

1 **BY AUTHORITY**

2 ORDINANCE NO. _____
3 SERIES OF 2018

COUNCIL BILL NO. CB18-0436
COMMITTEE OF REFERENCE:
Finance & Governance

4
5 **A BILL**

6 **For an ordinance authorizing the issuance of (1) the “City and County of Denver, Colorado, General Obligation Elevate Denver Bonds, Series 2018A” for the**
7 **purpose of financing and defraying the cost of acquiring, constructing, installing**
8 **and improving various civic facilities, together with all necessary, incidental or**
9 **appurtenant properties, facilities, equipment and costs; and (2) the “City and**
10 **County of Denver, Colorado, General Obligation Justice System Facilities**
11 **Refunding Bonds, Series 2018B” for the purpose of refunding, paying and**
12 **discharging all of the City’s outstanding General Obligation Justice System**
13 **Facilities Bonds, Series 2008 maturing after August 1, 2018; providing for the levy**
14 **of general ad valorem taxes to pay the principal of and interest on the Series**
15 **2018A-B Bonds; authorizing the execution of certain agreements and providing**
16 **other details in connection therewith; ratifying action previously taken relating**
17 **thereto; providing other matters relating thereto; and making other provisions**
18 **relating thereto.**
19

20 **PREFACE**

21 This ordinance (referred to herein as "this Ordinance") is adopted by the City Council of the
22 City and County of Denver, Colorado.

23 **DEFINITIONS**

24 All defined terms in this Ordinance have the meanings set forth in Section 101 of this
25 Ordinance, except where the context by clear implication otherwise requires.

26 **RECITALS**

27 (A) The City is a municipal corporation duly organized and existing as a home rule city
28 under Article XX of the State Constitution and under the Charter and is a political subdivision of the
29 State.

30 (B) Subject to certain exceptions, all legislative powers possessed by the City, conferred
31 by Article XX of the State Constitution, or contained in the Charter, as either from time to time
32 amended, or otherwise existing by operation of law, are vested in the Council.

33 (C) At the 2017 Election, a majority of electors of the City qualified to vote and voting
34 thereon approved each of the Ballot Questions authorizing the City to issue general obligation bonds
35 in the aggregate principal amount of \$937,418,500 for the purposes of acquiring, constructing,
36 installing and improving various civic facilities for the City, as set forth in each of the Ballot Questions

1 and those purposes collectively defined as “the Elevate Denver Project” herein, subject to the
2 limitations specified in the Ballot Questions.

3 (D) The City has previously issued its Series 2008 Bonds pursuant to the 2005 Ballot
4 Question. The Council, in the name and on behalf of the City, has determined and hereby declares
5 that it is in the best interests of the City that the City issue the Series 2018B Bonds in accordance
6 with the 2005 Ballot Question, Article X, Section 20(4)(b) of the State Constitution, the Charter and
7 the Refunding Act, to refund, pay and discharge the Refunded Bonds in order to reduce the net
8 effective interest rate; reduce the total principal and interest payable or the principal and interest
9 payable in any particular year or years, or effect other economies; or any combination of the
10 foregoing.

11 (E) Pursuant to this Ordinance, the City wishes to issue (1) its Series 2018A Bonds in
12 order to finance a portion of the Elevate Denver Project and (2) its Series 2018B Bonds in order to
13 finance the Refunding Project.

14 (F) Pursuant to Section 20-92 of the City Code, the Treasurer has retained Hilltop
15 Securities Inc. as financial advisor to assist the City and communicated such retention in writing to
16 the President of the Council, and the Clerk has read such communication to the Council.

17 (G) The Treasurer has provided the written notification to the Council required pursuant
18 to Section 20-93 of the City Code, the Clerk has read such notification to the Council at a regularly
19 scheduled meeting, and the Treasurer has not taken any action obligating the City to issue any of
20 the Series 2018A-B Bonds until at least fifteen (15) days after such reading.

21 (H) The Council has determined it is necessary and in the best interests of the City that
22 the City undertake the financing of the Elevate Denver Project and the Refunding Project and defray
23 the costs thereof by issuing each series of the Series 2018A-B Bonds and does hereby declare:

24 1. The public interest, safety and welfare require the issuance of the Series 2018A-B
25 Bonds;

26 2. Each series of the Series 2018A-B Bonds shall be issued pursuant to the
27 provisions of this Ordinance, the related Sale Certificate and the provisions of the Notices of Sale
28 related thereto; and

29 3. All acts, conditions and things required by law to exist, to have happened and to
30 have been performed as a condition to the issuance of the Series 2018A-B Bonds do or will exist,
31 have happened or will happen and have been or will be performed in regular and due time, form
32 and manner as required by law.

1 (l) There have been filed in the office of the Clerk, the proposed forms of the following
2 documents with respect to the Series 2018A-B Bonds:

- 3 1. the Preliminary Official Statement relating to the Series 2018A-B Bonds (Clerk File
4 No. 18-0197);
- 5 2. the Series 2018A Notice of Sale (Clerk File No. 18-0192);
- 6 3. the Series 2018B Notice of Sale (Clerk File No. 18-0193);
- 7 4. the Continuing Disclosure Undertaking (Clerk File No. 18-0194);
- 8 5. the Paying Agent Agreement (Clerk File No. 18-0196); and
- 9 6. the Escrow Agreement (Clerk File No. 18-0195).

10 **NOW, THEREFORE, BE IT ENACTED BY THE COUNCIL OF THE CITY AND COUNTY**
11 **OF DENVER:**

12 **ARTICLE I**
13 **DEFINITIONS AND GENERAL PROVISIONS**

14 **Section 101. DEFINITIONS AND CONSTRUCTION.**

15 A. Definitions. The following terms shall have the following meanings for all purposes of
16 this Ordinance and of any ordinance or other instrument amendatory hereof or supplemental hereto,
17 except where the context by clear implication otherwise requires:

18 "2005 Election" means the municipal election held in the City on May 3, 2005.

19 "2005 Ballot Question" means the ballot question approved at the 2005 Election authorizing
20 the City to issue the Series 2008 Bonds.

21 "2017 Election" means the municipal election held in the City on November 7, 2017.

22 "Ballot Questions" means the seven ballot questions approved at the 2017 Election
23 authorizing the City to issue general obligation bonds in the aggregate principal amount of
24 \$937,418,500 for the purposes of acquiring, constructing, installing and improving various civic
25 facilities for the City, including (1) \$431,042,500 for transportation and mobility system facilities,
26 (2) \$116,907,000 for cultural facilities, (3) \$75,000,000 for a Denver Health and Hospital Authority
27 outpatient medical center building, (4) \$77,011,000 for public safety system facilities,
28 (5) \$69,343,000 for library system facilities, (6) \$151,615,000 for parks and recreation system
29 facilities, and (7) \$16,500,000 for repairs and improvements to the public facilities system, all as set
30 forth in each of the Ballot Questions.

31 "Beneficial Owners" means those Persons having beneficial ownership interests in Bonds or
32 registered in the name of the Securities Depository or a nominee therefor.

1 “Business Day” means any day other than a Saturday, Sunday, legal holiday or any other
2 day on which the office of the Paying Agent, the Registrar or the Transfer Agent is authorized or
3 required by law to remain closed.

4 “Charter” means the home rule charter of the City, as amended from time to time.

5 “City” means the City and County of Denver, Colorado.

6 “City Code” means the Revised Municipal Code of the City, as amended from time to time.

7 “Clerk” means the Clerk and Recorder, *ex-officio* Clerk, of the City.

8 “Continuing Disclosure Undertaking” means the Continuing Disclosure Undertaking executed
9 by the City relating to the Series 2018A-B Bonds.

10 “Council” means the City Council of the City.

11 “Debt Service Requirements” means, for any period, the principal of and interest on any
12 designated bonds or other obligations.

13 “Elevate Denver Project” means, collectively, the projects to be undertaken by the City
14 pursuant to the Ballot Questions approved by the electors of the City at the 2017 Election including
15 (1) transportation and mobility system facilities, (2) cultural facilities, (3) a Denver Health and
16 Hospital Authority outpatient medical center building, (4) public safety system facilities, (5) library
17 system facilities, (6) parks and recreation system facilities, (7) the public facilities system, together
18 with all necessary, incidental or appurtenant properties, facilities, equipment and costs with respect
19 to all of such projects, and (8) the payment of costs of issuance of the Series 2018A Bonds in
20 connection therewith.

21 “Escrow Agreement” means the Escrow Agreement between the City and the Escrow Bank,
22 as escrow agent, relating to the Series 2018B Bonds and the Refunded Bonds.

23 “Escrow Bank” means ZB, National Association, dba Zions Bank, a national banking
24 association, as escrow agent.

25 “Escrow Fund” means the “City and County of Denver, Colorado, General Obligation Justice
26 System Facilities Refunding Bonds, Series 2018B, Escrow Fund” created in Section 402 herein.

27 “Federal Securities” means only bills, certificates of indebtedness, notes or bonds which are
28 direct obligations of, or the principal and interest of which obligations are unconditionally guaranteed
29 by the United States of America, which are non-callable and mature prior to or on the date on which
30 the proceeds thereof are needed to pay the Debt Service Requirements.

31 “Fiscal Year” means the City’s fiscal year, which commences on January 1 of any calendar
32 year and ends on December 31 of the same calendar year.

1 “Insured Bank” means a state or national bank or trust company whose deposits are insured
2 by the Federal Deposit Insurance Corporation and that is a member of the Federal Reserve System,
3 is located within the United States and that has a shareholders’ equity (*i.e.*, capital stock, surplus
4 and undivided profits), however denominated, of \$50,000,000 or more, or such lesser amount as
5 may be approved by the Treasurer.

6 “Interest Payment Date” means a date designated for the payment of interest on the Series
7 2018A-B Bonds or any other designated securities.

8 “Maturity Date” means a date designated for the payment of principal of the Series 2018A-B
9 Bonds or any other designated securities at maturity.

10 “Mayor” means the Mayor of the City.

11 “Notices of Sale” means, collectively, the Series 2018A Notice of Sale prepared for the
12 competitive sale of the Series 2018A Bonds and the Series 2018B Notice of Sale prepared for the
13 competitive sale of the Series 2018B Bonds.

14 “Official Statement” means the Official Statement relating to the Series 2018A-B Bonds.

15 “Ordinance” means this Ordinance.

16 “Outstanding” when used with reference to the Series 2018A-B Bonds as of any particular
17 date, means all the Series 2018A-B Bonds theretofore duly issued except: any Series 2018A-B
18 Bond canceled by or on behalf of the City at or before such date; any Series 2018A-B Bond deemed
19 to have been paid within the meaning of Section 501 hereof; and any Series 2018A-B Bond in lieu
20 of or in substitution for which another Series 2018A-B Bond shall have been executed and delivered
21 pursuant to Section 309 hereof.

22 “Owner” means the registered owner of any Series 2018A-B Bond.

23 “Participants” means participating underwriters, securities brokers or dealers, banks, trust
24 companies, closing corporations or other persons or entities for which the Securities Depository
25 holds Series 2018A-B Bonds.

26 “Paying Agent” means ZB, National Association, dba Zions Bank, a national banking
27 association, or such successor paying agent, as shall be appointed hereunder.

28 “Paying Agent Agreement” means the Paying Agent, Registrar and Transfer Agent
29 Agreement between the City and the Paying Agent, relating to the Series 2018A-B Bonds.

30 “Permitted Investments” means such investments or reinvestments as are permitted and
31 authorized to be made by the Treasurer pursuant to the Charter and the City’s investment policy.

32 “Person” means a natural person, firm, association, partnership, corporation, limited liability
33 company or public body.

1 “Preliminary Official Statement” means the Preliminary Official Statement relating to the
2 Series 2018A-B Bonds.

3 “Record Date” means the 15th day (whether or not a Business Day) of the calendar month
4 next preceding each regularly scheduled interest payment date for the Series 2018A-B Bonds.

5 “Redemption Date” means the date fixed for redemption prior to maturity of the Series 2018A-
6 B Bonds in any notice of prior redemption given by or on behalf of the City.

7 “Refunded Bonds” means all of the outstanding Series 2008 Bonds (except for those Series
8 2008 Bonds maturing on August 1, 2018), currently outstanding in the aggregate principal amount
9 of \$73,975,000.

10 “Refunding Act” means the Public Securities Refunding Act, constituting part 1 of article 56
11 of title 11, Colorado Revised Statutes, as amended.

12 “Refunding Project” means the refunding of the Refunded Bonds and the payment of the cost
13 of issuance of the Series 2018B Bonds in connection therewith.

14 “Registrar” means ZB, National Association, dba Zions Bank, a national banking association,
15 or such successor registrar as shall be appointed hereunder.

16 “Sale Certificate” means a certificate in respect of each series of the Series 2018A-B Bonds
17 executed by the Mayor or the Treasurer of the City on or before the date of delivery of the Series
18 2018A-B Bonds setting forth the determinations that may be delegated to such officials pursuant to
19 Section 11-57-205(1) of the Supplemental Act and the determinations that have been delegated to
20 such officials pursuant to the Charter and Section 302 hereof.

21 “Securities Depository” means The Depository Trust Company, New York, New York, hereby
22 designated as the depository for the Series 2018A-B Bonds and includes any nominee or successor
23 thereof.

24 “Series 2008 Bonds” means the “City and County of Denver, Colorado, General Obligation
25 Justice System Facilities Bonds, Series 2008” issued in the aggregate principal amount of
26 \$174,135,000 and currently outstanding in the aggregate principal amount of \$94,615,000.

27 “Series 2018A Bond Proceeds Fund” means the “City and County of Denver, Colorado,
28 General Obligation Elevate Denver Bonds, Series 2018A, Bond Proceeds Fund” created in
29 Section 402 hereof.

30 “Series 2018A Bonds” means the “City and County of Denver, Colorado, General Obligation
31 Elevate Denver Bonds, Series 2018A,” issued in the aggregate principal amount set forth in a Sale
32 Certificate.

1 “Series 2018B Bonds” means the “City and County of Denver, Colorado, General Obligation
2 Justice System Facilities Refunding Bonds, Series 2018B,” issued in the aggregate principal amount
3 set forth in a Sale Certificate.

4 “Series 2018A-B Bonds” means, collectively, the Series 2018A Bonds and the Series 2018B
5 Bonds.

6 “Series 2018A-B Costs of Issuance Account” means the account by such name created in
7 Section 402 hereof.

8 “Series 2018A-B Rebate Account” means the account by such name created in Section 403
9 hereof.

10 “Special Record Date” means a special date fixed to determine the names and addresses of
11 Owners of the Series 2018A-B Bonds for purposes of paying principal or interest not paid when due
12 or interest accruing after maturity.

13 “State” means the State of Colorado.

14 “Supplemental Act” means the Supplemental Public Securities Act, constituting part 2 of
15 article 57 of title 11, Colorado Revised Statutes, as amended.

16 “Tax Code” means the Internal Revenue Code of 1986, as amended, and all regulations and
17 rulings promulgated thereunder.

18 “Transfer Agent” means ZB, National Association, dba Zions Bank, a national banking
19 association, or such successor transfer agent as shall be appointed hereunder.

20 “Treasurer” means the City’s Chief Financial Officer as Manager of Finance, *ex-officio*
21 Treasurer, or the Treasurer’s successor in functions, if any.

22 “Underwriter or Underwriters” means the underwriter or underwriters of each series of the
23 Series 2018A-B Bonds as designated in a Sale Certificate.

24 B. Construction. This Ordinance shall be construed as follows:

25 a. The captions herein are for convenience only and in no way define, limit or
26 describe the scope or intent of any provision hereof.

27 b. Any Series 2018A-B Bonds held by the City shall not be deemed to be
28 Outstanding for the purpose of redemption or of consents hereunder.

29 c. Any inconsistency between the provisions of this Ordinance and those of any
30 applicable State statutes is intended by the Council. To the extent of any such inconsistency, the
31 provisions of this Ordinance shall be deemed made pursuant to the Charter and shall supersede,
32 to the extent permitted by law, the conflicting provisions of such statutes.

1 **Section 102. Successors.** All of the covenants, stipulations, obligations, and
2 agreements by or on behalf of and other provisions for the benefit of the City contained herein shall
3 bind and inure to the benefit of any successors of the City and shall bind and inure to the benefit of
4 any officer, board, district, commission, authority, agent, or instrumentality to whom or to which there
5 shall be transferred by or in accordance with law any right, power, or duty of the City or of their
6 respective successors, if any, the possession of which is necessary or appropriate in order to comply
7 with any such covenants, stipulations, obligations, agreements or other provisions hereof.

8 **Section 103. Parties Interested Herein.** Except as herein otherwise expressly provided,
9 nothing herein is intended or shall be construed to confer upon or to give to any Person, other than
10 the City, the Paying Agent, the Registrar, the Transfer Agent, the Escrow Bank and the Owners
11 from time to time of the Series 2018A-B Bonds, any right, remedy, or claim hereunder. All the
12 covenants, stipulations, promises and agreements herein contained by and on behalf of the City
13 shall be for the sole and exclusive benefit of the City, the Paying Agent, the Registrar, the Transfer
14 Agent, the Escrow Bank and the Owners of the Series 2018A-B Bonds.

15 **Section 104. Ratification.** All action heretofore taken (not inconsistent with the
16 provisions of this Ordinance) by the officers and employees of the City in respect of the sale and
17 delivery of the Series 2018A-B Bonds for that purpose is hereby ratified, approved, and confirmed,
18 including, without limitation, the preparation and distribution of the Preliminary Official Statement.

19 **Section 105. Ordinance Irrepealable.** In consideration of the purchase and acceptance
20 of any Series 2018A-B Bonds by those who own the same from time to time, this Ordinance shall
21 constitute an irrevocable contract between the City and the Owners of the Series 2018A-B Bonds;
22 and this Ordinance shall be and remain irrepealable until the Series 2018A-B Bonds shall be fully
23 paid, canceled or discharged, as herein provided.

24 **Section 106. Severability.** If any provision of this Ordinance shall be held invalid or
25 unenforceable, such holding shall not affect any other provisions hereof.

26 **Section 107. Effective Date.** This Ordinance shall become effective immediately upon
27 its final passage and publication, as provided by the Charter.

28 **Section 108. Publication.** The bill for this Ordinance is hereby authorized and directed
29 to be published as provided in the Charter.

30 **Section 109. Recordation and Authentication.** This Ordinance shall be recorded after
31 its passage in a Book of Ordinances of the City, kept for that purpose, and authenticated by the
32 signature of the Mayor and attested and countersigned by the Clerk.

1
2
3
4

ARTICLE II

**COUNCIL'S DETERMINATIONS, NECESSITY OF ELEVATE DENVER PROJECT, THE
REFUNDING PROJECT,
SERIES 2018A-B BONDS, AND OBLIGATIONS OF THE CITY**

5 **Section 201. Authority for Ordinance.** This Ordinance is adopted pursuant to the City's
6 powers as a home rule city organized and operating under the Charter and Article XX of the State
7 Constitution and pursuant to the Supplemental Act (as limited herein), the provisions of which are
8 hereby elected; and the City hereby determines that each and every matter and thing as to which
9 provision is made herein is necessary in order to carry out and to effect the purposes hereof.

10 **Section 202. Authorization of Elevate Denver Project and Refunding Project.** The
11 City hereby authorizes the Elevate Denver Project and the Refunding Project.

12 **Section 203. Validity of Bonds.** The validity of the Series 2018A-B Bonds shall not be
13 dependent on or be affected by the validity or regularity of any actions or proceedings relating to
14 the Elevate Denver Project, the Refunding Project or any part thereof.

15 **Section 204. Bonds Equally Secured.** The covenants and agreements herein set forth
16 to be performed by or on behalf of the City shall be for the equal benefit, protection and security of
17 the Owners of any and all of the Outstanding Series 2018A-B Bonds, except as otherwise expressly
18 provided in or pursuant to this Ordinance.

19 **Section 205. Approval Authorization and Amendments.**

20 A. The Continuing Disclosure Undertaking, the Paying Agent Agreement and the Escrow
21 Agreement are hereby approved in substantially the forms filed with the Clerk, provided that such
22 documents may be completed, corrected or revised as deemed necessary by the parties thereto in
23 order to carry out the purposes of this Ordinance and comply with the terms of a Sale Certificate.

24 B. The Notices of Sale are each hereby approved in substantially the forms filed with the
25 Clerk, provided that such Notices of Sale may be completed, corrected or revised as deemed
26 necessary by the Treasurer or the City's Co-Bond Counsel in order to carry out the purposes of this
27 Ordinance. The Treasurer is hereby authorized and directed to cause the Notices of Sale to be
28 distributed to prospective bidders on each series of the Series 2018A-B Bonds.

29 C. The printing, distribution and use of the Preliminary Official Statement in substantially
30 the form on file with the Clerk is hereby approved, with such amendments, additions and deletions
31 as are in accordance with the facts and not inconsistent herewith. The Treasurer is authorized to
32 prepare or cause to be prepared, and the Mayor and the Treasurer are authorized and directed to
33 approve, on behalf of the City, and execute a final Official Statement for use in connection with the

1 offering and sale of the Series 2018A-B Bonds in substantially the form of the Preliminary Official
2 Statement, but with such amendments, additions and deletions as are in accordance with the facts
3 and not inconsistent herewith. The execution of a final Official Statement by the Mayor and the
4 Treasurer shall be conclusively deemed to evidence the approval of the form and contents thereof
5 by the City.

6 D. The Mayor, the Auditor of the City, the Clerk, the Treasurer, and other officers and
7 employees of the City are hereby independently authorized and directed to take all action necessary
8 or appropriate to effect the provisions of this Ordinance, including without limiting the generality of
9 the foregoing, executing, attesting, authenticating and delivering for and on behalf of the City the
10 Series 2018A-B Bonds, the Continuing Disclosure Undertaking, the Paying Agent Agreement, the
11 Escrow Agreement and such other agreements, instruments, certificates and opinions as may be
12 required to implement the transactions contemplated hereby, or as may otherwise be reasonably
13 required by Co-Bond Counsel or the Underwriters, and the taking of such other action in cooperation
14 with Co-Bond Counsel or the Underwriters as they may reasonably request to qualify the Series
15 2018A-B Bonds for offer and sale under the securities laws and regulations of such states and other
16 jurisdictions of the United States as the Underwriters may designate.

17 E. The execution of any document or instrument by the appropriate officers of the City
18 herein authorized shall be conclusive evidence of the approval by the City of such document or
19 instrument in accordance with the terms hereof.

20 **ARTICLE III**

21 **AUTHORIZATION, TERMS, EXECUTION,** 22 **FORM AND ISSUANCE OF BONDS**

23 **Section 301. Authorization and Authority for the Series 2018A-B Bonds.** The City
24 hereby authorizes (1) the issuance of the Series 2018A Bonds to defray a portion of the costs of the
25 Elevate Denver Project and (2) the issuance of the Series 2018B Bonds to accomplish the
26 Refunding Project. The City is authorized by this Ordinance to issue each series of the Series
27 2018A-B Bonds pursuant to and within the limitations of (1) the Ballot Questions (in the case of the
28 Series 2018A Bonds) and (2) the 2005 Ballot Question (in the case of the Series 2018B Bonds),
29 and all in accordance with Article XX, Section 6 of the Colorado Constitution, the Charter and the
30 City Code, the Refunding Act and the provisions of the Supplemental Act.

31 **Section 302. Delegation.** Pursuant to the Charter and Section 11-57-205 of the
32 Supplemental Act, the Council hereby delegates to each of the Mayor or the Treasurer the
33 independent authority to provide a notice of the sale of each series of the Series 2018A-B Bonds

1 by such means as the Mayor or the Treasurer deem appropriate, to determine the date and time
2 that competitive bids for each series of the Series 2018A-B Bonds are to be received and recorded
3 by the Treasurer, to receive bids for the purchase of such Series 2018A-B Bonds, to determine the
4 best bid therefor in accordance with the terms and provisions of this Ordinance and the Notices of
5 Sale, and to accept a binding bid or bids for such Series 2018A-B Bonds, and to execute any
6 agreement in connection therewith. At the time the Mayor or the Treasurer, as the case may be,
7 accepts a binding bid for any of the Series 2018A-B Bonds, the Mayor or the Treasurer shall also
8 simultaneously execute related Sale Certificates for each series of the Series 2018A-B Bonds
9 setting forth the Underwriter of each series of the Series 2018A-B Bonds and the terms of each
10 series of the Series 2018A-B Bonds.

11 The Series 2018A Bonds and the Series 2018B Bonds may be sold at different times and
12 may be sold to different purchasers, all as then determined by the Mayor or the Treasurer to be in
13 the best interests of the City.

14 Pursuant to the Charter and the Supplemental Act, the Council hereby further delegates to
15 each of the Mayor or the Treasurer the authority to independently make any determination delegable
16 pursuant to Section 11-57-205(1) of the Supplemental Act, in relation to each series of the Series
17 2018A-B Bonds, and to include such determinations in a Sale Certificate, subject to the parameters
18 and restrictions contained herein.

19 The delegation set forth in this Section 302 shall be effective through the date which is one year
20 after the date of passage of this Ordinance by the Council.

21 **Section 303. Bond Details; Parameters.** The Series 2018A-B Bonds shall be issued in
22 fully registered form and shall initially be registered in the name of Cede & Co., as nominee for the
23 Securities Depository, except as otherwise provided herein. Purchases by Beneficial Owners of the
24 Series 2018A-B Bonds shall be made in book-entry form in the denominations of \$5,000 or any
25 integral multiple thereof. The Beneficial Owners of the Series 2018A-B Bonds shall not receive
26 certificates evidencing their interests in the Series 2018A-B Bonds. No Series 2018A-B Bond shall
27 be issued in any denomination larger than the aggregate principal amount maturing on the Maturity
28 Date of such Series 2018A-B Bond, and no Series 2018A-B Bond shall be made payable on more
29 than one Maturity Date.

30 Pursuant to the recommendations of the Committee on Uniform Security Identification
31 Procedures, CUSIP numbers may be printed on the Series 2018A-B Bonds.

32 The Series 2018A-B Bonds shall be dated their date of delivery, mature, be payable, bear
33 interest payable to the Owners of the Series 2018A-B Bonds from their date to maturity or prior

1 redemption, be sold, and comply with the terms and limitations of the applicable Ballot Questions,
2 all as provided in a related Sale Certificate; provided that:

3 (i) the Series 2018A Bonds shall mature no later than August 1, 2033, and the
4 Series 2018B shall mature no later than the latest maturity date of the Refunded Bonds;

5 (ii) the net effective interest rate on the Series 2018A Bonds shall not exceed 4.25%,
6 and the net effective interest rate on the Series 2018B Bonds shall not exceed 3.50%;

7 (iii) the aggregate principal amount of the Series 2018A Bonds shall not exceed
8 \$193,000,000 and the aggregate principal amount of the Series 2018B Bonds shall not exceed
9 \$77,000,000;

10 (iv) the aggregate principal amount and the maximum annual and total repayment cost
11 of the Series 2018A Bonds associated with the Elevate Denver Project, shall not exceed the
12 amounts authorized in each applicable Ballot Question and in the notice of election sent to the voters
13 in connection with the 2017 Election;

14 (v) the net purchase price of the Series 2018A Bonds shall not be less than 100% of
15 the original principal amount of the Series 2018A Bonds, and the net purchase price of the Series
16 2018B Bonds shall be not less than 100% of the original principal amount of the Series 2018B
17 Bonds; and

18 (vi) the Refunding Project shall generate a positive present value savings.

19 The Treasurer shall approve and set forth in the related Sale Certificate for each series of
20 the Series 2018A-B Bonds, the optional and mandatory sinking fund redemption provisions for each
21 such series consistent with each Notice of Sale and the respective winning bids.

22 Interest on each of the Series 2018A-B Bonds shall be calculated on the basis of a 360-day
23 year of twelve 30-day months, payable semiannually on February 1 and August 1, commencing on
24 the date or dates set forth in the related Sale Certificate.

25 If the principal of or interest on any Series 2018A-B Bond is not paid as provided herein,
26 interest shall be payable on such unpaid principal or interest at the interest rate specified in the
27 Series 2018A-B Bond until such unpaid principal or interest is paid in full.

28 The principal of, interest on and any premium due in connection with the redemption of the Series
29 2018A-B Bonds shall be payable in lawful money of the United States of America to the registered
30 Owners of the Series 2018A-B Bonds by the Paying Agent. Except as hereinafter provided, the
31 principal and the final installment of interest shall be payable to the Owner of each Series 2018A-B
32 Bond upon presentation and surrender thereof at maturity or upon prior redemption by check or
33 draft sent to the Owner at the address appearing on the registration books of the City maintained

1 by the Registrar or by wire transfer to such bank or other depository as the Owner shall designate
2 in writing to the Paying Agent. Except as hereinbefore and hereinafter provided, the interest shall
3 be payable to the Owner of each Series 2018A-B Bond determined as of the close of business on
4 the Record Date irrespective of any transfer of ownership of the Series 2018A-B Bond subsequent
5 to the Record Date and prior to such Interest Payment Date by check or draft or wire transfer
6 directed to such Owner as aforesaid. Any principal or interest not paid when due and any interest
7 accruing after maturity shall be payable to the Owner of each Series 2018A-B Bond entitled to
8 receive such principal or interest determined as of the close of business on the Special Record
9 Date, irrespective of any transfer of ownership of the Series 2018A-B Bond subsequent to the
10 Special Record Date and prior to the date fixed by the Paying Agent for the payment of such principal
11 or interest, by check or draft or wire transfer directed to such Owner as aforesaid. Notice of the
12 Special Record Date and of the date fixed for the payment of such interest shall be given by sending
13 a copy thereof by first-class postage prepaid mail at least fifteen (15) days prior to the Special
14 Record Date to the Owner of each Series 2018A-B Bond upon which principal or interest will be
15 paid determined as of the close of business on the day preceding such mailing at the address
16 appearing on the registration books of the City. Any premium shall be payable to the Owner of each
17 Series 2018A-B Bond being redeemed upon presentation and surrender thereof upon prior
18 redemption by check or draft or wire transfer directed to such Owner as aforesaid. So long as the
19 Owner of any Series 2018A-B Bond is the Securities Depository or a nominee therefor, the
20 Securities Depository shall disburse any payments received, through Participants or otherwise, to
21 the Beneficial Owners. If the date for making any payment or giving any notice is not a
22 Business Day, such payment or notice shall be made or given on the next succeeding Business Day
23 with such force and effect as if done on such nominal date.

24 So long as the registered Owner of any Series 2018A-B Bond is the Securities Depository or
25 a nominee therefor, the Securities Depository shall disburse any payments received, through
26 participating underwriters, securities brokers or dealers, banks, trust companies, closing
27 corporations or other persons or entities for which the Securities Depository holds Series 2018A-B
28 Bonds or otherwise, to the Beneficial Owner or Owners thereof.

29 Neither the City nor the Paying Agent shall have any responsibility or obligation for the
30 payment to any Participant, any Beneficial Owner or any other Person (except an Owner of Series
31 2018A-B Bonds) of the principal of, interest on or any premium due on the Series 2018A-B Bonds.

32 Notwithstanding the foregoing provisions or any other provisions of this Ordinance to the
33 contrary, so long as and only with respect to those Series 2018A-B Bonds held in book-entry form,

1 the payment, registration, exchange, transfer and redemption provisions of those Series 2018A-B
2 Bonds shall conform to the requirements of the Securities Depository. And, so long as and only
3 with respect to those Series 2018A-B Bonds not held in book-entry form, the payment, registration,
4 exchange, transfer and redemption provisions of those Series 2018A-B Bonds shall conform to the
5 requirements of this Ordinance and a Sale Certificate.

6 **Section 304. Prior Redemption.** Each series of the Series 2018A-B Bonds shall be
7 subject to optional and mandatory sinking fund redemption prior to their respective Maturity Dates
8 as set forth in its respective Sale Certificate.

9 Series 2018A-B Bonds that are redeemable prior to their respective Maturity Dates may be
10 redeemed in part if issued in denominations that are integral multiples of \$5,000. In such case the
11 Series 2018A-B Bond shall be surrendered in the manner provided for transfers of ownership. Upon
12 payment of the redemption price the Owner shall receive a new Series 2018A-B Bond or Series
13 2018A-B Bonds of authorized denominations in aggregate principal amount equal to the
14 unredeemed portion of the Series 2018A-B Bond surrendered. Such Series 2018A-B Bonds shall
15 be treated as representing a corresponding number of separate Series 2018A-B Bonds in the
16 denomination of \$5,000 each.

17 **Section 305. Notice of Redemption.** Unless waived by the Owners of any Series 2018A-
18 B Bonds to be redeemed, notice of redemption shall be given by the Paying Agent in the name of
19 the City by sending a copy thereof by first-class postage prepaid mail, or with respect to those Series
20 2018A-B Bonds held in book-entry form, by using such other method required by the Securities
21 Depository, not less than thirty (30) days or more than sixty (60) days prior to the Redemption Date
22 to the Owner of each of the Series 2018A-B Bonds being redeemed determined as of the close of
23 business on the day preceding the first mailing of such notice at the address appearing on the
24 registration books of the City. Such notice shall specify: (i) the number or numbers of the Series
25 2018A-B Bonds to be redeemed, whether in whole or in part; (ii) the principal amounts thereof;
26 (iii) the CUSIP numbers of the Series 2018A-B Bonds, if any, to be redeemed; (iv) the date the
27 Series 2018A-B Bonds were originally issued; (v) the rate of interest borne by each Series 2018A-
28 B Bond to be redeemed; (vi) the maturity date of each Series 2018A-B Bond to be redeemed;
29 (vii) the date fixed for redemption; (viii) that on the Redemption Date there will be due and payable
30 upon each Series 2018A-B Bond or part thereof so to be redeemed at the office of the Paying Agent
31 the principal amount or part thereof plus accrued interest thereon to the Redemption Date and that
32 from and after such date interest will cease to accrue; and, (ix) any other descriptive information
33 determined by the Paying Agent or the Treasurer to be necessary to identify accurately the Series

1 2018A-B Bonds being redeemed. In addition, the Paying Agent is hereby authorized and directed
2 to give such other or further notice as may be required by law and to comply with any operational
3 procedures and requirements of the Securities Depository relating to redemption of bonds and
4 notice thereof. Each such notice of redemption shall be sent at least thirty (30) days before the
5 Redemption Date by first class mail or, with respect to those Series 2018A-B Bonds held in book-
6 entry form, by overnight delivery service or by electronic submission to the Securities Depository.
7 Failure to send any notice as aforesaid or any defect in any notice so sent with respect to any Series
8 2018A-B Bond shall not affect the validity of the redemption proceedings with respect to any other
9 Series 2018A-B Bond.

10 On or prior to the Redemption Date, the City shall deposit with the Paying Agent sufficient
11 funds to redeem any Series 2018A-B Bonds called for prior redemption on the Redemption Date.
12 Upon such deposit, the Series 2018A-B Bonds or portions thereof to be redeemed shall be due and
13 payable on the Redemption Date, and on the Redemption Date interest shall cease to accrue
14 thereon. Any Series 2018A-B Bonds redeemed prior to their respective Maturity Dates by call for
15 prior redemption or otherwise shall not be reissued and shall be canceled the same as Series
16 2018A-B Bonds paid at or after maturity.

17 Notwithstanding the provisions of this section, any notice of redemption may contain a
18 statement that the redemption is conditioned upon the receipt by the Paying Agent of funds on or
19 before the date fixed for redemption sufficient to pay the redemption price of the Series 2018A-B
20 Bonds called for redemption, and that if such funds are not available, such redemption shall be
21 cancelled by written notice to the Owners of such Series 2018A-B Bonds called for redemption in
22 the same manner as the original redemption notice was sent.

23 **Section 306. Negotiability.** Subject to the registration and payment provisions herein
24 provided, the Series 2018A-B Bonds shall be fully negotiable within the meaning of and for the
25 purposes of the Uniform Commercial Code — Investment Securities, and each Owner shall possess
26 all rights enjoyed by holders of negotiable instruments under the Uniform Commercial Code —
27 Investment Securities.

28 **Section 307. Execution and Authentication of Bonds.** The Series 2018A-B Bonds
29 shall be executed in the name and on behalf of the City with the manual or facsimile signature of
30 the Mayor, shall be sealed with the manual or facsimile impression of the seal of the City and
31 attested with the manual or facsimile signature of the Clerk and shall be registered and
32 countersigned with the manual or facsimile signature of the Auditor of the City. Each Series 2018A-
33 B Bond shall be authenticated with the manual signature of the Registrar. The Series 2018A-B

1 Bonds bearing the manual or facsimile signatures of the officers in office at the time of the
2 authorization thereof shall be the valid and binding obligations of the City, subject to the requirement
3 of authentication by the Registrar, notwithstanding that before the delivery thereof and payment
4 therefor or before the transfer or exchange thereof any or all of the Persons whose manual or
5 facsimile signatures appear thereon shall have ceased to fill their respective offices. No Series
6 2018A-B Bond shall be valid or obligatory for any purpose or be entitled to any security or benefit
7 under this Ordinance unless the certificate of authentication on such Series 2018A-B Bond shall
8 have been duly executed by the Registrar, and such executed certificate upon any such Series
9 2018A-B Bond shall be conclusive evidence that such Series 2018A-B Bond has been authenticated
10 and delivered under this Ordinance.

11 **Section 308. Registration Transfer and Exchange of Bonds.** Upon their execution and
12 authentication and prior to their delivery, the Series 2018A-B Bonds shall be registered for the
13 purpose of payment of principal and interest with the Registrar.

14 Neither the City nor the Registrar shall have any responsibility or obligation with respect to
15 the accuracy of the records of the Securities Depository or a nominee therefor or any Participant
16 with respect to any ownership interest in the Series 2018A-B Bonds or the delivery to any
17 Participant, Beneficial Owner or any other person of any notice with respect to the Series 2018A-B
18 Bonds.

19 The Series 2018A-B Bonds shall be transferable only upon the registration books of the City
20 by the Transfer Agent, at the request of the Owner thereof or his, her or its duly authorized attorney-
21 in-fact or legal representative. A Series 2018A-B Bond may be transferred upon surrender thereof
22 together with a written instrument of transfer duly executed by the Owner or his, her or its duly
23 authorized attorney-in-fact or legal representative with guaranty of signature satisfactory to the
24 Transfer Agent, containing written instructions as to the details of the transfer, along with the social
25 security number or federal employer identification number of the transferee and, if the transferee is
26 a trust, the names and social security numbers of the settlors and beneficiaries of the trust. The
27 Transfer Agent shall not be required to transfer ownership of any Series 2018A-B Bond during the
28 fifteen (15) days prior to the first mailing of any notice of redemption for any Series 2018A-B Bond
29 or to transfer ownership of any Series 2018A-B Bond selected for redemption on or after the date
30 of such mailing. The Owner of any Series 2018A-B Bond or Series 2018A-B Bonds may also
31 exchange such Series 2018A-B Bond or Series 2018A-B Bonds for another Series 2018A-B Bond
32 or Series 2018A-B Bonds of authorized denominations. Transfers and exchanges shall be made
33 without charge, except that the Transfer Agent may require payment of a sum sufficient to defray

1 any tax or other governmental charge that may hereafter be imposed in connection with any transfer
2 or exchange of Series 2018A-B Bonds. No transfer of any Series 2018A-B Bond shall be effective
3 until entered on the registration books of the City. In the case of every transfer or exchange, the
4 Registrar shall authenticate, and the Transfer Agent shall deliver to the new Owner a new Series
5 2018A-B Bond or Series 2018A-B Bonds of the same aggregate principal amount maturing in the
6 same year and bearing interest at the same per annum rate as the Series 2018A-B Bond or Series
7 2018A-B Bonds surrendered. Such Series 2018A-B Bonds shall be dated as of their date of
8 authentication. New Series 2018A-B Bonds delivered upon any transfer or exchange shall be valid
9 obligations of the City, evidencing the same obligations as the Series 2018A-B Bonds surrendered,
10 shall be secured by this Ordinance, and shall be entitled to all of the security and benefits hereof to
11 the same extent as the Series 2018A-B Bonds surrendered. The City may deem and treat the
12 Person in whose name any Series 2018A-B Bond is last registered upon the books of the City as
13 the absolute Owner thereof for the purpose of receiving payment of the principal of, interest on and
14 any premium due in connection with such Series 2018A-B Bond and for all other purposes, and all
15 such payments so made to such Person or upon his, her or its order shall be valid and effective to
16 satisfy and discharge the liability of the City upon such Series 2018A-B Bond to the extent of the
17 sum or sums so paid, and the City shall not be affected by any notice to the contrary.

18 Neither the City nor the Transfer Agent shall have any responsibility or obligation with respect
19 to the accuracy of the records of the Securities Depository or its Participants regarding any
20 ownership interest in the Series 2018A-B Bonds or transfers thereof.

21 The City may remove the Securities Depository and the Securities Depository may resign by
22 giving sixty (60) days' written notice to the other of such removal or resignation. Additionally, the
23 Securities Depository shall be removed sixty (60) days after receipt by the City of written notice from
24 the Securities Depository to the effect that the Securities Depository has received written notice
25 from Participants having interests, as shown in the records of the Securities Depository, in an
26 aggregate principal amount of not less than 50% of the aggregate principal amount of the then
27 outstanding Series 2018A-B Bonds held in book-entry form to the effect that the Securities
28 Depository is unable or unwilling to discharge its responsibilities or a continuation of the requirement
29 that all of the outstanding Series 2018A-B Bonds be registered in the name of the Securities
30 Depository or a nominee therefor is not in the best interests of the Beneficial Owners. Upon the
31 removal or resignation of the Securities Depository, the Securities Depository shall take such action
32 as may be necessary to assure the orderly transfer of the computerized book-entry system with
33 respect to the Series 2018A-B Bonds held in book-entry form to a successor securities depository

1 or if no successor securities depository is appointed as herein provided, the transfer of the Series
2 2018A-B Bonds in certificate form to the Beneficial Owners or their designees. Upon the giving of
3 notice by the City of the removal of the Securities Depository, the giving of notice by the Securities
4 Depository of its resignation or the receipt by the City of notice with respect to the written notice of
5 Participants referred to herein, the City may, within sixty (60) days after the giving of such notice,
6 appoint a successor securities depository upon such terms and conditions as the City shall impose.
7 Any such successor securities depository shall at all times be a registered clearing agency under
8 the Securities and Exchange Act of 1934, as amended, or other applicable statute or regulation,
9 and in good standing thereunder. If the City fails to appoint a successor securities depository within
10 such time period, the Series 2018A-B Bonds shall no longer be restricted to be registered in the
11 name of the Securities Depository or a nominee therefor, but may be registered in whatever name
12 or names Owners transferring or exchanging Series 2018A-B Bonds shall designate.

13 **Section 309. Lost or Stolen Bonds.** If any Series 2018A-B Bond shall be lost, stolen,
14 destroyed or mutilated, the Transfer Agent shall, upon receipt of such evidence, information,
15 indemnity and reimbursement for expenses relating thereto as it and the City may reasonably
16 require, authenticate and deliver a replacement Series 2018A-B Bond or Series 2018A-B Bonds of
17 the same aggregate principal amount, interest rate, series and Maturity Date, bearing a number or
18 numbers not previously assigned. If such lost, stolen, destroyed or mutilated Series 2018A-B Bond
19 shall have become due and payable or is about to become due and payable, the Paying Agent may
20 pay such Series 2018A-B Bond in lieu of replacement.

21 **Section 310. Delivery and Cancellation of Bonds.** The officers of the City are
22 authorized to deliver to the Registrar fully executed unauthenticated Series 2018A-B Bonds in such
23 quantities as may be convenient to be held in custody by the Registrar pending use as herein
24 provided.

25 Whenever any Series 2018A-B Bond shall be surrendered to the Paying Agent upon payment
26 thereof or to the Transfer Agent for the transfer, exchange or replacement as provided herein, such
27 Series 2018A-B Bond shall be promptly canceled by the Paying Agent or Transfer Agent, which
28 cancellation shall be reported to the Council and certified by the Auditor to the Mayor pursuant to
29 the Charter.

1 **ARTICLE IV**

2 **DELIVERY, APPLICATION, AND ADMINISTRATION OF PROCEEDS**

3 **Section 401. Delivery.** After the Series 2018A-B Bonds have been duly executed,
4 authenticated and registered as provided herein, the Treasurer shall cause the Series 2018A-B
5 Bonds to be delivered to the Underwriters or at the request of the Underwriters to the Securities
6 Depository upon receipt of the agreed purchase price for each series of the Series 2018A-B Bonds
7 set forth in a Sale Certificate. Except as provided below, the proceeds of each respective series of
8 the Series 2018A-B Bonds shall be applied solely to pay the costs of the Elevate Denver Project (in
9 the case of the Series 2018A Bonds) or the Refunding Project (in the case of the Series 2018B
10 Bonds). Neither the Underwriters nor any subsequent Owner of any Series 2018A-B Bond shall in
11 any manner be responsible for the application or disposal by the City or by any of its officers, agents
12 and employees of any of the proceeds of either series of the Series 2018A-B Bonds.

13 **Section 402. Application of Proceeds of Series 2018A-B Bonds.** The net proceeds of
14 each series of the Series 2018A-B Bonds, upon their receipt, shall be accounted for or applied in
15 the following manner and priority:

16 A. First, proceeds of the Series 2018A Bonds in the amount set forth in a Sale Certificate
17 shall be credited to a separate book account hereby created, which shall be under the control of the
18 Treasurer, maintained to defray the costs of the Elevate Denver Project and designated as the “City
19 and County of Denver, Colorado, General Obligation Elevate Denver Bonds, Series 2018A, Bond
20 Proceeds Fund” (the “Series 2018A Bond Proceeds Fund”). All investment income earned on
21 proceeds of the Series 2018A Bonds on deposit in the Series 2018A Bond Proceeds Fund shall
22 also be credited to such account. All investment income earned on any other account created under
23 or referenced in this Ordinance shall be credited thereto. Any net original issue premium received
24 by the City from the sale of the Series 2018A Bonds shall be credited to the Series 2018A Bond
25 Proceeds Fund.

26 B. Second, proceeds of the Series 2018B Bonds in the amount set forth in a Sale
27 Certificate shall be credited to a separate book account hereby created, which shall be under the
28 control of the Treasurer, maintained to fund the escrow for the Refunding Project and designated
29 as the “City and County of Denver, Colorado, General Obligation Justice System Facilities
30 Refunding Bonds, Series 2018B, Escrow Fund” (the “Series 2018B Escrow Fund”) as set forth in a
31 Sale Certificate, which is held by the Escrow Bank pursuant to the Escrow Agreement.
32 The Series 2018B Escrow Fund shall be maintained in an amount at the time of the deposit therein,
33 and at all times subsequently, at least sufficient, together with the known minimum yield to be

1 derived from the investment, if any, of the deposits therein, to pay the principal of, interest on and
2 any premium due in connection with the redemption of the Refunded Bonds as the same become
3 due. Moneys shall be withdrawn by the Escrow Bank from the Series 2018B Escrow Fund in
4 sufficient amounts and at times to permit the payment of the principal of, interest on and any
5 premium due in connection with the redemption of the Refunded Bonds as herein provided. Any
6 moneys remaining in the Series 2018B Escrow Fund after provision has been made for the
7 redemption of the Refunded Bonds shall be applied to any lawful purposes of the City as the Council
8 may hereafter determine. If for any reason the amount in the Series 2018B Escrow Fund shall at
9 any time be insufficient for the purposes hereinbefore set forth, the City shall forthwith from the first
10 moneys legally available therefor deposit therein such additional moneys as shall be necessary to
11 permit the payment in full of the principal of, interest on and any premium due in connection with
12 the redemption of the Refunded Bonds as herein provided.

13 C. Third, there shall be deposited into the Series 2018A-B Issuance Expenses Account
14 hereby created with the Paying Agent and designated as the "City and County of Denver, Colorado,
15 General Obligation Elevate Denver Bonds, Series 2018A and Justice System Facilities Refunding
16 Bonds, Series 2018B, Costs of Issuance Account" (the "Series 2018A-B Costs of Issuance
17 Account") an amount determined by the Treasurer to be sufficient to pay, together with other funds
18 of the City legally available for said purpose, the costs of issuance for each series of the Series
19 2018A-B Bonds. Any amounts on deposit in the Series 2018A-B Costs of Issuance Account
20 remaining after the payment of all the costs of issuance of each series of the Series 2018A-B Bonds
21 shall be transferred to the Series 2018A Bond Proceeds Fund and spent on the costs of the Elevate
22 Denver Project.

23 D. Fourth, upon completion of the Elevate Denver Project, any unexpended proceeds of
24 the Series 2018A Bonds together with any other amounts remaining in the Series 2018A Bond
25 Proceeds Fund, shall be transferred to the "Bonded Indebtedness Principal Fund" or the "Bonded
26 Indebtedness Interest Fund" as the Treasurer may determine.

27 The City shall proceed with all due diligence to complete the Elevate Denver Project and the
28 Refunding Project.

29 **Section 403. Rebate Account.** The City shall transfer into a special account hereby
30 created and designated as the "City and County of Denver, Colorado, General Obligation Elevate
31 Denver Bonds, Series 2018A and Justice System Facilities Refunding Bonds, Series 2018B, Rebate
32 Account" (the "Series 2018A-B Rebate Account") the estimated amounts of arbitrage rebate, if any,
33 and penalties, if any, due to the federal government under Sections 103 and 148 of the Tax Code

1 and the regulations thereunder relating to each series of the Series 2018A-B Bonds. Transfer of
2 said amounts shall be made from any or all of the funds or accounts referred to herein, to the extent
3 of funds available therefore, but the required arbitrage rebate payments shall be made to the federal
4 government from any legally available funds if there are no proceeds of the Series 2018A-B Bonds
5 or ad valorem tax receipts or investment earnings thereon deposited in the funds or accounts
6 referred to herein available for such purpose. The amounts so transferred shall be such that within
7 sixty (60) days after each computation date selected by the City in accordance with Section 148(f)
8 of the Tax Code and the regulations thereunder the amount in the Series 2018A-B Rebate Account
9 is at least equal to the greater of (1) the amount that the City estimates is rebatable on account of
10 investment during the applicable period or (2) such other amount as the City deems necessary or
11 prudent to provide for payment of the amount actually rebatable in accordance with Section 148(f)
12 of the Tax Code and the regulations thereunder.

13 The City shall compute the amount actually rebatable as of each installment computation
14 date and pay the United States Treasury 90% thereof within sixty (60) days and the balance,
15 together with interest and penalties, if any, as required by Section 148(f) of the Tax Code and the
16 regulations thereunder, within sixty (60) days after all the Series 2018A-B Bonds have been
17 discharged, provided that computations and payments may be made on other bases, at other times
18 and in other amounts, or omitted altogether, to the extent nationally recognized bond counsel opines
19 that such action will not adversely affect the tax treatment of interest on the Series 2018A-B Bonds.

20 The City shall hold the Series 2018A-B Rebate Account separate and apart from all other
21 funds and accounts of the City and shall maintain the Series 2018A-B Rebate Account until
22 sixty (60) days after all the Series 2018A-B Bonds have been discharged. The City shall retain the
23 records of the determinations of the amounts required to be deposited in the Series 2018A-B Rebate
24 Account, of the proceeds of any investments of moneys in the Series 2018A-B Rebate Account and
25 of the amounts paid to the United States Treasury until the date six (6) years after the discharge of
26 the last of the Series 2018A-B Bonds.

27 **Section 404. Bonded Indebtedness Principal Fund; Bonded Indebtedness Interest**
28 **Fund; Pledge.** For the purpose of paying interest on each series of the Series 2018A-B Bonds as
29 the same becomes due and the principal of the Series 2018A-B Bonds as they mature, there shall
30 be levied each year on all the taxable property in the City, in addition to all other taxes, ad valorem
31 taxes sufficient to pay such principal and interest promptly as the same become due, and such
32 taxes, when collected, shall be deposited into the “Bonded Indebtedness Principal Fund” and the
33 “Bonded Indebtedness Interest Fund,” as appropriate. In addition, all investment income earned on

1 any funds held or received by the Paying Agent pursuant to the Paying Agent Agreement that are
2 required to be remitted by the Paying Agent to the City shall be deposited by the City in either the
3 Bonded Indebtedness Principal Fund or the Bonded Indebtedness Interest Fund as the Treasurer
4 may determine. Nothing herein prevents the City from depositing into such funds and applying to
5 the payment of the principal of and interest on the Series 2018A-B Bonds any other funds that may
6 be in its treasury and available for that purpose, and upon such payments the levies herein provided
7 may thereupon to such extent be diminished.

8 The sums hereinbefore provided to pay the principal and interest on the Series 2018A-B
9 Bonds due in the year 2018 and the sums hereinbefore provided to pay the principal of and interest
10 on the Series 2018A-B Bonds thereafter are hereby appropriated for those purposes, and such
11 amounts for each year shall be included in the annual budget and appropriation bill or bills to be
12 adopted and passed by the Council in each year while any of the Series 2018A-B Bonds are
13 outstanding and unpaid. No constitutional or Charter or City Code provision enacted or to become
14 effective after the issuance of the Series 2018A-B Bonds shall in any manner be construed as
15 limiting or impairing the obligation of the City to levy general ad valorem taxes without limitation as
16 to rate and in an amount sufficient to pay the principal of and interest on the Series 2018A-B Bonds
17 as they become due.

18 The full faith and credit of the City are hereby pledged for the punctual payment of the
19 principal of and interest on the Series 2018A-B Bonds.

20 It shall be the duty of the Council annually at the time and in the manner provided by law for
21 levying other taxes, if such action is necessary to comply with the provisions hereof, to ratify and
22 carry out the provisions hereof with reference to the levy and collection of taxes, and the Council
23 shall require the officers of the City to levy, extend and collect such taxes in the manner provided
24 by law for the purpose of providing funds to pay the principal of and interest on each series of the
25 Series 2018A-B Bonds promptly as the same become due. Such taxes, when collected, shall be
26 kept for and applied only to the payment of the principal of and interest on the Series 2018A-B
27 Bonds as hereinbefore specified.

28 **Section 405. Appropriation and Payment of Moneys.** The Treasurer is hereby
29 authorized and directed to pay or cause to be paid the interest on the Series 2018A-B Bonds as the
30 same becomes due and the principal of the Series 2018A-B Bonds at maturity or upon prior
31 redemption without further warrant or order. The moneys, proceeds of the Series 2018A-B Bonds
32 and interest earnings thereon, deposited in the funds and accounts referred to or created herein are
33 hereby appropriated for the purposes of Section 402 hereof.

1 **Section 406. Tax Covenants.**

2 A. The City covenants for the benefit of the registered owners of the Series 2018A-B
3 Bonds that it will not take any action or omit to take any action with respect to the Series 2018A-B
4 Bonds, the proceeds thereof, any other funds of the City or any facilities financed or refinanced with
5 the proceeds of the Series 2018A-B Bonds if such action or omission (i) would cause the interest
6 on the Series 2018A-B Bonds to lose its exclusion from gross income for federal income tax
7 purposes under Section 103 of the Tax Code, (ii) would cause interest on the Series 2018A-B Bonds
8 to lose its exclusion from alternative minimum taxable income as defined in Section 55(b)(2) of the
9 Tax Code, or (iii) would cause interest on the Series 2018A-B Bonds to lose its exclusion from
10 Colorado taxable income or Colorado alternative minimum taxable income under present Colorado
11 law. The foregoing covenant shall remain in full force and effect notwithstanding the payment in full
12 or defeasance of the Series 2018A-B Bonds until the date on which all obligations of the City in
13 fulfilling the above covenant under the Tax Code and Colorado law have been met.

14 B. The City is hereby authorized to execute a certificate or certificates in implementation
15 of the foregoing covenants, and the representations and agreements set forth therein shall be
16 deemed the representations and agreements of City, as if the same were set forth herein.

17 **Section 407. Ordinance to Constitute Contract.** In consideration of the purchase and
18 acceptance of any or all of the Series 2018A-B Bonds by the Owners from time to time, the
19 provisions of this Ordinance shall be part of the contract between the City and the Owners from time
20 to time, to the effect and with the purpose set forth herein.

21 **Section 408. Performance of Duties.** The City will faithfully and punctually perform or
22 cause to be performed all duties with respect to the Projects required by the Constitution and laws
23 of the State, the Charter and the City Code.

24 **Section 409. Conditions Precedent.** Upon the date of issuance of the Series 2018A-B
25 Bonds, all conditions, acts and things required by the Constitution and laws of the State or the
26 Charter and ordinances of the City to exist, to have happened and to have been performed
27 precedent to or in the issuance of the Series 2018A-B Bonds shall exist, have happened, and have
28 been performed; and the Series 2018A-B Bonds, together with all other obligations of the City, shall
29 be within every other limitation prescribed by the State Constitution or the Charter.

1 **ARTICLE V**
2 **DEFEASANCE**

3 **Section 501. Defeasance.** When all of the principal of and interest on either series of the
4 Series 2018A-B Bonds have been duly paid, all obligations hereunder in respect of such series shall
5 thereby be discharged, and such series of the Series 2018A-B Bonds shall no longer be deemed to
6 be Outstanding. There shall be deemed to be such due payment when the City has placed in
7 escrow or in trust with a trust bank located within or without the State, moneys or Federal Securities
8 or both in an amount sufficient (including the known minimum yield available for such purpose from
9 Federal Securities in which such amount may wholly or in part be initially invested) to pay all
10 principal of and interest on the applicable series of the Series 2018A-B Bonds when due, whether
11 at stated maturity or upon prior redemption. The Federal Securities shall become due prior to the
12 times at which the proceeds thereof shall be needed in accordance with a schedule established and
13 agreed upon between the City and such bank at the time of the creation of the escrow or trust.
14 Nothing herein shall be construed to prohibit a partial defeasance of either series of the Series
15 2018A-B Bonds in accordance with the provisions hereof and in the applicable Sale Certificate.

16 Pursuant to Section 2.2.4 of the City Charter, the Treasurer is hereby authorized and
17 designated to execute an escrow agreement and any other documents related to the defeasance
18 of all or any portion of either series of the Series 2018A-B Bonds on behalf of the City.

19 **ARTICLE VI**
20 **MISCELLANEOUS**

21 **Section 601. Delegation of Duties.** The officers and employees of the City are hereby
22 authorized and directed to take all action necessary or appropriate to the provisions hereof, including
23 without limitation:

- 24 A. The preparation of the Series 2018A-B Bonds;
25 B. The execution and delivery of one or more Sale Certificates, the Paying Agent
26 Agreement, the Escrow Agreement, the Continuing Disclosure Undertaking, and such certificates
27 as may be reasonably required by the City's Co-Bond Counsel or Underwriters, relating, among
28 other matters, to:

- 29 1. The signing of each series of the Series 2018A-B Bonds;
30 2. The tenure and identity of the officials of the City;
31 3. The actual valuation of the taxable property in the City and the indebtedness of
32 the City;

1 4. The exclusion from gross income of interest on the Series 2018A-B Bonds for
2 federal and State income tax purposes;

3 5. The delivery of each series of the Series 2018A-B Bonds and the receipt of the
4 purchase price for each series; and

5 6. If in accordance with fact, stating the absence of pending litigation affecting the
6 validity thereof.

7 C. The assembly and dissemination of financial and other information concerning the City
8 and the Series 2018A-B Bonds, including the Notices of Sale for any Series 2018A-B Bonds sold
9 by competitive sale, and the Official Statement; and

10 D. The sale and issuance of each series of the Series 2018A-B Bonds in accordance
11 with the provisions of a Sale Certificate, the Notices of Sale and this Ordinance.

12 **Section 602. Replacement of Agents.** The Paying Agent, Registrar and Transfer Agent
13 may resign, be removed, and be replaced in accordance with the provisions of the Paying Agent
14 Agreement. Every such successor shall be an Insured Bank unless the Treasurer decides to
15 assume the responsibilities of Paying Agent, Registrar or Transfer Agent. It shall not be required
16 that the same institution serve as paying agent, registrar and transfer agent hereunder, but the City
17 shall have the right to have the same institution serve in all or any such capacities.

18 **ARTICLE VII**
19 **FORM OF BONDS**

20 Subject to the provisions of this Ordinance and a Sale Certificate, each series of the Series
21 2018A-B Bonds shall be in substantially the following form, with such omissions, insertions,
22 endorsements and variations as may be required by the circumstances and as shall be consistent
23 with this Ordinance and a Sale Certificate.

24 Each series of the Series 2018A-B Bonds shall recite in substance that, as applicable, the
25 Series 2018A-B Bond is issued by the City under the authority of this Ordinance, the State
26 Constitution, the Charter, the City Code, the Supplemental Act, the Refunding Act, the 2017 Election
27 (in the case of the Series 2018A Bonds) and the election authorizing the issuance of the Series
28 2008 Bonds (in the case of the Series 2018B Bonds).

29 [Form of Series 2018A-B Bond]

30 [Unless this bond is presented by an authorized representative of The Depository Trust Company,
31 a New York corporation (“DTC”), to the City or its agent for registration of transfer, exchange, or
32 payment, and any bond issued is registered in the name of Cede & Co. or in such other name as is

1 requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to
2 such other entity as is requested by an authorized representative of DTC), ANY TRANSFER,
3 PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS
4 WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.]

5 UNITED STATES OF AMERICA

6 STATE OF COLORADO

7 CITY AND COUNTY OF DENVER, COLORADO

8 GENERAL OBLIGATION [_____] [JUSTICE SYSTEM FACILITIES REFUNDING] BOND

9 SERIES 2018 [A] [B]

10 No. R-_____ \$_____

INTEREST RATE MATURITY DATE ORIGINAL DATE [CUSIP _____]

% August 1, _____, 2018

11 REGISTERED OWNER: _____

12 PRINCIPAL AMOUNT: _____ Thousand Dollars

13 The City and County of Denver, Colorado, for value received, hereby promises to pay to the
14 Registered Owner (specified above) or registered assigns, the Principal Amount (specified above)
15 in lawful money of the United States of America, on the Maturity Date (specified above) with interest
16 thereon from the Original Date (specified above) or the interest payment date to which interest has
17 been paid next preceding the date hereof, whichever is later, to the Maturity Date, except if
18 redeemed prior thereto, at the per annum Interest Rate (specified above), based upon the actual
19 number of days elapsed in a month of thirty (30) days and a year of three hundred sixty (360) days,
20 payable semiannually on the first day of February and the first day of August of each year
21 commencing on August 1, 2018, or the first such day after the date hereof whichever is later, in the
22 manner provided herein. If upon presentation at maturity payment of the Principal Amount of this
23 Bond is not made as provided herein, interest is to continue at the Interest Rate until the Principal
24 Amount is paid in full.

25 [Include Redemption Provisions, if any, from the applicable Sale Certificate]

26 Bonds that are redeemable prior to their respective maturity dates may be redeemed in part
27 if issued in denominations that are integral multiples of \$5,000. In such case the Bond is to be

1 surrendered in the manner provided for transfers of ownership. Upon payment of the redemption
2 price the Registered Owner is to receive a new Bond or Bonds of authorized denominations in
3 aggregate principal amount equal to the unredeemed portion of the Bond surrendered.

4 This Bond is one of an authorized series of Bonds (the "Bonds") issued pursuant to an
5 Ordinance adopted by the City Council of the City (the "Ordinance"). This Bond bears interest,
6 matures, is payable, and is transferable as provided in the Ordinance and a Sale Certificate
7 executed by either the Mayor or the Manager of Finance, *ex officio* Treasurer of the City prior to the
8 delivery of the Bonds. To the extent not defined herein, terms used herein are used as defined in
9 the Ordinance. Reference is made to the Ordinance and to all ordinances supplemental thereto,
10 with respect to the nature and extent of the security for the Bonds, rights, duties and obligations of
11 the City, the rights of the Owners of the Bonds, the rights, duties and obligations of the Paying
12 Agent, Registrar and Transfer Agent, the circumstances under which any Bond is no longer
13 Outstanding, and to all the provisions of which the Owner hereof by the acceptance of this Bond
14 assents.

15 The principal of, interest on and any premium due in connection with the redemption of this
16 Bond are payable to the Registered Owner by ZB, National Association dba Zions Bank, or such
17 successor as appointed under the Ordinance, as paying agent. So long as the Registered Owner
18 is a securities depository or a nominee therefor, the securities depository is to disburse any
19 payments received, through its participants or otherwise, to the beneficial owner or owners hereof.

20 Neither the City nor the Paying Agent has any responsibility or obligation for the payment to
21 any participant, any beneficial owner hereof or any other person (except the Registered Owner) of
22 the principal of and interest on this Bond.

23 Neither the City nor the Registrar has any responsibility or obligation with respect to the
24 accuracy of the records of the Securities Depository or a nominee therefor or any participant with
25 respect to any ownership interest in the Bonds or the delivery to any participant, beneficial owner
26 or any other person (except the Registered Owner) of any notice with respect to the Bonds.

27 This Bond is transferable only as set forth in the Ordinance and only upon the registration
28 books of the City by ZB, National Association dba Zions Bank or such successor as appointed under
29 the Ordinance, as its Transfer Agent. The Transfer Agent is not required to transfer ownership of
30 this Bond during the fifteen (15) days prior to the first mailing of any notice of redemption or to
31 transfer ownership of any Bond selected for redemption on or after the date of such mailing. The
32 Registered Owner may also exchange this Bond for another Bond or Bonds of authorized
33 denominations. The City may deem and treat the person in whose name this Bond is last registered

1 upon the books of the City as the absolute owner hereof for the purpose of receiving payment of
2 the principal of and interest on this Bond and for all other purposes, and all such payments so made
3 to such person or upon his, her or its order will be valid and effective to satisfy and discharge the
4 liability of the City upon this Bond to the extent of the sum or sums so paid, and the City will not be
5 affected by any notice to the contrary.

6 Neither the City nor the Transfer Agent has any responsibility or obligation with respect to
7 the accuracy of the records of the Securities Depository or its participants regarding any ownership
8 interest in the Bonds or transfers thereof.

9 [The City may remove the Securities Depository and the Securities Depository may resign in
10 accordance with the provisions of the Ordinance.]

11 This Bond is issued by the City, under the authority and in full conformity with the Constitution
12 of the State of Colorado, the home rule charter of the City (the "Charter"), the Code of the City,
13 Part 2 of Article 57 of Title 11, Colorado Revised Statutes, as amended (the "Supplemental Act"),
14 Part 1 of Article 56 of Title 11, Colorado Revised statutes, as amended (the "Refunding Act") and
15 the Ordinance, for the purpose of financing the cost of acquiring, constructing, installing and
16 improving various civic facilities and refunding certain outstanding bonds of the City together with
17 all necessary incidental or appurtenant properties, facilities, equipment, and costs. Pursuant to
18 Section 11-57-210 of the Supplemental Act, this recital shall be conclusive evidence of the validity
19 and the regularity of the issuance of the Bonds after their delivery for value.

20 It is hereby recited, certified and warranted that the issuance of this Bond has been duly
21 authorized by a majority of the electors of the City qualified to vote and voting on the ballot questions
22 submitted at an election held in the City for the purposes described therein.

23 It is also hereby recited, certified, and warranted that all acts, conditions and things required
24 to be done precedent to and in the issuance of this Bond have been properly done, have happened
25 and have been performed in regular and due time, form and manner as required by the Constitution
26 and the laws of the State, the Charter, the Code of the City, the Supplemental Act and the
27 proceedings herein mentioned and that the total indebtedness of the City, including that of this Bond,
28 does not exceed any constitutional, charter or statutory limitations; and that provision has been
29 made for the levy and collection each year of ad valorem taxes on all the taxable property within the
30 City sufficient to pay the principal of and interest on this Bond as the same becomes due.

31 The full faith and credit of the City is hereby pledged for the payment of the principal of and
32 interest on this Bond.

1 This Bond is not entitled to any security or benefit under the Ordinance and is not to be valid
2 or become obligatory for any purpose until the Certificate of Authentication hereon has been signed.

3 **IN WITNESS WHEREOF**, the City has caused this Bond to be executed in its name and on
4 its behalf with the facsimile or manual signature of the Mayor of the City, to be sealed with a facsimile
5 or manual impression of the seal of the City and attested with the facsimile or manual signature of
6 the Clerk and Recorder, *ex-officio* Clerk of the City, and to be registered and countersigned with the
7 facsimile or manual signature of the Auditor of the City.

CITY AND COUNTY OF DENVER,
COLORADO

By: (Facsimile or Manual Signature)
Mayor

(SEAL)

Attest:

(Facsimile or Manual Signature)
Clerk and Recorder, *ex-officio* Clerk of the
City and County of Denver

Countersigned:

By: (Facsimile or Manual Signature)
Auditor

8
9

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

1 CERTIFICATE OF AUTHENTICATION

2 This is one of the Series 2018[A][B] Bonds described in the within-referenced Ordinance,
3 and this Bond has been duly registered on the registration books kept by the undersigned as the
4 Series 2018[A][B] Bonds Registrar for such Series 2018[A][B] Bonds.

ZB, NATIONAL ASSOCIATION DBA
ZIONS BANK, as registrar:

By: _____ (Manual Signature)

Date: _____, 2018

5
6

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

1 ABBREVIATIONS

2 The following abbreviations, when used in the inscription on the face of this Bond, shall be
3 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

4

UNIF TRANS MIN ACT - _____ Custodian _____
(Cust) (Minor)

Under Uniform Transfers to Minors Act.

(State)

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

5

6

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

1 ASSIGNMENT

2 For value received, the undersigned hereby sells, assigns and transfers unto
3 _____ this Bond and hereby irrevocably constitutes and appoints _____,
4 or its successors, to transfer the same on the records kept for registration of this Bond, with full
5 power of substitution in the premises.

6 Assignor's Signature: _____

7 Dated: _____

8 Signature Guaranteed by a Member of the Medallion Signature Program:

9 _____

10 Name and address of transferee:

11 _____

12 _____

13 _____

14 Social Security or other tax identification

15 number of transferee:

16 _____

17 NOTE: The signature to this Assignment must correspond with the name as written on the face of
18 this Bond in every particular, without alteration or enlargement or any change whatsoever.

19

20 [End of Form of Series 2018A-B Bond]

21

22 **[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]**

1 COMMITTEE APPROVAL DATE: May 1, 2018

2 MAYOR-COUNCIL DATE: May 8, 2018 by Consent

3 PASSED BY THE COUNCIL: _____

4 _____ - PRESIDENT

5 APPROVED: _____ - MAYOR _____

6 ATTEST: _____ - CLERK AND RECORDER,
7 EX-OFFICIO CLERK OF THE
8 CITY AND COUNTY OF DENVER

9 NOTICE PUBLISHED IN THE DAILY JOURNAL: _____; _____

10 PREPARED BY: GREENBERG TRAUIG, LLP AND BECKER STOWE PARTNERS LLC

11 REVIEWED BY: Jennifer M. Welborn, Assistant City Attorney DATE: May 10, 2018

12

13 Pursuant to Section 13-12, D.R.M.C., this proposed ordinance has been reviewed by the office of
14 the City Attorney. We find no irregularity as to form, and have no legal objection to the proposed
15 ordinance. The proposed ordinance is not submitted to the City Council for approval pursuant to
16 § 3.2.6 of the Charter.

17 Kristin M. Bronson, Denver City Attorney

18 BY: _____, Assistant City Attorney DATE: _____