance and discharge of the Series 2022 Bonds.

## ARTICLE V

### MISCELLANEOUS

**Section 5.01. Sale of Series 2022 Bonds.** The Series 2022 Bonds shall be sold to the Purchaser at competitive sale at a price, to be determined by Final Terms Certificate, not less than 100% of their principal amount plus accrued interest to the date of their delivery to the Purchaser. The Mayor, the Clerk and the Finance Director, on behalf of the Enterprise, are authorized pursuant to this Series Ordinance and a Final Terms Certificate to take all such actions as reasonably required for the purpose of specifying the terms and conditions of sale of the Series 2022 Bonds and effecting their delivery to the Purchaser.

**Section 5.02. Character of Agreement.** None of the covenants, agreements, representations or warranties contained herein or in the Series 2022 Bonds shall ever impose or shall be construed as imposing any liability, obligation or charge against the City (except for the special funds pledged therefor) or against the general credit of the City payable out of its general funds or out of any funds derived from its general property taxes.

**Section 5.03. No Pledge of Property.** The payment of the Series 2022 Bonds is not secured by an encumbrance, mortgage or other pledge of property of the City except for the Net Pledged Revenues and other funds expressly pledged hereunder. No property of the City, subject to such exception with respect to the Net Pledged Revenues and other funds, as provided herein and in the General Ordinance, shall be liable to be forfeited or taken in payment of the Series 2022 Bonds.

**Section 5.04. Delegated Duties.** The officers of the City are hereby authorized and directed to enter into such agreements and take all action necessary or appropriate to effectuate the provisions of this Series Ordinance and to comply with the requirements of law, including, without limitation:

(a) ***Printing of Series 2022 Bonds.*** The printing of the Series 2022 Bonds, including the printing upon each such Bond of a copy of the approving legal opinion of bond counsel, duly certified by the Registrar, and, if necessary or desirable pending delivery of printed Series 2022 Bonds, the preparation of one or more temporary typewritten Series 2022 Bonds in an aggregate principal amount equal to that of the Series 2022 Bonds, otherwise in substantially the same form and bearing the same terms, to be delivered to the Purchaser and thereafter to be exchanged by the Purchaser for printed Bonds when the same are received by the City;

(b) ***Execution, Registration and Delivery of Series 2022 Bonds.*** The execution and registration of the Series 2022 Bonds and the delivery of the Series 2022 Bonds to the Purchaser pursuant to the provisions of this Series Ordinance;

(c) ***Information.*** The assembly and dissemination of financial and other information concerning the City and the Series 2022 Bonds;

(d) ***Official Statement and Continuing Disclosure Undertaking.*** The preparation of an Official Statement for the use of prospective buyers of the Series 2022 Bonds, including, without limitation, the Purchaser and in connection therewith, the delivery and performance of the Continuing Disclosure Undertaking; and

(e) ***Closing Certificates.*** The execution of such certificates as may be reasonably required by the Purchaser, relating, inter alia, to:

(i) the signing of the Series 2022 Bonds;

(ii) the tenure and identity of the officials of the City;

(iii) if in accordance with fact, the absence of litigation, pending or threatened, affecting the validity of the Series 2022 Bonds;

(iv) the excludability of interest on the Series 2022 Bonds from gross income for federal income tax purposes and the exemption of such interest from State income tax;

(v) the delivery of the Series 2022 Bonds and the receipt of the Series 2022 Bond purchase price; and

(vi) the accuracy and adequacy of information provided in the Official Statement prepared for prospective buyers of the Series 2022 Bonds.

**Section 5.05. Successors.** Whenever herein the City is named or is referred to, such provision shall be deemed to include any successors of the City, whether so expressed or not. All of the covenants, stipulations, obligations and agreements by or on behalf of and other provisions for the benefit of the City contained herein shall bind and inure to the benefit of any officer, board, district, commission, authority, agency, instrumentality, enterprise or other Person or Persons to whom or to which there shall be transferred by or in accordance with law any right, power or duty of the City or of its respective successors, if any, the possession of which is necessary or appropriate in order to comply with any such covenants, stipulations, obligations, agreements or other provisions hereof.

**Section 5.06. Rights and Immunities.** Except as herein otherwise expressly provided, nothing herein expressed or implied is intended or shall be construed to confer upon or to give to any Person, other than the City, and the Owners from time to time of the Series 2022 Bonds, any right, remedy or claim under or by reason hereof or any covenant, condition or stipulation hereof. All of the covenants, stipulations, promises and agreements herein contained by and on behalf of the City shall be for the sole and exclusive benefit of the City, and any Owner of any of the Series 2022 Bonds.

No recourse shall be had for the payment of the Debt Service Requirements of the Series 2022 Bonds or for any claim based thereon or otherwise upon this Series Ordinance authorizing their issuance or any other ordinance or instrument pertaining thereto, against any individual member of the Council, or any officer or other agent of the City or the Enterprise, past, present or future, either directly or indirectly through the City, or otherwise, whether by virtue of any constitution, statute or rule of law or by the enforcement of any penalty or otherwise, all such liability, if any, being by the acceptance of the Series 2022 Bonds and as a part of the consideration of their issuance specially waived and released.

**Section 5.07. Ratification.** All action not inconsistent with the provisions of this Series Ordinance heretofore taken by the City or its officers, and otherwise by the City directed toward the Series 2022 Capital Project, the adoption of this Series Ordinance or the issuance of the Series 2022 Bonds for the purposes described herein is hereby ratified, approved and confirmed.

**Section 5.08. Facsimile Signatures.** Pursuant to the Uniform Facsimile Signature of public Officials Act, Part 1, Article 55, Title 11, C.R.S., as amended, the Mayor and the City Clerk may forthwith, and in any event prior to the time the Series 2022 Bonds are delivered to the Purchaser, file with the Colorado Secretary of State their manual signatures certified by them under oath.

**Section 5.09. Ordinance Irrepealable.** This Series Ordinance is, and shall constitute, a legislative measure of the City and after any of the Series 2022 Bonds are issued, this Series Ordinance shall constitute an irrevocable contract between the City and the Owner or Owners of

the Series 2022 Bonds; and this Series Ordinance, if any Series 2022 Bonds are in fact issued, shall be and shall remain irrevocable until the Series 2022 Bonds, as to all Debt Service Requirements, shall be fully paid, cancelled and discharged, as herein provided.

**Section 5.10. Repealer.** All ordinances, resolutions, bylaws, orders, and other instruments, or parts thereof, inconsistent herewith, except the General Ordinance, are hereby repealed to the extent only of such inconsistency. This repealer shall not be construed to revive any ordinance, resolution, bylaw, order, or other instrument, or part thereof, heretofore repealed.

**Section 5.11. Severability.** If any section, paragraph, clause or other provision of this Series Ordinance shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability thereof shall not affect any of the remaining sections, paragraphs, clauses or provisions of this Series Ordinance.

**Section 5.12. Effective Date; Expiration.** This Series Ordinance shall take effect five days after publication following final passage. This Series Ordinance shall expire to the extent that the Series 2022 Bonds authorized herein are not issued by December 31, 2022.

**Section 5.13. Publication.** Following passage of this Series Ordinance on first reading, it shall be published in full in the Greeley Daily Tribune, a legal newspaper of general circulation in the City. Before this Series Ordinance shall be considered for final passage, there shall also be published a notice of hearing in accordance with the Charter and ordinances of the City. Pursuant to Section 3.17(g) of the Charter of the City, this Series Ordinance, if not amended in substance after first reading hereof, shall be published after the second reading and final passage either by title or in full, as the Council may determine.

**Section 5.14. Disposition of Ordinance.** This Series Ordinance, immediately on its final passage, shall be numbered and recorded in the Book of Ordinances kept for that purpose, authenticated by the signatures of the Mayor and Clerk, and shall be published as required by law.

[Remainder of Page Left Intentionally Blank]

INTRODUCED, READ AND ORDERED PUBLISHED this \_\_\_\_ day of \_\_\_\_\_,  
2022.

PASSED AND ORDERED PUBLISHED BY REFERENCE this \_\_\_\_ day of \_\_\_\_\_,  
2022.

[SEAL]

CITY OF GREELEY, COLORADO,  
ACTING BY AND THROUGH ITS  
STORMWATER ENTERPRISE

By \_\_\_\_\_  
Mayor

Attest:

By \_\_\_\_\_  
Interim City Clerk

Approved as to Form:

By \_\_\_\_\_  
[(Assistant)] City Attorney

**PRELIMINARY OFFICIAL STATEMENT DATED MARCH \_\_, 2022****NEW ISSUE—BOOK-ENTRY-ONLY****RATING: S&P GLOBAL RATINGS: “AA+”  
See “RATING”**

*In the opinion of Kutak Rock LLP, Bond Counsel, under existing laws, regulations, rulings and judicial decisions and assuming the accuracy of certain representations and continuing compliance with certain covenants, interest on the Series 2022 Bonds is excludable from gross income for federal income tax purposes and is not a specific preference item for purposes of the federal alternative minimum tax. Bond Counsel is also of the opinion that, under existing State of Colorado statutes, to the extent interest on the Series 2022 Bonds is excludable from gross income for federal income tax purposes, such interest is excludable from gross income for Colorado income tax purposes and from the calculation of Colorado alternative minimum taxable income. For a more detailed description of such opinions of Bond Counsel, see “TAX MATTERS” herein.*

**\$15,120,000\*****City of Greeley, Colorado**acting by and through its  
**Stormwater Enterprise****First-Lien Stormwater System Improvement Revenue Bonds,  
Series 2022****Dated: Date of Delivery****Due: August 1, as shown below**

The First-Lien Stormwater System Improvement Revenue Bonds, Series 2022 (the “Series 2022 Bonds”) will be issued in fully registered book-entry form in denominations of \$5,000 or integral multiples thereof. The Series 2022 Bonds will be registered in the name of Cede & Co., as nominee of The Depository Trust Company (“DTC”), securities depository for the Series 2022 Bonds. Individual purchases are to be made in book-entry form in authorized denominations. Purchasers, as Beneficial Owners, will not receive certificates evidencing their ownership interest in the Series 2022 Bonds. Interest is payable August 1, 2022 and semiannually thereafter each February 1 and August 1 to and including the maturity dates shown below, unless the Series 2022 Bonds are redeemed earlier.

<b>Year</b>	<b>Amount</b>	<b>Rate</b>	<b>Price or Yield</b>	<b>CUSIP<sup>®</sup>,<sup>1</sup></b>	<b>Year</b>	<b>Amount</b>	<b>Rate</b>	<b>Price or Yield</b>	<b>CUSIP<sup>®</sup>,<sup>1</sup></b>
2022	\$730,000	%	%	392515	2033	\$735,000	%	%	392515
2023	495,000			392515	2034	755,000			392515
2024	515,000			392515	2035	780,000			392515
2025	535,000			392515	2036	805,000			392515
2026	560,000			392515	2037	830,000			392515
2027	580,000			392515	2038	850,000			392515
2028	605,000			392515	2039	880,000			392515
2029	630,000			392515	2040	905,000			392515
2030	655,000			392515	2041	930,000			392515
2031	680,000			392515	2042	960,000			392515
2032	705,000			392515					

The Series 2022 Bonds are issued for the purpose of financing the acquisition and construction of additions and improvements to the stormwater system (the “System”) operated by the Stormwater Enterprise of the City (the “Enterprise”). The Series 2022 Bonds are special, limited obligations of the City, acting by and through the Enterprise, and are payable solely from certain net pledged revenues, consisting of the net revenues of the System remaining after the payment of operation and maintenance expenses. **THE SERIES 2022 BONDS ARE NOT A DEBT, INDEBTEDNESS OR MULTIPLE FISCAL YEAR FINANCIAL OBLIGATION OF THE CITY AND ARE NOT PAYABLE IN WHOLE OR IN PART FROM THE PROCEEDS OF GENERAL PROPERTY TAXES OR ANY OTHER FORM OF TAXATION.**

**The Series 2022 Bonds are subject to redemption as described under the caption “THE SERIES 2022 BONDS—Redemption.”**

*This cover page is not a summary of the issue. Investors should read the Official Statement in its entirety to make an informed investment decision.*

The Series 2022 Bonds are offered when, as and if issued, subject to approval of validity by Kutak Rock LLP, Denver, Colorado, Bond Counsel, and certain other conditions. Certain legal matters will be passed upon for the City by Douglas Marek, Esq., City Attorney. Hilltop Securities Inc. has acted as financial advisor to the City in connection with the Series 2022 Bonds. Delivery of the Series 2022 Bonds through DTC in New York, New York, is expected on or about March \_\_, 2022.

**SELLING:** March \_\_, 2022  
**MANNER OF SALE:** Parity  
**FINANCIAL ADVISOR:** Hilltop Securities, Inc.

**The date of this Official Statement is March \_\_, 2022.**

\* Preliminary; subject to change.

<sup>1</sup> The City assumes no responsibility for the accuracy of the CUSIP number, which is included solely for the convenience of owners of the Series 2022 Bonds. © Copyright 2022 CUSIP Global Services. CUSIP is a registered trademark of the American Bankers Association. CUSIP Global Services is managed on behalf of the American Bankers Association by S&P Global Market Intelligence.  
4856-9389-8496.4



**SUMMARY OF THE OFFICIAL STATEMENT**

**The City** ..... The City of Greeley, Colorado (the “City”) is located in central Weld County approximately 52 miles north of the Denver, Colorado metropolitan area. It currently has an estimated population of 111,146 persons and covers approximately 50 square miles. The City was incorporated in 1886. It is a home rule city and operates under a Charter which provides for a council-manager form of government. See “THE CITY.”

**The Series 2022 Bonds** ..... The City of Greeley, Colorado, First-Lien Stormwater System Improvement Revenue Bonds, Series 2022, in the aggregate principal amount of \$\_\_\_\_\_ \* (the “Series 2022 Bonds”) are issued by the City, acting by and through its Stormwater Enterprise (the “Enterprise”), and will be delivered in Book-Entry-Only form through the facilities of The Depository Trust Company, New York, New York.

**Security** ..... The Series 2022 Bonds are special and limited obligations of the City, acting by and through the Enterprise, payable solely out of and secured by an irrevocable pledge of and first lien (but not necessarily an exclusive first lien) upon the net income and revenue to be derived by the City from the operation of its municipal stormwater system (the “System”) after payment of all necessary and proper costs of efficient operation and maintenance of the System. See “THE SERIES 2022 BONDS—Security.” The Series 2022 Bonds are not general obligations of the City and are not payable in whole or in part from the proceeds of general property taxes or any other form of taxation.

**Redemption**..... The Series 2022 Bonds will be subject to redemption prior to maturity as described under the caption “THE SERIES 2022 BONDS—Redemption.”

**The Stormwater Enterprise** ..... The Enterprise was organized to facilitate the operation of the System on a fully self-supporting basis and operates as a City owned business. The City Council and Public Works Department manage the Enterprise. See “THE ENTERPRISE.”

**The System**..... The System was constructed for the purpose of providing stormwater facilities to serve persons and property in the City. It includes a network of drainageways, culverts, pipelines and detention structures throughout the City. Owners of all properties in the City served by the System pay service charges to the Enterprise. See “THE SYSTEM.”

**The Project** ..... The Series 2022 Bonds are being issued for the purpose of acquiring and constructing additions and improvements to the System as described herein (the “Series 2022 Capital Project”) and for paying the costs of issuance of the Series 2022 Bonds.

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\* Preliminary; subject to change.

**Constitutional Limitations  
on Taxes, Revenues,  
Borrowing and Spending.....**

In 1992, the Colorado Constitution was amended to impose substantial limitations, including voter approval requirements, upon the taxes, revenues, borrowing and spending of the State and local governments. The Series 2022 Bonds are permitted to be issued without voter approval under the provisions of such amendment which exclude “enterprises” and their bonds from such limitations. See “CONSTITUTIONAL LIMITATIONS ON TAXES, REVENUES, BORROWING AND SPENDING.”

**Tax Treatment of Interest  
on the Series 2022 Bonds .....**

In the opinion of Bond Counsel, under existing laws, regulations, rulings and judicial decisions and assuming the accuracy of certain representations and continuing compliance with certain covenants, interest on the Series 2022 Bonds is excludable from gross income for federal income tax purposes and is not a specific preference item for purposes of the federal alternative minimum tax. Bond Counsel is also of the opinion that, under existing State of Colorado statutes, to the extent interest on the Series 2022 Bonds is excludable from gross income for federal income tax purposes, such interest is excludable from gross income for Colorado income tax purposes and from the calculation of Colorado alternative minimum taxable income. Such conclusions assume continuing compliance by the City with its covenants and may be subject to substantial limitations and exceptions in the case of particular taxpayers as described under the caption “TAX MATTERS.”

**Professionals .....**

The following professionals are participating in the initial offering of the Series 2022 Bonds:

**Bond Counsel:**

Kutak Rock LLP  
1801 California Street  
Suite 3000  
Denver, CO 80202  
Telephone: (303) 297-2400

**Financial Advisor:**

Hilltop Securities Inc.  
8055 E. Tufts Avenue  
Suite 500  
Denver, CO 80237  
Telephone: (303) 771-0217

**Underwriter:**

Telephone:

**Additional Information;  
Continuing Disclosure**

**Undertaking**..... Additional information concerning the City, the Enterprise and the Series 2022 Bonds may be obtained from the Finance Director of the City at 1000 10<sup>th</sup> Street, Greeley, Colorado 80631, Telephone: (970) 350-9732, or from the Underwriter, at the address and telephone number shown above. The City will enter into an undertaking with the Underwriter pursuant to Securities and Exchange Commission Rule 15c2-12 to provide certain information concerning the Series 2022 Bonds on a continuing basis. See “THE SERIES 2022 BONDS—Continuing Disclosure Undertaking.”

**THE FOREGOING SUMMARY IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO THE DETAILED INFORMATION CONTAINED IN THIS OFFICIAL STATEMENT. EACH PROSPECTIVE INVESTOR SHOULD READ THE OFFICIAL STATEMENT IN ITS ENTIRETY TO MAKE AN INFORMED INVESTMENT DECISION.**

## OFFICIAL STATEMENT

Relating to:

**\$15,120,000\***

**City of Greeley, Colorado  
acting by and through its  
Stormwater Enterprise**

**First-Lien Stormwater System Improvement Revenue Bonds,  
Series 2022**

### INTRODUCTION

#### Generally

This Official Statement, including its cover page and appendices, is provided in connection with the issuance by the City of Greeley, Colorado (the “City”) acting by and through its Stormwater Enterprise (the “Enterprise”) of \$15,120,000\* aggregate principal amount of First-Lien Stormwater System Improvement Revenue Bonds, Series 2022 (the “Series 2022 Bonds”). The Series 2022 Bonds will be issued under a Stormwater System General Revenue Bond Ordinance (the “General Ordinance”) adopted by the City Council (the “Council”) and a Series 2022 First-Lien Stormwater System Revenue Bond Ordinance (the “Series Ordinance”) adopted by the Council, in each case acting as such and as the governing body of the Enterprise, supplemented, as to certain final terms of the Series 2022 Bonds, by a Final Terms Certificate executed by the City’s Director of Finance (the “Final Terms Certificate” and, collectively with the General Ordinance and the Series Ordinance, the “Bond Ordinance”). The term “City” as used in this Official Statement refers to the City and, where appropriate, to the City acting by and through the Enterprise. The City is a political subdivision of the State of Colorado (the “State”) organized and existing as a home rule municipality under the laws of the State and a home rule charter (the “Charter”).

The Series 2022 Bonds will be payable solely from and secured by an irrevocable pledge of and first lien upon the Net Pledged Revenues (as defined herein). For a definition of the term “Net Pledged Revenues,” see “THE SERIES 2022 BONDS—Security and Flow of Funds.” The Series 2022 Bonds will be secured on a parity-lien basis with the City’s First-Lien Stormwater System Improvement Revenue Bonds, Series 2015 (the “Series 2015 Bonds”).

THE SERIES 2022 BONDS DO NOT CONSTITUTE A GENERAL OBLIGATION OF THE CITY, AND ARE NOT PAYABLE IN WHOLE OR IN PART FROM THE PROCEEDS OF GENERAL PROPERTY TAXES OR ANY OTHER FORM OF TAXATION.

#### Plan and Purpose of Financing

The Series 2022 Bonds are being issued for the purpose of financing a portion (as described herein, the “Series 2022 Capital Project”) of a larger program of capital additions to the stormwater system (the “System”) operated by the Enterprise, being undertaken with a combination of bond proceeds and other funds, for the purpose of increasing the System’s capacity to safely dispose of storm and flood waters, replacing older components of the System and improving the reliability of the System. See “USE OF PROCEEDS—Sources and Uses of Funds.”

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\* Preliminary; subject to change.

The references to and summaries of provisions of the Constitution and laws of the State and the descriptions of documents included herein do not purport to be complete and are qualified in their entirety by reference to the complete provisions thereof, copies of which are available from the City, or through the Underwriter during the period of the initial offering of the Series 2022 Bonds.

Capitalized terms used and not defined herein shall have the respective meanings specified in Appendix B hereto.

### **FORWARD-LOOKING STATEMENTS**

THIS OFFICIAL STATEMENT CONTAINS STATEMENTS RELATING TO FUTURE RESULTS THAT ARE “FORWARD-LOOKING STATEMENTS” AS DEFINED IN THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995. WHEN USED IN THIS OFFICIAL STATEMENT, THE WORDS “ESTIMATE,” “FORECAST,” “INTEND,” “EXPECT,” “PROJECTED” AND SIMILAR EXPRESSIONS IDENTIFY FORWARD-LOOKING STATEMENTS. SUCH STATEMENTS ARE SUBJECT TO RISKS AND UNCERTAINTIES THAT COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE CONTEMPLATED IN SUCH FORWARD-LOOKING STATEMENTS. ANY PROJECTION IS SUBJECT TO SUCH UNCERTAINTIES. INEVITABLY, SOME ASSUMPTIONS USED TO DEVELOP THE PROJECTIONS WILL NOT BE REALIZED AND UNANTICIPATED EVENTS AND CIRCUMSTANCES WILL OCCUR. THEREFORE, IT CAN BE EXPECTED THAT THERE WILL BE DIFFERENCES BETWEEN PROJECTIONS AND ACTUAL RESULTS, AND THOSE DIFFERENCES MAY BE MATERIAL.

### **THE SERIES 2022 BONDS**

#### **Description of the Series 2022 Bonds**

The Series 2022 Bonds are special and limited obligations of the City, acting by and through the Enterprise, and are issued for the purpose of financing a portion of the Series 2022 Capital Project. The Series 2022 Bonds are in the denominations, bear interest, mature, and are subject to the other terms and conditions stated on the cover page hereof.

#### **Authority for Issuance**

The Series 2022 Bonds are issued under authority of Section 5-18d of the Charter, the General Ordinance, the Series Ordinance and the Greeley Municipal Code (the “City Code”). Under the General Ordinance, the City has designated its stormwater activities as an “enterprise” for purposes of Article X, Section 20 of the Colorado Constitution. See “THE ENTERPRISE.” As bonds of an enterprise, the Series 2022 Bonds are authorized to be issued without approval by the electors of the City. See “CONSTITUTIONAL LIMITATIONS ON TAXES, REVENUES, BORROWING AND SPENDING.”

#### **Registration and Payment**

The Series 2022 Bonds will be registered in the name of Cede & Co., as nominee of The Depository Trust Company (“DTC”), as securities depository for the Series 2022 Bonds. For so long as the Series 2022 Bonds are in book-entry form, the principal of and interest on the Series 2022 Bonds will be payable at the office of Zions Bancorporation, National Association is to act as the initial registrar and paying agent for the Series 2022 Bonds (the “Paying Agent”). Interest on the Series 2022 Bonds is payable by wire transfer to Cede & Co. upon written instruction or by check or draft mailed by the Paying Agent to the registered owners of the Series 2022 Bonds whose names and addresses appear in the registration books of the City on the Regular Record Date, i.e., the fifteenth day, whether or not a business day, of the calendar

month preceding the interest payment date. Under certain circumstances a Special Record Date may be fixed by the Paying Agent to determine ownership of the Series 2022 Bonds for the purpose of paying interest not paid when due or interest accruing after maturity.

### **Book-Entry-Only System**

DTC will act as securities depository for the Series 2022 Bonds. The Series 2022 Bonds will be issued as fully registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully registered Series 2022 Bond will be issued for each maturity of the Series 2022 Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC. For information regarding DTC see "APPENDIX F—Information Related to Book-Entry-Only System" herein.

### **Redemption**

The Series 2022 Bonds are subject to redemption prior to maturity as follows:

***Optional Redemption.*** The City's home rule charter requires that all bond issues contain a provision for redemption prior to maturity. The Series 2022 Bonds maturing on August 1, 20\_\_ and thereafter are subject to redemption prior to their maturity at the option of the City, in whole or in part, on August 1, 20\_\_ or at any time thereafter (if in part, in integral multiples of \$5,000 by lot in accordance with applicable procedures of the below-described book-entry system or otherwise in such manner as the Registrar shall determine), at a redemption price equal to the principal amount of each Series 2022 Bond or portion thereof so redeemed plus accrued interest thereon to the redemption date, without redemption premium.

***Notice of Redemption.*** Notice of redemption of any Series 2022 Bonds is to be given by the Paying Agent by sending a copy of such notice by first-class mail, postage prepaid, at least 30 days prior to the redemption date, to the Underwriter and to the registered owner of each Series 2022 Bond all or a portion of which is called for prior redemption, at his or her address as it last appears on the registration records kept by the Paying Agent. For so long as the Series 2022 Bonds are in book-entry form, any such redemption notice may be given, in lieu of such mailing, by sending a copy thereof by Federal Express or other nationally recognized overnight delivery service, or by electronic means, to DTC or its designee. Failure, as to any Series 2022 Bond, to mail or send such notice as provided above, or any defect therein, does not affect the validity of the proceedings for the redemption of any other Series 2022 Bonds. Any failure of DTC to advise any Participant, or of any Participant or in direct participant to notify the Beneficial Owner, of any such notice and its content or effect does not affect the validity of the redemption of the Series 2022 Bonds called for redemption or any other action premised on that notice.

In the event of a call for redemption, the Paying Agent's notification to DTC initiates DTC's standard call procedure. In the event of a partial call, DTC's practice is to determine by lot the amount of the interest of each Participant in the Series 2022 Bonds to be redeemed, and each such Participant then selects by lot the ownership interest in such Series 2022 Bonds to be redeemed. When DTC and Participants allocate the call, the Beneficial Owners of the book-entry interests called are to be notified by the broker or other organization responsible for maintaining the records of those interests and subsequently credited by that organization with the proceeds once the Series 2022 Bonds are redeemed.

### **Continuing Disclosure Undertaking**

In order to facilitate compliance by the Underwriter with Securities and Exchange Commission Rule 15c2-12 (the "Rule"), the City will enter into an undertaking (in substantially the form set forth in

APPENDIX E hereto) (the “Continuing Disclosure Undertaking”) to provide certain information, including audited financial results, on an annual basis, and to provide notice of certain specified events contemplated by the Rule. Such information is to be uploaded to the Electronic Municipal Market Access system (“EMMA”) of the Municipal Securities Rulemaking Board. The specific information required to be provided by the City under the Continuing Disclosure Undertaking includes: (a) notice of the occurrence of any of the events enumerated in the Rule; (b) annual audited financial statements (each an “Audit”); and (c) annual operating results with respect to the items provided in Tables IV, V, VI and VII.

The City has entered into numerous continuing disclosure undertakings (the “Previous Undertakings”) in connection with other financings. During the past five years, the City has been subject to the requirements of such Previous Undertakings. In connection with the preparation of a previous Official Statement, it came to the attention of the City that certain operating data required to be filed under the City’s Previous Undertaking for its outstanding Water Revenue Bonds, Series 2018 had been inadvertently omitted. The omitted information, as well as the required failure to file notice related thereto, was filed on November 22, 2019. Additionally, while the City’s Audits have been uploaded and are currently available on EMMA, the Audit for fiscal year ended December 31, 2020 and the 2020 operating data were not timely filed in accordance with the terms of the Previous Undertakings, and the City did not timely file a notice of failure to file related thereto, as required by the Previous Undertakings. Finally, certain operating data required by the Previous Undertakings in connection with certain of the City’s outstanding bonds and certificates of participation were omitted from the City’s previous filings. The omitted data was filed on EMMA on [\_\_\_\_\_, 2022], along with the required failure to file notices related to such data and the 2020 Audit. The City has modified its procedures to ensure compliance with the requirements of its continuing disclosure undertakings.

Failure to perform the Continuing Disclosure Undertaking does not constitute an Event of Default under the Bond Ordinance, but any such failure may materially and adversely affect secondary market trading in the Series 2022 Bonds.

## **SECURITY FOR THE SERIES 2022 BONDS**

### **Security and Flow of Funds**

***The Bond Ordinance.*** The Bond Ordinance provides for the security and sources of payment of the Series 2022 Bonds and directs the application of the proceeds of the Series 2022 Bonds as follows: (a) a portion of the Series 2022 Bond proceeds is to be deposited in the Series 2022 Capital Project Account (the “Series 2022 Capital Project Account”) for the purpose of financing the Series 2022 Capital Project described under the caption “USE OF PROCEEDS—The Series 2022 Capital Project”; and (b) a portion of the Series 2022 Bond proceeds is to be applied to the payment of the costs of issuance of the Series 2022 Bonds. The Bond Ordinance provides that it is irrevocable until the Series 2022 Bonds and the interest thereon are fully paid. There follow brief summaries of certain material provisions of the Bond Ordinance.

***Pledged System Revenues and Flow of Funds.*** The General Ordinance defines the System to include the storm drainage system presently owned and operated by the City, acting by and through the Enterprise, together with all Equipment and Improvements to the System (but excluding Special Facilities) and any other property or facilities specifically added to the System by ordinance of the City Council. The Income of the System is defined in the General Ordinance to include all rates, fees, or charges for services furnished by, or the direct or indirect use of the System, together with any interest income of the System attributable to the investment of moneys in the accounts created in the General Ordinance and not specifically excluded from the lien of the General Ordinance, and subject to certain exclusions enumerated in the full text of the definition of “Income” in Appendix B hereto. See “THE SYSTEM—Sources of Revenue.”

The General Ordinance establishes a special account (the “Income Account”) into which is to be deposited all Income. The Income Account may be maintained as a subfund, account or subaccount of the Stormwater Enterprise Fund.

The Income on deposit in the Income Account is to be deposited and applied in the following order of priority:

FIRST, to the payment of necessary and proper costs of operating and maintaining the System (“Operation and Maintenance Expenses”) as they become due (the Income less such Operation and Maintenance Expenses being referred to as the “Net Pledged Revenues”);

SECOND, to the Debt Service Account in monthly installments sufficient to pay any interest accrued and due on the next interest payment date and a ratable portion of the next installment of principal, if any, on the Series 2022 Bonds, the City’s (acting by and through the Enterprise) outstanding First-Lien Stormwater System Improvement Revenue Bonds, Series 2015 (the “Series 2015 Bonds”) and similar installments with respect to any additional parity securities;

THIRD, to the payment of the Debt Service Requirements of obligations having a lien on the Net Pledged Revenues subordinate to the lien of the Series 2022 Bonds and other outstanding First Lien Revenue Obligations; and

FOURTH, to any other lawful purpose determined by the City Council, acting as the governing body of the Enterprise.

Moneys in any or all of the foregoing accounts may, to the extent provided by Final Terms Certificate, be made subject to transfer to an Excess Investment Earnings Account. In order to give effect to the requirements of both the City Code and the General Ordinance, the City may, to the extent necessary, advance, subject to reimbursement, moneys required for the payment of Operation and Maintenance Expenses from funds earmarked for Improvements or Capital Projects, and may also, to the extent necessary, advance, subject to reimbursement, Net Pledged Revenues required for the payment of Debt Service Requirements of Obligations from funds earmarked for Operation and Maintenance Expenses. Nothing in the General Ordinance prevents the City from creating subfunds or subaccounts for the purpose of recording payments and accumulations in a manner consistent with the accounting principles which may be employed by the City from time to time.

**Rate Maintenance.** In the General Ordinance, the City covenants, among other things, to prescribe, revise and collect fair and reasonable rates, fees and charges for use of the System which shall produce Income sufficient, together with any other moneys legally available therefor and credited to the Income Account, to make the payments and accumulations required by the Ordinances; and which shall produce Net Pledged Revenues in each ensuing Fiscal Year at least equal to the sum of 125% of the Combined Annual Debt Service Requirements of all Outstanding First-Lien Revenue Obligations and 105% of the Combined Annual Debt Service Requirements of all Outstanding Subordinate Revenue Obligations, plus any amounts required to meet then existing deficiencies pertaining to any fund or account relating to the Net Pledged Revenues or any securities payable therefrom. For purposes of compliance with the Bond Ordinance, including the Rate Maintenance Covenant, there may be counted as Income any funds contributed to the System by the City.

**First-Lien Bonds.** Pursuant to the General Ordinance, the Series 2022 Bonds and any Additional First-Lien Revenue Obligations constitute a first and prior (but not necessarily exclusive) lien on the Net Pledged Revenues.

***Additional Obligations.*** Additional Obligations may be issued, subject to certain provisions of the Bond Ordinance.

The General Ordinance prohibits the issuance of Obligations having a claim to the Income prior or superior to that of the Series 2022 Bonds. Subordinate securities may be issued at any time.

Additional First-Lien Revenue Obligations may be issued provided that, at the time of their issuance: (a) the City is not in default under the provisions of the Bond Ordinance; and (b) the Net Pledged Revenues for the last complete Fiscal Year or any 12 consecutive whole months out of the last 18 prior to the issuance of the proposed Additional First-Lien Revenue Obligations, as certified by the City Manager or a Consulting Engineer or Independent Accountant, must have been equal to at least 125% of the Maximum Annual Debt Service Requirements of the Series 2022 Bonds and Additional First-Lien Revenue Obligations then Outstanding and the Additional First-Lien Revenue Obligations proposed to be issued. If any adjustment in System rates or fees is to be effective during or prior to any Fiscal Year in which the Maximum Annual Debt Service Requirements occur, the Net Pledged Revenues may be adjusted to reflect the Net Pledged Revenues which would have been produced had the modified rates been in effect throughout such Fiscal Year.

For a more detailed description of the Bond Ordinance, see Appendix B hereto.

## Debt Service Requirements

The following table shows the debt service requirements of the Series 2022 Bonds and the Series 2015 Bonds. There are currently no Subordinate Obligations payable from the Net Pledged Revenues.

**TABLE I**  
**Debt Service Requirements**

August 1	Principal	Interest	Parity Securities <sup>1</sup>	Total
2022	\$ 730,000	\$	\$547,050	\$
2023	495,000		545,800	
2024	515,000		548,800	
2025	535,000		545,800	
2026	560,000		547,050	
2027	580,000		546,250	
2028	605,000		548,950	
2029	630,000		546,200	
2030	655,000		548,150	
2031	680,000		544,088	
2032	705,000		544,138	
2033	735,000		548,106	
2034	755,000		546,400	
2035	780,000		548,550	
2036	805,000		--	
2037	830,000		--	
2038	850,000		--	
2039	880,000		--	
2040	905,000		--	
2041	930,000		--	
2042	<u>960,000</u>		<u>--</u>	
Total	<u>\$15,120,000</u>	\$	<u>\$7,655,332</u>	\$

<sup>1</sup> Includes debt service requirements on the outstanding Series 2015 Bonds.

## Debt Service Coverage

The following table shows revenues, net of operation and maintenance expenses, comprising the Net Pledged Revenues for the years 2016 through 2020, and the relationship between such historic Net Pledged Revenues and projected maximum annual debt service requirements for the Series 2015 Bonds and assuming issuance of the Series 2022 Bonds.

**Table II**  
**Net Revenues and Debt Service Coverage**

	2016	2017	2018	2019	2020
Net Pledged Revenues					
Operating Revenue	\$4,923,398	\$5,397,986	\$6,197,943	\$6,392,624	\$6,872,569
(Less) Operations and Maintenance <sup>1</sup>	(2,164,883)	(1,939,908)	(2,663,742)	(2,231,253)	(2,552,300)
Plant Investment Fees	280,949	165,734	548,265	345,198	173,162
Other Non-Operating Revenues (Expenses) <sup>2</sup>	(180,273)	(168,835)	(9,907)	(162,611)	(150,653)
Net Transfers	<u>(386,759)</u>	<u>(431,408)</u>	<u>(419,752)</u>	<u>(485,090)</u>	<u>(507,553)</u>
Total Net Revenues	\$2,472,432	\$3,023,568	\$3,652,807	\$3,858,868	\$3,835,225
Historical Actual Debt Service-Parity Obligations <sup>3</sup>	\$546,615	\$544,750	\$544,150	\$548,150	\$548,650
Parity Debt Service Coverage	4.52x	5.55x	6.71x	7.04x	6.99x
Maximum Annual Debt Service *	\$1,537,550	\$1,537,550	\$1,537,550	\$1,537,550	\$1,537,550
Debt Service Coverage *	1.60x	1.96x	2.37x	2.50x	2.49x

<sup>1</sup> Does not include depreciation.

<sup>2</sup> Includes investment income and other non-operating revenue (expenses). Because debt service is paid before capital outlay, other non-operating revenue does not include capital outlay income (expenses) for this purpose. See "Table IX—Stormwater Fund Schedule of Revenues, Expenditures and Changes in Funds Available Actual, Non-GAAP Budgetary Basis, Years Ended December 31."

<sup>3</sup> Includes historical debt service on the outstanding Series 2015 Bonds actually paid in each fiscal year.

\* Preliminary; subject to change.

Source: City audited financial statements, the City and the Financial Advisor

## USE OF PROCEEDS

### Sources and Uses of Funds

The City estimates the following sources and uses of funds (exclusive of accrued interest) in connection with the sale of the Series 2022 Bonds:

<b>Sources</b>	<b>Total</b>
Principal Amount of Series 2022 Bonds	\$
Net Premium	
<b>Total Sources</b>	<b>\$</b>
<b>Uses</b>	
Deposit to Series 2022 Capital Project Account	\$
Costs of Issuance <sup>1</sup>	
Underwriter's Discount	
Additional Proceeds	
<b>Total Uses</b>	<b>\$</b>

<sup>1</sup> Includes legal, printing, accounting and financial advisory fees.

### The Series 2022 Capital Project

**General.** The net proceeds of the Series 2022 Bonds are to be used to pay costs of issuance of the Series 2022 Bonds and to finance the Series 2022 Capital Project (as defined below).

The Series 2022 Capital Project is part of a comprehensive program of additions and improvements to the System (being carried out and financed with a combination of Series 2022 Bond proceeds and other funds) for the purpose of increasing the System's reliability, replacing older components of the System and adding capacity to safely dispose of storm and flood waters. Since 1992, the City has completed a number of studies and developed numerous master plans for various components of the System, to be used by the City as guidelines in connection with storm drainage improvements. One such master plan is the City's 2017 North Greeley and Downtown Basin Storm Drainage Master Plan (the "Downtown Master Plan"). The Series 2022 Capital Project generally includes a portion of the design and construction of the larger 12<sup>th</sup> Street Outfall project, in accordance with the Downtown Master Plan, as well as additional improvements outlined in the City's master plans. The City reserves the right to revise its plans for the Series 2022 Capital Project and may prioritize other projects as needed.

The 12<sup>th</sup> Street Outfall project has been designed to ameliorate potential flooding conditions along the identified route and will provide a new outfall to move stormwater from downtown City locations to a discharge point into the Cache La Poudre River (the "Poudre River") (see map below). The project is to be designed and constructed in seven phases (marked one through seven along the green line in the center of the map below). The City expects to finance all or any portion of phases one through three with the net proceeds of the Series 2022 Bonds (i.e., the "Series 2022 Capital Project"). The first phase generally includes the removal and relocation of key water and sewer lines along the path of the new outfall, as well as the construction of a water quality pond through which stormwater is to travel and collect prior to being discharged into the Poudre River. The second phase includes the design and construction of various storm infrastructure improvements to 12th Street, 2nd Avenue and 6th Avenue in the downtown area, pursuant to

the Downtown Master Plan, as well as the design and construction of the western extension of the new outfall. The third phase is planned to continue the western extension of the line. This extension will include the replacement and relocation of the existing stormwater infrastructure currently located at the 13<sup>th</sup> Street railroad crossing to a single railroad crossing that is to be located at 12<sup>th</sup> Street. The 12<sup>th</sup> Street Outfall project is expected to provide additional protection against flooding hazards, enhance stormwater quality and improve System infrastructure.

Phases four through seven of the 12<sup>th</sup> Street Outfall project are currently planned to complete the western extension of the new outfall, in addition to the design and construction of additional projects identified in the Downtown Master Plan. The City currently anticipates financing the remaining phases with an additional bond financing in the next three to five years. The following map depicts the seven phases of the 12<sup>th</sup> Street Outfall project (shown as the green line in the center of the map), as currently planned, as well as additional improvements pursuant to the City's master plans.

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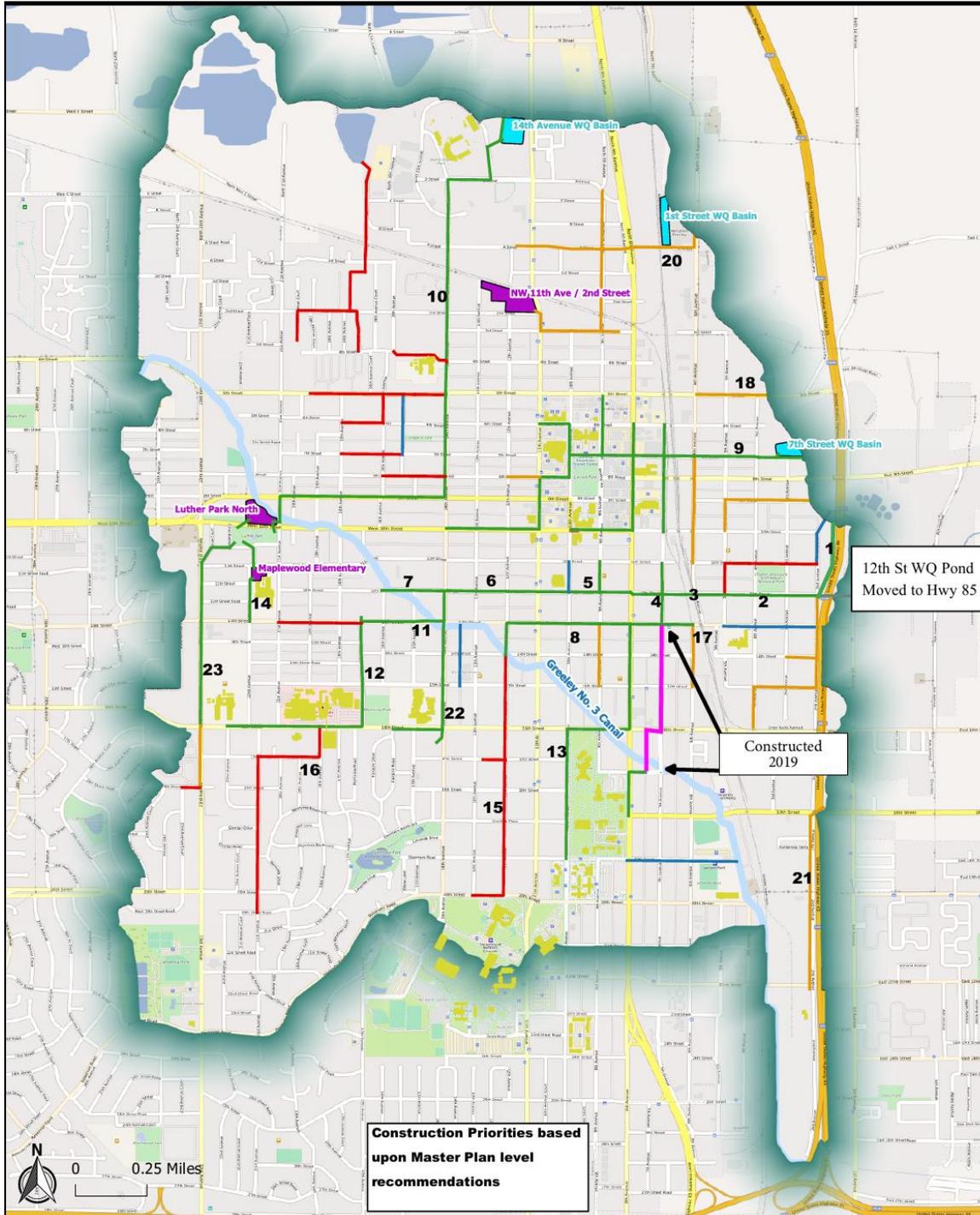
**Proposed Detention / Water Quality Basins**

Location	Max Storage (Ac-ft)
14 <sup>th</sup> Ave Outfall	4.0
Maplewood Elementary	2.2
NW of 11 <sup>th</sup> Ave/2 <sup>nd</sup> St	12.6
14 <sup>th</sup> Ave WQ Basin	8.1
1 <sup>st</sup> Street WQ Basin	5.0
7 <sup>th</sup> Street WQ Basin	5.8
12 <sup>th</sup> Street WQ Basin	6.6

- Important Structure
- Basin Boundary
- Detention Basin
- Water Quality

**Improvement Level**

- 02-yr
- 05-yr
- 10-yr
- Existing



**Construction Priorities based upon Master Plan level recommendations**

## THE CITY

### General

The City was incorporated as a municipal corporation in 1886 and adopted its home rule charter in 1958. The City is located in central Weld County approximately 52 miles north of the Denver metropolitan area. The City encompasses approximately 50 square miles, has a 2021 year-end projected population of 111,146 according to the City's 2021 Mid-Year Growth and Development Projection Report, and is the county seat of Weld County. See "APPENDIX D—ECONOMIC AND DEMOGRAPHIC INFORMATION."

### Governing Body

Under its Charter, the City has a Council-Manager form of government. Pursuant to the Charter, and the Colorado Constitution, the City has all powers of local self-government. The governing body of the City is the six-member City Council (the "Council") and the Mayor. The Council has all legislative powers and all other powers of the City not otherwise conferred by the Charter. Four Council members are elected by ward and two are elected at large. The Council members serve four-year overlapping terms of office and are limited to a maximum of two consecutive terms. The Mayor serves a two-year term and is limited to a maximum of four consecutive two-year terms.

The Council meets on the first and third Tuesdays of the month, with the Mayor participating as a voting member and as the presiding officer. A Mayor Pro Tem is appointed from the Council membership to serve in the event of absence or disability of the Mayor. As compensation for their services, the Council members receive salaries of \$1,050 per month, and the Mayor receives \$1,500 per month. The present Council and their principal occupations and terms of office are as follows:

City Council Member	Present Term Expires (November) <sup>1</sup>	Principal Occupation
John Gates, Mayor	2021	Weld County School District 6 Security Director
Brett Payton, At Large, Mayor Pro Tem	2025	Attorney
Dale Hall, Ward IV	2023	Owner Property Management Company
Tommy Butler, Ward I	2023	City Council Member
Deb Deboutez, Ward II	2025	Retired
Johnny Olson, Ward III	2025	Engineer
Ed Clark, At Large	2023	University Schools Security Director

The Council effects its decisions through the passage of ordinances, resolutions and motions. All legislative acts of a permanent nature must be in the form of ordinances. Certain acts of the Council also are required by the Charter to be in the form of ordinances, including, among others, those acts making appropriations, authorizing the borrowing of money, levying taxes or establishing a rule or regulation for the violation of which a penalty is imposed. All other actions, except as provided in the Charter, may be in the form of resolutions or motions.

Except as otherwise provided in the Charter, all ordinances must pass two readings by the affirmative vote of the majority of the Council members in office at that time. Adoption of emergency ordinances requires approval by the affirmative vote of two-thirds of the entire Council. An emergency

ordinance may be in effect for no more than 90 days after its passage. The Council also may submit any proposed ordinance to a vote of the people. Unless otherwise prescribed in the ordinance, all ordinances shall take effect five days after final publication.

The Charter reserves to the City's electors the right to propose ordinances to the Council by means of an initiative procedure and to subject certain ordinances to reconsideration by the Council and a referendum vote; appropriations and tax levy authorizations are excluded from both the initiative and the referendum.

### **Administration and Management**

The council-manager form of government vests responsibility for day-to-day City operations in the City Manager and the City's staff. The City Manager is appointed by the Council and serves for an indefinite term at the pleasure of the Council. The staff functions through the City's various departments which are under the direction of the City Manager.

The administrative and management personnel of the City most directly involved in the issuance of the Series 2022 Bonds are the City Manager, the Finance Director and the City Attorney. These individuals' duties in City government and their relevant experience are summarized below.

**City Manager.** The City Manager is the chief administrative officer of the City. He is responsible to the Council for proper administration of all City affairs placed in his charge by the Charter or by law, including the direction and supervision of all administrative departments of the City (with the exception of those under the direction of the City Attorney and the municipal court). The City Manager is also required to annually prepare and administer the City budget and to perform such other duties as requested by the Council.

The City's former City Manager, Roy Otto, retired in August 2021. The Council appointed Raymond C. Lee III as the City's new City Manager on January 4, 2022. Mr. Lee joined the City in January of 2021 as Deputy City Manager prior to his appointment as City Manager. Mr. Lee has expansive experience in municipal government, having previously worked in leadership roles in the Public Works department for the City of Amarillo and the Street Services department for the City of Dallas. Mr. Lee has also previously worked in other departments for the City of Dallas, including library services, city secretary's office, human resources and risk management. Mr. Lee received his Bachelor's and Master's degrees in Public Administration from Henderson State University and the University of Kansas, respectively.

**Finance Director.** This position acts under the direction of the City Manager in the administration and management of the financial affairs of the City. The responsibilities include, among others, oversight of the day-to-day financial activity, the preparation of annual financial statements and the annual budget.

Mr. Karner is Finance Director for the City, where he oversees the fiscal management and financial operations for the City. Mr. Karner holds a Bachelor of Arts degree in Economics and Political Science from Lake Forest College and a Master of Public Policy from the University of Chicago's Harris School of Public Policy. Mr. Karner has broad experience across government and the private sector. As a consultant, Mr. Karner led the strategy and execution planning for the National Western campus's operations post construction. Mr. Karner served as Director of Strategic Initiatives at Denver International Airport ("DIA") where he led the execution of a newly created public-private innovation partnership between DIA and a global private airport operator. Mr. Karner also worked for the City and County of Denver's Department of Finance focusing on public financing and economic development projects that supported smart, sustainable economic growth across Denver. Before his relocation to Colorado, Mr. Karner served as senior

advisor to the Chief Financial Officers' Council in Washington D.C where he worked with the Executive Office of the President, Office of Budget and Management to help manage execution of the President's Management Agenda and support the development of sound financial management policy for the U.S. government.

**City Attorney.** The City Attorney is the chief legal officer of the City. The City Attorney is responsible for all the legal affairs of the City, except some limited legal matters for the Public Works Department for which that department retains special legal counsel.

Douglas Marek was appointed City Attorney in December of 2012. He served as City Attorney for Ames, Iowa from 2006 until his appointment as City Attorney of the City. Mr. Marek earned his Bachelor of Arts degree from Colorado College in Colorado Springs, Colorado. He then went on to earn his Juris Doctorate from Drake University Law School in Des Moines, Iowa. Prior professional positions include Deputy Iowa Attorney General and First Assistant Story County Iowa Attorney.

### **City Employees**

For 2022, the City has budgeted a total of 1,011.75 full-time regular equivalents who are eligible for benefits. City employees are granted vacation and sick leave, or paid time off in varying amounts. The Charter expressly grants collective bargaining rights to the City's police officers and firefighters; none of the City's other employees have collective bargaining rights. The City believes its relationship with its employees is satisfactory.

### **COVID-19**

The spread of the coronavirus disease 2019 ("COVID-19") is currently altering the behavior of individuals and businesses in a manner that is having significant negative effects on global, national, and local economies and could result in some municipal operations and revenues being vulnerable to the potential economic effects of the pandemic. The City, along with federal, state and local governments, has taken significant steps to address the impacts of COVID-19. Such steps include various announced orders, recommendations and other measures intended to slow the spread of COVID-19, including the closing of businesses (or, in connection with social distancing, requiring the implementation of restrictive measures with respect to the provision of goods and services) as well as "shelter in place" orders. With respect to its operations in general, the City is following national, State and local guidance and recommendations for protecting public health including, but not limited to separating employees and working from home when possible.

### **Pension Plans and Other Post-Employment Benefits**

The City provides five pension plans for eligible employees, including the City of Greeley Money Purchase Plan (a defined contribution plan), the Greeley Police Department Personal Defined Contribution Pension Plan, the Fire New-Hire Plan (a cost-sharing multiple-employer statewide defined benefit plan administered by the Colorado Fire and Police Pension Association (FPPA)), the Police Old-Hire Pension Plan (an affiliated local plan of the Public Employee Retirement System, an agent multiple-employer defined benefit pension plan administered by the FPPA), and the Fire Old-Hire Pension Plan (an affiliated local plan of the Public Employee Retirement System, an agent multiple-employer defined benefit pension plan administered by the FPPA). A description of the City's pension plan obligations is included in Note 15 to the City's 2020 audited financial statements in APPENDIX C hereto.

## City Insurance Coverage

The City's insurance program includes a combination of self-insurance and commercial insurance coverage. The City presently has a \$451,983,914 blanket insurance policy with Liberty Mutual Insurance Company covering all of its structures and their contents, with a \$50,000 deductible per occurrence. The City is partially self-insuring general liability and automobile liability and public officials' liability insurance programs. In addition, the City has a \$5,000,000 excess policy underwritten by Genesis Insurance with a \$500,000 SIR (self-insured retention). The City also carries certain stop loss policies for its employee self-insured health plan and excess workers compensation coverage.

The City budgeted \$16,852,170 for health premiums, \$667,840 for dental premiums, and \$165,500 for a total deposit to its Health Fund of \$17,685,510 for 2022. The Health Fund accounts for allowable medical claims of City employees and their covered dependents. Self-insurance is in effect for claims up to \$225,000 per employee per year. Claims greater than \$225,000 per employee per year, and those in excess of \$14,836,316 (for 2022) aggregate stop loss coverage, are insured by private insurance companies. The fund balance in the Health Fund as of December 31, 2020 was \$5,994,586.

The City budgeted \$2,431,956 for deposit to its Liability Fund for 2022, which fund accounts for the costs associated with providing a self-insurance fund for liability claims against the City. The Liability Fund had a balance of \$1,648,661 as of December 31, 2020.

The City has budgeted \$1,064,804 for deposit in its Workers Compensation Fund in 2022, which fund accounts for the financing of costs associated with self-insuring the City's workers compensation expenses. The Workers Compensation Fund had a fund balance of \$5,698,416 as of December 31, 2020.

For additional information concerning the City's risk management and self-insurance programs, see Note 10 to the City's financial statements in APPENDIX C hereto.

## Current Financial Obligations

The City's financial obligations are summarized in detail in Notes 8 and 9 to the audited financial statements attached as APPENDIX C to this Official Statement. With the exception of lease-purchase obligations subject to annual appropriation, enterprise revenue bonds and refunding obligations issued at a lower interest rate, the issuance of multi-year financial obligations by the City generally requires voter approval as described under the caption "CONSTITUTIONAL LIMITATIONS ON TAXES, REVENUES, BORROWING AND SPENDING."

## City Services

The City is a full-service city, providing water and sewer service, storm drainage, police protection, fire protection, a municipal court system, street and road maintenance, cultural facilities and parks and recreation facilities throughout the City. Other facilities and services such as public transit, public schools, hospital, telephone, and power utilities are available to City residents through third-party providers.

## THE ENTERPRISE

The Enterprise has historically been operated by the Public Works Department of the City and its operations are accounted for in a separate enterprise fund identified in the City's audited financial statements as the Stormwater Fund.

The following paragraphs provide a general description of the Enterprise.

## Origins and Purpose

Through the System, the Enterprise provides storm drainage facilities which protect persons and property within the City by channeling storm water flows to prevent flooding.

The Enterprise operates the System on a fee-for-service basis under a uniform system of rates designed to charge property owners for their relative shares of the cost of controlling storm runoff, based upon the respective amounts of impervious surface on their properties. The Enterprise is generally self-sufficient and does not receive a material amount of financial support from other City funds.

## Management

The Stormwater Division of the City Public Works Department manages the System and is responsible for the day-to-day operations and capital construction program of the Enterprise. The Manager of the System is Ms. Karen Reynolds. Ms. Reynolds has over 20 years of experience in the Stormwater, Water and Wastewater industries in both municipal and special district environments. Specializing in planning and finance of Capital Improvement and Infrastructure Rehabilitation programs, Ms. Reynolds has been instrumental in the successful completion of numerous Northern Colorado projects. She is a Certified Water Professional and Colorado native.

## Designation and Character of the Enterprise for Purposes of TABOR

Following the requirements of Article X, Section 20 of the Colorado Constitution (“TABOR”) described under the caption “CONSTITUTIONAL LIMITATIONS ON TAXES, REVENUES, SPENDING AND BORROWING,” the City Council has confirmed the existence of the Enterprise as an “enterprise” for purposes of TABOR. TABOR defines an “enterprise” as a government owned business authorized to issue its own revenue bonds and receiving under 10% of its annual revenue in grants from all Colorado State and local governments combined. In the 12-month periods ended December 31, 2020 and December 31, 2021, the Enterprise did not receive, and in the year 2022 it does not expect to receive, any material portion of its total revenues in grants from the State or its political subdivisions, including the City.

The City has made no covenant that it will continue to maintain the Enterprise as an “enterprise” under TABOR. A future failure of the Enterprise to qualify as an “enterprise” for purposes of TABOR would not affect the validity of the Series 2022 Bonds or the right and obligation of the City to increase fees and charges when required by the Bond Ordinance, but (in the absence of continuing spending exceptions such as those described under the caption “CONSTITUTIONAL LIMITATIONS ON TAXES, REVENUES, SPENDING AND BORROWING”) would result in the inclusion of the Enterprise in the City’s overall spending and revenue base and limitations while the Enterprise continued to be disqualified.

## THE SYSTEM

The following describes the properties, service area, rate structure, sources of revenue and capital, and operating expenditure requirements of the System.

### Generally

The downtown area of the City is located near the confluence of the Poudre River and South Platte River and has existed as an urbanized area with substantial amounts of commercial development, paved streets and other impervious structures and surfaces since the late 19th Century. Storm drainage facilities were constructed incrementally in the downtown area as it developed, and generally consist of an urbanized collection system draining into channels which empty into the Poudre River.

Since its founding, the City has developed and expanded predominately to the west of the downtown area, with some expansion to the south abutting the neighboring municipality of Evans and, more recently, development to the west and to the north of U.S. Highway 34. There are currently twenty-three major drainage basins that drain out of or in to the incorporated boundaries of the City. Ten of these basins, including the original downtown area, are included in the City Storm Drainage Master Plans. Because storm water is ultimately discharged into either the Poudre River or the South Platte River, it has been necessary to widen certain existing channels, install larger storm sewer mains and culverts and make other improvements to keep up with increased stormwater runoff caused by development in outlying areas and the resulting increase in impervious surface area.

The System contains very few moving parts or machinery, so that the operation and maintenance of the System consists primarily of routine, documented inspections and follow-up work for the purpose of keeping the mains and channels free of debris and repairing broken or eroded parts of the System.

The mechanical components of the System consist predominantly of manually operated valves at locations where the System discharges into either the Poudre River or the South Platte River. There are two automatic gates that release water from the Greeley Number 3 Irrigation Canal (the “No. 3 Canal”) to spillway structures at the west and east ends of the Downtown area in order to maintain storm drainage capacity within the No. 3 Canal. There is also one storm water pumping station located on 9th Avenue south of the Poudre River.

The non-mechanical components of the System consist of approximately 13.5 miles of open channels and 185 miles of storm sewer pipe, of which 38.6 miles can be characterized as major storm water infrastructure. There are also approximately 492 storm water detention basins within the incorporated area of the City and 135 of these are maintained by the Enterprise. Finally, there are approximately 4000 storm water inlets and approximately 2000 manholes that are the responsibility of the Enterprise.

### Capital Improvement Program

The System operates under a five-year Capital Improvement Plan (the “Capital Improvement Plan”) which is updated and revised annually. The Capital Improvement Plan includes a list of construction and replacement projects designed to meet the needs of current customers and provide for future development. The proposed 2022-2026 Capital Improvement Plan includes a total of \$57,953,345 for various System projects. Approximately \$17,000,000 of such amount is expected to be funded from proceeds of the Series 2022 Bonds. Of the remaining portion of the total Capital Improvement Plan, it is currently anticipated that approximately \$21,000,000 would be funded from future borrowing and the remainder would be funded from System revenues.

**TABLE III**  
**Five-Year Projected Capital Projects**

	<b>2020 Proposed</b>	<b>2021 Planned</b>	<b>2022 <sup>1</sup> Planned</b>	<b>2023 Planned</b>	<b>2024 Planned</b>	<b>Total Cost 2020-2024</b>
Construction	\$1,700,012	\$1,252,031	\$16,919,573	\$2,612,608	\$ 826,621	\$23,310,845
Replacement	<u>2,248,659</u>	<u>1,791,246</u>	<u>2,658,809</u>	<u>2,007,818</u>	<u>2,072,439</u>	<u>10,778,971</u>
Total:	<u>\$3,948,671</u>	<u>\$3,043,277</u>	<u>\$19,578,382</u>	<u>\$4,620,426</u>	<u>\$2,899,060</u>	<u>\$34,089,816</u>

<sup>1</sup> Approximately \$17,000,000.00 of the proposed amount is expected to be funded from proceeds of the Series 2022 Bonds.

## Environmental Concerns

Operating policies of the Enterprise seek to maximize the quality of stormwater discharged by the System into the Poudre River, and the provisions of the City Code pertaining to the System provide penalties for the discharge of hazardous materials into the storm drains and other collection facilities of the System. Although management of the System believes it is presently in compliance with all material environmental regulations affecting the System, there can be no assurance that future compliance with such requirements will not prevent the development of otherwise feasible projects or result in substantially increased capital and operating expenses for the System.

## COVID-19

The larger City government has implemented various measures described under the caption “THE CITY—COVID-19” in response to the pandemic conditions experienced in 2020 and 2021. As of the date of this Official Statement, the System has experienced no significant COVID-19 related financial or operational hardships. There have been no significant account delinquencies or instances of non-payment attributable to COVID-19. No loans or grants have been necessary for the continued operation of the System. The City continues to closely monitor the impact of COVID-19 (including, but not limited to, the underlying financial impact on its revenues) on the operation of its municipal services, including those of the System. It is unknown how extensive the spread of COVID-19 will be in the City or the State, or how long the current restrictions will remain in place, and these things may change rapidly. Due to the essential nature of the System’s utility services, the Enterprise does not currently anticipate a significant, material impact on its annual revenues. However, it is not possible to predict whether current economic conditions will continue or worsen, the duration of such changing conditions, or how future short term and long-term economic conditions related to the pandemic will affect the System’s finances in general.

## Rate Structure

The City Code creates a Stormwater Management Program which includes the various activities currently being performed by the System. In establishing the Stormwater Management Program, the Council determined that dedicated funding for stormwater management is needed and that the appropriate way to establish and administer the program is as an enterprise fund operation of the City.

The City Code creates a Stormwater Board (the “Board”) consisting of five members appointed by the Council. The Board is responsible, among other duties, to make recommendations to the Council concerning stormwater management, priorities, policies, fees and procedures. The Board annually recommends stormwater rates, including both drainage development impact fees and stormwater management program fees (i.e., service charges).

***Drainage Development Fees.*** Drainage development fees, which represent the payments made when properties are improved in a manner contributing to stormwater runoff, such as by paving or erecting structures, are currently imposed at the following rates:

**TABLE IV**  
**Drainage Development Fees**

Customer Class	Fee
Single-family residential, per dwelling unit	\$401.90
Multifamily residential, per dwelling unit	\$289.20
Retail, per site square foot of impervious surface <sup>1</sup>	0.11
Commercial, per site square foot of impervious surface <sup>1</sup>	0.11
Industrial, per site square foot of impervious surface <sup>1</sup>	0.11
Oil and gas	\$221.50

<sup>1</sup> Current System design criteria do not allow for impervious surface areas resulting from development to exceed 70% of total areas for these properties. Should a developer wish exceed the 70% limit, a variance would need to be approved by the City and the drainage development fees would be calculated accordingly.

Drainage development fees are assessed for the purpose of distributing the capital cost of the System among its customers but are not identified with particular capital improvements. Stormwater System development fees are treated for financial accounting purposes as additions to capital; but are included in the Income of the System for purposes of the Bond Ordinance.

During the years 2017-2021, drainage development fee receipts, which are due when a building permit is issued, were as follows:

**TABLE V**  
**Drainage Development Fees**  
**Received 2017-2021**

Year	Receipts
2017	\$165,734
2018	548,265
2019	345,198
2020	141,123
2021	357,094 <sup>1</sup>

<sup>1</sup> Unaudited

**Stormwater Program Fees.** Stormwater program fees, which constitute the monthly service charges payable by all customers of the System, are currently imposed at the following average rates:

**TABLE VI**  
**Stormwater Fee**

<b>Customer Class</b>	<b>Average Monthly Rate <sup>1</sup></b>
Residential	\$ 11.84
Church	279.37
Commercial	1,342.88
Industrial	1,237.03

<sup>1</sup> Average bill for each customer class.

Pursuant to the Stormwater Utility Fee Resolution adopted by the City Council on October 19, 2021, stormwater program fees in 2022 are imposed at a base rate of \$0.003286 per square foot of property area. The fee applicable to any particular property is calculated by multiplying the base rate by the area of the property and applying a runoff factor which reflects the type of surface and land use of the property.

Stormwater program fees are billed and collected with water and sewer bills. Unpaid fees, together with costs of collection, are a lien upon the property to which they apply, with priority over all other liens except general taxes and prior special assessments and may be enforced as provided in the City Code by the same procedure as special assessments.

In 2020 and 2021, stormwater fee revenue was derived from the following categories of customers:

**TABLE VII**  
**Stormwater Fee Revenue by Customer Type—2020 and 2021**

<b>Type of Customer</b>	<b>2020 Number of Accounts</b>	<b>Total Fees</b>	<b>2021 Number of Accounts <sup>1</sup></b>	<b>Total Fees <sup>1</sup></b>
Church	186	\$ 127,838	186	\$ 116,070
Commercial	1,724	1,304,591	1,724	1,184,489
Residential	24,957	3,618,244	24,957	3,286,523
School	63	498,895	63	454,255
Special	6	19,239	6	17,442
Urban Area	4	724	4	2,184
Govt/Hospital/Medical	2,176	739,691	2,176	788,647
Industrial	295	481,569	295	434,034
Grand Total	<u>29,411</u>	<u>\$6,790,791</u>	<u>29,411</u>	<u>\$6,283,644</u>

<sup>1</sup> Unaudited.

The following table shows the 10 largest customers of the System and the percentage of total fee revenues provided by them in 2020.

**TABLE VIII**  
**Ten Largest System Customers—2020**

<b>Customer Type</b>	<b>Total User Charge Revenue Collected</b>	<b>Percent of Total Service Charges Collected <sup>1</sup></b>
University	\$160,434.00	2.36%
Commercial	70,608.36	1.04
School	68,364.24	1.01
School	60,767.40	0.89
Commercial	54,619.56	0.80
Commercial	36,322.16	0.53
School	35,349.44	0.52
Real Estate	31,582.32	0.47
Other	30,680.40	0.45
Commercial	<u>28,102.56</u>	<u>0.41</u>
<b>Total:</b>	<b><u>\$576,830.44</u></b>	<b><u>8.48%</u></b>

<sup>1</sup> Based on total stormwater billings of \$6,790,790.84 in 2020.

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## FINANCIAL INFORMATION CONCERNING THE SYSTEM

### Operating History

The following tables set forth the operating history of the Stormwater Fund for the years indicated.

**TABLE IX**  
**Stormwater Fund Schedule of Revenues, Expenditures and Changes in Funds Available**  
**Actual, Non-GAAP Budgetary Basis, Years Ended December 31,**

	2016	2017	2018	2019	2020
<b>OPERATING REVENUES</b>					
Charges for services	\$ 4,921,940	\$ 5,396,135	\$ 5,828,611	\$ 6,314,778	\$ 6,849,518
Intergovernmental revenue	300	300	311,688	300	18,326
Licenses and permits	1,158	1,550	1,456	1,568	4,725
Miscellaneous Expense reimbursement	--	--	56,188	75,978	--
Total Operating Revenues	<u>4,923,398</u>	<u>5,397,985</u>	<u>6,197,943</u>	<u>6,392,624</u>	<u>6,872,569</u>
<b>OPERATING EXPENSES</b>					
Personnel services	1,468,268	1,494,543	1,699,577	1,661,160	1,891,444
Supplies	75,876	55,501	79,588	63,289	62,852
Purchased services	409,608	154,131	641,518	328,017	450,020
Utilities	6,008	8,191	10,289	9,513	11,132
Repairs and maintenance	197,340	221,595	230,100	167,000	136,127
Rentals	6,264	5,702	2,346	2,274	725
Depreciation	1,051,760	--	--	--	--
Other expenses	1,519	245	324	--	--
Total Operating Expenses	<u>3,216,643</u>	<u>1,939,908</u>	<u>2,663,742</u>	<u>2,231,253</u>	<u>2,552,300</u>
Operating income (loss)	<u>1,706,755</u>	<u>3,458,077</u>	<u>3,534,201</u>	<u>4,161,371</u>	<u>4,320,269</u>
<b>NON-OPERATING REVENUES</b>					
<b>(EXPENSES)</b>					
Development fees	280,949	165,734	548,265	345,198	173,162
Interest and investment earnings	102,261	69,890	159,651	155,516	158,055
Cash in lieu/warranty bond	2,848	--	--	--	--
Oil/gas royalties	--	4,361	--	--	--
Grants	21,039	--	--	--	--
Capital outlay	(4,148,542)	(3,946,992)	(4,973,004)	(7,420,676)	(2,028,659)
Interest expense	(266,843)	(252,852)	(241,384)	(229,670)	(218,639)
Principal retirement	(250,000)	(265,000)	(275,000)	(290,000)	(305,000)
Miscellaneous	(35,922)	(30,241)	110,019	(39,751)	(19,218)
Gain (loss) on sales of capital assets	(23,193)	(8,880)	68,635	(78,742)	(69,570)
Total Non-Operating Revenues (Expenses)	<u>(4,317,403)</u>	<u>(4,263,980)</u>	<u>(4,602,818)</u>	<u>(7,558,125)</u>	<u>(2,309,869)</u>
Net gain (loss)	(2,610,648)	(805,903)	(1,068,617)	(3,396,754)	2,010,400
Capital contributions	642,165	380,086	2,595,039	--	--
<b>TRANSFERS OUT</b>					
General fund	(317,524)	(375,543)	(408,168)	(465,288)	(505,153)
Information technology fund	--	--	--	--	(2,400)
Public art fund	69,235	(55,865)	(11,584)	(19,802)	--
Total transfers out	<u>(386,759)</u>	<u>(431,408)</u>	<u>(419,752)</u>	<u>(485,090)</u>	<u>(507,553)</u>
Net gain (loss) on a budgetary basis	(2,355,242)	(857,225)	1,106,670	(3,881,844)	1,502,847
Reconciliation to a GAAP Basis:					
Capital outlay	4,148,542	3,946,992	4,973,004	7,420,676	2,028,659
Depreciation	--	(1,228,718)	(1,335,921)	(1,577,327)	(1,177,403)
Principal retirement	250,000	265,000	275,000	290,000	305,000
Net income	2,043,300	2,126,049	5,018,753	2,251,505	2,659,103
NET ASSETS—January 1	<u>26,461,381</u>	<u>28,504,681</u>	<u>30,630,730</u>	<u>35,649,483</u>	<u>37,900,988</u>
NET ASSETS—December 31	<u>\$28,504,681</u>	<u>\$30,630,730</u>	<u>\$35,649,483</u>	<u>\$37,900,988</u>	<u>\$40,560,091</u>

<sup>1</sup> Due to a change in accounting practices, subsequent to 2016, depreciation is no longer included in expenses.  
Source: The City's 2016-2020 audited financial statements

**TABLE X**  
**Stormwater Fund Comparative Statement of Revenues, Expenses and Changes in Net Assets**  
**Years Ended December 31,**

	2016	2017	2018	2019	2020
<b>OPERATING REVENUES</b>					
Charges for services	\$ 4,921,940	\$ 5,396,135	\$ 5,828,611	\$ 6,314,778	\$ 6,849,518
Intergovernmental revenue	300	300	311,688	300	18,326
Licenses and permits	1,158	1,550	1,456	1,568	4,725
Miscellaneous	<u>--</u>	<u>--</u>	<u>56,188</u>	<u>75,978</u>	<u>--</u>
Total Operating Revenues	<u>4,923,398</u>	<u>5,397,985</u>	<u>6,197,943</u>	<u>6,392,624</u>	<u>6,872,569</u>
<b>OPERATING EXPENSES</b>					
Personnel services	1,468,268	1,494,543	1,699,577	1,661,160	1,891,444
Supplies	75,876	55,501	79,588	63,289	62,852
Purchased services	409,608	154,131	641,518	328,017	450,020
Utilities	6,008	8,191	10,289	9,513	11,132
Repairs and maintenance	197,340	221,595	230,100	167,000	136,127
Rentals	6,264	5,702	2,346	2,274	725
Depreciation	1,051,760	1,228,718	1,335,921	1,577,327	1,177,403
Other expenses	<u>1,519</u>	<u>245</u>	<u>324</u>	<u>--</u>	<u>--</u>
Total Operating Expenses	<u>3,216,643</u>	<u>3,168,626</u>	<u>3,999,663</u>	<u>3,808,580</u>	<u>3,729,703</u>
Operating income (loss)	<u>1,706,755</u>	<u>2,229,359</u>	<u>2,198,280</u>	<u>2,584,044</u>	<u>3,142,866</u>
<b>NON-OPERATING REVENUES (EXPENSES)</b>					
Development fees	280,949	165,734	548,265	345,198	173,162
Interest and investment earnings	102,261	69,890	159,651	155,516	158,055
Oil/gas royalties	--	4,361	--	--	--
Miscellaneous	(35,922)	(30,241)	110,019	(39,751)	(19,218)
Cash in lieu/warranty bond	2,848	--	--	--	--
Grants	21,039	--	--	--	--
Interest Expense	(266,843)	(252,852)	(241,384)	(229,670)	(218,639)
Gain (loss) on sale of capital assets	<u>(23,193)</u>	<u>(8,880)</u>	<u>68,635</u>	<u>(78,742)</u>	<u>(69,570)</u>
Total Non-Operating Revenues (Expenses)	<u>81,139</u>	<u>(51,988)</u>	<u>645,186</u>	<u>152,551</u>	<u>23,790</u>
Income (loss) before capital contributions and transfers	<u>1,787,894</u>	<u>2,177,371</u>	<u>2,295,201</u>	<u>2,391,397</u>	<u>2,993,494</u>
Capital contributions – development fees	642,165	380,086	548,265	345,198	173,162
Capital contributions – other	--	--	2,595,0399	--	--
Transfers out	<u>(386,759)</u>	<u>(431,408)</u>	<u>(419,752)</u>	<u>(485,090)</u>	<u>(507,553)</u>
Change in net positions	2,043,300	2,126,049	5,018,753	2,251,505	2,659,103
Total net position—January 1	<u>26,461,381</u>	<u>28,504,681</u>	<u>30,630,730</u>	<u>35,649,483</u>	37,900,988
Total net position—December 31	<u>\$28,504,681</u>	<u>\$30,630,730</u>	<u>\$35,649,483</u>	<u>\$37,900,988</u>	<u>\$40,560,091</u>

<sup>1</sup> Unaudited figures through \_\_\_\_\_, 2021.

Source: The City's 2016-2020 audited financial statements

### Management's Comments on Material Trends in Operations of the Stormwater Fund

During the years 2016-2021, the Stormwater Fund operated exclusively on a pay-as-you-go basis, with customer rates increasing by 39.5% from 2016 to 2021, with another 15% increase taking effect in 2022. While rates over that period have produced adequate revenues to fund operations and operating maintenance, the City's plan is to now accelerate capital maintenance projects. A portion of the System's Capital Improvement Plan is expected to be funded by borrowing. Current plans do not anticipate that more

than approximately half of the System's 2020-2024 capital requirements will be funded by the borrowing, with the balance to be funded from customer rates.

Development in the City slowed through the recession resulting in fewer building permits being issued and a related reduction in drainage development fees. The economic recovery has spurred development again resulting in an increase in fees.

The City has historically budgeted the accumulation of working capital reserves within the Stormwater Fund. Reserves are accumulated from a variety of sources including development fees and that portion of the Stormwater fees set aside for operating maintenance. The City reported working capital reserves within the Stormwater Fund of approximately \$6,156,321 as of December 31, 2020.

[To be inserted – additional information re 2021 results]

### **CONSTITUTIONAL LIMITATIONS ON TAXES, REVENUES, BORROWING AND SPENDING**

At the general election held November 3, 1992, the voters of the State approved an amendment to the Colorado Constitution, constituting Section 20 of Article X of the Colorado Constitution ("TABOR") limiting the ability of the State and local governments such as the City to increase revenues, debt and spending and restricting property, income and other taxes. Generally, TABOR limits the percentage increases in spending and tax revenues to the prior year's amounts, adjusted for inflation, local growth and voter approved changes, requires the maintenance of certain reserves, and prohibits the imposition of new real estate transfer taxes. In addition, TABOR requires that the State and local governments obtain voter approval for certain tax or tax rate increases or to keep or spend revenues received in excess of TABOR limits, and to create any "multiple fiscal year direct or indirect debt or other financial obligation whatsoever without adequate present cash reserves pledged irrevocably and held for payments in all future fiscal years," except for refinancing debt at a lower interest rate or adding new employees to existing pension plans.

In 1999, the City's electorate voted to exempt the City from the TABOR revenue and spending limits. However, the City remains subject to TABOR's restrictions on new and increased taxes, mill levy increases and creation of financial obligations.

Many of the provisions of TABOR are ambiguous and TABOR is expected to require continued judicial interpretation. The application of TABOR, particularly during periods of reduced or negative growth, may adversely affect the financial condition and operations of the City and other Colorado local governments to an extent which cannot be predicted.

TABOR excepts from its restrictions the borrowings and fiscal operations of "enterprises," which term is defined to include government owned businesses authorized to issue their own revenue bonds and receiving under 10% of their revenues in grants from all Colorado State and local governments combined. In a 1995 decision the Colorado Supreme Court held that a governmental entity with taxing power was not itself an "enterprise." The Enterprise has no taxing power and receives no material portion of its revenues from governmental sources, and the Series 2022 Bonds are not payable in whole or in part from the proceeds of general property taxes or any other form of taxation. The City therefore treats the Enterprise as an "enterprise" within the meaning of TABOR. See "THE ENTERPRISE."

## RATING

S&P Global Ratings (“S&P”) has assigned a rating of “AA+” to the Series 2022 Bonds. Such rating reflects only the view of the rating agency, and does not constitute a recommendation to buy, sell or hold securities. An explanation of the significance of such rating may be obtained from the rating agency.

The rating is subject to revision or withdrawal at any time by the rating agency and there is no assurance that the rating will continue for any period of time or that it will not be revised or withdrawn. The Underwriter has undertaken no responsibility either to bring to the attention of the holders of the Series 2022 Bonds any proposed revision or withdrawal of the rating of the Series 2022 Bonds or to oppose any such proposed revision or withdrawal. Any downward revision or withdrawal of such rating could have an adverse effect on the market price of the Series 2022 Bonds.

## LITIGATION

There is no litigation now pending or, to the knowledge of the City officials responsible for the issuance of the Series 2022 Bonds, threatened which questions the validity of the Series 2022 Bonds or of any proceedings of the City taken with respect to issuance or sale thereof.

## TAX MATTERS

### General

In the opinion of Kutak Rock LLP, Bond Counsel, under existing laws, regulations, rulings and judicial decisions, interest on the Series 2022 Bonds is excludable from gross income for federal income tax purposes and is not a specific preference item for purposes of the federal alternative minimum tax. The opinions described in the preceding sentence assume the accuracy of certain representations and compliance by the City with covenants designed to satisfy the requirements of the Internal Revenue Code of 1986, as amended (the “Code”), that must be met subsequent to the issuance of the Series 2022 Bonds. Failure to comply with such requirements could cause interest on the Series 2022 Bonds to be included in gross income for federal income tax purposes retroactive to the date of issuance of the Series 2022 Bonds. The City has covenanted to comply with such requirements. Bond Counsel has expressed no opinion regarding other federal tax consequences arising with respect to the Series 2022 Bonds.

The accrual or receipt of interest on the Series 2022 Bonds may otherwise affect the federal income tax liability of the owners of the Series 2022 Bonds. The extent of these other tax consequences would depend on such owners’ particular tax status and other items of income or deduction. Bond Counsel has expressed no opinion regarding any such consequences. Purchasers of the Series 2022 Bonds, particularly purchasers that are corporations (including S corporations and foreign corporations operating branches in the United States of America), property or casualty insurance companies, banks, thrifts or other financial institutions, certain recipients of social security or railroad retirement benefits, taxpayers entitled to claim the earned income credit, taxpayers entitled to claim the refundable credit in Section 36B of the Code for coverage under a qualified health plan or taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry tax-exempt obligations, should consult their tax advisors as to the tax consequences of purchasing or owning the Series 2022 Bonds.

Bond Counsel is also of the opinion that, under existing State of Colorado statutes, to the extent interest on the Series 2022 Bonds is excludable from gross income for federal income tax purposes, such interest is excludable from gross income for Colorado income tax purposes and from the calculation of Colorado alternative minimum taxable income. Bond Counsel has expressed no opinion regarding other

tax consequences arising with respect to the Series 2022 Bonds under the laws of Colorado or any other state or jurisdiction.

### **Original Issue Premium**

The Series 2022 Bonds that have an original yield below their respective interest rates, as shown on the cover of this Official Statement (collectively, the “Premium Bonds”), are being sold at a premium. An amount equal to the excess of the issue price of a Premium Bond over its stated redemption price at maturity constitutes premium on such Premium Bond. A purchaser of a Premium Bond must amortize any premium over such Premium Bond’s term using constant yield principles, based on the purchaser’s yield to maturity (or, in the case of Premium Bonds callable prior to their maturity, generally by amortizing the premium to the call date, based on the purchaser’s yield to the call date and giving effect to any call premium). As premium is amortized, the amount of the amortization offsets a corresponding amount of interest for the period, and the purchaser’s basis in such Premium Bond is reduced by a corresponding amount resulting in an increase in the gain (or decrease in the loss) to be recognized for federal income tax purposes upon a sale or disposition of such Premium Bond prior to its maturity. Even though the purchaser’s basis may be reduced, no federal income tax deduction is allowed. Purchasers of the Premium Bonds should consult their tax advisors with respect to the determination and treatment of premium for federal income tax purposes and with respect to the state and local tax consequences of owning a Premium Bond.

### **Backup Withholding**

As a result of the enactment of the Tax Increase Prevention and Reconciliation Act of 2005, interest on tax-exempt obligations such as the Series 2022 Bonds is subject to information reporting in a manner similar to interest paid on taxable obligations. Backup withholding may be imposed on any Owner of the Series 2022 Bonds who fails to provide certain required information including an accurate taxpayer identification number to any person required to collect such information pursuant to Section 6049 of the Code. The reporting requirement does not in and of itself affect or alter the excludability of interest on the Series 2022 Bonds from gross income for federal income tax purposes or any other federal tax consequence of purchasing, holding or selling tax-exempt obligations.

### **Changes in Federal and State Tax Law**

From time to time, there are legislative proposals in the Congress and in the states that, if enacted, could alter or amend the federal and state tax matters referred to under this heading “TAX MATTERS” or adversely affect the market value of the Series 2022 Bonds. It cannot be predicted whether or in what form any such proposal might be enacted or whether if enacted it would apply to bonds issued prior to enactment. In addition, regulatory actions are from time to time announced or proposed and litigation is threatened or commenced which, if implemented or concluded in a particular manner, could adversely affect the market value of the Series 2022 Bonds. It cannot be predicted whether any such regulatory action would be implemented, how any particular litigation or judicial action would be resolved, or whether the Series 2022 Bonds or the market value thereof would be impacted thereby. Purchasers of the Series 2022 Bonds should consult their tax advisors regarding any pending or proposed legislation, regulatory initiatives or litigation. The opinions expressed by Bond Counsel are based on existing legislation and regulations as interpreted by relevant judicial and regulatory authorities as of the date of issuance and delivery of the Series 2022 Bonds, and Bond Counsel has expressed no opinion as of any date subsequent thereto or with respect to any pending legislation, regulatory initiatives or litigation.

**PROSPECTIVE PURCHASERS OF THE SERIES 2022 BONDS ARE ADVISED TO CONSULT THEIR OWN TAX ADVISORS PRIOR TO ANY PURCHASE OF THE SERIES 2022 BONDS AS TO THE IMPACT OF THE CODE UPON THEIR ACQUISITION, HOLDING OR DISPOSITION OF THE SERIES 2022 BONDS**

**FINANCIAL ADVISOR**

Hilltop Securities Inc. (the “Financial Advisor”) is employed as financial advisor to the City to render certain professional services including advising the City concerning the structuring and competitive sale of the Series 2022 Bonds and assisting in the preparation of this Official Statement. In its role as financial advisor to the City, the Financial Advisor has not undertaken either to make an independent verification of or to assume responsibility for the accuracy or completeness of the information contained in this Official Statement and the appendices hereto and is not permitted to underwrite the Series 2022 Bonds.

**UNDERWRITING**

The Series 2022 Bonds were purchased at competitive sale on March \_\_, 2022, by the Underwriter named on the cover page hereof (the “Underwriter”), for a price equal to \$\_\_\_\_\_, representing the principal amount of the Series 2022 Bonds, plus [net] premium in the amount of \$\_\_\_\_\_, minus an underwriting discount of \$\_\_\_\_\_.

**LEGAL MATTERS**

Legal matters incident to the authorization and issuance of the Series 2022 Bonds are subject to approval by Kutak Rock LLP, Bond Counsel, whose opinion is expected to be delivered in substantially the form set forth in Appendix A hereto. In addition to acting as Bond Counsel, Kutak Rock LLP has also been retained to advise the City concerning, and has assisted in, the preparation of this Official Statement. Certain legal matters will be passed upon for the City by Douglas Marek, Esq., City Attorney.

**FINANCIAL STATEMENTS**

The basic financial statements of the City for the fiscal year ended December 31, 2020, which are attached hereto as APPENDIX C, have been audited by independent auditors, BDO USA, LLP, Certified Public Accountants, Greeley, Colorado, as stated in their report appearing therein. BDO USA, LLP has not been engaged to perform, and has not performed, since the date of their report included therein, any procedures on the financial statements addressed in that report. BDO USA, LLP has also not performed any procedures relating to this Official Statement.

**MISCELLANEOUS**

Any statements made in this Official Statement involving matters of opinion or estimates, whether or not expressly so stated, are set forth as such and not as representations of fact, and no representation is made that any such estimates will be realized. This Official Statement shall not be construed as a contract between the City and any person.

The execution and delivery of this Official Statement have been duly authorized by the City.

By /s/ \_\_\_\_\_  
Mayor, City of Greeley, Colorado

**APPENDIX A**

**FORM OF OPINION OF BOND COUNSEL**

March \_\_, 2022

City of Greeley  
1000 10<sup>th</sup> Street  
Greeley, CO 80631

[Underwriter]

**\$15,120,000\***  
**City of Greeley, Colorado**  
**acting by and through its**  
**Stormwater Enterprise**  
**First-Lien Stormwater System Improvement**  
**Revenue Bonds**  
**Series 2022**

We have been engaged by the City of Greeley, Colorado (the “City”) to act as bond counsel in connection with the issuance of the above bonds (the “Series 2022 Bonds”). The Series 2022 Bonds are being issued by the City, acting by and through its Stormwater Enterprise (the “Enterprise”), pursuant to Ordinance No. 15, 2015 (the “General Ordinance”) and Ordinance No. \_\_\_\_\_ (the “Series Ordinance”), as supplemented by a Final Terms Certificate dated March \_\_, 2022 (the “Final Terms Certificate”). The General Ordinance and the Series Ordinance, as supplemented by the Final Terms Certificate, are referred to herein as the “Bond Ordinance.” Capitalized terms used but not otherwise defined herein have the meanings assigned to them in the Ordinance.

In our capacity as bond counsel, we have examined the Constitution and the laws of the State of Colorado (the “State”), the home rule charter (the “Charter”) of the City, and the regulations, rulings and judicial decisions relevant to the opinions set forth in paragraph 2 below; the transcript of the proceedings relating to the issuance of the Series 2022 Bonds; the Bond Ordinance, and such other certificates, documents, opinions and papers as we deem necessary to render this opinion. As to questions of fact material to our opinion, we have relied upon the certifications in the transcript of proceedings and other certifications of public officials furnished to us without undertaking to verify the same by independent investigation.

Based upon and in reliance on the foregoing, we are of the opinion, under existing law and as of the date hereof, that:

1. The Series 2022 Bonds have been duly authorized, executed and delivered by the City under the laws of the State of Colorado now in force and are valid and binding special and limited obligations of the City, acting by and through the Enterprise, payable on the terms, and subject to the conditions, stated in the Ordinance, and enforceable according to their terms except to the extent such enforcement is limited by the bankruptcy laws of the United States of America, by the reasonable exercise

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\* Preliminary; subject to change.

of the sovereign police power of the State of Colorado, and by the exercise of the powers delegated to the United States of America by the federal constitution.

2. Under existing laws, regulations, rulings and judicial decisions, interest on the Series 2022 Bonds is excludable from gross income for federal income tax purposes and is not a specific preference item for purposes of the federal alternative minimum tax.

3. Under Colorado statutes existing on the date hereof, to the extent interest on the Series 2022 Bonds is excludable from gross income for federal income tax purposes, interest on the Series 2022 Bonds is excludable from gross income for State of Colorado income tax purposes and from the calculation of Colorado alternative minimum tax.

The opinions expressed in numbered paragraphs (2) and (3) are subject to the condition that the City comply with all requirements of the Internal Revenue Code of 1986, as amended (the "Code"), that must be satisfied subsequent to the issuance of the Series 2022 Bonds in order that interest thereon be, or continue to be, excludable from gross income for federal income tax purposes. The City has covenanted in the Bond Ordinance and the tax compliance certificate issued in connection with the issuance of the Series 2022 Bonds to comply with all such requirements. The failure to comply with certain of such requirements may cause interest on the Series 2022 Bonds to be included in gross income for federal income tax purposes retroactive to the date of issuance of the Series 2022 Bonds. We express no opinion regarding other federal or state tax consequences arising with respect to the Series 2022 Bonds.

We express no opinion herein with respect to the accuracy, completeness or sufficiency of any documents prepared or used or statements made in connection with the offering or sale of the Series 2022 Bonds.

This opinion is delivered based and in reliance upon our examination of the laws, documents and other items specifically described in the second paragraph hereof on the date hereof and we have no obligation to supplement or update this opinion based on or with respect to changes in such laws, documents or other items or with respect to any other event that occurs after the date hereof. The opinions expressed in this letter are given as of the date hereof, and we assume no obligation to update, revise or supplement this letter to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

Very truly yours,

## APPENDIX B

### SUMMARY OF CERTAIN PROVISIONS OF THE GENERAL ORDINANCE AND THE SERIES ORDINANCE

The following is a summary of certain provisions of the General Ordinance and the Series Ordinance adopted with respect to the Series 2022 Bonds, which summary does not purport to be complete and is qualified in its entirety by reference to the complete provisions thereof, copies of which are available from the City or the Underwriter named on the Cover Page hereof during the period of the initial offering of the Series 2022 Bonds.

#### DEFINITIONS

The following are definitions of certain words and terms used in this Official Statement.

“*Acquire*” or “*Acquisition*” means the design, construction, reconstruction, purchase, lease, gift, transfer, assignment, option to purchase, grant from the federal government or any public body or other person, endowment, bequest, devise, installation, condemnation, contract, or other acquirement or other provision, or any combination thereof, of facilities, other property, any project, or an interest therein.

“*Additional First-Lien Revenue Obligations*” means any First-Lien Revenue Obligations issued after the issuance of the first Series of First-Lien Revenue Obligations authorized by the General Ordinance.

“*Average Annual Debt Service Requirements*” means with respect to any one or more Series of Obligations with respect to which the calculation is being made, the aggregate Debt Service Requirements thereof divided by the number of whole or fractional years from the date as of which the calculation is made to and including the final maturity thereof.

“*Bond Anticipation Note*” means an Obligation issued in anticipation of the receipt of proceeds of Bonds or other Obligations and maturing within five years.

“*Bonds*” means all securities issued in the form of bonds pursuant to the provisions of the General Ordinance which are payable from and secured by a lien upon the Net Pledged Revenues or revenues or property pledged in connection with Special Facilities.

“*Business Day*” means a day other than (i) Saturday or Sunday or (ii) a day on which banks and trust companies in New York, New York (or any other Person or Persons identified by Series Ordinance with respect to a particular Series or Class of Obligations) are authorized or required to remain closed.

“*Capital Lease*” means a lease which is required or permitted to be capitalized for financial reporting purposes under Generally Accepted Accounting Principles for governmental units or enterprises.

“*Capital Project*” means any additions or Improvements to the System determined by the Council, which additions and Improvements may be more specifically identified by Series Ordinance, Supplemental Resolution or Final Terms Certificate.

“*Charter*” means the Home Rule Charter of the City.

“*City*” means the City of Greeley, Colorado, acting as such or, as the context requires, acting by and through and as the owner of the Enterprise.

“*City Manager*” means the City Manager of the City or any successor in function.

“*Class*” means, when used in reference to Obligations, one or more Series of Obligations having the same security, whether or not issued on the same date.

“*Code*” means the Greeley Municipal Code.

“*Combined Annual Debt Service Requirements*” means the sum of the annual Debt Service Requirements for all Series of Obligations for which the computation is being made.

“*Commercial Bank*” means a state or national bank or trust company which is a member of the Federal Deposit Insurance Corporation and of the Federal Reserve System, and which is located within the United States of America.

“*Commercial Paper*” means Obligations arising out of current transactions, or the proceeds of which have been or are to be used for current transactions, or issued to provide short-term financing of Capital Projects, and maturing or being subject to tender within 270 days exclusive of days of grace or any renewal thereof the maturity of which is likewise limited.

“*Consulting Engineer*” means an independent consulting engineer or engineering firm or corporation having skill, knowledge and experience in analyzing the operations of municipal storm or storm drainage systems in Colorado, or both, as applicable.

“*Continuing Disclosure Undertaking*” means the Continuing Disclosure Undertaking relating to the Series 2022 Bonds, in substantially the form filed with the City Clerk at the time of introduction of the Series Ordinance.

“*Cost*” means when used in reference to a Capital Project, all or any part of the cost of Acquisition, Improvement and Equipment of all or any part of the Capital Project, including, without limitation, all or any property, rights, easements, privileges, agreements, and franchises deemed by the City to be necessary or useful and convenient therefor or in connection therewith, interest or discount on Obligations, costs of issuance of Obligations, engineering and inspection costs and legal expenses, costs of financial, professional, and other estimates and advice, contingencies, any administrative, operating, and other expenses of the City (including without limitation costs of departments or agencies of the City other than the System reasonably allocable to such Capital Project or to the financing thereof) prior to and during such Acquisition, Improvement and Equipment and also during a period of not exceeding one year after the completion thereof, as may be estimated and determined by the City, and all such other expenses as may be necessary or incident to the financing, Acquisition, Improvement, Equipment and completion of the Capital Project or any part thereof, and the placing of the same in operation, provision of reserves for working capital, operation, maintenance or replacement expenses, or for payment or security of principal of or interest on Obligations during or after such Acquisition, Improvement or Equipment as the City may determine, and also reimbursements to the City or to any Person of any moneys theretofore expended for the purposes of the City or other public body, or to the federal government, of any moneys theretofore expended for or in connection with the Capital Project.

“*Costs of Issuance*” means, with respect to any particular Series of Obligations, all reasonable costs incurred in the issuance, sale or delivery thereof, including, without limitation, legal, printing, accounting and other fees and expenses.

“*Costs of Issuance Account*” means an account established in connection with a Series of Obligations to account for Costs of Issuance for such Series.

“*Council*” means the governing body of the City, acting as such or, as the context requires, as the governing body of the Enterprise.

“*Credit Facility*” means any letter or line of credit, policy of bond insurance, surety bond or guarantee or similar instrument issued by a financial, insurance or other institution which specifically provides security with respect to any Obligations.

“*Credit Facility Provider*” means the institution providing a Credit Facility.

“*Debt Service Account*” means the special account created and referred to in the General Ordinance.

“*Debt Service Requirements*” means the principal of and interest on, and any premium due in connection with the redemption of, any Obligations, including the initial and periodic fees payable to any Credit Facility Provider or Liquidity Facility Provider with respect to such Obligations, but excluding any amounts provided for with capitalized interest or other funds actually on hand and irrevocably committed to the payment of Debt Service Requirements. If there is in effect with respect to an Obligation any interest rate swap, cap, collar or similar arrangement limiting or offsetting interest rate costs or risks, the Debt Service Requirements shall include the net increase in or reduction of the Debt Service Requirements resulting or expected to result from such arrangement.

“*Debt Service Reserve Account*” means, with respect to a particular Series of Obligations, regardless of priority, a special account of the kind described in the General Ordinance, which may be created by Series Ordinance.

“*Enterprise*” means the Stormwater Enterprise referred to in the General Ordinance.

“*Equip*” or “*Equipment*” means the furnishing of all necessary or desirable, related or appurtenant machinery and other facilities, or any combination thereof, appertaining to any property, project or interest therein.

“*Event of Default*” means any one of the events described in the General Ordinance.

“*Excess Investment Earnings Account*” means, with respect to a particular Series of Obligations, a special account which may be established by Series Ordinance for the purpose of accounting for arbitrage rebate payments to the federal government.

“*Federal Securities*” means bills, certificates of indebtedness, notes, or bonds which are direct obligations of, or the principal and interest of which obligations are unconditionally guaranteed by, the United States of America.

“*Final Terms Certificate*” means a certificate of the Director of Finance of the City, specifying the final terms of a Series of Obligations.

“*Finance Director*” means the Director of Finance of the City.

“*First-Lien Revenue Bonds*” means First-Lien Revenue Obligations issued in the form of Revenue Bonds and designated substantially as follows: “First-Lien Stormwater System [Improvement] [Refunding] Revenue Bonds, Series \_\_\_\_\_.”

“*First-Lien Revenue Obligations*” means Obligations secured by a first lien upon the Net Pledged Revenues.

“*Fiscal Year*” means the 12 months commencing on January 1 of any calendar year and ending on December 31 of such calendar year or such other 12-month period as may from time to time be designated by the Council or by State statute as the fiscal year of the City or the Enterprise.

“*Fixed Rate Obligation*” means an Obligation bearing interest at a rate or rates which are fixed for the term of the Obligation. Any instrument, including a stepped-coupon security, as to which all future interest rates can be determined as of its date of issuance is a Fixed Rate Obligation. A zero-coupon Obligation is a fixed rate Obligation.

“*General Ordinance*” means Ordinance No. 15, 2015 of the City, as it may be amended from time to time.

“*Generally Accepted Accounting Principles*” means accounting principles, methods and terminology followed and construed for utilities and enterprises of governmental units, established by the Governmental Accounting Standards Board or any successor organization, as amended from time to time.

“*Improve*” or “*Improvement*” means the addition, extension, enlargement, betterment, replacement or improvement or any combination thereof, of facilities, other property, any project, or any interest therein.

“*Income*” means all income from Stormwater System Development Fees, Stormwater Service Charges or any other rates, fees or charges for the services furnished by, or the direct or indirect use of, the System, together with any interest income of the System attributable to the investment of moneys in the accounts created in the General Ordinance and not specifically excluded from the lien of the General Ordinance, but excluding borrowed moneys, grant moneys or other funds earmarked or designated by the grantor or other source for Improvements, moneys, securities, and investment income therefrom, in any escrow or similar account pledged to the payment of any refunded bonds or other legally defeased Obligations, unrealized gains or losses on investments, or income, charges or revenues from Special Facilities or funds drawn under a Credit Facility or Liquidity Facility and not specifically included in Income under a Series Ordinance, Supplemental Resolution or Final Terms Certificate. To the extent provided by General Ordinance, Series Ordinance, Supplemental Resolution or Final Terms Certificate, the Income may include or exclude particular funds, accounts or revenues and may also include, for the purpose of determining compliance with the payment, accumulation and coverage requirements of the General Ordinance, any other moneys contributed to the System for use in paying Debt Service Requirements or Operation and Maintenance Expenses.

“*Income Account*” means the special account created and required to be maintained by the General Ordinance.

“*Independent Accountant*” means any certified public accountant, or any firm of such accountants, duly licensed to practice and practicing as such under the laws of the State, appointed and paid by the City, who (a) is, in fact, independent and not under the domination of the City or the Council, (b) does not have any substantial interest, direct or indirect, in any of the affairs of the City, and (c) is not connected with the City as a member, officer or employee of the Council, but who may be regularly retained to make annual or similar audits of any books or records of the City.

“*Installment Purchase Agreement*” means any financing arrangement in which title to the financed property is retained by the seller or lessor and conveyed to the City in increments or in whole upon payment in part or in whole of the Obligation evidenced thereby.

“*Interest Payment Date*” means a date designated by Supplemental Resolution or Final Terms Certificate for the payment of interest on any Series of Obligations.

“*Lease*” means a Capital Lease or an Operating Lease.

“*Liquidity Facility*” means any letter or line of credit, policy of insurance, surety bond or similar instrument issued by a financial, insurance or other institution which provides funds to facilitate the purchase or remarketing of any Tender Obligation.

“*Liquidity Facility Provider*” means the institution providing a Liquidity Facility.

“*Liquidity Requirement*” means the amount of unrestricted cash balances required to be maintained in the Wastewater Fund under the provisions of the Series Ordinance.

“*Maximum Annual Debt Service Requirements*” means with respect to all Series of Obligations, in the aggregate, for which the computation is being made, the greatest amount of Debt Service Requirements coming due in any single Fiscal Year when any such Series of Obligations is Outstanding, provided that there shall be excluded from such computation the principal of or interest on any Revenue Anticipation Notes, Bond Anticipation Notes, Commercial Paper or similar Obligations reasonably expected to be paid from proceeds of other Obligations or any other sources other than the Net Pledged Revenues.

“*Net Pledged Revenues*” means all Income remaining after the deduction of Operation and Maintenance Expenses.

“*Obligation*” means any bond, warrant, note, loan, security, Capital Lease, installment purchase arrangement or similar instrument evidencing the advancement of money or the deferral of payments of money which is payable in whole or in part from proceeds of other Obligations or from the Income or the Net Pledged Revenues, regardless of priority, or issued with respect to Special Facilities and payable from Project Revenues. The term Obligation includes repayment, reimbursement or similar obligations to Credit Facility Providers or Liquidity Facility Providers to the extent currently due and payable or as provided by Series Ordinance.

“*Official Statement*” means this Official Statement of the City relating to the Series 2022 Bonds.

“*Operating Lease*” means a Lease which is not, or, under Generally Accepted Accounting Principles, is not permitted to be, capitalized for financial reporting purposes.

“*Operation and Maintenance Expenses*” means for any particular period, all reasonable and necessary current expenses, paid or accrued, of operating, maintaining and repairing the System, but only if such charges are made in conformity with Generally Accepted Accounting Principles. Operation and Maintenance Expenses include, without limiting the generality of the foregoing, legal and overhead expenses of the various City departments directly related and reasonably allocable to the administration of the System, billing, payments under Operating Leases, insurance premiums, the reasonable charges of depository banks and paying agents, contractual services, professional services required by the General Ordinance or any other applicable requirement, salaries and administrative expenses, labor and the cost of materials and supplies used for current operations, but shall not include any allowance for depreciation, capital replacement or obsolescence charges or reserves, Debt Service Requirements, liabilities incurred by the City or the Enterprise as the result of its negligence (as determined by a court of law) in the operation of the System or Improvements, extensions, enlargements or betterments.

“*Outstanding*” means, as of any particular date, all Obligations which have been authorized, executed and delivered, except the following:

- (a) any Obligation cancelled by the Paying Agent or otherwise on behalf of the City on or before such date;
- (b) any Obligation held by or on behalf of the City;
- (c) any Obligation for the payment or the redemption of which moneys or Federal Securities sufficient (including the known minimum yield available for such purpose from Federal Securities in which such amount wholly or in part may be initially invested) to pay all of the Debt Service Requirements of such Obligation to the maturity date or specified Redemption Date thereof shall have theretofore been deposited in escrow or in trust with a Trust Bank for that purpose; and
- (d) any lost, destroyed, or wrongfully taken Obligation in lieu of or in substitution for which another Obligation shall have been executed and delivered.

“*Owner*” means the holder of any bearer instrument or registered owner of any registered instrument evidencing an Obligation, together with any other Person identified by Series Ordinance with respect to a particular Series or Class of Obligations.

“*Parity Obligations*” means the Series 2015 Bonds, the Series 2022 Bonds and any Additional First-Lien Revenue Obligations hereafter issued by the City having a lien on all or any portion of the Net Pledged Revenues which is on a parity with the lien of the Series 2022 Bonds. The Parity Obligations are First-Lien Revenue Obligations under the General Ordinance.

“*Paying Agent*” means, with respect to the Series 2022 Bonds, initially Zions Bancorporation, National Association, or, with respect to any other Obligations, a suitable institution or City official designated by Supplemental Resolution or Final Terms Certificate to perform the duties of Paying Agent in connection with any Series Ordinance.

“*Permitted Investments*” means any investment which, as of the time made, is permitted by the laws of the State, the ordinances of the City pertaining to City investments or the applicable Series Ordinance, Supplemental Resolution or Final Terms Certificate to be made with City funds.

“*Person*” means any individual, firm, partnership, corporation (public or private), company, association, joint stock association, limited liability company, body politic public agency or instrumentality or any trustee, receiver, assignee or similar representative thereof.

“*Principal*” means the principal of an Obligation, including mandatory sinking fund payments whether or not such mandatory sinking fund payments result in a redemption of Obligations.

“*Project Revenues*” means revenues attributable to a Special Facility.

“*Purchaser*” means the original purchaser of any Obligation, and, under the Series Ordinance, the original purchaser of the Series 2022 Bonds identified by Final Terms Certificate.

“*Qualified Surety*” means, with respect to a particular Series of Obligations, a financial institution having a long-term debt rating or ratings not lower than the rating or ratings of such Series of Obligations.

“*Redemption Date*” means the date fixed for the redemption or prepayment prior to maturity of any Obligations payable from the Net Pledged Revenues in any notice of prior redemption or prepayment given by or on behalf of the City.

“*Registrar*” means, with respect to the Series 2022 Bonds, Zions Bancorporation, National Association, or, with respect to any other Obligations, a suitable institution or City official designated by Supplemental Resolution or Final Terms Certificate to perform the duties of Registrar in connection with any Series Ordinance.

“*Regular Record Date*” means the date designated by Series Ordinance, Supplemental Resolution or Final Terms Certificate as the regular record date applicable to a particular Series of Obligations for purposes of identifying or making payments to the Owner or Owners thereof.

“*Revenue Anticipation Note*” means an Obligation issued in the manner contemplated by the General Ordinance for the purpose of funding temporary cash flow deficiencies related to the System.

“*Security*” or “*Securities*” means any Obligation issued by the City either directly or acting by and through the Enterprise, issued in a form commonly purchased and sold in established securities markets.

“*Series*” means an identifiable grouping designated by Supplemental Ordinance, Supplemental Resolution or Final Terms Certificate and consisting of Obligations issued on the same date and having the same security. More than one Series may be issued on the same date having either the same or different security.

“*Series Ordinance*” means an ordinance supplementing the General Ordinance and authorizing the issuance of a particular Series of Obligations pursuant to the provisions thereof, and, with respect to the Series 2022 Bonds, Series Ordinance No. \_\_\_\_, 2022, supplementing the General Ordinance and authorizing the issuance of the Series 2022 Bonds.

“*Series 2015 Bonds*” means the First-Lien Stormwater System Improvement Revenue Bonds, Series 2015.

“*Series 2022 Bonds*” means the First-Lien Stormwater System Improvement Revenue Bonds, Series 2022.

“*Series 2022 Capital Project*” means the capital additions to the System constituting a portion of the System Capital Program, financed in whole or in part with proceeds of the Series 2022 Bonds, as described in this Official Statement.

“*Series 2022 Capital Project Account*” means the special account created and required to be maintained pursuant to the Series Ordinance.

“*Series 2022 Costs of Issuance Subaccount*” means the subaccount created within the Series 2022 Capital Project Account and required to be maintained pursuant to the Series Ordinance.

“*Series 2022 Excess Investment Earnings Account*” means the special account created and required to be maintained pursuant to the arbitrage rebate provisions of the Series Ordinance.

“*Special Facility*” means any property financed or refinanced for stormwater purposes upon the express condition that it shall be financed or refinanced with Special Facilities Obligations and excluded from the System during the time such Special Facilities Obligations are Outstanding.

“*Special Facilities Obligations*” means Obligations issued to finance or refinance Special Facilities. Special Facilities Obligations shall not be secured by a lien on the Net Pledged Revenues.

“*Special Record Date*” means the date fixed by the Paying Agent to determine ownership of any Series of Obligations for the purpose of paying interest not paid when due or interest accruing after maturity.

“*State*” means the State of Colorado.

“*Stormwater Development Fee*” means the development fee provided for in City Code.

“*Stormwater Enterprise Fund*” means the funds and accounts of the City used to account for the financial operations of the System as a whole.

“*Stormwater Service Charge*” means the monthly charge provided for in City Code.

“*Subordinate Revenue Obligations*” means Obligations payable from the Net Pledged Revenues having a lien thereon subordinate or junior to the lien thereon of the First-Lien Revenue Obligations.

“*Superior Obligations*” means Obligations payable from the Net Pledged Revenues having a lien thereon superior or senior to the lien thereon of the First-Lien Revenue Obligations.

“*Supplemental Public Securities Act*” means Part 2 of Article 57, Title 11, C.R.S.

“*Supplemental Resolution or Supplemental Resolutions*” means a resolution or resolutions of the Council approving the final terms of any particular issue of Obligations and their award to the Purchaser or Purchasers thereof and determining any details reasonably necessary or appropriate in connection therewith in order to effectuate or to clarify the applicable provisions of the General Ordinance or the applicable Series Ordinance and to direct the consummation of the transactions contemplated hereby.

“*System Capital Program*” means a series of capital projects to be financed from a combination of proceeds of the Series 2022 Bonds and other funds, which may include, without limitation, the acquisition, equipping, improvement or construction of portions of the System. The scope and specific details of the System Capital Program are subject to change by action of the Council.

“*Tax Code*” means the Internal Revenue Code of 1986, as amended.

“*Tender Obligation*” means any Obligation which by its terms may be required to be tendered for purchase, or which may be tendered by or at the option of the Owner thereof for purchase, prior to the stated maturity thereof.

“*Transfer Agent*” means, with respect to the Series 2022 Bonds, initially Zions Bancorporation, National Association, or, with respect to any other Obligations, a suitable institution or City official designated by Supplemental Resolution or Final Terms Certificate to perform the duties of Transfer Agent in connection with any Series Ordinance.

“*Trust Bank*” means a Commercial Bank which is authorized to exercise and is exercising trust powers.

“*Variable Rate Obligation*” means any Obligation, including, without limitation, an auction rate Obligation, issued with a variable, adjustable, convertible or other similar interest rate which is not fixed for the entire term of such Obligation. The interest rate payable with respect to a Variable Rate Obligation

may be determined under a remarketing arrangement, with or without reference to an index, through an auction procedure, or by any other procedure determined by Series Ordinance, provided that the Series Ordinance shall in any event establish the maximum rate which may be payable with respect to such Variable Rate Obligation.

### **THE GENERAL ORDINANCE**

The General Ordinance contains various covenants, security provisions, terms and conditions, certain of which are summarized below. Reference is made to the General Ordinance for a full and complete statement of its terms.

#### **Classes of Obligations Issuable Under the General Ordinance**

The following types of Obligations are authorized to be issued or contracted under the General Ordinance for any lawful purpose relating to the System:

- (a) First-Lien Revenue Bonds and other types of First-Lien Revenue Obligations;
- (b) Subordinate Revenue Bonds and other types of Subordinate Revenue Obligations;
- (c) Special Facilities Revenue Bonds and other Special Facilities Obligations;
- (d) Capital Leases and Installment Purchase Agreements;
- (e) Revenue Anticipation Notes and similar Obligations;
- (f) Bond Anticipation Notes and similar Obligations; and
- (g) Commercial Paper.

Any Obligation may be issued as either a Fixed Rate Obligation or a Variable Rate Obligation. Any Obligation may be issued as a Tender Obligation. Any Obligation may be issued with a Credit Facility and/or Liquidity Facility. There may be obtained, in connection with any Obligation, any interest rate swap, cap, collar or similar arrangement limiting or offsetting interest rates or interest rate costs or risks as may be provided by Series Ordinance, Supplemental Resolution or Final Terms Certificate.

Nothing in the General Ordinance prevents the City from issuing general obligation bonds or other obligations secured in whole or in part by the full faith, credit or taxing power of the City, or by a pledge of any source of revenue other than the Income, for the purpose of financing or refinancing improvements to the System. Any such Obligation may also be secured by a pledge of the Net Pledged Revenues, but only to the extent that it is issued in compliance with the provisions of this Ordinance.

#### **Terms of First-Lien Revenue Obligations**

First-Lien Revenue Obligations are required to be issued pursuant to one or more Series Ordinances, incorporating the provisions of the General Ordinance by reference. Series Ordinances for First-Lien Revenue Obligations may provide for the maximum principal amounts, interest rates, redemption provisions, execution and authentication provisions, registration, transfer and exchange provisions, book-entry form provisions, if any, provisions for Credit Facilities or Liquidity Facilities, if any, tender provisions, if any, and such other matters, not inconsistent with the General Ordinance, as Council shall reasonably determine. The final terms of any Series of First-Lien Revenue Obligations may be established

by Supplemental Resolution or, if provided in the applicable Series Ordinance, by a Final Terms Certificate. First-Lien Revenue Bonds of a particular Series, or notes or other instruments evidencing other types of First-Lien Revenue Obligations, are required to be substantially in the form provided in the applicable Series Ordinance, which form may contain such additional or different provisions, not inconsistent with the General Ordinance, as are appropriate or necessary, or as may be required by law at the time such First-Lien Revenue Bonds are issued. The Series Ordinance authorizing a Series of First-Lien Revenue Obligations may or may not provide for the establishment of a Debt Service Reserve Account or an Excess Investment Earnings Account in connection with such Series.

### **Terms of Subordinate Revenue Obligations**

Subordinate Revenue Obligations are required to be issued pursuant to one or more Series Ordinances, incorporating the provisions of the General Ordinance by reference. Series Ordinances for Subordinate Revenue Obligations may provide any reasonably required details with respect to such Subordinate Revenue Obligations and to expressly provide that such Subordinate Revenue Obligations are payable from and secured by a lien upon the Net Pledged Revenues expressly junior and inferior to the lien securing First-Lien Revenue Obligations and to clearly and conspicuously state any other limitations on the security therefor. Subordinate Revenue Obligations may be issued on a parity-lien basis with each other, or with claims to the Net Pledged Revenues having different relative priorities. The Series Ordinance authorizing a Series of Subordinate Revenue Obligations may or may not provide for the establishment of a Debt Service Reserve Account or an Excess Investment Earnings Account in connection with such Series.

### **Special Facilities Obligations**

Special Facilities Obligations are required to be entered into by ordinance, which ordinance is required to include findings as to the need for separate financing of the Capital Project or Improvements being financed as a Special Facility and the necessity of the related Project Revenues being used exclusively for the financing of the Special Facility. Special Facilities Obligations are required to be payable exclusively from Project Revenues and are not permitted to be secured by a lien on the Net Pledged Revenues. Nothing in the General Ordinance prevents a Special Facility from being incorporated into the System upon the payment or provision for payment of all Special Facilities Obligations associated with such Special Facility.

### **Capital Leases and Installment Purchase Agreements**

Capital Leases and Installment Purchase Agreements may be entered into pursuant to one or more Series Ordinances. The leasehold or other interest of the City in the property being acquired under a Capital Lease or Installment Purchase Agreement is to be included in the System (for all purposes except certain prohibitions and limits on the disposition of System property in the General Ordinance) for so long as the Capital Lease or Installment Purchase Agreement is in effect and is to be included in the System for all purposes of the General Ordinance after the City acquires title thereto. Subject to compliance with the provisions of the General Ordinance, the payment obligations of the City under any such Capital Lease or Installment Purchase Agreement may be entered into as First-Lien Revenue Obligations or Subordinate Revenue Obligations as provided in the applicable Series Ordinance.

### **Revenue Anticipation Notes**

Revenue Anticipation Notes may be issued pursuant to one or more Series Ordinances for the purpose of funding temporary cash flow deficiencies related to the System, provided that (a) any such Obligations mature not later than 30 days after the close of the Fiscal Year in which they are issued; (b) such

Obligations are not secured by a first lien upon the Net Pledged Revenues and (c) such Obligations are made payable from the Net Pledged Revenues on a subordinate lien basis.

### **Bond Anticipation Notes**

For the purpose of obtaining short-term financing of Capital Projects, Bond Anticipation Notes may be issued pursuant to one or more Series Ordinances. Bond Anticipation Notes may be made payable from sources which may include (i) their own proceeds, (ii) the proceeds of Obligations (including other Bond Anticipation Notes) which the Finance Director has certified are reasonably expected to be issued within five years of the date of issuance of such Bond Anticipation Notes or (iii) the Net Pledged Revenues on any priority permitted under the General Ordinance.

### **Commercial Paper**

Commercial Paper may be issued from time to time on terms and for purposes, specified by Series Ordinance, not inconsistent with the General Ordinance and may be sold on either a discounted basis or accruing and paying interest, or both. Commercial Paper may be made payable from any legally available funds, including, without limitation, proceeds of Commercial Paper or other Obligations, funds available under Liquidity Facilities or Credit Facilities, or Net Pledged Revenues of the System available for such purposes, on any priority permitted by the provisions of the General Ordinance governing priorities, liens and the issuance of additional obligations. Commercial Paper may be issued as First-Lien Obligations, Subordinate Revenue Obligations or on an unsecured basis.

### **Income Account**

Except as otherwise provided in the General Ordinance, the entire Income, upon receipt thereof from time to time by the City, is to be set aside and credited immediately to a special account to be known as the Income Account, which may be maintained as a subfund, account or subaccount of the Storm Drainage Enterprise Fund. In addition, the City may at its option credit to the Income Account any other moneys of the City legally available for expenditure for the purposes of the Income Account as provided in the General Ordinance. The Income Account is to be administered and the moneys on deposit therein deposited and applied in the following order of priority:

FIRST, to the payment of Operation and Maintenance Expenses;

SECOND, to the Debt Service Account to pay the Debt Service Requirements of any First-Lien Obligations then Outstanding;

THIRD, to the Debt Service Reserve Account or Accounts, if any;

FOURTH, to the payment of the Debt Service Requirements of Subordinate Revenue Obligations; and

FIFTH, to be used monthly, for any lawful purpose of the City.

Moneys in any or all of the foregoing accounts may, to the extent provided by Supplemental Resolution, be made subject to transfer to an Excess Investment Earnings Account. In order to give effect to the requirements of both the Code and the General Ordinance the City may, to the extent necessary, advance, subject to reimbursement, moneys required for the payment of Operation and Maintenance Expenses from funds earmarked for Improvements or Capital Projects, and may also, to the extent necessary, advance, subject to reimbursement, Net Pledged Revenues required for the payment of the Debt Service

Requirements of Obligations from funds earmarked for Operation and Maintenance Expenses, including the Operation and Maintenance Account. Nothing in the General Ordinance prevents the City from creating subfunds or subaccounts for the purpose of recording the payments and accumulations made hereunder in a manner consistent with the accounting principles which may be employed by the City from time to time. Nothing in the General Ordinance prevents the establishment, in connection with any Class or Series of Obligations, of a rate stabilization fund or account or similar accounting entity.

### **Operation and Maintenance Expenses**

As a first charge on the Income Account, there are to be promptly paid the Operation and Maintenance Expenses of the System as they become due and payable.

### **Debt Service Account**

The General Ordinance establishes, for the benefit of all Owners of First-Lien Revenue Obligations, a special account to be known as the Debt Service Account. Subject to the payments, if any, required to be made to Debt Service Reserve Accounts, for so long as any First-Lien Revenue Obligations are Outstanding, the City agrees to deposit in the Debt Service Account from the Net Pledged Revenues, on or before the last day of each month beginning with the month of issuance of any First-Lien Revenue Obligations, the amount of interest accruing on such First-Lien Revenue Obligations during said month (with a credit for the amount of any accrued or capitalized interest deposited in the Debt Service Account and not theretofore credited) and (except in the case of Revenue Anticipation Notes, Bond Anticipation Notes, Commercial Paper or similar obligations) a ratable portion of the next installment of principal coming due on such First-Lien Revenue Obligations within the succeeding 12 calendar months, together with funds sufficient to make up any deficiency in such payments in any past month.

Such interest and principal are required to be promptly paid when due.

The moneys credited to the Debt Service Account, excluding any investment earnings which may be required to be rebated to the federal government, are to be used to pay the Debt Service Requirements of all First-Lien Revenue Obligations then Outstanding, as such Debt Service Requirements become due, except as otherwise provided in the General Ordinance. The Debt Service Account is also to be maintained as a sinking fund for the mandatory redemption of any First-Lien Revenue Obligations which are subject to mandatory sinking fund redemption.

Nothing in the General Ordinance prevents the City from creating separate principal and interest subaccounts within the Debt Service Account for separate Series of First-Lien Revenue Obligations and accounting separately for any deposits made thereto on account of separate Series of First-Lien Revenue Obligations, if such action is deemed by the City to be necessary or desirable in order to comply with any statute or regulation governing the excludability from gross income for federal income tax purposes of interest on such First-Lien Revenue Obligations or for any other reason, provided that any such separate subaccounts have claims to the Net Pledged Revenues equal to and on a parity with those of the other such subaccounts.

### **Debt Service Reserve Accounts**

In connection with any Series of Obligations, the City may provide by Series Ordinance for the establishment of a Debt Service Reserve Account for such Series, in such amount, if any, and on such specific terms as determined by such Series Ordinance or a Supplemental Resolution or Final Terms Certificate.

If, as to any Series of First-Lien Obligations for which a Debt Service Reserve Account has been established, the City shall at any time or for any reason fail to pay into the Debt Service Account the full amount stipulated by Supplemental Resolution or Final Terms Certificate, then at such time an amount is to be paid into the Debt Service Account, or a subaccount thereof associated with such Series of First-Lien Obligations, from the Debt Service Reserve Account established for such Series, equal to the difference between that paid from the Net Pledged Revenues and the full amount so stipulated. The money so used is to be replaced to the Debt Service Reserve Account from the first moneys credited to the Income Account thereafter received and not required by the General Ordinance to be otherwise applied to Operation and Maintenance Expenses or to the Debt Service Account. If First-Lien Revenue Obligations are Outstanding and the Series Ordinances authorizing the issuance of those Obligations require the replacement of moneys in separate Debt Service Reserve Accounts therefor, then the moneys replaced in the Debt Service Reserve Accounts are to be replaced on a pro rata basis based upon the relative principal amounts of the then Outstanding Series of First-Lien Revenue Obligations, as moneys become available therefor. If at any time the City fails to pay into the Debt Service Reserve Account, if any, the full amount stipulated in the applicable Series Ordinances from the Net Pledged Revenues, the difference between the amount paid and the amount so stipulated is to be paid therein from the first moneys credited to the Income Account thereafter received and not required to be applied otherwise by the provisions of the General Ordinance relating to payment of Operation and Maintenance Expenses and amounts required to be deposited to the Debt Service Account.

Nothing in the General Ordinance limits the right of the City to substitute, as to all or a portion of any Debt Service Reserve Account, for the cash deposit required to be maintained in such Debt Service Reserve Account, an instrument such as a letter of credit, surety bond, insurance policy, agreement guaranteeing payment, or other undertaking of a Credit Facility Provider to ensure that cash in the amount otherwise required to be maintained under the General Ordinance will be available to the City as needed, provided that any such substitution does not cause the then-current rating or ratings of the Outstanding Obligations to be adversely affected. In connection with any such instrument, the City may enter into an Obligation with the Credit Facility Provider to reimburse the Credit Facility Provider for any amounts drawn thereunder, with interest. Nothing in the General Ordinance limits the right of the City to substitute cash for any such instrument.

### **Termination of Deposits**

No payment need be made into the Debt Service Account or the Debt Service Reserve Account with respect to any Series of Obligations if the amounts in the Debt Service Account and the amount in the Debt Service Reserve Account with respect to such Series of Obligations total a sum at least equal to the entire amount of the Outstanding Obligations of such Series, as to all Debt Service Requirements, to their respective maturities or to any Redemption Date or Redemption Dates as of which the City shall have exercised or shall have obligated itself to exercise its option to redeem, prior to their respective maturity dates, any Obligations of such Series then outstanding and thereafter maturing. Solely for this purpose, there is deemed to be a credit to the Debt Service Reserve Account of moneys, Federal Securities and bank deposits, or any combination thereof, accounted for in any other fund or account of the City, or held in escrow or in trust as provided in the defeasance provisions of the General Ordinance, and restricted solely for the purpose of paying the Debt Service Requirements of such Series of Obligations. In any such case, moneys in the Debt Service Account and the Debt Service Reserve Account established for such Series or in any other fund or account pledged or restricted to payment of such Series in an amount, except for any known interest or other gain to accrue from any investment or deposit of moneys pursuant to the General Ordinance from the time of any such investment or deposit to the time or respective times the proceeds of any such investment or deposit shall be needed for such payment, at least equal to such Debt Service Requirements, are to be used together with any such gain from such investments and deposits first to pay such Debt Service Requirements as the same become due. Any moneys in excess thereof in the Debt

Service Account and the Debt Service Reserve Account or in any other fund or account pledged or restricted to payment of such Series and any other moneys derived from the Income or otherwise pertaining to the System may be used in any lawful manner determined by the City.

### **Payment of Subordinate Revenue Obligations**

After there has been deposited or provided for an amount sufficient to make the payments and accumulations described above, any moneys remaining in the Income Account for such month may be used by the City for the payment of Debt Service Requirements of Subordinate Revenue Obligations payable from the Net Pledged Revenues and authorized to be issued in accordance with the General Ordinance, including reasonable requirements for payments to reserves for such Subordinate Revenue Obligations; but the lien of such Subordinate Revenue Obligations upon the Net Pledged Revenues and the pledge thereof for the payment of such Subordinate Revenue Obligations are subordinate and junior to the lien and pledge securing First-Lien Revenue Obligations.

### **Use of Remaining Revenues**

Monthly, after the payments described above required during said month have been made or provided for, or whenever in any month there shall have been credited all amounts required to be deposited in all of the special accounts established in connection with all Series of Obligations during said month, any remaining moneys credited to the Income Account are available to the City and may be used, free of the lien of the General Ordinance, for the Acquisition of Improvements or other properties or facilities for the System or for any one or any combination of other lawful purposes of the City or the Enterprise as the City may from time to time determine.

### **Budget and Appropriation of Sums**

Except insofar as the decision to appropriate funds is reserved to the City Council with respect to any particular Obligation or Series of Obligations, the General Ordinance provides that the sums provided to make the payments described above are appropriated for said purposes, and said amounts for each year are to be included in the annual budget and the appropriation ordinance or measures to be adopted or passed by the Council in each year respectively while any of the Obligations, either as to principal or interest, are Outstanding and unpaid. No provisions of any constitution, charter, statute, ordinance, resolution, order or other measure enacted after the issuance of any Obligations in any manner limit or impair the obligation of the City to keep and perform the covenants contained in the General Ordinance so long as any of the Obligations remain Outstanding and unpaid. Nothing in the General Ordinance prohibits the Council from appropriating other funds of the City legally available for this purpose to the Income Account for the purposes thereof, in which case such amounts shall be deemed to be Income.

### **General Administration of Funds**

Each of the special accounts created or referred to in the General Ordinance is to be maintained as a book account of the City (which may be commingled for deposit or investment with other City moneys so long as it is separately identified and accounted for) and all moneys accounted for in such special accounts are required at all times to be either deposited in a Commercial Bank or invested in Permitted Investments. Nothing in the General Ordinance prevents the commingling for purposes of deposit or investment of moneys accounted for in any two or more City funds or accounts pertaining to the Income. Such funds or accounts are to be continuously secured to the fullest extent required or permitted by the laws of the State for the securing of public funds and are to be irrevocable and not withdrawable by anyone for any purpose other than the respective designated purposes of such funds or accounts. Each periodic payment is to be credited to the proper fund or account not later than the date therefor designated in the

General Ordinance, except that when any such date shall be a day which is not a Business Day then such payment shall be made on or before the next Business Day.

Any moneys in any fund or account may be invested, reinvested or deposited only in Permitted Investments.

### **Lien on Net Pledged Revenues; Equality of First-Lien Obligations**

The Net Pledged Revenues are irrevocably pledged and set aside to pay the Debt Service Requirements of the Obligations issued and outstanding under the General Ordinance. All Outstanding First-Lien Revenue Obligations collectively constitute an irrevocable and first lien (but not necessarily an exclusive first lien) upon the Net Pledged Revenues, having priority over any and all other obligations of the City with respect to the Net Pledged Revenues. Revenues pledged under the General Ordinance as received by or otherwise credited to the City, are immediately subject to the lien of such pledge without any physical delivery, filing, or further act. The Supplemental Public Securities Act provides that the lien of this pledge is valid, binding and enforceable against all persons having claims of any kind in tort, contract or otherwise irrespective of whether such persons have notice of such lien.

The First-Lien Revenue Obligations authorized to be issued and from time to time Outstanding are equitably and ratably secured by a first and prior lien on the Net Pledged Revenues and not entitled to any priority one over the other in the application of the Net Pledged Revenues regardless of the time or times of the issuance thereof, it being the intention of the Council that there shall be no priority among First-Lien Revenue Obligations, regardless of the fact that they may be actually issued and delivered at different times.

### **Issuance of Additional First-Lien Revenue Obligations**

Nothing in the General Ordinance, except the limitations summarized below, prevents the issuance by the City of Additional First-Lien Revenue Obligations payable from the Net Pledged Revenues and constituting a lien on the Net Pledged Revenues on a parity with, but not prior or superior to, the lien thereon of the Outstanding First-Lien Revenue Obligations. Before any such Additional First-Lien Revenue Obligations are authorized or actually issued the City is required to satisfy the following conditions:

(a) ***Absence of Default.*** At the time of the adoption of the Series Ordinance authorizing the issuance of the Additional First-Lien Revenue Obligations, the City shall not be in default in making any payments required by the General Ordinance;

(b) ***Historic Net Pledged Revenues Tests.***

(i) Except as described below in the case of Additional First-Lien Revenue Obligations issued for the purpose of refunding less than all of the First-Lien Revenue Obligations then Outstanding, the Net Pledged Revenues for the last complete Fiscal Year or any consecutive twelve whole months of the last eighteen whole months prior to the issuance of the proposed Additional First-Lien Revenue Obligations, as certified by the City Manager or a Consulting Engineer or Independent Accountant, must have been equal to at least 125% of the Maximum Annual Debt Service Requirements of the First-Lien Revenue Obligations then Outstanding and the Additional First-Lien Revenue Obligations proposed to be issued, in the aggregate.

(ii) If any adjustment in rates, fees or charges adopted by the City is to be effective during or prior to any Fiscal Year in which the Maximum Annual Debt Service Requirements occur, the City Manager, Consulting Engineer or Independent Accountant

are to adjust the calculation of the Net Pledged Revenues to reflect the amount thereof that would have been received if such adjustment had been in effect throughout such Fiscal Year.

(iii) For purposes of the historic Net Pledged Revenues test, when computing the Debt Service Requirements for any Series of Variable Rate Obligations, it is to be assumed that any Series of Variable Rate Obligations Outstanding at the time of the computation will have Debt Service Requirements during any period, if the actual interest rate for such period shall not have been determined, equal to the Debt Service Requirements obtained by applying the highest interest rate borne by such Series of Variable Rate Obligations during the two years immediately preceding the date of the computation. If such Series of Variable Rate Obligations has not been outstanding for two years immediately preceding the date of the computation, then it is to be assumed that such Series of Variable Rate Obligations will have Debt Service Requirements during any period, if the actual interest rate for such period shall not have been determined, equal to the Debt Service Requirements obtained by applying a fixed interest rate equal to 120% of the highest rate applicable within the two years immediately preceding the date of the computation under an index generally accepted in the securities industry for securities having comparable ratings and maturity or tender dates. It is further to be assumed that any Variable Rate Obligations which are Tender Obligations will mature on their stated maturity or mandatory redemption dates. In applying this paragraph (iii), the references to the “highest interest rate” shall mean the highest interest rate applicable for any consecutive five-week period in such two-year period. If no single rate was applicable for five consecutive weeks, then the “highest interest rate” shall refer to the highest average rate applicable to any five consecutive weeks in such two-year period.

(iv) In the case of Additional First-Lien Revenue Obligations issued for the purpose of refunding less than all of the First-Lien Revenue Obligations then Outstanding, compliance with the historic Net Pledged Revenues test is not required so long as the aggregate Debt Service Requirements payable as to all First-Lien Revenue Obligations Outstanding after the issuance of such Additional First-Lien Revenue Obligations do not exceed the aggregate Debt Service Requirements payable on all First-Lien Revenue Obligations Outstanding prior to the issuance of such Additional First-Lien Revenue Obligations.

### **Effect of Certification of Revenues**

Where certifications of revenues are required by the General Ordinance, the specified and required written certifications of the City Manager, Consulting Engineer or Independent Accountant to the effect that revenues are sufficient to pay the required amounts are conclusively presumed to be accurate in determining the right of the City to authorize, issue, sell and deliver Additional First-Lien Revenue Obligations.

### **Subordinate Revenue Obligations Permitted**

Nothing in the General Ordinance, except the limitations stated below or in a Series Ordinance, Supplemental Resolution or Final Terms Certificate, prevents the City from issuing Subordinate Revenue Obligations for any lawful purpose.

## Superior Obligations Prohibited

Nothing in the General Ordinance permits the City to issue Superior Obligations.

## Series Ordinances; Payment Dates of Obligations

Additional First-Lien Revenue Obligations or Subordinate Revenue Obligations are to be issued only after authorization thereof by Series Ordinance. All Additional First-Lien Revenue Obligations are to bear such date, and be subject to redemption prior to maturity, on such terms and conditions as may be provided, and shall bear interest at such rate or rates as may be determined, by Series Ordinance, Supplemental Resolution or Final Terms Certificate. Nothing in the General Ordinance prohibits the issuance of Additional First-Lien Revenue Obligations and Subordinate Revenue Obligations payable from the Net Pledged Revenues, the principal of which is payable more frequently than annually or the interest on which is payable more frequently than semiannually.

## Covenants

The City particularly covenants and agrees with the Owners of the Obligations Outstanding from time to time, and makes the following covenants and provisions which shall be a part of its contract with such Owners, and shall be kept by the City continuously until all Obligations issued under the General Ordinance have been fully paid and discharged.

**Rate Maintenance Covenant.** The City agrees to prescribe, revise, and collect fair and reasonable rates, fees and charges for use of the System which shall produce Income sufficient, together with any other moneys legally available therefor and credited to the Income Account, to make the payments and accumulations required by the General Ordinance and any Series Ordinance, Supplemental Resolution or Final Terms Certificate; and which shall produce Net Pledged Revenues in each ensuing Fiscal Year at least equal to the sum of 125% of the Combined Annual Debt Service Requirements of all Outstanding First-Lien Revenue Obligations and 105% of the Combined Annual Debt Service Requirements of all Outstanding Subordinate Revenue Obligations, plus any amounts required to meet then existing deficiencies pertaining to any fund or account relating to the Net Pledged Revenues or any securities payable therefrom.

The Council is to increase rates, fees and charges in such manner and to such extent as to reasonably ensure the payments and accumulations required by the provisions of the General Ordinance.

For purposes of determining compliance with the rate maintenance covenant, it is to be assumed that any Series of Variable Rate Obligations Outstanding at the time of the computation will have Debt Service Requirements during any period, if the actual interest rate for such period shall not have been determined, equal to the Debt Service Requirements obtained by applying the highest interest rate borne by such Series of Variable Rate Obligations during the two years immediately preceding the date of the computation. If such Series of Variable Rate Obligations has not been Outstanding for two years immediately preceding the date of the computation, then it is to be assumed that such Series of Variable Rate Obligations will have Debt Service Requirements during any period, if the actual interest rate for such period shall not have been determined, equal to the Debt Service Requirements obtained by applying a fixed interest rate equal to 120% of the highest rate applicable within the two years immediately preceding the date of the computation under an index generally accepted in the securities industry for securities having comparable ratings and maturity or tender dates. It is further to be assumed that any such Variable Rate Obligations which are Tender Obligations will mature on their stated maturity or mandatory redemption dates. In applying the foregoing covenant with respect to rate maintenance, the references to the "highest interest rate" means the highest interest rate applicable for any consecutive five-week period in such two-

year period. If no single rate was applicable for five consecutive weeks, then the “highest interest rate” shall refer to the highest average rate applicable to any five consecutive weeks in such two-year period.

**User Charges.** The City agrees to establish and maintain a system of user charges to assure that each customer’s equitable share of the Costs of Operation and Maintenance Expenses, Debt Service Requirements, Improvements and replacements of the System shall be paid.

Nothing in the General Ordinance limits the ability of the City to adopt a separate rate schedule for out-of-City customers. The City agrees to cause all rates, fees and charges to be billed promptly and collected as soon as reasonable, and to prescribe and enforce rules and regulations or impose contractual obligations for the payment thereof, to the end that the Net Pledged Revenues are adequate to meet the requirements of the General Ordinance and any other ordinance or instrument supplemental thereto. The rates, fees and charges are required to be collected in any lawful manner.

**No Free Service.** The City agrees not to furnish or supply, or cause to be furnished or supplied, any use, output, capacity or service of the System free of charge to any Person.

**Performance of Duties.** The City, acting by and through its officers, or otherwise, agrees to faithfully and punctually perform, or cause to be performed, all duties with respect to the Income and the System required by the Constitution and laws of the State and the ordinances, resolutions and contracts of the City, including without limitation the proper segregation of the proceeds of Outstanding Obligations and the Income and their application from time to time to the respective funds provided therefor.

**Costs of Issuance and of Performance of Obligations.** Except as otherwise provided in the General Ordinance, all costs and expenses incurred in connection with the issuance of Obligations, the payment of the Debt Service Requirements, or the performance of or compliance with any covenant or agreement contained in the General Ordinance or any Series Ordinance, Supplemental Resolution or Final Terms Certificate are to be paid exclusively (but only from the appropriate special fund or account in the manner authorized in the General Ordinance) from the proceeds of the Obligations, the Net Pledged Revenues (in the manner and to the extent provided in the General Ordinance) or other legally available moneys, and in no event are any of such costs or expenses required to be paid out of or charged to the general fund of the City.

**Contractual Obligations.** The City agrees that it will perform all contractual obligations undertaken by it under its contract with the Purchaser of any Series of Obligations and any other agreements relating to the Obligations, the Income or the System.

**Further Assurances.** At any and all times the City agrees, so far as it may be authorized by law, to pass, make, do, execute, acknowledge, deliver and file or record all and every such further instruments, acts, deeds, conveyances, assignments, transfers, other documents and assurances as may be necessary or desirable for the better assuring, conveying, granting, assigning and confirming the rights, the Net Pledged Revenues and other funds pledged or assigned, or intended so to be, or which the City may become bound to pledge or assign, or as may be reasonable and required to carry out the purposes of the General Ordinance. The City, acting by and through its officers, or otherwise, agrees at all times, to the extent permitted by law, to defend, preserve and protect the pledge of the Net Pledged Revenues and other funds and accounts pledged under the General Ordinance and all the rights of every owner of any of the Obligations issued under the General Ordinance against all claims and demands of all Persons.

**Conditions Precedent.** Upon the date of issuance of any Obligations, all conditions, acts and things required by the Constitution or laws of the United States of America, the Constitution or laws of the State, the Charter, the Code and the General Ordinance to exist, to have happened, and to have been performed

precedent to or in the issuance of the Obligations are to exist, have happened and have been performed, and the Obligations being issued, together with all other Obligations, are not to contravene any debt or other limitation prescribed by the Constitution or laws of the United States of America, the Constitution or laws of the State, the Charter or the Code.

***Efficient Operation and Maintenance.*** The City agrees that it shall at all times operate the System properly and in a sound and economical manner. The City agrees to maintain, preserve and keep the System properly or cause the same so to be maintained, preserved, and kept, with the appurtenances and every part and parcel thereof in good repair, working order and condition, and from time to time to make or cause to be made all necessary and proper repairs, replacements and renewals so that at all times the maintenance of the System may be properly and advantageously conducted. All salaries, fees, wages and other compensation paid by the City in connection with the repair, maintenance and operation of the System are to be fair and reasonable.

***Records and Accounts.*** The City agrees that it shall keep proper books of record and account, separate and apart from all other records and accounts, showing complete and correct entries of all transactions relating to the funds referred to in the General Ordinance.

***Rules, Regulations and Other Details.*** The City, acting by and through its officers, agrees to establish and enforce reasonable rules and regulations governing the construction, operation, care, repair, maintenance, management, control, and use of the System. The City agrees to observe and perform all of the terms and conditions of the General Ordinance and any Series Ordinance, Supplemental Resolution or Final Terms Certificate.

***Payment of Governmental Charges.*** The City agrees in the General Ordinance to pay or cause to be paid all taxes and assessments or other municipal or governmental charges, if any, lawfully levied or assessed upon or in respect of the System, or upon any part thereof, or upon any portion of the Income, when the same shall become due, and to duly observe and comply with all valid requirements of any municipal or governmental authority relative to the System, or any part thereof, except for any period during which the same are being contested in good faith by proper legal proceedings. The City agrees not to create or suffer to be created any lien or charge upon the System, or any part thereof, or upon the Income, except the pledge and lien created by the General Ordinance, the Series Ordinances, Supplemental Resolutions and Final Terms Certificates for the payment of the Debt Service Requirements due in connection with the Obligations, and except as otherwise permitted under the General Ordinance. The City agrees to pay or cause to be discharged or make adequate provision to satisfy and to discharge, within 90 days after the same becomes payable, all lawful claims and demands for labor, materials, supplies or other objects which, if unpaid, might by law become a lien upon the System, or any part thereof, or the Income, but nothing in the General Ordinance requires the City to pay or to cause to be discharged or to make provision for any such tax, assessment, lien or charge, so long as the validity thereof is contested in good faith and by appropriate legal proceedings.

***Protection of Security.*** The City agrees that neither the City, its officers, agents or employees, shall take any action in such manner or to such extent as might prejudice the security for the payment of the Obligations payable from the Net Pledged Revenues according to the terms thereof. No contract is to be entered into nor any other action taken by which the rights of any owner of any other Obligation payable from Net Pledged Revenues might be prejudicially and materially impaired or diminished.

***Accumulation of Interest Claims.*** In order to prevent any accumulation of claims for interest after maturity, the City agrees not to directly or indirectly extend or assent to the extension of the time for the payment of any claim for interest on any Obligations payable from the Net Pledged Revenues; and the City agrees not to directly or indirectly be a party to or approve any arrangements for any such extension or for

the purpose of keeping alive any of such claims for interest. If the time for the payment of any such installment of interest is extended in contravention of the foregoing provisions, such installment or installments of interest after such extension or arrangement are not entitled in case of default under the General Ordinance to the benefit or the security of the General Ordinance, except upon the prior payment in full of the principal of all of the First-Lien Revenue Obligations and any such Securities the payment of which has not been extended.

***Use of Debt Service Account and Debt Service Reserve Account.*** Except as otherwise provided in the General Ordinance, the Debt Service Account and any Debt Service Reserve Account established in connection with any Series of First-Lien Obligations are to be used solely and only for the purpose of paying the Debt Service Requirements of Outstanding First-Lien Revenue Obligations to their respective maturities or any Redemption Date or Redemption Dates on which the City is obligated to redeem such First-Lien Revenue Obligations.

***Additional Securities.*** The City agrees not to issue any First-Lien Revenue Obligations or Subordinate Revenue Obligations relating to the System and payable from the Net Pledged Revenues, without compliance with the applicable requirements with respect to the issuance of Additional First-Lien Revenue Obligations or Subordinate Revenue Obligations set forth herein or in any Series Ordinance, Supplemental Resolution or Final Terms Certificate.

***Other Liens.*** At the time of issuance of any Obligations payable from the Net Pledged Revenues, there are to be no liens or encumbrances of any nature whatsoever on or against the System or any part thereof or on or against the Net Pledged Revenues, except as expressly provided by the General Ordinance or a Series Ordinance, Supplemental Resolution or Final Terms Certificate.

***Federal and State Income Tax Covenants.*** The City agrees that it will, upon the issuance of any Obligations which are sold with the expectation that the interest on such obligations is excluded from gross income for federal income tax purposes or exempt from income taxation by the State, enter into appropriate covenants as to federal and State income tax matters for the benefit of all Owners of such Obligations. Nothing in the General Ordinance prevents the issuance, at the option of the City, of Obligations the interest on which is includable in gross income for federal income tax purposes or subject to State income taxation, or both.

***Disposition of Property.*** Except for the use of the System and services pertaining thereto in the ordinary course of business, no part of the System is permitted under the General Ordinance to be sold, leased, mortgaged, pledged, encumbered or otherwise disposed of or otherwise alienated, except in compliance with the express provisions of the General Ordinance. For so long as any Obligations are Outstanding, the City may sell, exchange, lease or otherwise dispose of any part of the System not necessary to the generation of sufficient Net Pledged Revenues to satisfy the express requirements of the General Ordinance, provided that any proceeds of any such disposition or exchange received and not used to replace the assets so sold or exchanged are to be deposited in the Income Account, and any revenues derived from any such lease are to be deposited by the City as Income of the System. The expiration or termination of a Capital Lease or Installment Purchase Agreement prior to the acquisition of title to the financed property by the City shall not constitute a disposition of System property.

***Loss from Condemnation.*** If any part of the System is taken by the exercise of a power of eminent domain, the amount of any award received by the City as a result of such taking is to be expended upon the Improvement of the System or to be applied to the redemption of the outstanding First-Lien Revenue Obligations, in accordance with the provisions of the General Ordinance and any Series Ordinance, Supplemental Resolution or Final Terms Certificate pertaining to the issuance of any such First-Lien Revenue Obligation, at maturity or prior thereto if such instruments authorize the prior redemption of such

securities, or to be deposited in the Income Account or held as a reserve for expenditure subsequently upon such Improvements, or any combination thereof, as the Council may determine.

***Inspection of Records.*** Any Owner of any Obligations payable from the Net Pledged Revenues, any duly authorized agent or agents of such Owner, or the Purchaser thereof, has the right at all reasonable times to inspect all records, accounts and data relating thereto, concerning the System or the Income, to make copies of such records, accounts and data at the Owner's or Purchaser's expense, and to inspect the System and properties comprising the System.

***Audits Required.*** The City, annually following the close of each Fiscal Year, agrees to order an audit for the Fiscal Year of the books and accounts pertaining to the System to be made forthwith by an Independent Accountant, and order an audit report showing the receipts and disbursements for each fund or account pertaining to the System or the Income. All expenses incurred in the making of such audits and reports may be regarded and paid as an Operation and Maintenance Expense.

***Insurance and Reconstruction.*** Except to the extent that the City elects to insure itself, the City agrees at all times to maintain with responsible insurers all such insurance reasonably required and obtainable within limits and at costs deemed reasonable by the City as is customarily maintained with respect to storm drainage facilities of like character in the State against loss of or damage to the System and against public and other liability to the extent at least reasonably necessary to protect the interest of the City and of each Owner of Obligations payable from the Net Pledged Revenues, except as otherwise provided in the General Ordinance. If any part of the System is damaged or destroyed, the City agrees, as expeditiously as possible, to commence and diligently proceed with the repair or replacement of the damaged or destroyed property so as to restore the same to use, provided that no such repair or replacement is required if the City determines in good faith that the damaged or destroyed property was not, prior to such damage or destruction, materially contributing to the Net Pledged Revenues. The proceeds of any insurance or self-insurance appertaining to the System are to be payable to the City and (except for proceeds of use and occupancy insurance) to be applied to the necessary costs involved in such repair and replacement, and to the extent not so applied are (together with the proceeds of any such use and occupancy insurance) to be deposited in the Income Account as Income. If the costs of such repair and replacement of the damaged or destroyed property exceed the proceeds of such property insurance available for payment of the same, moneys in the Income Account are to be used to the extent necessary for such purpose, to the extent permitted by the General Ordinance.

## **Defeasance**

When all Debt Service Requirements of all or any portion of any Obligations issued under the General Ordinance have been duly paid, the pledge and lien and all obligations under the General Ordinance are discharged as to such Obligations and such Obligations are no longer deemed to be Outstanding within the meaning of the General Ordinance. There is deemed to be such due payment when the City has placed in escrow or in trust with a Trust Bank, located within or without the State, cash or Federal Securities in an amount sufficient (including the known minimum yield available for such purpose from Federal Securities in which such amount wholly or in part may be initially invested) to pay all Debt Service Requirements of such Obligations, as the same become due at their maturity date or upon any Redemption Date as of which the City shall have exercised or shall have obligated itself to exercise its option to call such Obligations for prior redemption. The Federal Securities shall become due prior to the respective times at which the proceeds thereof shall be needed, in accordance with a schedule established and agreed upon between the City and such bank at the time of the creation of the escrow or trust, or the Federal Securities shall be subject to redemption at the option of the owner thereof to assure such availability as so needed to meet such schedule. Nothing prohibits a partial defeasance of the outstanding Obligations. In connection with a Credit Facility, the City may provide by Series Ordinance, Supplemental Resolution or Final Terms

Certificate for Obligations to remain Outstanding, notwithstanding the defeasance provisions of the General Ordinance, until the Credit Facility Provider has been reimbursed for amounts advanced by it and interest thereon in accordance with the terms of a Credit Facility.

### Events of Default

Each of the following events is declared in the General Ordinance to be and to constitute an Event of Default:

(a) ***Nonpayment of Principal.*** Payment of the principal of any Obligation is not made when the same becomes due and payable, either at maturity or by proceedings for prior redemption, or otherwise;

(b) ***Nonpayment of Interest.*** Payment of any installment of interest on any Obligation is not made when the same becomes due and payable;

(c) ***Incapacity to Perform.*** The City for any reason becomes incapable of fulfilling its obligations under the General Ordinance or any Series Ordinance, Supplemental Resolution or Final Terms Certificate;

(d) ***Nonperformance of Duties.*** The City shall have failed to carry out and to perform (or in good faith to begin the performance of) all acts and things lawfully required to be carried out or to be performed by it under any contract relating to the Income or to the System or otherwise, including, without limitation, the General Ordinance, a Series Ordinance, Supplemental Resolution or Final Terms Certificate, and such failure shall continue for 60 days after receipt of notice from the Owners of 25% in aggregate principal amount of the affected Class or Series of Obligations then Outstanding; provided that if such failure cannot be cured within such 60 days and if during that period corrective action has commenced to remedy such failure and subsequently is diligently pursued by the City to the completion of such performance, an Event of Default shall not be deemed to have occurred;

(e) ***Failure to Reconstruct.*** Except as permitted by the provisions of the General Ordinance concerning dispositions of System property, the City discontinues or unreasonably delays or fails to carry out with reasonable dispatch the reconstruction of any essential part of the System which is condemned, destroyed or damaged and is not promptly repaired or replaced (whether such failure to repair or replace the same is due to impracticality of such repair or replacement, or is due to a lack of moneys therefor, or any other reason);

(f) ***Appointment of Receiver.*** An order or decree is entered by a court of competent jurisdiction, with the consent or acquiescence of the City, appointing a receiver or receivers for the System or for the Income and any other moneys subject to the lien to secure the payment of the affected Class or Series of Obligations, or both the System and such moneys, or if any order or decree, having been entered without the consent or acquiescence of the City, is not vacated or discharged or stayed on appeal within 60 days after entry; or

(g) ***Default of Any Provision.*** The City defaults in the due and punctual performance of any other of the representations, covenants, conditions, agreements and other provisions contained in the Series Ordinances, Supplemental Resolutions or Final Terms Certificates pertaining to the affected Class or Series of Obligations or in this Ordinance on its part to be performed, and if such default continues for 60 days after written notice, specifying such default and requiring the same to be remedied, is given to the City by the Owners of 25% in aggregate

principal amount of the affected Class or Series of Obligations then Outstanding; provided that if such failure cannot be cured within such 60 days and if during that period corrective action has commenced to remedy such default and subsequently is diligently pursued to the completion of such performance, an Event of Default shall not be deemed to have occurred.

An Event of Default may occur, be existing or be waived or terminated with respect to any one or more Classes or Series of Obligations.

### **Remedies for Defaults**

Upon the happening and continuance of any of the Event of Default, the Owner or Owners of not less than 25% in aggregate principal amount of the affected Class or Series of Obligations then Outstanding, including, without limitation, a trustee or trustees therefor, may proceed against the City and its agents, officers and employees to protect and to enforce the rights of any Owner of any of the affected Class or Series of Obligations under the General Ordinance by mandatory injunction or by other suit, action, or special proceedings in equity or at law, in any court of competent jurisdiction, either for the appointment of a receiver or an operating trustee with respect to any affected Class or Series of Obligations or for the specific performance of any covenant or agreement contained herein or for any proper legal or equitable remedy as such Owner or Owners may deem most effectual to protect and to enforce the rights aforesaid, or thereby to enjoin any act or thing which may be unlawful or in violation of any right of any Owner of any Obligation, or to require the City to act as if it were the trustee of an express trust, or any combination of such remedies or as otherwise may be authorized by any statute or other provision of law. All such proceedings at law or in equity are to be instituted, had and maintained for the equal benefit of all Owners of the affected Class or Series of Obligations then Outstanding. Any receiver or operating trustee appointed in any proceedings to protect the rights of such Owners under the General Ordinance may collect, receive and apply all Income arising after the appointment of such receiver or operating trustee in the same manner as the City itself might do. The consent to any such appointment is expressly granted by the City in the General Ordinance.

### **Rights and Privileges Cumulative**

The failure of any Owner of any Outstanding Obligation to proceed in any manner provided in the General Ordinance does not relieve the City or any of its officers, agents or employees of any liability for failure to perform or carry out any duty, obligation or other commitment. Each right or privilege of any such Owner or trustee therefor is in addition and is cumulative to any other right or privilege, and the exercise of any right or privilege by or on behalf of any Owner is not to be deemed a waiver of any other right or privilege. Each Owner of any Obligation is entitled to all of the privileges, rights and remedies provided or permitted in the General Ordinance and as otherwise provided or permitted by law or in equity or by statute, except as provided in the General Ordinance with respect to certain express limitations on the creation of liabilities on the City's general credit, pledging of City property and the statute of limitations on claims based on Obligations, and subject to the applicable provisions concerning the Income and the proceeds of the affected Class or Series of Obligations. Nothing in the General Ordinance affects or impairs the right of any Owner of any Obligation to enforce the payment of the Debt Service Requirements due in connection with such Obligation or the obligation of the City to pay the Debt Service Requirements of such Obligation to the Owner thereof at the time and the place expressed in such Obligation.

### **Duties Upon Default**

Upon the happening of any Event of Default with respect to any one or more Classes or Series of Obligations, the City, in addition, agrees to do and perform all proper acts on behalf of and for the Owners of the affected Class or Series of Outstanding Obligations to protect and to preserve the security created for

the payment of the affected Class or Series of Obligations and to insure the payment of the Debt Service Requirements thereof promptly as the same become due. During any period of default, so long as any of the affected Class or Series of Obligations, as to any Debt Service Requirements, are Outstanding, except to the extent it may be unlawful to do so, all Net Pledged Revenues are to be paid into the applicable Debt Service Account, or other account designated for payment of the Debt Service Requirements of each affected Class or Series of Obligations, on an equitable and prorated basis, and used for the purposes therein provided. If the City fails or refuses to proceed as so provided, the owner or Owners of not less than 25% in aggregate principal amount of the affected Class or Series of Obligations then Outstanding, after demand in writing, may proceed to protect and to enforce the rights of the Owners of the affected Class or Series of Obligations; and to that end any such Owners of Outstanding Obligations are to be subrogated to all rights of the City under any agreement or contract involving the Net Pledged Revenues entered into prior to the effective date of the General Ordinance or thereafter while any of the affected Class or Series of Obligations are Outstanding. Nothing in the General Ordinance requires the City to proceed if it determines in good faith and without any abuse of its discretion that if it so proceeds it is more likely than not to incur a net loss rather than a net gain or that such action is likely to affect materially and prejudicially the Owners of the affected Class or Series of Obligations.

### **Amendments of Ordinances Not Requiring Consent of Owners**

The City may, without the consent of, or notice to, the Owners of any Class or Series of Obligations, adopt such ordinances supplementing or amending the General Ordinance or any Series Ordinance, Supplemental Resolution or Final Terms Certificate (which amendments shall thereafter form a part thereof) for any one or more or all of the following purposes:

- (a) to cure or correct any formal defect, ambiguity or inconsistent provision contained in the General Ordinance or any Series Ordinance, Supplemental Resolution or Final Terms Certificate;
- (b) to appoint successors to the Paying Agent, Registrar or Transfer Agent;
- (c) to designate a trustee for the Owners of the affected Class or Series of Obligations, to transfer custody and control of the Income to such trustee, and to provide for the rights and obligations of such trustee;
- (d) to add to the covenants and agreements of the City or the limitations and restrictions on the City set forth in the General Ordinance;
- (e) to pledge additional revenues, properties or collateral to the payment of the affected Class or Series of Obligations;
- (f) to cause the General Ordinance or any Series Ordinance, Supplemental Resolution or Final Terms Certificate to comply with the Trust Indenture Act of 1939, as amended from time to time; or
- (g) to effect any other changes to the General Ordinance which do not materially adversely affect the interests of the Owners of any Class or Series of Obligations or any other changes to any Series Ordinance, Supplemental Resolution or Final Terms Certificate which do not adversely affect the interests of the Owners of the applicable Class or Series of Obligations.

### **Amendments of Ordinances Requiring Consent of Owners**

Exclusive of the amendatory ordinances referred to above which may be adopted without the consent of the Owners, the General Ordinance or any Series Ordinance, Supplemental Resolution or Final Terms Certificate may be amended or modified by ordinances or other instruments duly adopted by the City Council, without receipt by it or any additional consideration, but with the written consent of the Owners of 66% in aggregate principal amount of the affected Class or Series of Obligations then Outstanding at the time of the adoption of such amendatory ordinance, provided that no such amendatory action shall permit:

- (a) ***Changing Payment.*** A change in the maturity or in the terms of redemption of the principal of any Outstanding Obligation or any installment of interest thereon;
- (b) ***Reducing Return.*** A reduction in the principal amount of any Obligation or the rate of interest thereon without the consent of the Owner of the Obligation;
- (c) ***Prior Lien.*** The creation of a lien upon or a pledge of revenues ranking prior to the lien or the pledge created by the General Ordinance;
- (d) ***Modifying Amendment Terms.*** A reduction of the principal amount or percentages of Obligations, or any modification otherwise affecting the description of Obligations, or otherwise changing the consent of the Owners of Obligations, which may be required for any amendment to the General Ordinance or to any Series Ordinance, Supplemental Resolution or Final Terms Certificate;
- (e) ***Priorities Between Obligations.*** The establishment of priorities as between Obligations of the same Class issued and Outstanding under the provisions of the General Ordinance; or
- (f) ***Partial Modification.*** Any modifications otherwise materially and prejudicially affecting the rights or privileges of the Owners of less than all of the affected Class or Series of Obligations then Outstanding.

Whenever the Council proposes to amend or modify the General Ordinance or any Series Ordinance, Supplemental Resolution or Final Terms Certificate under the 66% consent provisions of the General Ordinance it is required to give notice of the proposed amendment by mailing such notice to the Purchaser of each affected Class or Series of Obligations, or to any successors thereof known to the Registrar, and to all Owners of the affected Class or Series of Obligations at the addresses appearing on the registration books of the City. Such notice is to briefly set forth the nature of the proposed amendment and state that a copy of the proposed amendatory ordinance or other instrument is on file in the office of the City Clerk for public inspection.

### **Time for and Consent to Amendment**

Whenever at any time within one year from the date of the completion of the notice required to be given under the 66% consent provisions of the General Ordinance there is filed in the office of the City Clerk an instrument or instruments executed by the Owners of at least 66% in aggregate principal amount of the affected Class or Series of Obligations then Outstanding, which instrument or instruments refers to the proposed amendatory ordinance or other instrument described in such notice and specifically consents to and approves the adoption of such ordinance or other instrument, thereupon, but not otherwise, the Council may adopt such amendatory ordinance or instrument and such ordinance or instrument shall

become effective. If the Owners of at least 66% in aggregate principal amount of the affected Class or Series of Obligations then Outstanding, at the time of the adoption of such amendatory ordinance or instrument, or the predecessors in title of such Owners, have consented to and approved the adoption thereof, no Owner of any Obligation of such Class or Series, whether or not such Owner has consented to or revoked any consent, has any right or interest to object to the adoption of such amendatory ordinance or other instrument or to object to any of the terms or provisions therein contained or to the operation thereof or to enjoin or restrain the City from taking any action pursuant to the provisions thereof. Any consent given by the Owner of an Obligation pursuant to the provisions thereof is irrevocable for a period of six months from the date of the completion of the notice above provided for and conclusive and binding upon all future Owners of the same Obligation during such period. Such consent may be revoked at any time after six months from the completion of such notice, by the Owner who gave such consent or by a successor in title, by filing notice of such revocation with the City Clerk, but such revocation is not effective if the Owners of 66% in aggregate principal amount of the same affected Class or Series of Obligations Outstanding, prior to the attempted revocation, have consented to and approved the amendatory instrument referred to in such revocation.

### **Unanimous Consent**

Notwithstanding the foregoing, the terms and the provisions of the General Ordinance or any Series Ordinance, Supplemental Resolution or Final Terms Certificate, or of any amendatory ordinance or instrument, and the rights and the obligations of the City and of the Owners of any Class or Series of Obligations may be modified or amended in any respect as to the affected Class or Series of Obligations upon the adoption by the City and upon the filing with the City Clerk of an instrument to that effect and with the consent of the Owners of all the then Outstanding Obligations of the affected Class or Series. No notice to Owners of Obligations shall be required if there is unanimous consent and under such circumstances the time of consent is not limited except as provided in the consent.

### **Exclusion of Obligations**

At the time of any consent or other action taken under the General Ordinance, the Registrar is to furnish to the City Clerk a certificate, upon which the City Clerk may rely, describing all Obligations to be excluded, either because such Obligations are not Outstanding for purposes of this Ordinance or because they are not part of the Class or Series affected by such consent or other action, for the purpose of consent or other action or any calculation of Outstanding Obligations, and, with respect to such excluded Obligations, the City is not entitled or required with respect to such Obligations to give or obtain any consent or to take any other action provided for hereunder.

### **Miscellaneous**

The General Ordinance also contains miscellaneous other provisions which include the following:

None of the covenants, agreements, representations, or warranties contained in the General Ordinance or in the Obligations are ever to impose or be construed as imposing any liability, obligation, or charge against the City (except for the special funds pledged therefor) or against the general credit of the City payable out of general funds or out of any funds derived from general property taxes.

The payment of the Obligations is not secured by an encumbrance, mortgage or other pledge of property of the City except for the Net Pledged Revenues and the other property, funds and accounts pledged pursuant to the General Ordinance or any Series Ordinance, Supplemental Resolution, Final Terms Certificate or other instrument adopted in connection with particular Obligations. No property of the City,

subject to such exception with respect to the Net Pledged Revenues pledged for the payment of the Obligations, is liable to be forfeited or taken in payment of the Obligations.

No recourse shall be had for the payment of the Debt Service Requirements of the Obligations or for any claim based thereon or otherwise upon this Ordinance authorizing their issuance or any other ordinance or instrument pertaining thereto, against any individual member of the Council, or any officer or other agent of the City, past, present or future, either directly or indirectly through the City, or otherwise, whether by virtue of any constitution, statute or rule of law or by the enforcement of any penalty or otherwise, all such liability, if any, being by the acceptance of the Obligations and as a part of the consideration of their issuance specially waived and released.

The General Ordinance, except to the extent expressly provided therein, is irrevocable until the Obligations, as to all Debt Service Requirements, shall be fully paid, cancelled and discharged.

### **THE SERIES ORDINANCE**

The Series Ordinance is adopted pursuant to the provisions of the General Ordinance summarized above, and includes the provisions summarized below specifically relating to the Series 2022 Bonds. Reference is made to the Series Ordinance for a full and complete statement of its terms.

#### **System Capital Program and Series 2022 Capital Project**

The City Council authorizes and directs that the Series 2022 Capital Project (which may consist of any portion of the System Capital Program) be carried out with the net proceeds of the Series 2022 Bonds and any other legally available moneys of the City necessary for such purpose. The Series 2022 Bonds are Fixed Rate Obligations for purposes of the General Ordinance.

#### **Sale of Series 2022 Bonds; Application of Series 2022 Bond Proceeds**

The Series Ordinance directs the sale of the Series 2022 Bonds and the application of the proceeds of the Series 2022 Bonds, after deduction of Costs of Issuance and underwriting discount, as follows: (a) accrued interest on the Series 2022 Bonds, if any, is to be deposited to the Series 2022 Debt Service Reserve Account; (b) Series 2022 Bond proceeds sufficient to meet the Series 2022 Reserve Requirement, if any, are to be deposited to the Series 2022 Debt Service Reserve Account; and (c) the remaining Series 2022 Bond proceeds are to be deposited, to the extent necessary to accomplish the Series 2022 Capital Project, into the Series 2022 Capital Project Account. Any excess funds remaining upon completion of the Series 2022 Capital Project may be used for any lawful purpose of the City or the Enterprise.

#### **Series 2022 Debt Service Subaccounts**

The Series Ordinance establishes the Series 2022 Debt Service Subaccounts within the Debt Service Account, consisting of a Series 2022 Interest Subaccount and a Series 2022 Principal Subaccount, to be used to account for funds of the Debt Service Account allocable to interest on or principal of the Series 2022 Bonds, respectively.

#### **Series 2022 Capital Project Account**

The proceeds of the Series 2022 Bonds, including capitalized interest but excepting the sums, if any, required to be deposited in the Debt Service Account or the Series 2022 Debt Service Reserve Account, are to be deposited in the Series 2022 Capital Project Account and maintained, used and withdrawn only as provided in the Series Ordinance solely for the purpose of paying or reimbursing the

City for payments of the Cost of the Series 2022 Capital Project for which the Series 2022 Bonds are issued, and are pledged therefor. Any such proceeds remaining in the Series 2022 Capital Project Account after completion of such Series 2022 Capital Project, excluding investment earnings which may be required to be rebated to the federal government, are to be deposited in the Debt Service Account and used for the purposes of the Debt Service Account or shall be used to the extent feasible to call and redeem First-Lien Revenue Obligations in advance of maturity. The City may use any proceeds of the Series 2022 Bonds credited to the Series 2022 Capital Project Account, without further order, to pay the Debt Service Requirements of the Series 2022 Bonds as the same become due whenever and to the extent moneys in the Debt Service Account and the Debt Service Reserve Account or moneys otherwise available therefor are insufficient for that purpose, unless such proceeds are needed to defray obligations accrued and to accrue under any contracts then existing and pertaining to the Series 2022 Capital Project for which the Series 2022 Bonds are issued. Any moneys so used are to be restored to the Series 2022 Capital Project Account from the first Net Pledged Revenues thereafter received and not needed to meet the requirements with respect to deposits of the Net Pledged Revenues to the particular funds and accounts provided in the General Ordinance.

#### **Series 2022 Costs of Issuance Subaccount**

The portion of the proceeds of the Series 2022 Bonds reasonably required to pay costs of issuance thereof is to be deposited in the Series 2022 Costs of Issuance Subaccount, and used, to the extent required, for the payment of Costs of Issuance of the Series 2022 Bonds, and to the extent of any excess, for any other Costs of the Series 2022 Capital Project.

#### **Series 2022 Excess Investment Earnings Account**

The Director of Finance is to transfer into and pay from the Series 2022 Excess Investment Earnings Account created within the Stormwater Enterprise Fund the amount of required arbitrage rebate, if any, due to the federal government pursuant to Section 148(f)(2) of the Tax Code, and the applicable Treasury regulations (the "Regulations") promulgated thereunder. The Director of Finance is to determine such amounts in the manner required by said sections and related regulations and the Series Ordinance. Transfer of the required arbitrage rebate amounts is to be made from the Series 2022 Capital Project Account, the Debt Service Account and the Series 2022 Debt Service Reserve Account; provided, however, that required arbitrage rebate payments are to be made to the federal government from legally available funds regardless of whether any remaining proceeds or other funds attributable to the Series 2022 Bonds are available for the purpose.

All amounts in the Series 2022 Excess Investment Earnings Account, including income earned from investment thereof, are to be held by the Director of Finance free and clear of any lien created by the Series Ordinance, and the Director of Finance is to remit the same to the federal government from time to time as provided in the Series Ordinance; provided that any amounts remaining in the Series 2022 Excess Investment Earnings Account after payment of, or in excess of, all arbitrage rebate payments reasonably expected to be due in connection with the Series 2022 Bonds are available for any lawful purpose of the Enterprise or the City.

#### **Federal Income Tax Covenants**

In addition to the various covenants made by it in the General Ordinance, the City covenants to and for the benefit of the Owners of the Series 2022 Bonds as follows:

- (a) **General.** The City intends that the interest on the Series 2022 Bonds shall be excludable from gross income for federal income tax purposes pursuant to Sections 103 and 141

through 150 of the Tax Code, and Regulations. The City covenants and agrees not to take any action, or knowingly omit to take any action within its control, that if taken or omitted, respectively, would cause the interest on the Series 2022 Bonds to be includable in gross income, as defined in Section 61 of the Tax Code, for federal income tax purposes. In particular, the City covenants and agrees to comply with each requirement of this Section; provided, however, that the City shall not be required to comply with any particular requirement of this Section if the City has received an opinion of nationally recognized bond counsel (“Counsel’s Opinion”) that such noncompliance will not adversely affect the exclusion from gross income for federal income tax purposes of interest on the Series 2022 Bonds or if the City has received a Counsel’s Opinion to the effect that compliance with some other requirement set forth in this Section will satisfy the applicable requirements of the Tax Code and the Regulations, in which case compliance with such other requirement specified in such Counsel’s Opinion shall constitute compliance with the corresponding requirement specified in this Section.

(b) ***No Private Use or Payment and No Private Loan Financing.*** The City covenants and agrees that it will make such use of the proceeds of the Series 2022 Bonds including interest or other investment income derived from Series 2022 Bond proceeds, regulate the use of property financed, directly or indirectly, with such proceeds, and take such other and further action as may be required so that the Series 2022 Bonds will not be “private activity bonds” or be deemed to finance any “private loan” within the meaning of the Tax Code and the Regulations promulgated thereunder. Moreover, the City shall certify, through an authorized officer, employee or agent that based upon all facts and estimates known or reasonably expected to be in existence on the date the Series 2022 Bonds are delivered, that the proceeds of the Series 2022 Bonds will not be used in a manner that would cause the Series 2022 Bonds to be “private activity bonds” within the meaning of Section 141 of the Tax Code and the Regulations promulgated thereunder.

(c) ***No Federal Guarantee.*** The City covenants and agrees that it has not taken and will not take any action, and has not knowingly omitted and will not knowingly omit to take any action, within its control, that, if taken or omitted, respectively, would cause the Series 2022 Bonds to be “federally guaranteed” within the meaning of Section 149(b) of the Tax Code and the applicable Regulations thereunder, except as permitted by Section 149(b)(3) of the Tax Code and such Regulations.

(d) ***No Hedge Bonds.*** The City covenants and agrees that it has not taken and will not take any action, and has not knowingly omitted and will not knowingly omit to take any action, within its control, that, if taken or omitted, respectively, would cause the Series 2022 Bonds to be “hedge bonds” within the meaning of Section 149(g) of the Tax Code and the applicable Regulations thereunder.

(e) ***No Arbitrage.*** The City covenants and agrees that it will make such use of the proceeds of the Series 2022 Bonds including interest or other investment income derived from Series 2022 Bond proceeds, regulate investments of proceeds of the Series 2022 Bonds, and take such other and further action as may be required so that the Series 2022 Bonds will not be “arbitrage bonds” within the meaning of Section 148(a) of the Tax Code and the applicable Regulations promulgated thereunder. Moreover, the City shall certify, through an authorized officer, employee or agent that based upon all facts and estimates known or reasonably expected to be in existence on the date the Series 2022 Bonds are delivered, the City will reasonably expect that the proceeds of the Series 2022 Bonds will not be used in a manner that would cause the Series 2022 Bonds to be “arbitrage bonds” within the meaning of Section 148(a) of the Tax Code and the applicable Regulations promulgated thereunder.

(f) **Arbitrage Rebate.** If the City does not qualify for an exception to the requirements of Section 148(f) of the Tax Code relating to the required rebate to the United States, the City agrees to take all necessary steps to comply with the requirement that certain amounts earned by the City on the investment of the “gross proceeds” of the Series 2022 Bonds (within the meaning of Section 148(f)(6)(B) of the Tax Code), be rebated to the federal government. Specifically, the City agrees to (i) maintain records regarding the investment of the gross proceeds of the Series 2022 Bonds as may be required to calculate the amount earned on the investment of the gross proceeds of the Series 2022 Bonds separately from records of amounts on deposit in the funds and accounts of the City allocable to other bond issues of the City or moneys which do not represent gross proceeds of any bonds of the City; (ii) calculate at such times as are required by applicable Regulations, the amount earned from the investment of the gross proceeds of the Series 2022 Bonds which is required to be rebated to the federal government; and (iii) pay, not less often than every fifth anniversary date of the delivery of the Series 2022 Bonds or on such other dates as may be permitted under applicable Regulations, all amounts required to be rebated to the federal government. Further, the City will not indirectly pay any amount otherwise payable to the federal government pursuant to the foregoing requirements to any person other than the federal government by entering into any investment arrangement with respect to the gross proceeds of the Series 2022 Bonds that might result in a reduction in the amount required to be paid to the federal government because such arrangement results in a smaller profit or a larger loss than would have resulted if the arrangement had been at arm’s length and had the yield on the issue not been relevant to either party.

(g) **Information Reporting.** The City covenants and agrees to file or cause to be filed with the Secretary of the Treasury, not later than the fifteenth day of the second calendar month after the close of the calendar quarter in which the Series 2022 Bonds are issued, an information statement concerning the Series 2022 Bonds, all under and in accordance with Section 149(e) of the Tax Code and the applicable Regulations promulgated thereunder.

(h) **Continuing Obligation.** Notwithstanding any other provision of this Series Ordinance, the City’s obligations under the covenants and provisions of the federal income tax covenants summarized above survive the defeasance and discharge of the Series 2022 Bonds.

## **Rights and Immunities**

Except as otherwise expressly provided in the Series Ordinance, nothing is intended or shall be construed to confer upon or to give to any Person, other than the City, and the Owners from time to time of the Series 2022 Bonds, any right, remedy or claim under the Series Ordinance. All the covenants, stipulations, promises and agreements contained in the Series Ordinance by and on behalf of the City are for the sole and exclusive benefit of the City, and any Owner of any of the Series 2022 Bonds.

The Series Ordinance provides that no recourse shall be had for the payment of the Debt Service Requirements of the Series 2022 Bonds or for any claim based thereon or otherwise upon the Series Ordinance authorizing their issuance or any other ordinance or instrument pertaining thereto, against any individual member of the Council, or any officer or other agent of the City, past, present or future, either directly or indirectly through the City, or otherwise, whether by virtue of any constitution, statute or rule of law or by the enforcement of any penalty or otherwise, all such liability, if any, being by the acceptance of the Series 2022 Bonds and as a part of the consideration of their issuance specially waived and released.

**Ordinance Irrepealable**

The Series Ordinance provides that it is a legislative measure of the City and that after any of the Series 2022 Bonds are issued, the Series Ordinance shall constitute an irrevocable contract between the City and the Owner or Owners of the Series 2022 Bonds; and the Series Ordinance, if any Series 2022 Bonds are in fact issued, shall be and shall remain irrepealable until the Series 2022 Bonds, as to all Debt Service Requirements, shall be fully paid, cancelled and discharged.

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**APPENDIX C**  
**AUDITED FINANCIAL STATEMENTS OF THE CITY**  
**AS OF DECEMBER 31, 2020**

## APPENDIX D

### ECONOMIC AND DEMOGRAPHIC INFORMATION

This portion of the Official Statement contains general information concerning historic economic and demographic conditions in the City of Greeley (the “City”) and surrounding Weld County (the “County”). It is intended only to provide prospective investors with general information regarding the City’s community. The information was obtained from the sources indicated and is limited to the time periods indicated. The information is historic in nature; it is not possible to predict whether the trends shown will continue in the future. The City makes no representation as to the accuracy or completeness of data obtained from parties other than the City.

#### Population

The following table sets forth population statistics for the City, the County and the State of Colorado (the “State”).

<b>Population</b>						
<b>Year</b>	<b>City of Greeley</b>	<b>Percent Change</b>	<b>Weld County</b>	<b>Percent Change</b>	<b>Colorado</b>	<b>Percent Change</b>
1980	53,006	--	123,438	--	2,889,964	--
1990	60,536	14.21%	131,821	6.79%	3,294,394	13.99%
2000	76,930	27.08	180,936	37.26	4,301,261	30.56
2010	92,889	20.74	252,825	39.73	5,029,196	16.92
2020	108,795	17.12	328,981	30.12	5,773,714	14.80

Sources: U.S. Department of Commerce, Bureau of the Census, Population and Housing Unit Counts, 2020 Census; and Colorado Department of Local Affairs, State Demography Office

#### Housing Stock

The following table sets forth a comparison of housing units within the City and the County.

<b>Housing Units</b>			
	<b>2000</b>	<b>2010</b>	<b>2020</b>
City of Greeley	28,972	36,323	40,556
Weld County	66,194	96,281	119,962

Source: U.S. Department of Commerce, Bureau of the Census, Population and Housing Unit Counts, 2020 Census; and Colorado Department of Local Affairs, State Demography Office

**Income**

The following tables set forth historical median household effective buying income (“EBI”), the percentage of households by classification of EBI and per capita personal income for the County, the State and the United States.

**Median Household Effective Buying Income <sup>1</sup>**

	<b>2016</b>	<b>2017</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>
Weld County	\$52,579	\$56,125	\$62,329	\$57,819	\$60,064
State of Colorado	52,345	54,718	57,732	59,227	62,340
United States	46,738	48,043	50,620	52,468	54,686

<sup>1</sup> Calculated as of January 1.

Source: The Nielsen Company, *Site Reports*, 2016-2017; Environics Analytics, *Spotlight Claritas Reports*, 2018-2020

**Percent of Households by Effective Buying Income Groups—2020 <sup>1</sup>**

	<b>Less Than \$25,000</b>	<b>\$25,000 \$49,999</b>	<b>\$50,000 \$99,999</b>	<b>\$100,000- \$149,999</b>	<b>\$150,000 or more</b>
Weld County	16.17%	24.49%	40.61%	12.52%	6.20%
State of Colorado	15.57	24.20	36.17	14.08	9.98
United States	20.24	25.61	34.10	11.57	8.47

<sup>1</sup> May not total 100% due to rounding. Calculated as of January 1, 2020.

Source: Environics Analytics, *Spotlight Claritas Reports*, 2020

**Per Capita Personal Income**

	<b>2016</b>	<b>2017</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>
Weld County	\$43,869	\$44,550	\$47,884	\$48,923	\$52,054
State of Colorado	52,251	55,125	58,267	60,848	63,776
United States	49,812	51,811	54,098	56,047	59,510

Source: United States Department of Commerce, Bureau of Economic Analysis

**Building Permit Activity**

Set forth hereafter is a five-year history of building permit activity in the City and the County.

**Building Permit Activity in the City <sup>1</sup>**

Year	Single Family		Multi Family		Commercial/Industrial	
	Permits	Value	Permits	Value	Permits	Value
2016	244	\$45,308,198	139	\$43,402,782	23	\$ 46,620,945
2017	111	27,142,816	72	42,009,358	26	136,394,237
2018	338	79,816,404	73	33,169,389	25	50,891,824
2019	170	42,927,644	47	90,911,971	52	49,477,556
2020	66	16,953,102	47	22,901,751	17	10,467,742
2021 <sup>2</sup>	21	6,777,213	57	23,066,451	3	1,215,478

<sup>1</sup> Includes all permits for additions, remodels, and miscellaneous as well as new construction.

<sup>2</sup> Permits filed through August 30, 2021. [*Update closer to posting—August is the most recent available as of 1/25/22*]

Source: City of Greeley, Building Inspection Division

**History of Building Activity  
in Unincorporated Weld County**

Year	Total Permits	Total Valuation
2016	1,074	\$ 83,664,888
2017	1,135	118,065,225
2018	1,257	126,123,744
2019	1,226	225,096,382
2020	2,265	232,718,981
2021 <sup>1</sup>	2,085	296,747,053

<sup>1</sup> Permits issued through November 30, 2021. [*Update closer to posting*]

Source: Weld County Building Department

### Foreclosure Activity

Foreclosure actions are commenced when a default on a deed of trust has occurred, usually when buyers fail to make timely payments in accordance with a promissory note. Set forth below is a history of the number of foreclosure actions filed by the County Public Trustee's Office over the past five years.

#### History of Foreclosures

Year	Number of Foreclosures Filed	Percent Change
2017	362	--
2018	375	3.59%
2019	334	(10.93)
2020 <sup>1</sup>	116	(65.27)
2021 <sup>1</sup>	60	(48.28)
2022 <sup>2</sup>	7	--

<sup>1</sup> The decrease in the number of foreclosures filed in 2020 and 2021 was the result of the State imposed restrictions in place regarding foreclosures. See "THE CITY—COVID-19."

<sup>2</sup> Foreclosures filed through January 25, 2022. *[Update closer to posting]*  
Sources: Weld County Public Trustee's Office

### Retail Sales

The retail trade sector employs a large portion of the County's work force and is important to the area's economy. The following table sets forth retail sales figures for the City, the County and the State as reported by the State.

#### Retail Sales (in thousands)

Year	Greeley	Percent Change	Weld County	City as a Percent of County	State of Colorado
2016	\$4,112,431	--	\$ 9,875,734	--	\$184,703,410
2017	4,099,125	(0.32)%	11,113,079	12.53%	194,641,958
2018	4,100,665	0.04	12,167,650	9.49	206,121,045
2019	5,067,548	23.58	13,251,205	8.91	224,618,935
2020	4,757,700	(6.11)	13,198,755	(0.40)	233,586,882
2021 <sup>1</sup>	4,086,416	--	11,688,108	--	213,914,177

<sup>1</sup> Retail sales through October 31, 2021. *[Update closer to posting]*

Source: State of Colorado, Department of Revenue, Sales Tax Statistics, 2016-2021

## Employment

The following tables set forth employment statistics by industry for the County and the most recent historical labor force estimates for the County and the State.

### Total Business Establishments and Employment—Weld County

Industry <sup>1</sup>	Second Quarter 2020		Second Quarter 2021		Quarterly Change	
	Units	Average Employment	Units	Average Employment	Units	Average Employment
Agriculture, Forestry, Fishing and Hunting	227	4,406	228	4,369	1	(37)
Mining	273	5,811	250	4,682	(23)	(1,129)
Utilities	32	443	33	449	1	6
Construction	1,124	11,351	1,192	10,858	68	(493)
Manufacturing	352	13,614	360	13,067	8	(547)
Wholesale Trade	527	4,191	529	4,265	2	74
Retail Trade	659	10,131	679	10,785	20	654
Transportation and Warehousing	416	3,548	428	3,543	12	(5)
Information	105	517	112	526	7	9
Finance and Insurance	378	2,942	399	2,818	21	(124)
Real Estate, Rental and Leasing	386	1,326	412	1,338	26	12
Professional and Technical Services	943	3,238	1,057	3,521	114	283
Management of Companies and Enterprises	111	1,906	106	1,836	(5)	(70)
Administrative and Waste Services	497	5,687	516	5,757	19	70
Educational Services	91	673	94	784	3	111
Health Care and Social Assistance	698	9,013	793	9,867	95	854
Arts, Entertainment and Recreation	95	621	106	932	11	311
Accommodation and Food Services	484	6,664	490	8,470	6	1,806
Other Services	625	2,402	608	2,737	(17)	335
Non-classifiable <sup>2</sup>	--	--	4	8	4	8
Government	153	15,525	155	16,227	2	702
Total	<u>8,177</u>	<u>104,012</u>	<u>8,551</u>	<u>106,841</u>	<u>374</u>	<u>2,829</u>

<sup>1</sup> Information provided herein reflects only those employers who are subject to State unemployment insurance law.

<sup>2</sup> Information suppressed due to confidentiality as set forth in State Law.

Source: Colorado Department of Labor and Employment, Labor Market Information, Quarterly Census of Employment and Wages (QCEW)

### Labor Force Estimates

Year	Weld County		Colorado	
	Labor Force	Percent Unemployed	Labor Force	Percent Unemployed
2016	149,828	3.4%	2,891,677	3.3%
2017	157,550	2.7	2,986,522	2.8
2018	165,053	2.9	3,080,661	3.2
2019	170,001	2.5	3,148,766	2.8
2020 <sup>1</sup>	166,666	7.0	3,122,237	7.3
2021 <sup>1,2</sup>	154,938	5.5	2,925,393	5.3

<sup>1</sup> As a result of the COVID-19 pandemic and the federal government induced quarantine, unemployment numbers increased exponentially since reported in April 2020. See "THE CITY—COVID-19."

<sup>2</sup> Labor force averages estimated through November 30, 2021. [Update closer to posting]

Source: State of Colorado, Division of Employment and Training

The following table sets forth selected major employers in the County. No independent investigation has been made of and no representation is made herein as to the stability or financial condition of the listed entities, or the likelihood that they will maintain their status as major employers in the area.

**Selected Major Employers in Weld County <sup>1</sup>**

<b>Firm</b>	<b>Product or Service</b>	<b>Estimated Number of Employees</b>
JBS Swift Beef Company	Meat Processing and Transportation	6,000
Banner Health (NCCMC)	Regional Hospital	3,710
Vestas	Wind Turbine & Blade Manufacturer	2,890
Weld County School District RE-6	Education	2,860
Weld County	County Government	1,783
University of Northern Colorado	Higher Education	1,530
State Farm Insurance Companies	Insurance Operations	1,200
UC Health	Healthcare	1,030
Greeley (City of)	Municipal Government	905
Halliburton Energy Services Inc.	Oil and Gas Exploration	700

<sup>1</sup> Most recent information available.  
Source: Weld County 2020 audited financial statements

**Education**

Educational facilities are provided for students in the City primarily by Weld County School District RE-6, which operates 11 traditional elementary schools (K-5), five K-8 schools, four middle schools, one alternative middle school, three traditional high schools, two alternative high schools, one high school of innovation and five charter schools. For fiscal year 2020-2021, student enrollment for Weld County School District RE-6 was 21,883, and the District employed approximately 2,860. Weld County School District No. Re-2 (Eaton), No. Re-4 (Windsor), and No. Re-5J (Johnstown) are also partially located within the City’s boundaries. In addition, several private schools have educational facilities in the City. Higher education facilities in the City include the University of Northern Colorado and Aims Community College. The following table sets forth enrollment information for Weld County School District RE-6, the primary school district serving the City.

**History of School Enrollment  
Weld County School District RE-6**

<b>Fiscal Year</b>	<b>Student Enrollment</b>	<b>Percent Change</b>
2017/2018	22,325	--
2018/2019	22,503	0.80%
2019/2020	22,467	(0.16)
2020/2021	21,883	(2.60)
2021/2022	22,170	1.31

Source: Colorado Department of Education

## Transportation

Major roadways serving Weld County and the Greeley area include U.S. (Bypass) Highways 85 and 34. Roads 257, 60, 52 and 14 provide access to outlying areas of Greeley. Burlington Northern Railroad and Union Pacific Railroad provide freight rail service through Weld County. General aviation airports include the Greeley/Weld County Airport, the Erie Airport and the Fort Collins/Loveland Airport. Denver International Airport is located in unincorporated Adams County, approximately 58 miles from Greeley. Greeley-Evans transit provides fixed-route service in Greeley, Evans and Garden City, as well as origin-to-destination paratransit and after-hours service.

## Agriculture

Weld County is largely an agricultural county. This focus is reflected in the agricultural nature of many of the County's manufacturing and retail trade businesses. According to the Weld County Department of Planning Services, Weld County is Colorado's leading producer of beef cattle, grain, sugar beets and dairy, and is the top Colorado county for value of agricultural products sold.

## Oil and Gas

According to the [2021 Economic Forecast], Larimer and Weld counties comprise the diverse economies of the northern region. Larimer County's economy continues to perform above most regions in the state, supported by population growth, while Weld County's economic activity is driven largely by the oil and gas and agricultural industries. Colorado's energy industry faced significant headwinds in 2020 resulting from low oil prices and reduced global demand for oil and gas, which threatened both the private sector through industry income and the public sector through property, severance, and sales taxes. The price of oil and gas has been on the rise in recent months, as positive economic news has increased economic growth expectations in the medium term. After declining for most of 2020 and into 2021, oil and gas production in the region increased by 10% in March 2021 compared to the previous month but remained significantly below [pre-recession] levels. The region's labor market has historically been one of the tightest in the State but will likely remain subdued until oil and gas production recovers more fully.

Oil production in the northern region, particularly in Weld County, has dominated statewide production for over a decade. Oil and gas production has largely been in decline since the end of 2019, as a result of the collapse in demand for oil and gas and significant declines in prices. Year-to-date through March, oil production remains 28.9% below 2020 levels, and natural gas production remains 12.2% below 2020 levels. However, monthly production of both oil and gas in the northern region jumped by about 10% in March 2021, the most recent data available. After remaining around \$40 per barrel for much of the latter half of 2020, oil prices began rising in December and have been hovering around \$70 per barrel during June and July 2021. Prices are expected to remain around \$66 per barrel for the remainder of 2021, based on estimates from the U.S. Energy Information Administration. Increased demand for oil and gas in the near- and midterm, alongside rising prices, is expected to spur additional production.

Only a small portion of the oil and gas exploration and production activity in Weld County occurs within the City limits of the City. Because the City is the largest city in Weld County, rail and highway infrastructure in the City is used in the marketing and distribution of a significant part of the resources produced in the County and the economy of the City is impacted by oil and gas exploration and production activity in the County. However, because of its relatively diverse local economy, the City has historically experienced mostly secondary effects from fluctuations in oil and gas prices, with its economy and employment typically reflecting general economic conditions more than those occurring in any single industry.

No assurance is given that the present oil and gas prices and production levels of oil and gas properties in the region will continue.

**Utilities**

Xcel Energy provides electricity to customers in the City and parts of Weld County; United Power, Inc. provides electricity to southern Weld County, and western and northern Weld County customers are provided electricity by Poudre Rural Electric Association, Inc. Natural gas is provided to Weld County customers and City customers by both Atmos Energy and Xcel Energy. Qwest Communications International Inc. is the major provider of local telephone service to County and City customers.

## APPENDIX E

### PROPOSED FORM OF CONTINUING DISCLOSURE UNDERTAKING

This Undertaking (the “Continuing Disclosure Undertaking” or the “Undertaking”) is executed and delivered by the City of Greeley, Colorado, acting by and through its Stormwater Enterprise (the “City”), in connection with the issuance by the City of \$15,120,000\* aggregate principal amount of First-Lien Stormwater System Improvement Revenue Bonds, Series 2022 (the “Series 2022 Bonds”). The Series 2022 Bonds are being issued under City Ordinances No. 15, 2015 and No. \_\_\_\_\_ (collectively, the “Ordinance”) adopted by the City Council (the “Council”), supplemented, as to certain details of the Series 2022 Bonds, by a Final Terms Certificate executed by the City’s Director of Finance (the “Final Terms Certificate” and, collectively with the Ordinances, the “Bond Ordinance”). The City covenants and agrees as follows:

**Section 1. Purpose of this Undertaking.** This Undertaking is being executed and delivered by the City for the benefit of the owners, both registered and beneficial, of the Series 2022 Bonds, in consideration of the purchase of the Series 2022 Bonds by the original purchasers thereof.

**Section 2. Definitions.** Capitalized terms used herein and not otherwise defined shall have the meanings assigned to them in the Bond Ordinance. The terms set forth below shall have the following meanings in this Undertaking, unless the context clearly otherwise requires.

“*Annual Financial Information*” means the financial information and operating data described in Exhibit I.

“*Annual Financial Information Disclosure*” means the dissemination of disclosure concerning Annual Financial Information and the dissemination of the Audited Financial Statements as set forth in Section 4 hereof.

“*Audited Financial Statements*” means the audited consolidated financial statements of the City, prepared pursuant to the standards and as described in Exhibit I.

“*Commission*” means the Securities and Exchange Commission.

“*Dissemination Agent*” means, initially the City, or any successor agent designated as such in writing by the City and which has filed with the City a written acceptance of such designation, and such agent’s successors and assigns.

“*EMMA*” means the Electronic Municipal Market Access facility for municipal securities disclosure of the MSRB.

“*Exchange Act*” means the Securities Exchange Act of 1934, as amended.

“*Material Event*” means the occurrence of any of the events with respect to the Series 2022 Bonds set forth in Exhibit II.

“*Material Events Disclosure*” means dissemination of a notice of a Material Event as set forth in Section 6.

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\* Preliminary; subject to change.

“*MSRB*” means the Municipal Securities Rulemaking Board.

“*Participating Underwriter*” means each broker, dealer or municipal securities dealer acting as an underwriter in any primary offering of the Series 2022 Bonds.

“*Prescribed Form*” means, with regard to the filing of Annual Financial Information, Audited Financial Statements and notices of Material Events with the MSRB at [www.emma.msrb.org](http://www.emma.msrb.org) (or such other address or addresses as the MSRB may from time to time specify), such electronic format, accompanied by such identifying information, as shall have been prescribed by the MSRB and which shall be in effect on the date of filing of such information.

“*Rule*” means Rule 15c-12 adopted by the Commission under the Exchange Act, as the same may be amended from time to time.

“*State*” means the State of Colorado.

**Section 3. Final Official Statement.** The final Official Statement (the “Final Official Statement”) relating to the Series 2022 Bonds is dated March \_\_, 2022.

**Section 4. Annual Financial Information Disclosure.** Subject to Section 9 of this Undertaking, the City hereby covenants that it will disseminate the Annual Financial Information and the Audited Financial Statements (in the form and by the dates set forth below and in Exhibit I) by the City’s delivery of such Annual Financial Information and Audited Financial Statements to the MSRB within 270 days of the completion date of the City’s fiscal year.

The City is required to deliver such information in Prescribed Form and by such time so that the MSRB receives the information by the dates specified.

If any part of the Annual Financial Information can no longer be generated because the operations to which it is related have been materially changed or discontinued, the City will disseminate a statement to such effect as part of its Annual Financial Information for the year in which such event first occurs.

If any amendment is made to this Undertaking, the Annual Financial Information for the year in which such amendment is made (or in any notice or supplement provided to the MSRB) shall contain a narrative description of the reasons for such amendment and its impact on the type of information being provided.

**Section 5. Material Events Disclosure.** Subject to Section 9 of this Undertaking, the City hereby covenants that it will disseminate in a timely manner, not in excess of 10 Business Days after the occurrence of the event, Material Events Disclosure to the MSRB in Prescribed Form. Notwithstanding the foregoing, notice of optional or unscheduled redemption of any Series 2022 Bonds or defeasance of any Series 2022 Bonds need not be given under this Undertaking any earlier than the notice (if any) of such redemption or defeasance is given to the owners of the Series 2022 Bonds pursuant to the Bond Ordinance.

**Section 6. Duty to Update EMMA/MSRB.** The City shall determine, in the manner it deems appropriate, whether there has occurred a change in the MSRB’s e-mail address or filing procedures and requirements under EMMA each time it is required to file information with the MSRB.

**Section 7. Consequences of Failure of the City to Provide Information.** The City shall give notice in a timely manner, not in excess of 10 Business Days after the occurrence of the event, to the MSRB

in Prescribed Form of any failure to provide Annual Financial Information Disclosure when the same is due hereunder.

In the event of a failure of the City to comply with any provision of this Undertaking, the owner of any Series 2022 Bond may seek specific performance by court order to cause the City to comply with its obligations under this Undertaking. A default under this Undertaking shall not be deemed an Event of Default under the Bond Ordinance or any other agreement, and the sole remedy under this Undertaking in the event of any failure of the City to comply with this Undertaking shall be an action to compel performance.

**Section 8. Amendments; Waiver.** Notwithstanding any other provision of this Undertaking, the City may amend this Undertaking, and any provision of this Undertaking may be waived, if:

- (i) The amendment or waiver is made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature or status of the City or type of business conducted;
- (ii) This Undertaking, as amended, or the provision, as waived, would have complied with the requirements of the Rule at the time of the primary offering, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and
- (iii) The amendment or waiver does not materially impair the interests of the owners of the Series 2022 Bonds, as determined either by parties unaffiliated with the City (such as the Paying Agent) or by an approving vote of the owners of the Series 2022 Bonds holding a majority of the aggregate principal amount of the Series 2022 Bonds (excluding Series 2022 Bonds held by or on behalf of the City or its affiliates) at the time of the amendment, pursuant to the terms of the Bond Ordinance; or
- (iv) The amendment or waiver is otherwise permitted by the Rule.

**Section 9. Termination of Undertaking.** The Undertaking of the City shall be terminated hereunder when the City shall no longer have any legal liability under the terms of the Bond Ordinance pursuant to the terms of the Bond Ordinance for any obligation on or relating to the repayment of the Series 2022 Bonds. The City shall give notice to the MSRB in a timely manner and in Prescribed Form if this Section is applicable.

**Section 10. Dissemination Agent.** The Dissemination Agent shall transmit all information delivered to it by the City hereunder to the MSRB as provided in this Undertaking. The City may, from time to time, appoint or engage a substitute Dissemination Agent to assist it in carrying out its obligations under this Undertaking, and may discharge any such Dissemination Agent, with or without appointing a successor Dissemination Agent.

**Section 11. Additional Information.** Nothing in this Undertaking shall be deemed to prevent the City from disseminating any other information, using the means of dissemination set forth in this Undertaking or any other means of communication, or including any other information in any Annual Financial Information Disclosure or notice of occurrence of a Material Event, in addition to that which is required by this Undertaking. If the City chooses to include any information from any document or notice of occurrence of a Material Event in addition to that which is specifically required by this Undertaking, the City shall not have any obligation under this Undertaking to update such information or include it in any future disclosure or notice of the occurrence of a Material Event.

**Section 12. Beneficiaries.** This Undertaking has been executed in order to assist the Participating Underwriter in complying with the Rule; however, this Undertaking shall inure solely to the benefit of the City, the Dissemination Agent, if any, and the owners of the Series 2022 Bonds, and shall create no rights in any other person or entity.

**Section 13. Recordkeeping.** The City shall maintain records of all Annual Financial Information Disclosure and Material Events Disclosure, including the content of such disclosure, the names of the entities with whom such disclosure was filed and the date of filing such disclosure.

**Section 14. Assignment.** The City shall not transfer its obligations under the Bond Ordinance unless the transferee agrees to assume all obligations of the City under this Undertaking or to execute a continuing disclosure agreement under the Rule.

**Section 15. Governing Law.** This Undertaking shall be governed by the laws of the State.

Date: March \_\_, 2022

CITY OF GREELEY, COLORADO

By \_\_\_\_\_  
Finance Director

## EXHIBIT I

### ANNUAL FINANCIAL INFORMATION AND TIMING AND AUDITED FINANCIAL STATEMENTS

“*Annual Financial Information*” means statistical and tabular material of the type contained in the Final Official Statement pertaining to the Series 2022 Bonds provided in Tables IV, V, VI and VII.

All or a portion of the Annual Financial Information and the Audited Financial Statements as set forth below may be included by reference to other documents which have been submitted to the MSRB or filed with the Commission, and such information need not be provided in the exact format as shown in the Final Official Statement. The City shall clearly identify each such item of information included by reference.

Annual Financial Information will be provided to the MSRB within 270 days after the last day of the City’s fiscal year. Audited Financial Statements as described below should be filed at the same time as the Annual Financial Information. If Audited Financial Statements are not available when the Annual Financial Information is filed, unaudited financial statements shall be included, and Audited Financial Statements will be provided to the MSRB within 10 Business Days after availability to the City.

Audited Financial Statements will be prepared in accordance with generally accepted accounting principles in the United States as in effect from time to time.

If any change is made to the Annual Financial Information as permitted by Section 4 of the Undertaking, including for this purpose a change made to the fiscal year end of the City, the City will disseminate a notice to the MSRB of such change in Prescribed Form as required by such Section 4.

**EXHIBIT II****EVENTS WITH RESPECT TO THE SERIES 2022 BONDS FOR WHICH MATERIAL EVENTS DISCLOSURE IS REQUIRED**

1. Principal and interest payment delinquencies
2. Nonpayment-related defaults, if material
3. Unscheduled draws on debt service reserves reflecting financial difficulties
4. Unscheduled draws on credit enhancements reflecting financial difficulties
5. Substitution of credit or liquidity providers, or their failure to perform
6. Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the security, or other material events affecting the tax status of the security
7. Modifications to rights of security holders, if material
8. Bond calls, if material, and tender offers
9. Defeasances
10. Release, substitution or sale of property securing repayment of the securities, if material
11. Rating changes
12. Bankruptcy, insolvency, receivership or similar event of the City\*
13. The consummation of a merger, consolidation or acquisition involving the City or the sale of all or substantially all of the assets of the City, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material
14. Appointment of a successor or additional Paying Agent or the change of name of a Paying Agent, if material
15. Incurrence of a Financial Obligation<sup>1</sup> of the City, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the City, any of which affect security holders, if material
16. Default, event of acceleration, termination event, modification of terms, or other similar events under the terms of the Financial Obligation of the City, any of which reflect financial difficulties

\* This event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for the City in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the City, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the City.

<sup>1</sup> "Financial Obligation" shall mean a (i) debt obligation; (ii) derivative instrument entered into, in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation; or (iii) guarantee of (i) or (ii). The term "Financial Obligation" shall not include municipal securities (as defined in the Securities Exchange Act of 1934) as to which a final official statement (as defined in the Rule) has been provided to the MSRB consistent with the Rule.

## APPENDIX F

### INFORMATION RELATED TO BOOK-ENTRY-ONLY SYSTEM

*The information in this Appendix concerning The Depository Trust Company (“DTC”) and DTC’s book entry-only system has been obtained from DTC, and the City and the Underwriter take no responsibility for the accuracy thereof.*

DTC will act as securities depository for the Series 2022 Bonds. The Series 2022 Bonds will be issued as fully registered securities registered in the name of Cede & Co. (DTC’s partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully registered bond certificate will be issued for the Series 2022 Bonds, as set forth on the cover page hereof, in the aggregate principal amount of each maturity of the Series 2022 Bonds and deposited with DTC.

DTC, the world’s largest securities depository, is a limited purpose trust company organized under the New York Banking Law, a “banking organization” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code, and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 2.2 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments from over 100 countries that DTC’s participants (“Direct Participants”) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book entry transfers and pledges between Direct Participants’ accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations. DTC is a wholly owned subsidiary of The Depository Trust & Clearing Corporation (“DTCC”). DTCC, in turn, is owned by a number of Direct Participants of DTC and Members of the National Securities Clearing Corporation, Fixed Income Clearing Corporation and Emerging Markets Clearing Corporation, (NSCC, FICC, and EMCC, also subsidiaries of DTCC), as well as by the New York Stock Exchange, Inc., the American Stock Exchange LLC. and the National Association of Securities Dealers, Inc. Access to the DTC system is also available to others both as U.S. and non-U.S. securities brokers and dealers, banks, trust companies and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“Indirect Participants”). DTC has Standard & Poor’s highest rating: “AAA.” The rules applicable to DTC and its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at [www.dtcc.com](http://www.dtcc.com) and [www.dtc.org](http://www.dtc.org).

Purchases of the Series 2022 Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Series 2022 Bonds on DTC’s records. The ownership interest of each actual purchaser of each Series 2022 Certificate (“Beneficial Owner”) is in turn to be recorded on the Direct and Indirect Participants’ records. Beneficial Owners will not receive written confirmation from DTC of their purchase, but Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Series 2022 Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the Series 2022 Bonds, except in the event that use of the book entry system for the Series 2022 Bonds is discontinued.

To facilitate subsequent transfers, all Series 2022 Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Series 2022 Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of Series 2022 Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Series 2022 Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants remain responsible for keeping accounts of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of the Series 2022 Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Series 2022 Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Series 2022 Certificate documents. For example, Beneficial Owners of the Series 2022 Bonds may wish to ascertain that the nominee holding the Series 2022 Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.

Redemption notices shall be sent to DTC. If less than all of the Series 2022 Bonds within the issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Series 2022 Bonds unless authorized by a Direct Participant on accordance with DTC's Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the City as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the Series 2022 Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Redemption proceeds, distributions, and dividend payments on the Series 2022 Bonds are to be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the City or Paying Agent, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners are governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Paying Agent or the City, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions, and dividend payments to Cede & Co. (or such other name as may be requested by an authorized representative of DTC) is the responsibility of the City or the Paying Agent, disbursement of such payments to Direct Participants shall be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as securities depository with respect to the Series 2022 Bonds at any time by giving reasonable notice to the City or the Paying Agent. Under such circumstances, in the event that a successor securities depository is not obtained, bond certificates are required to be printed and delivered.

# City of Greeley Stormwater Revenue Bonds, Series 2022

City Council | Second Reading  
February 15, 2022



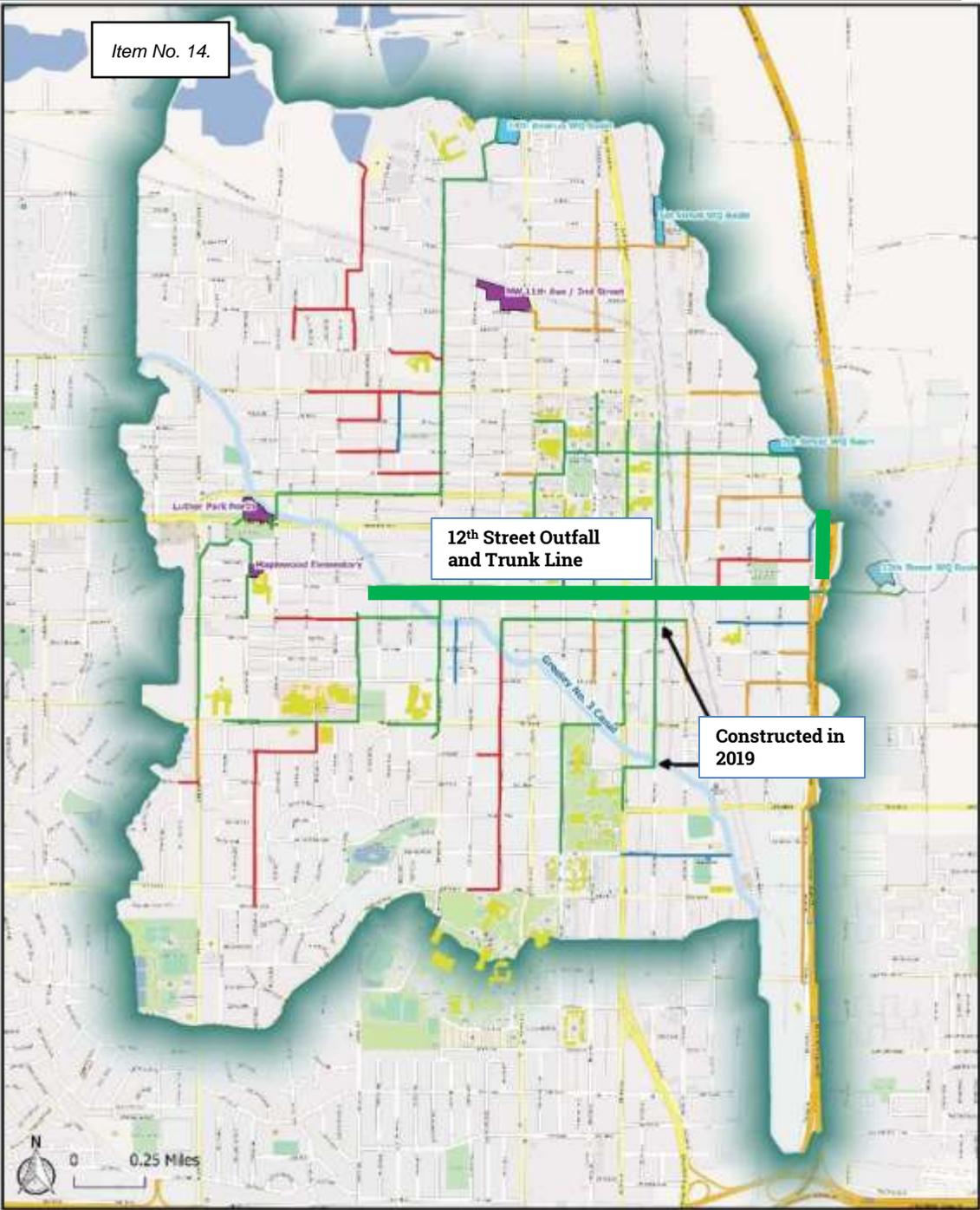
# Why Use Debt to Fund Projects?

- Long lived assets – 25 to 100 years
- Construction inflation higher than debt interest
  - City Utilities have strong credit ratings
    - Moody's - Aa2 S&P - AA+
    - S&P just affirmed our AA+ rating for all planned issuances
  - Currently forecasting net rate of issuance of 2%-2.25%
- Generational equity
  - New customers benefitting from investments will help pay

# Stormwater Bond Issuance Highlights

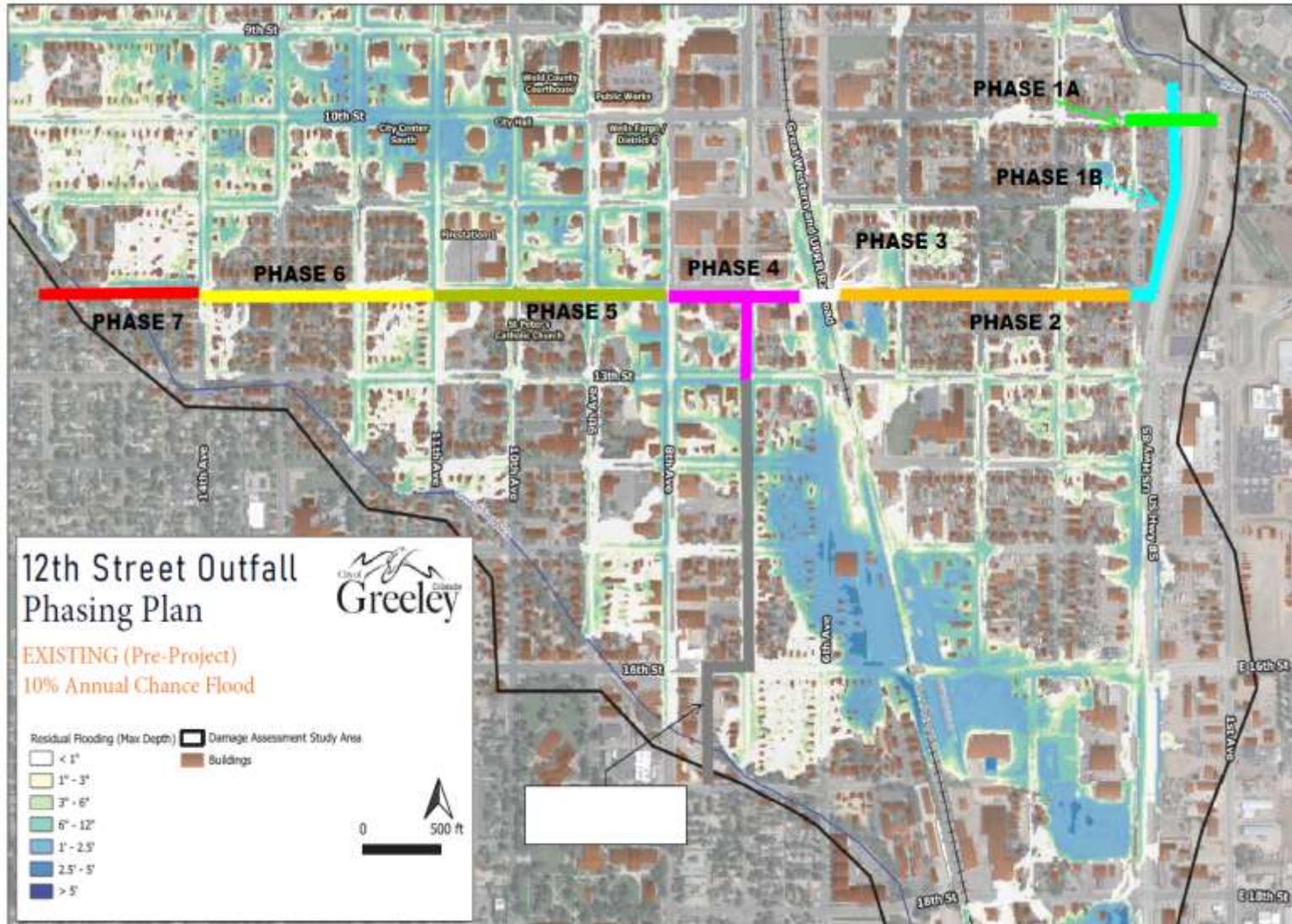
- Not to exceed \$17.5 million
- All proceeds are new money
- Funding will be used to support the first phases of the Downtown Outfall Projects to help alleviate flooding in the downtown corridor.
- Debt service paid by Stormwater rates and fees approved by Stormwater board at the August 2021 meeting.

Item No. 14.



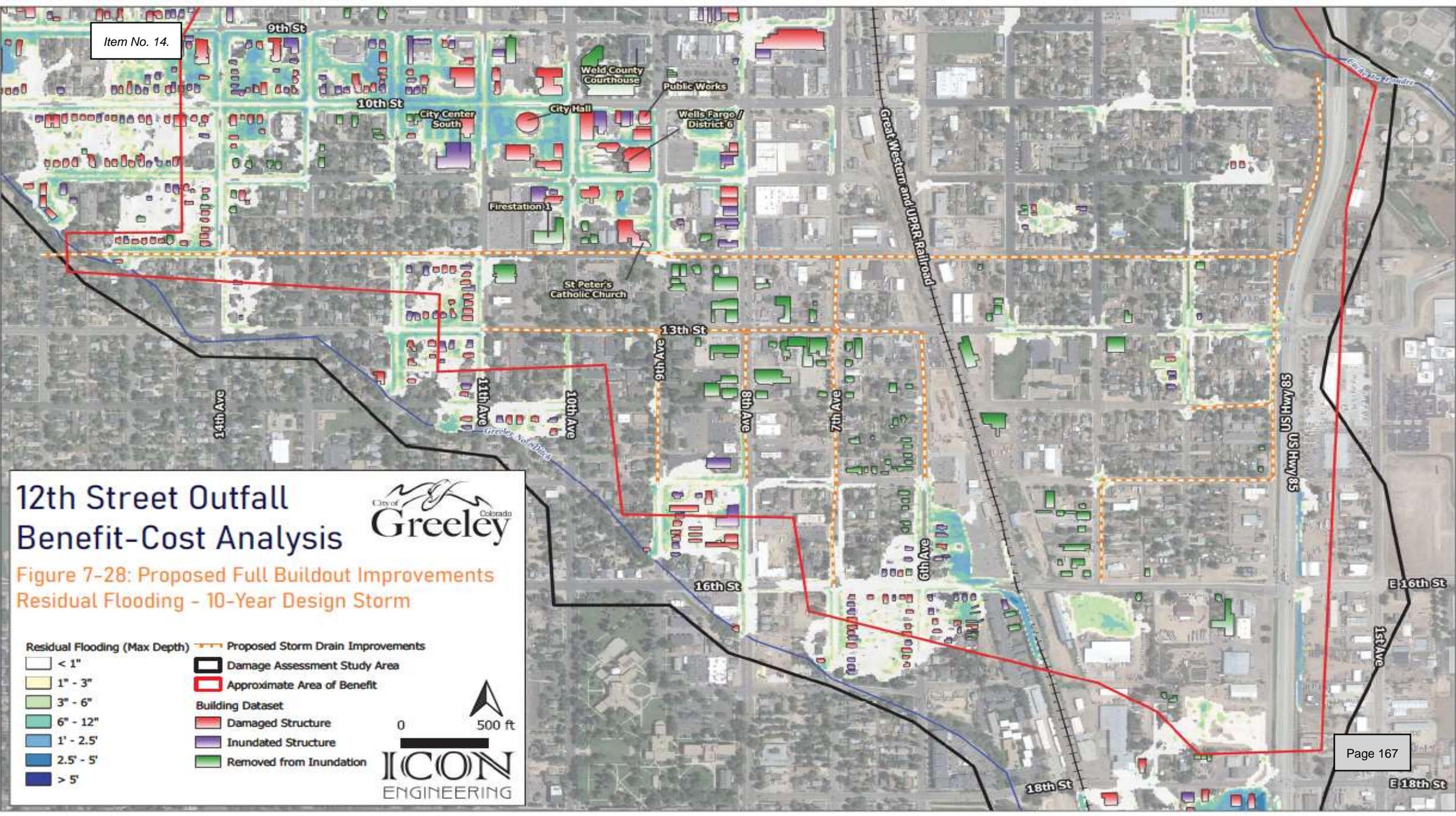
# 2017 Downtown Stormwater Master Plan

# Stormwater Downtown Outfall Project History



- 2019 - Prelim. Design – 12<sup>th</sup> Street Outfall/Trunk Line
- 2020 - Benefit Cost Analysis
- 2020 - Independent Cost Estimate
- 2020 (Ongoing) - Phase 1A – Utility Relocation Design
- 2021 (Ongoing) - Phase 1B – Storm Outfall Design

Item No. 14.



# 12th Street Outfall Benefit-Cost Analysis



Figure 7-28: Proposed Full Buildout Improvements  
Residual Flooding - 10-Year Design Storm

- |                               |                                   |
|-------------------------------|-----------------------------------|
| Residual Flooding (Max Depth) | Proposed Storm Drain Improvements |
| < 1"                          | Proposed Storm Drain Improvements |
| 1" - 3"                       | Damage Assessment Study Area      |
| 3" - 6"                       | Approximate Area of Benefit       |
| 6" - 12"                      | Building Dataset                  |
| 1' - 2.5'                     | Damaged Structure                 |
| 2.5' - 5'                     | Inundated Structure               |
| > 5'                          | Removed from Inundation           |

0 500 ft

**ICON**  
ENGINEERING

# Project Overview

- Total Project Cost Estimated at \$81M
- Multi year project through 2032
- Funded through this debt issuance and a planned second in 2025.

Project	Quarter	2020				2021				2022				2023				2024				2025				2026				2027			
		Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
Phase 1A - Design						\$350k																											
Phase 1A - Construction														\$4.1 M																			
Phase 1B Design						\$700k																											
Phase 1B Construction														\$12.0 M																			
Phase 2 Design														\$1.0 M																			
Phase 2 Construction																						\$9.9 M											
Phase 3 Design														\$400k																			
Phase 3 Construction																						\$4.0 M											
Phase 4 Design																						\$700k											
Phase 4 Construction																										\$6.4 M							

**Funding Source**

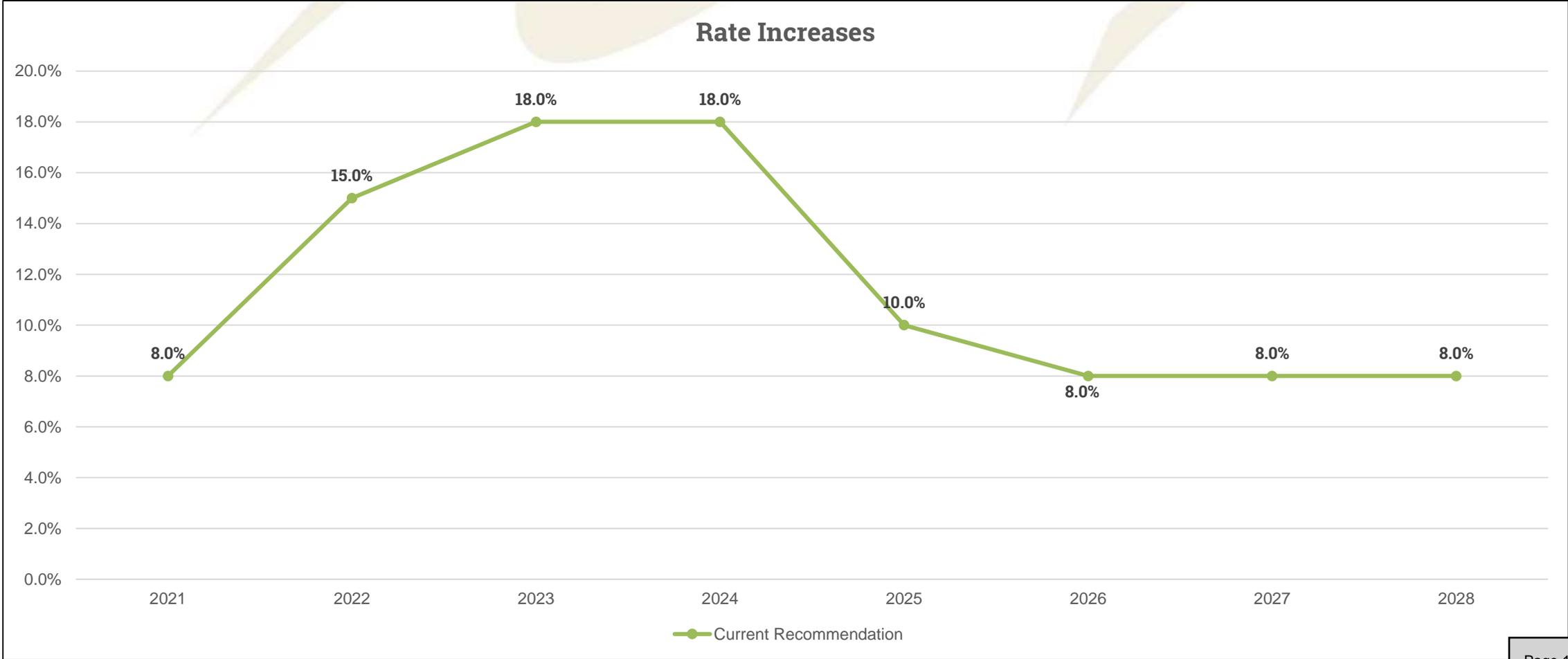
	Rate Revenue
	2022 Bond (\$17 M)
	2025 Bond (\$21 M)



**Rate Revenue Funds:**  
 2028 – Phase 5  
 2030 – Phase 6  
 2032 – Phase 7

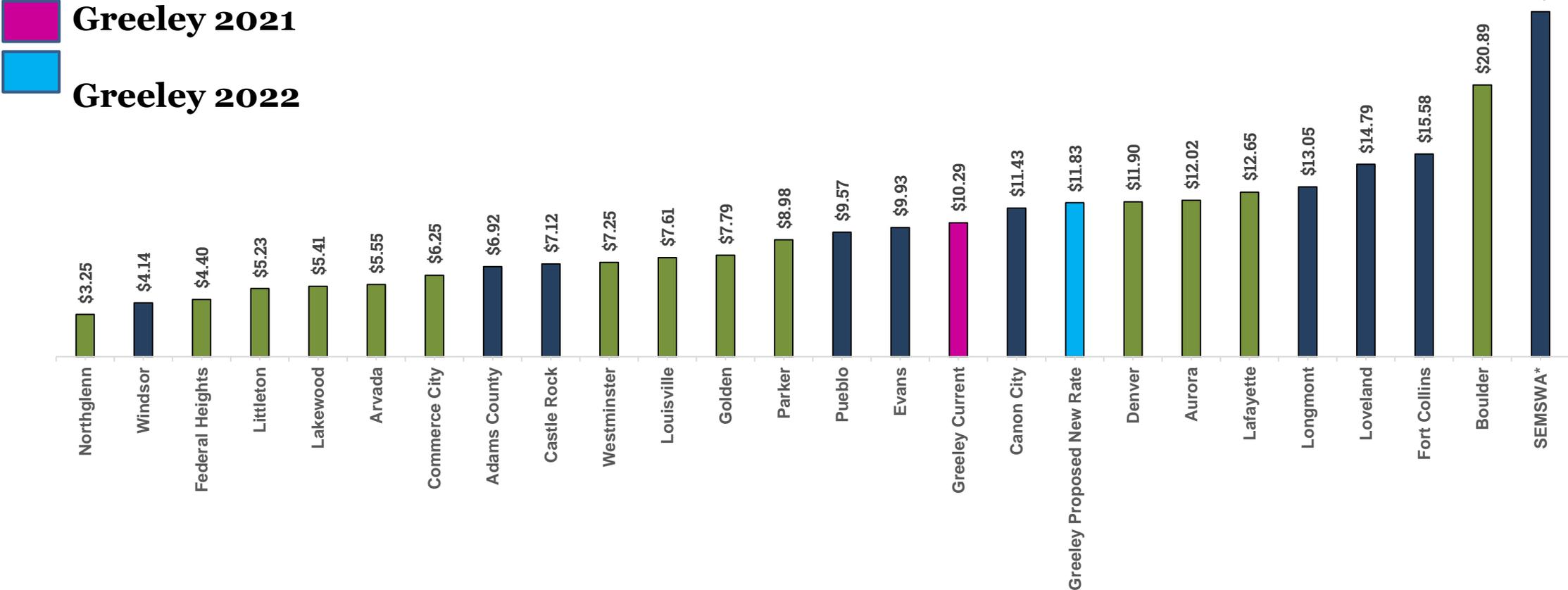


# 2021 Approved Rate Increase and Future Schedule



# Regional Stormwater Bill Comparison

## Stormwater Bill Comparison: Single Family Residential

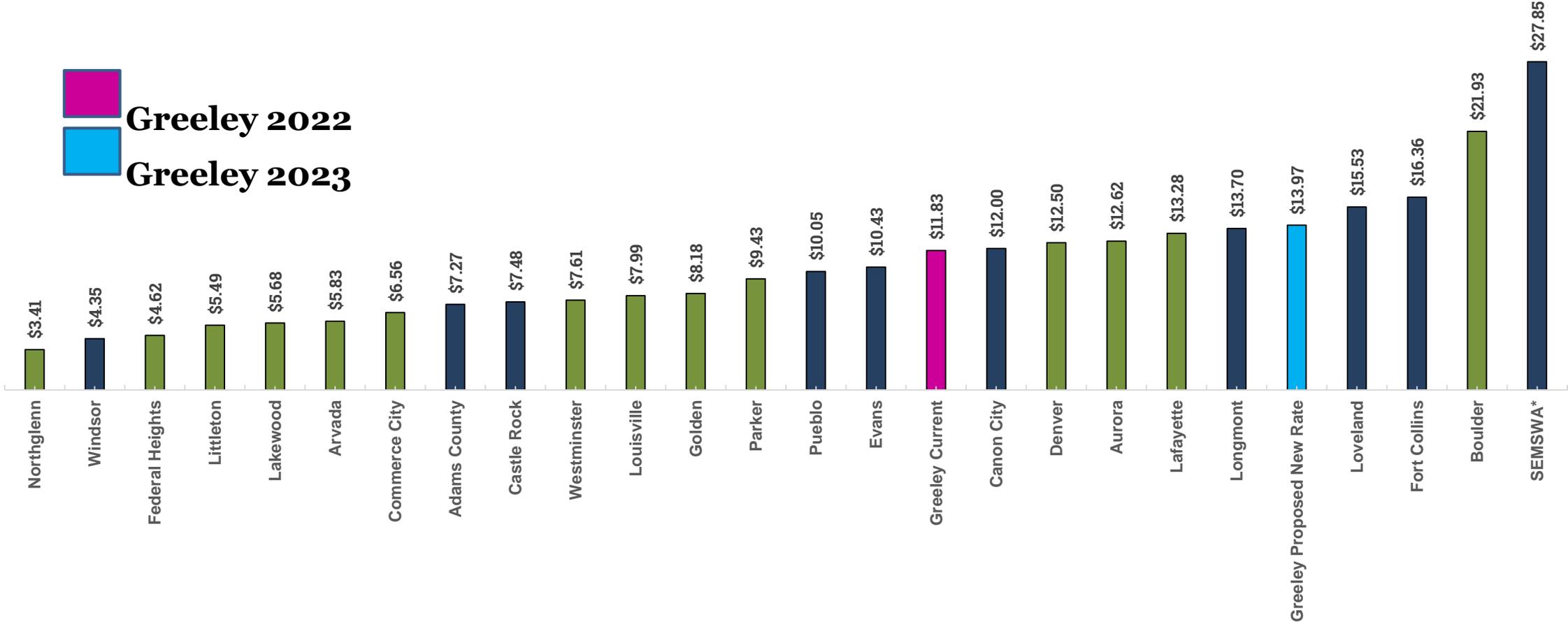


\*SEMSWA (South East Metro Storm Water Authority) includes Centennial, Araphoe County, Arapahoe Water & Water Authority, East Cherry Creek, Inverness

The following communities pay a mill levy to Mile High Flood District in addition to monthly Stormwater fees: Northglenn, Federal Heights, Littleton, Lakewood, Commerce City, Westminster, Louisville, Golden, Parker, Denver, Aurora, Lafayette, Boulder

# Regional Stormwater Bill Comparison–2023 Forecast

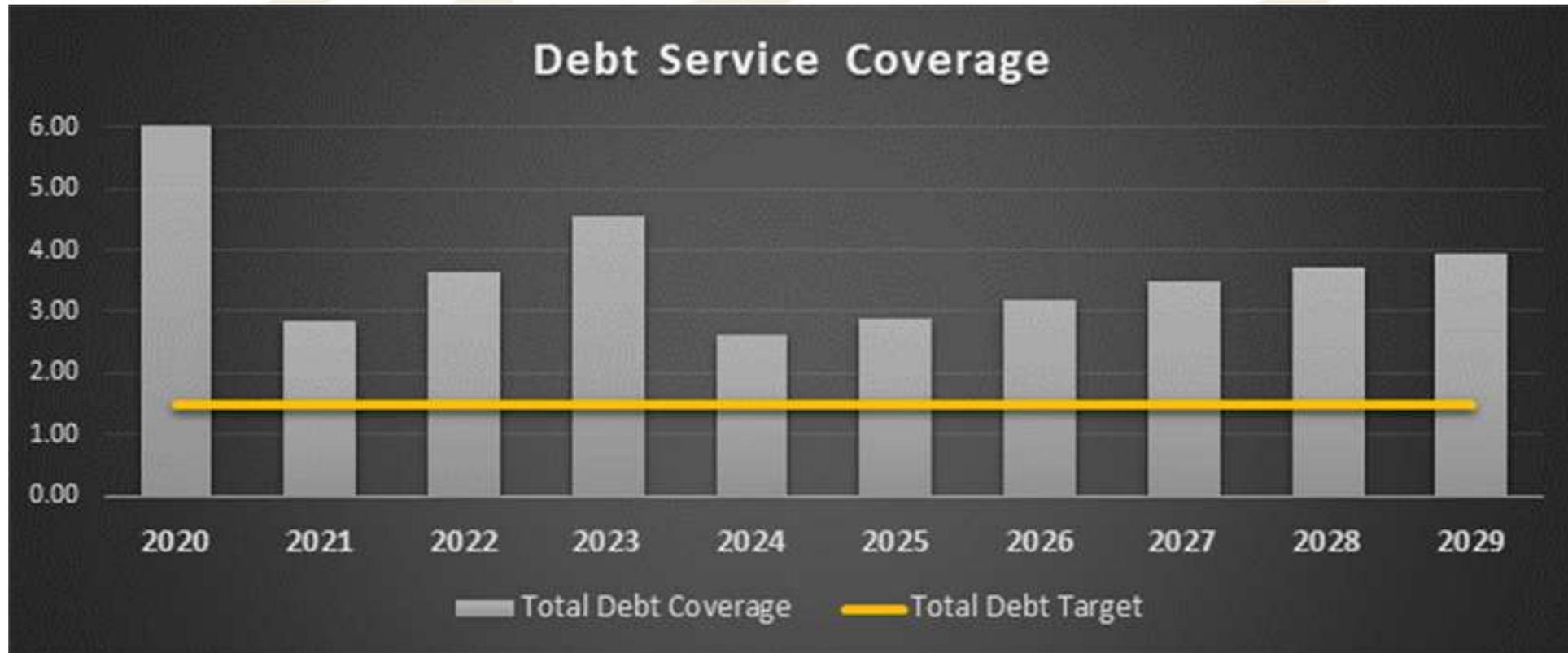
## Stormwater Bill Comparison: Single Family Residential



\*SEMSWA (South East Metro Storm Water Authority) includes Centennial, Arapahoe County, Arapahoe Water & Water Authority, East Cherry Creek, Inverness

The following communities pay a mill levy to Mile High Flood District in addition to monthly Stormwater fees: Northglenn, Federal Heights, Littleton, Lakewood, Arvada, Commerce City, Westminster, Louisville, Golden, Parker, Denver, Aurora, Lafayette, Boulder

# Debt Service



# Bond Issuance Schedule:

- Jan 19th: Call with ratings agency – COMPLETED
  - S&P Reiterated Enterprise’s AA+ rating.
- February 1st: 1st reading of bond ordinance – City Council
- February 15th: Final reading of bond ordinance and Bond Resolution – City Council
- March/April: Marketing of Bonds; closing and delivery of proceeds to City

Questions?



# Council Agenda Summary

February 15, 2022

Key Staff Contact: Stacey Aurzada, Interim City Clerk, 970-350-9742

**Title:**

Appointment of applicants to the Golf Course Advisory Board, Housing Authority, Parks & Recreation Board, and Stormwater Board.

**Summary:**

Council appointment is needed to the above-mentioned Boards and Commissions due to vacancies and term expirations. City staff continues to actively recruit to fill all other vacant positions

**Fiscal Impact:**

Does this item create a fiscal impact on the City of Greeley?	No
If yes, what is the initial, or, onetime impact?	
What is the annual impact?	
What fund of the City will provide Funding?	
What is the source of revenue within the fund?	
Is there grant funding for this item?	N/A
If yes, does this grant require a match?	
Is this grant onetime or ongoing?	
Additional Comments:	

**Legal Issues:**

The City Attorney's Office reviewed the applications and advised of potential conflicts of interest.

It should be noted that there is a possibility that the applicants currently serve as a volunteer on a board or commission besides the one they are applying to. It is also important to point out to the applicants that there are always potential conflicts that exist with business and investments, current jobs or relatives and family members coming before the Board or Commission.

Should such conflicts arise, the Board or Commission member simply excuses themselves from that particular item but such a potential conflict does not preclude anyone from servicing on a Board or Commission in general, just that particular agenda item.

**Other Issues and Considerations:**

Not applicable

**Strategic Work Program Item or Applicable Council Priority and Goal:**

*Infrastructure & Growth: Establish the capital and human infrastructure to support and maintain a safe, competitive, appealing and successful community.*

**Decision Options:**

- 1) Appoint or reappoint the individuals to serve on applicable board or commission;  
or
- 2) Direct staff to re-advertise applicable vacancy.

**Council's Recommended Action:**

No motion is necessary. The City Council's Policies and Protocol authorize appointment of Board and Commission members by written ballot, which can be used in lieu of a motion or voice vote for individual or multiple appointments. This policy was adopted by Council as a time-savings measure. Accordingly, a ballot is attached for Council's use in making appointments. Candidates receiving a majority vote (at least 4 votes) are appointed with no further action needed by Council.

**Attachments:**

Ballot

February 2022 Boards and Commissions Transmittal Summary

# Boards & Commissions Transmittal

February 4, 2022

Key Staff Contact: Allie Powell, Assistant City Clerk, 350-9746

Interview Date

February 4, 2022

Council Interview Team

Councilmembers Butler and Olson

Council Appointment Date

February 15, 2022

Boards and Commissions Being Interviewed

- **Golf Board**
- **Parks & Recreation Advisory Board**
- **Housing Authority**
- **Stormwater Board**

Council's Recruitment and Qualifications Policy

General recruitment efforts shall be made with special measures being taken to balance ward representation and attract minority and special population applicants. Generally, volunteers will be limited to serving on one board or commission at a time. (14.2. (c)(2) City Council, Policies and Protocol)

Demographic information of existing board members and any specialty requirements are contained within the attached Membership Rosters.

Legal Issues

The City Attorney's Office reviewed the applications and the attached memorandum addresses any potential conflicts of interest.

It should be noted that there is a possibility that the applicants currently serve as a volunteer on a board or commission besides the one they are applying to. It is also important to point out to the applicants that there are always potential conflicts that exist with business and investments, current jobs or relatives and family members coming before the Board or Commission.

Should such conflicts arise, the Board or Commission member simply excuses themselves from that particular item but such a potential conflict does not preclude anyone from serving on a Board or Commission in general, just that particular agenda item.

Applicable Council Goal or Objective

Infrastructure & Growth – Establish the capital & human infrastructure to support & maintain a safe, competitive, appealing, and dynamic community.

Decision Options

1. Recommend candidates for appointment; or
2. Direct staff to re-advertise applicable vacancy.

Attachments

1. Interview Schedule
2. Conflict Memorandum from City Attorney's Office
3. Sample Ballot
4. Membership Rosters & Input from above mentioned Boards and Commissions
5. Applications of those being considered for interview and/or considered for appointment

Transmittal reviewed by:  Raymond Lee, City Manager  Stacey Aurzada, Interim City Clerk

**Boards & Commissions**

**Appointment Ballot**

**February 14, 2022**



Applicants for the boards and/or commissions listed below are in alphabetical order and recommendations from the interview team are shown in bold.

\*\*\*\*\* BALLOT \*\*\*\*\*

<b>Golf Board</b>	
<i>2 Positions</i>	
<input type="checkbox"/>	Keagan Dollard (I)
<input type="checkbox"/>	<b>PAT GILLIAM</b>
<input type="checkbox"/>	<b>PHILLIP TAYLOR</b>
<input type="checkbox"/>	(Recruit For Additional Applicants)

<b>Housing Authority</b>	
<i>1 Position</i>	
<input type="checkbox"/>	James Bailey
<input type="checkbox"/>	Lucas Salazar
<input type="checkbox"/>	Kathleen Davis
<input type="checkbox"/>	<b>KRISTINA MINEO</b>
<input type="checkbox"/>	(Recruit For Additional Applicants)

<b>Parks and Recreation Advisory Board</b>	
<i>3 Positions</i>	
<input type="checkbox"/>	Mark Charaska
<input type="checkbox"/>	<b>(RECRUIT FOR ADDITIONAL APPLICANTS)</b>
<input type="checkbox"/>	

<b>Stormwater Board</b>	
<i>2 Positions</i>	
<input type="checkbox"/>	Sean Short
<input type="checkbox"/>	<b>(RECRUIT FOR ADDITIONAL APPLICANTS)</b>

(I) = Incumbent

# Council Agenda Summary

**Title:**

Scheduling of Meetings, Other Events

**Summary:**

During this portion of the meeting the City Manager or City Council may review the attached Council Calendar or Planning Calendar and Schedule for City Council Meetings and Work Sessions and make any necessary changes regarding any upcoming meetings or events.

**Attachments:**

Council Meetings and Other Events Calendars

Council Meeting and Work Session Schedule/Planning Calendar

# February 14, 2022 - February 20, 2022

February 2022							March 2022								
Su	Mo	Tu	We	Th	Fr	Sa	Su	Mo	Tu	We	Th	Fr	Sa		
			1	2	3	4	5				1	2	3	4	5
6	7	8	9	10	11	12	6	7	8	9	10	11	12		
13	14	15	16	17	18	19	13	14	15	16	17	18	19		
20	21	22	23	24	25	26	20	21	22	23	24	25	26		
27	28						27	28	29	30	31				

## Monday, February 14

## Tuesday, February 15

6:00pm - City Council Meeting - Council Master Calendar

## Wednesday, February 16

2:00pm - 5:00pm Water & Sewer Board (Gates)

6:00pm - 7:30pm Community Conversations- Homeless and Housing Alternatives (Virtual via zoom) - Council Master Calendar

## Thursday, February 17

7:30am - 8:30am DDA (DeBoutez/Butler)

9:00am - 4:30pm Colorado Municipal League Annual Legislative Workshop (History Colorado, 1144 Sherman, Denver CO 80203) - Council Master Calendar

3:30pm - 4:30pm Airport Authority (Clark/Payton)

6:00pm - 7:30pm Community Conversations- Homeless and Housing Alternatives (in person) (Greeley Recreation Center- 651 10th Avenue, Room 101 ABC) - Council Master Calendar

## Friday, February 18

3:00pm - 10:00pm Special Worksession- Council retreat (Active Adult Center)

## Saturday, February 19

8:00am - 5:00pm Special Worksession- Council retreat (Active Adult Center)

## Sunday, February 20

8:00am - 5:00pm Special Worksession- Council retreat

# February 21, 2022 - February 27, 2022

February 2022

Su	Mo	Tu	We	Th	Fr	Sa
		1	2	3	4	5
6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24	25	26
27	28					

March 2022

Su	Mo	Tu	We	Th	Fr	Sa
		1	2	3	4	5
6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24	25	26
27	28	29	30	31		

## Monday, February 21

## Tuesday, February 22

**6:00pm - City Council Worksession Meeting** - Council Master Calendar

## Wednesday, February 23

**7:00am - 8:00am Upstate Colorado Economic Development (Gates/Hall)** (Upstate Colorado Conference Room) - Council Master Calendar

## Thursday, February 24

**7:30am - Poudre River Trail (Hall)**  
**5:30pm - 8:30pm Greeley Area Chamber of Commerce Dinner (Gates/Olson/DeBoutez/Hall)** (Island Grove Events Center 425 N 15th Ave)

## Friday, February 25

## Saturday, February 26

## Sunday, February 27

# February 28, 2022 - March 6, 2022

February 2022

Su	Mo	Tu	We	Th	Fr	Sa
		1	2	3	4	5
6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24	25	26
27	28					

March 2022

Su	Mo	Tu	We	Th	Fr	Sa
		1	2	3	4	5
6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24	25	26
27	28	29	30	31		

## Monday, February 28

- 11:30am - 12:30pm Greeley Chamber of Commerce (Hall) ⌚
- 6:00pm - 7:00pm Youth Commission (Clark) ⌚

## Tuesday, March 1

- 6:00pm - City Council Meeting (Council Chambers and via Zoom) - Council Master Calendar ⌚

## Wednesday, March 2

## Thursday, March 3

- 3:30pm - IG Adv. Board (Butler) ⌚
- 6:00pm - MPO (Olson/Payton) ⌚

## Friday, March 4

## Saturday, March 5

## Sunday, March 6

# March 7, 2022 - March 13, 2022

March 2022							April 2022						
Su	Mo	Tu	We	Th	Fr	Sa	Su	Mo	Tu	We	Th	Fr	Sa
		1	2	3	4	5						1	2
6	7	8	9	10	11	12	3	4	5	6	7	8	9
13	14	15	16	17	18	19	10	11	12	13	14	15	16
20	21	22	23	24	25	26	17	18	19	20	21	22	23
27	28	29	30	31			24	25	26	27	28	29	30

**Monday, March 7**

**Tuesday, March 8**

**6:00pm - City Council Worksession Meeting** (Council Chambers and via Zoom) - Council Master Calendar 

**Wednesday, March 9**

**Thursday, March 10**

**7:30am - Poudre River Trail (Hall)** 

**Friday, March 11**

**Saturday, March 12**

**Sunday, March 13**

## City Council Meeting Scheduling 2022

Current as of 2/8/2022			
This schedule is subject to change			
Date	Description	Sponsor	Placement/Time
February 15, 2022 Council Meeting	COVID-19 Update	Raymond Lee	
	Resolution - Stormwater Bonds	John Karner	Consent
	Ordinance - Second Reading and PH and Resolution -Stormwater 2022 Series Bond Issuance	John Karner	Regular
	Board and Commission Appointments	Stacey Aurzada	Regular
	Executive Session - City Attorney performance review	Kathleen Hix	
	Executive Session - Municipal Judge performance review	Kathleen Hix	
February 18, 2022 Special Worksession	Council retreat and strategic work planning session	Raymond Lee	
February 19, 2022 Special Worksession	Council retreat and strategic work planning session	Raymond Lee	
February 20, 2022 Special Worksession	Council retreat and strategic work planning session	Raymond Lee	
February 22, 2022 Worksession Meeting	Cancelled		
March 1, 2022 Council Meeting	Proclamation for Youth Art Month	Kelly Snook	
	COVID-19 Update	Raymond Lee	
	Consideration of a recommendation from the Parks/Rec Board on the naming of an East Greeley Open Space Pa	Kelly Snook	Consent
	Intro - Ordinance - Setting salaries of City Council Appointees	Kathleen Hix	Consent
	Intro - Ordinance disposing of Irrigation Co shares for water rights trade and acquisition agreement	Sean Chambers	Consent
	Intro-Ordinance adopting Chapter 16 of Title 24 regarding Special Districts	Becky Safarik	Consent
March 8, 2022 Worksession Meeting	Recycling Update	Paul Trombino	Regular
	COVID-19 Update	Raymond Lee	
	Quiet Zones Update	Paul Trombino	0.25
	Discussion regarding Ward Boundary Adjustment	Becky Safarik/Stacey Aurzada	
	Review and discuss Water Rights Trade & Acquisition Agreement	Sean Chambers	
March 15, 2022 Council Meeting	Greeley Public Safety Picture	Adam Turk	
	COVID-19 Update	Raymond Lee	
	University of Northern Colorado update		
	Intro-Ordinance making corrections to the Greeley Municipal Code	Stacey Aurzada	Consent
	Resolution- approving a contract with TPL for the purchase of the ShurView property	Becky Safarik	Consent
	Ordinance- PH and Second reading adopting Chapter 16 of Title 24 regarding Special Districts	Becky Safarik	Regular
	Ordinance - PH and Second Reading-Setting salaries of City Council Appointees	Kathleen Hix	Regular
	Ordinance - PH and Second Reading - Disposition of Irrigation Co shares for water rights trade agreement	Sean Chambers	Regular
Board and Commission Appointments	Stacey Aurzada	Regular	

# Council Agenda Summary

**Title:**

Consideration of a motion authorizing the City Attorney to prepare any required resolutions, agreements, and ordinances to reflect action taken by the City Council at this meeting and any previous meetings, and authorizing the Mayor and City Clerk to sign all such resolutions, agreements and ordinances

**Council's Recommended Action:**

A motion to approve the above authorizations.

# Worksession Agenda Summary

February 8, 2022

Kathleen Hix, Human Resources Director, 970-888-1857

**Title:**

Executive Session for the purpose of conducting the annual performance review of the City Attorney.

**Background:**

An executive session is needed to perform the annual performance review of the City Attorney. If Council concurs, a motion to adjourn into Executive Session is needed.

**Strategic Work Program Item or Applicable Council Priority and Goal:**

*Infrastructure & Growth:* Establish the capital and human infrastructure to support and maintain a safe, competitive, appealing and successful community.

**Council's Recommended Action:**

A motion to go into an Executive Session to discuss the following matter as provided under C.R.S. Section 24-6-402(4) (f) and Greeley Municipal Code Section 2.151 (6)(a):

To discuss personnel reporting to the City Council.

# Council Agenda Summary

February 15, 2022

Kathleen Hix, Human Resources Director, 970-888-1857

**Title:**

Executive Session for the purpose of conducting the annual performance review of the Municipal Judge.

**Background:**

An executive session is needed to perform the annual performance review of the Municipal Judge. If Council concurs, a motion to adjourn into Executive Session is needed.

**Strategic Work Program Item or Applicable Council Priority and Goal:**

*Infrastructure & Growth:* Establish the capital and human infrastructure to support and maintain a safe, competitive, appealing and successful community.

**Council's Recommended Action:**

A motion to go into an Executive Session to discuss the following matter as provided under C.R.S. Section 24-6-402(4) (f) and Greeley Municipal Code Section 2.151 (6)(a):

To discuss personnel reporting to the City Council.