

BY AUTHORITY

ORDINANCE NO. _____
SERIES OF 2026

COUNCIL BILL NO. CB 25-0934
COMMITTEE OF REFERENCE:
Finance and Business

A BILL

For an ordinance concerning the approval of a proposed Facilities Lease No. 2026 (Colorado Convention Center Fire Alarm Project) between Denver Public Facilities Leasing Trust 2026 (Colorado Convention Center Fire Alarm Project), as lessee, of certain real property constituting a portion of the existing Colorado Convention Center and the City and County of Denver, as lessor, and a proposed Lease Purchase Agreement No. 2026 (Colorado Convention Center Fire Alarm Project) between Denver Public Facilities Leasing Trust 2026 (Colorado Convention Center Fire Alarm Project), as lessor, and the City and County of Denver, as lessee, in conjunction with the issuance of Certificates of Participation, Series 2026 and documents related thereto authorizing officials of the City and County of Denver to take all actions necessary to carry out the transactions contemplated hereby; ratifying actions previously taken; providing other matters relating thereto; and providing the effective date thereof.

WHEREAS, the City and County of Denver, Colorado (the “City”), is a municipal corporation duly organized and existing as a home-rule city under Article XX of the Colorado Constitution, and under the Charter of the City and is a political subdivision of the State of Colorado (the “State”); and

WHEREAS, subject to certain exceptions, all legislative powers possessed by the City, conferred by Article XX of the State Constitution, or contained in the Charter, as either has from time to time been amended, or otherwise existing by operation of law, are vested in the City Council of the City (the “Council”); and

WHEREAS, the City is authorized, pursuant to Article XX of the State Constitution and the Charter and its plenary grant of powers as a home rule city, to enter into lease purchase agreements in order to lease and acquire land, buildings, equipment and other property for governmental purposes and to purchase, receive, hold and enjoy or sell and dispose of, as lessor or as lessee, real and personal property; and

WHEREAS, the Denver Public Facilities Leasing Trust 2026 (Colorado Convention Center Fire Alarm Project) (the “2026 Trust”) is a Colorado trust expected to be created by Zions Bancorporation, National Association, as trustee therefore (the “Trustee”), pursuant to a Declaration of Trust; and

1 **WHEREAS**, the City owns the Convention Center Parking Garage and the Denver Performing
2 Arts Complex Garage, which are to constitute the “Facilities” to be leased, including a license for all
3 necessary access to the Facilities (the “2026 Leased Property”), by the City to the 2026 Trust as
4 described and defined in the 2026 Facilities Lease described and defined herein, leased by the 2026
5 Trust to the City pursuant to the 2026 Lease described and defined herein; and

6 **WHEREAS**, the City intends to enter into a proposed Lease Purchase Agreement No. 2026
7 (the “2026 Lease”) and a proposed Facilities Lease No. 2026 (Colorado Convention Center Fire
8 Alarm Project) (the “2026 Facilities Lease”), each with the 2026 Trust, relating to the 2026 Leased
9 Property; and

10 **WHEREAS**, pursuant to the 2026 Lease, and subject to the right of the City to terminate the
11 2026 Lease and other limitations as therein provided, the City will pay certain Base Rentals and
12 Additional Rentals (as such terms are defined in the 2026 Lease) in consideration for the right of the
13 City to use the 2026 Leased Property; and

14 **WHEREAS**, the City’s obligation under the 2026 Lease to pay Base Rentals and Additional
15 Rentals shall be from year to year only; shall constitute currently budgeted expenditures of the City;
16 shall not constitute a mandatory charge or requirement in any ensuing budget year; and shall not
17 constitute a general obligation or other indebtedness or multiple fiscal year financial obligation of the
18 City within the meaning of any constitutional, statutory or Charter limitation or requirement
19 concerning the creation of indebtedness or multiple fiscal year financial obligation, nor a mandatory
20 payment obligation of the City in any ensuing fiscal year beyond any fiscal year during which the
21 2026 Lease shall be in effect; and

22 **WHEREAS**, the net proceeds of the 2026 Certificates will be used to acquire, construct and
23 install certain improvements to the Colorado Convention Center, including upgrading of the fire alarm
24 system (the “Project”); and

25 **WHEREAS**, in connection with the proposed lease financing, there have been filed on March
26 19, 2026 in the office of the Clerk the following in substantially final forms:

27 (1) the 2026 Facilities Lease, in Clerk’s Filing No. 20260040-A; and

28 (2) the 2026 Lease, in Clerk’s Filing No. 20260040-B; and

(3) the Declaration and Indenture of Trust - Denver Public Facilities Leasing Trust 2026 (Colorado Convention Center Fire Alarm Project) (the "2026 Indenture"), in Clerk's Filing No. 20260040-C, by Zions Bancorporation, National Association, as trustee (the "Trustee"), pursuant to which Certificates of Participation, Series 2026 (the "2026 Certificates"), in the maximum aggregate principal amount not to exceed \$108,000,000.00 evidencing proportionate interests in the Trustee's rights to receive certain revenues, including Base Rentals, under the 2026 Lease may be executed and delivered by the Trustee; and such 2026 Certificates shall be payable solely from the sources therein provided and shall not directly or indirectly obligate the City to make any payments beyond those appropriated for any fiscal year during which the Lease shall be in effect; and

(4) the Preliminary Official Statement, in Clerk's Filing No. 20260040-D relating to the 2026 Certificates, which shall also constitute the form of a related final Official Statement (the "Official Statement"); and

(5) a "deemed final" certificate in respect of the City's information in the Preliminary Official Statement for the purpose of Rule 15c2-12 under the Securities and Exchange Act of 1934 (the "Deemed Final Certificate" and, with the 2026 Facilities Lease, the 2026 Lease, the 2026 Indenture, the Preliminary Official Statement and the Official Statement, the "2026 Financing Documents"); and

WHEREAS, the 2026 Certificates are anticipated to be issued by the 2026 Trust on or before December 31, 2026, pursuant to the 2026 Indenture; and

WHEREAS, new Fund numbers are required to accept and appropriate the proceeds of the 2026 Certificates to fund capital expenditures for the Project.

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

Section 1. Ratification of Actions. All action heretofore taken, not inconsistent with the provisions of this ordinance, by the City or its officers, directed toward the purchase and leasing of the 2026 Leased Property are hereby ratified, approved and confirmed.

1 **Section 2. Findings; Authorizations.** This ordinance is adopted pursuant to the City's
2 powers as a home rule city organized and operating under the Charter and Article XX of the State
3 Constitution; and the City hereby determines that each and every matter and thing as to which
4 provision is made herein is necessary in order to carry out and to effect the purposes hereof.

5 The Council hereby finds and determines, pursuant to the City's home rule powers, that the
6 leasing of the 2026 Leased Property to the 2026 Trust by the City under the terms and provisions
7 set forth in the 2026 Facilities Lease and the leasing back of the 2026 Leased Property to the City
8 from the 2026 Trust under the terms and provisions set forth in the 2026 Lease , respectively, is
9 necessary, convenient, and in furtherance of the governmental purposes of the City and are in the
10 best interests of the City and its residents.

11 The Council hereby authorizes the leasing of the 2026 Leased Property to the 2026 Trust
12 under and pursuant to the terms and provisions of the 2026 Facilities Lease and the leasing back to
13 the City of the 2026 Leased Property from the 2026 Trust under and pursuant to the terms and
14 provisions of the 2026 Lease. Moneys paid to the City for the Facilities Lease payment will be finally
15 determined upon sale of the Certificates in the amount not to exceed \$108,000,000.00. For the
16 project costs for work remaining to be performed, that will be finally determined upon setting of a
17 closing date but which are estimated as of May 31, 2026 in the amount, of \$ 72,000,000.00, after
18 costs of issuance that will be paid by the Trustee, that final project amount shall be deposited to the
19 City's account, Accounting No. 38513. For reimbursement of the City advanced project costs that
20 will be finally determined upon setting of a closing date but which are estimated as of May 31, 2026
21 in the amount of \$ 35,250,000.00, the final reimbursement amount shall be deposited to the City's
22 account, Account No. 38514.

23 **Section 3. Approvals; Execution of Documents; Authorized Officers.** The 2026
24 Facilities Lease and the 2026 Lease, in the forms substantially as filed in Clerk's Filing No.
25 20260040-A, and Clerk's Filing No. 20260040-B, respectively, are in all respects approved. The
26 Mayor is hereby authorized and directed to execute and deliver, and the Clerk is hereby authorized
27 and directed to affix the seal of the City to, and attest, the 2026 Facilities Lease and the 2026 Lease
28 in the form substantially as filed with the Clerk in Clerk's Filing No. 20260040-A and Clerk's Filing
29 No. 20260040-B. The Continuing Disclosure Undertaking in the form substantially as attached as an
30 exhibit (Appendix F) to the Preliminary Official Statement filed in Clerk's Filing No. 20260040-D is in
31 all respects approved.

1 **Section 4. No General Obligation or Other Indebtedness.** The obligation of the City to
2 make rental payments under the 2026 Lease is subject to annual appropriation by the Council and
3 constitutes an undertaking of the City to make current expenditures. No provision of this ordinance,
4 the 2026 Lease, the 2026 Facilities Lease, the 2026 Indenture or the 2026 Certificates shall be
5 construed as constituting or giving rise to a general obligation or other indebtedness or a multiple
6 fiscal year direct or indirect debt or other financial obligation of the City within the meaning of any
7 home rule, constitutional or statutory debt limitation nor a mandatory charge or requirement against
8 the City in any ensuing fiscal year beyond the current fiscal year. On an annual basis, the City may
9 choose to not renew, and thereby terminate its obligations under the 2026 Lease and, if applicable
10 under its terms, the 2026 Facilities Lease.

11 **Section 5. Reasonable Base Rentals.** The Council hereby determines and declares that
12 the Base Rentals due under the 2026 Lease do not exceed a reasonable amount so as to place the
13 City under an economic compulsion to renew and therefore not to terminate either the 2026 Lease
14 or to exercise its option to purchase the 2026 Leased Property, pursuant to the 2026 Lease.

15 **Section 6. Sale of 2026 Certificates.** The Council approves and consents to the
16 distribution, execution and delivery of the Financing Documents and that the proceeds of the sale of
17 the 2026 Certificates are to be used for the City to accomplish the Project and associated costs of
18 issuance.

19 The information with respect to the City contained in the Preliminary Official Statement is
20 approved and authorized. The distribution of the information contained in the Preliminary Official
21 Statement with respect to the City is hereby approved.

22 **Section 7. Fund Creation.** A new Special Revenue Fund is hereby established in the
23 Grant and Other Money Projects Fund Series, Accounting No. 38000, the "Colorado Convention
24 Center Fire Alarm Project" Fund, Accounting No. 38513, for the purpose of accounting for the receipt
25 and expenditure of the proceeds of the 2026 Certificates for project costs. Monies received from the
26 2026 Trustee funded with proceeds of the 2026 Certificates, as described in Section 2 hereof, shall
27 be deposited into the Treasury of the City and credited to the "Colorado Convention Center Fire
28 Alarm Project" Fund, Accounting No. 38513, as described in Section 20-18 of the Revised Municipal
29 Code of the City and County of Denver. Expenditures are hereby authorized for the "Colorado
30 Convention Center Fire Alarm Project" Fund, Accounting No. 38513 to be expended by the Manager
31 of Finance for the purposes of completing the Project. This is a revenue-based, non-lapsing fund.

1 A new Special Revenue Fund is hereby established in the Grant and Other Money Projects
2 Fund Series, Accounting No. 38000, the "Colorado Convention Center Fire Alarm Project
3 Reimbursement" Fund, Accounting No. 38514, for the purpose of accounting for the reimbursement
4 of the City, for advanced costs of the project from the proceeds of the 2026 Certificates. Monies
5 received for reimbursement as described in Section 2 hereof, from the 2026 Trustee, funded with
6 proceeds of the 2026 Certificates, shall be deposited into the Treasury of the City and credited to
7 the "Colorado Convention Center Fire Alarm Project Reimbursement" fund, Accounting No. 38514,
8 as described in Section 20-18 of the Revised Municipal Code of the City and County of Denver.
9 Expenditures are hereby authorized for the "Colorado Convention Center Fire Alarm Project
10 Reimbursement" Fund, Accounting No. 38514 to be expended by the Manager of Finance for the
11 purposes of reimbursement to the City of the costs previously advanced for the Project. This is a
12 revenue-based, non-lapsing fund.

13 The Manager of Finance of the City is hereby authorized and directed to make such book and
14 record entries and to do such other things as may be necessary to accomplish the purposes of this
15 Section 7.

16 **Section 8. Delegated Powers; Additional Documents.** The Clerk is hereby authorized
17 and directed to attest all signatures and acts of any official of the City in connection with the matters
18 authorized by this ordinance. Within a reasonable time following the effective date of this Ordinance,
19 the Mayor, the Auditor, the Clerk, the Manager of Department of Transportation and Infrastructure,
20 the Director of Denver Arts and Venues, the Manager of Finance and other officials and employees
21 of the City are hereby authorized to execute and deliver for and on behalf of the City any and all
22 additional documents and other papers and to perform all other acts that they may deem necessary
23 or appropriate in order to implement and carry out the transactions and other matters authorized by
24 this ordinance. Such necessary or appropriate actions include, without limitation, the execution and
25 delivery of such documents and opinions as may be reasonably required by the City's counsel, the
26 Trustee or the underwriters selected for the sale of the 2026 Certificates or relating to, among other
27 things, the tenure and identity of the officials of the City and the Council, the absence of pending
28 litigation affecting the validity of the 2026 Facilities Lease and the 2026 Lease, federal and state
29 securities laws, and expectations and covenants relating to the excludability of the 2026 Certificates
30 from gross income for federal income tax purposes of the portion of Base Rentals under and as
31 defined in the 2026 Lease designated in the 2026 Lease and paid as interest under the 2026 Lease,
32 all as contemplated by this ordinance and are not inconsistent with this ordinance.

1 **Section 9. Official Intent to Reimburse Expenditures.** The City intends to reimburse
2 certain permitted original expenditures (within the meaning of Treasury Regulation§1.150- 2)
3 incurred by the City in connection with the Project prior to the receipt of any proceeds of the
4 Certificates. The City shall not use reimbursed moneys for purposes prohibited by Treasury
5 Regulation §1.150-2(h). The Certificates are expected to be issued in the maximum aggregate
6 principal amount of \$108,000,000. This Section is intended to confirm and acknowledge the
7 declaration of “official intent” to reimburse expenditures within the meaning of Treasury
8 Regulation§1.150- 2 represented by the 20-93 Notice of Intent filed with the Council on July 8, 2025,
9 as updated.

10 **Section 10. Severability.** If any section, paragraph, clause or provision of this ordinance
11 shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such
12 section, paragraph, clause or provision shall not affect any of the remaining provisions of this
13 ordinance.

14 **Section 11. Effective Date.** This ordinance shall take effect as provided in the Charter of
15 the City.

16 **Section 12. Publications.** The bill for this ordinance and this ordinance are hereby
17 authorized and directed to be published as required by the Charter.

18 **Section 13. Recordation and Authentication.** The ordinance shall be recorded after its
19 passage in the ordinance record of the City, kept for that purpose, and authenticated by the signature
20 of the Mayor and attested and countersigned by the Clerk.

1 COMMITTEE APPROVAL DATE: July 8, 2025
2 MAYOR-COUNCIL DATE: July 15, 2025
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 DENVER POST: _____ ; _____
10 PREPARED BY: Butler Snow LLP DATE: March 19, 2026
11 PREPARED BY: Laurie J. Heydman, Assistant City Attorney DATE: March 19, 2026
12 Pursuant to section 13-9, D.R.M.C., this proposed ordinance has been reviewed by the office of the
13 City Attorney. We find no irregularity as to form and have no legal objection to the proposed
14 ordinance. The proposed ordinance is submitted to the City Council for approval pursuant to § 3.2.6
15 of the Charter.
16
17 Miko Ando Brown, Denver City Attorney
18
19 BY: _____, Assistant City Attorney DATE: _____