

ORDINANCE/RESOLUTION REQUEST

Please email requests to the Mayor's Legislative Team
at MileHighOrdinance@DenverGov.org by **9:00am on Friday**. Contact the Mayor's Legislative team with questions

Please mark one: **Error! Bookmark not defined.** Bill Request or Resolution Request **Date of Request: 10/04/24**

Please mark one: The request directly impacts developments, projects, contracts, resolutions, or bills that involve property and impact within .5 miles of the South Platte River from Denver's northern to southern boundary? (Check map [HERE](#))

Yes No

1. Type of Request:

Contract/Grant Agreement Intergovernmental Agreement (IGA) Rezoning/Text Amendment

Dedication/Vacation Appropriation/Supplemental DRMC Change

Other: Approval of amendments to agreements and other documentation related to the existing indebtedness involving the Denver Downtown Development Authority

2. **Title:** For an ordinance concerning the authorization of a First Amendment to Loan Agreement among the City, PNC Bank National Association and U.S. Bank National Association in order to amend the requirements for mandatory prepayments and in connection therewith authorizing a First Amendment to DUS Project Mill Levy Pledge Agreement to allow the agreement to terminate on December 2, 2024; ratifying action previously taken relating thereto; and providing other matters relating thereto.

3. **Requesting Agency:** Department of Finance

4. Contact Person:

Contact person with knowledge of proposed ordinance/resolution	Contact person to present item at Mayor-Council and Council
Name: Dawnna Wilder and Guadalupe Gutierrez-Vasquez	Name: Carolina Flores
Email: dawnna.wilder@denvergov.org And Guadalupe.gutierrez@denvergov.org	Email: Carolina.Flores@denvergov.org

5. General description or background of proposed request. Attach executive summary if more space needed:

The City and County of Denver (CCD), acting on behalf of the Denver Downtown Development Authority (DDDA), and PNC Bank/U.S. Bank (collectively, Lenders), are parties to a Loan Agreement whereby the CCD issued debt on behalf of the DDDA in accordance with Sections 31-25-801, *et seq.*, C.R.S. (DDA Statute) in the amount of \$197,315,000 in 2017 for the purpose of funding projects authorized within the DDDA boundaries (DDDA Loan), specifically the redevelopment of Denver Union Station (DUS). In order to induce the Lenders to make the loan in 2017, the DUS Metropolitan District Nos. 1-3 (collectively, DUS Districts) agreed to enter into a DUS Project Mill Levy Pledge Agreement with the CCD and the Lenders in which the DUS Districts agreed to impose a dedicated mill levy on all respective taxable property to be applied to the payment of the DDDA Loan until the DDDA Loan is terminated and/or paid in full (DUS Pledge Agreement).

The original DDDA Loan maturity date is December 1, 2028. However, a stipulation in the Loan Agreement requires principal paydown if pledged revenues overperform. Given actual revenue overperformance within the DDDA boundaries, including DUS, the DDDA Loan is slated for full repayment on the December 1, 2024, payment date. In order to ensure continued TIF revenue collection within the DDDA boundaries and preservation of the initial TIF revenue base, the proposed First Amendment to the Loan Agreement would remove the required principal paydown stipulation, thereby amending the estimated loan payoff date to December 1, 2027, and allowing for the continued TIF revenue collection and time to establish a new debt/financial obligation for DDDA purposes.

Additionally, because of the strong performance of pledged revenues, a First Amendment to the DUS Project Mill Levy Pledge Agreement is also being sought in order to remove the dedicated mill levy from being pledged for the repayment of the DDDA Loan

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Resolution/Bill Number: _____

Date Entered: _____

and allows for DUS District funds to be redirected to other permitted uses, such as operations and maintenance costs. This ordinance will also approve the execution of additional standard documentation needed to memorialize the amendment of the DDDA Loan.

This ordinance request should be considered in conjunction with the companion DDDA Special Revenue Fund creation request, which would authorize the creation of a new fund to receive/expend monies collected on behalf of the DDDA.

6. **City Attorney assigned to this request (if applicable):** Brad Neiman and Carmen Jackson-Brown

7. **City Council District:** 10

8. ****For all contracts, fill out and submit accompanying Key Contract Terms worksheet****

Key Contract Terms

Type of Contract: (e.g. Professional Services > \$500K; IGA/Grant Agreement, Sale or Lease of Real Property):

First Amendment to Loan Agreement and First Amendment to DUS Project Mill Levy Pledge Agreement

Vendor/Contractor Name:

First Amendment to Loan Agreement – US Bank National Association and PNC Bank National Association

First Amendment to DUS Project Mill Levy Pledge Agreement- US Bank National Association, PNC Bank National Association, and DUS Metropolitan District Nos. 1-3

Contract control number (legacy and new): First Amendment to Loan Agreement – 202476206

First Amendment to DUS Project Mill Levy Pledge Agreement – 202476202

Location: Council District 10/ DDDA boundaries

Is this a new contract? Yes No **Is this an Amendment?** Yes No **If yes, how many?** 1st

Contract Term/Duration (for amended contracts, include existing term dates and amended dates): First Amendment to Loan Agreement - December 1, 2028 (but anticipated to mature on December 1, 2024) – original; December 1, 2027 – estimated new contract duration

First Amendment to DUS Project Mill Levy Pledge Agreement – December 1, 2028 (but anticipated to mature on December 1, 2024) – original; December 1, 2024 – estimated new contract duration

Contract Amount (indicate existing amount, amended amount and new contract total): N/A

<i>Current Contract Amount</i>	<i>Additional Funds</i>	<i>Total Contract Amount</i>
<i>(A)</i>	<i>(B)</i>	<i>(A+B)</i>
n/a	n/a	n/a

<i>Current Contract Term</i>	<i>Added Time</i>	<i>New Ending Date</i>
n/a	n/a	n/a

Scope of work: N/A

Was this contractor selected by competitive process? N/A **If not, why not?**

Has this contractor provided these services to the City before? Yes No N/A

Source of funds: Tax Increment Finance (TIF) Revenues- Property and Sales taxes

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Is this contract subject to: W/MBE DBE SBE XO101 ACDBE N/A

WBE/MBE/DBE commitments (construction, design, Airport concession contracts): N/A

Who are the subcontractors to this contract? None

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