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

**CITY OF GREELEY, COLORADO**

acting by and through its

**SANITARY WATER ENTERPRISE**

Authorizing  
the issuance, sale and delivery of not to exceed  
\$25,500,000  
aggregate principal amount of  
First-Lien Sewer Improvement Revenue Bonds  
Series 2022

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

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**CITY OF GREELEY, COLORADO  
ORDINANCE NO. \_\_\_, 202\_\_**

**AN ORDINANCE AUTHORIZING THE ISSUANCE AND SALE BY THE CITY OF GREELEY, COLORADO, ACTING BY AND THROUGH ITS SANITARY WATER ENTERPRISE, OF FIRST-LIEN SEWER IMPROVEMENT REVENUE BONDS, SERIES 2022, IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$25,500,000, FOR THE PURPOSE OF FINANCING, IN WHOLE OR IN PART, THE COST OF ADDITIONS AND IMPROVEMENTS TO THE SEWER SYSTEM OPERATED BY THE SANITARY WATER ENTERPRISE, PLEDGING CERTAIN FUNDS AND REVENUES OF THE ENTERPRISE TO THE PAYMENT OF SUCH BONDS, PRESCRIBING THE FORM OF SUCH BONDS AND PROVIDING OTHER DETAILS IN CONNECTION THEREWITH**

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

WHEREAS, the City Council (the "Council") of the City has previously acted by ordinance to recognize and confirm the existence of the Sanitary Water Enterprise of the City (the "Enterprise"), such ordinance being codified in Title 20, Chapter 2, Section 20-24 of the City Code (the "Code") of the City; and

WHEREAS, the Code authorizes the issuance of revenue bonds for the purpose of financing additions and improvements to the sanitary water systems operated by the Enterprise; and

WHEREAS, the Council, acting as such and as the governing body of the Enterprise, deems it necessary and appropriate to authorize the issuance of Sewer Improvement Revenue Bonds, Series 2022 (the "Series 2022 Bonds") upon the terms described herein, for the purpose of defraying, in whole or in part, the cost of additions and improvements to the City's sewer system (the "System") and paying the costs of issuance for the Series 2022 Bonds; and

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

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

WHEREAS, pursuant to Ordinance No. 10, 2015 (the "General Ordinance"), adopted prior to the adoption of this Ordinance, the Council has established a consistent procedure for the issuance of revenue bonds and other obligations to finance and refinance additions and improvements to the System.

**NOW THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF GREELEY, COLORADO, ACTING BY AND THROUGH THE CITY OF GREELEY, COLORADO SANITARY WATER ENTERPRISE:**

## ARTICLE I

### DEFINITIONS AND CONSTRUCTION

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

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

*"General Ordinance"* means Ordinance No. 10, 2015, of the City, as it may be amended from time to time.

*"Liquidity Requirement"* means the amount of unrestricted cash balances, if any, required to be maintained in the Wastewater Fund under Section 4.02 hereof.

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

*"Parity Obligations"* means the Series 2015 Bonds, the Series 2018 Bonds, and any Additional First-Lien Revenue Obligations hereafter issued by the City having a lien on all or any portion of the Net Pledged Revenues which is on a parity with the lien of the Series 2022 Bonds. The Parity Obligations are First-Lien Revenue Obligations under the General Ordinance.

*"Paying Agent"* means Zions Bancorporation, National Association and its successors and assigns.

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

*"Registrar"* means Zions Bancorporation, National Association and its successors and assigns.

*"Series Ordinance"* means this Series Ordinance.

*"Series 2015 Bonds"* means the City's outstanding First-Lien Sewer Improvement Revenue Bonds, Series 2015.

*"Series 2018 Bonds"* means the City's outstanding First-Lien Sewer Improvement Revenue Bonds, Series 2018.

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

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

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

"Series 2022 Bonds" means the First-Lien Sewer Improvement Revenue Bonds, Series 2022.

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

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

"Series 2022 Reserve Requirement" means, initially, and except as it may be adjusted pursuant to Section 3.04 hereof, an amount equal to the least of (a) 10% of the principal amount of the Series 2022 Bonds, (b) the Maximum Annual Debt Service Requirements of the Series 2022 Bonds, or (c) 125% of the Average Annual Debt Service Requirements of the Series 2022 Bonds.

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

"Tax Code" means the Internal Revenue Code of 1986, as amended.

"Transfer Agent" means Zions Bancorporation, National Association and its successors and assigns.

## ARTICLE II

### THE SERIES 2022 BONDS

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

**Section 2.02. Sale of Series 2022 Bonds; Application of Series 2022 Bond Proceeds.** The Series 2022 Bonds are authorized to be sold to the Purchaser at a price not less than 100% of their aggregate principal amount, as determined by Final Terms Certificate. The net proceeds received by the City from the sale of the Series 2022 Bonds after deduction of costs of issuance and underwriting discount shall be applied as follows: (a) Series 2022 Bond proceeds sufficient to meet the Series 2022 Reserve Requirement, if any, shall be

deposited to the Series 2022 Debt Service Reserve Account; and (b) the remaining Series 2022 Bond proceeds shall be deposited, to the extent necessary to accomplish the Series 2022 Capital Project, into the Series 2022 Capital Project Account. Any excess funds remaining upon completion of the Series 2022 Capital Project may be used for any lawful purpose of the City or the Enterprise.

**Section 2.03. Authorization; Election to Apply Supplemental Public Securities Act.** The Series 2022 Bonds, payable as to all Debt Service Requirements solely out of the Net Pledged Revenues, are hereby authorized to be issued in an aggregate principal amount not to exceed \$25,500,000, the actual amount of the Series 2022 Bonds to be determined by Final Terms Certificate. The City hereby elects to apply all provisions of the Supplemental Public Securities Act, to the extent not inconsistent herewith, to the Series 2022 Bonds.

#### **Section 2.04. Bond Details.**

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

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

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

The Series 2022 Bonds shall be Fixed Rate Obligations.

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

Said interest shall be payable commencing not later than [August 1, 2022], and semiannually thereafter at any convenient semiannual interval determined by a Final

Terms Certificate. If upon presentation at maturity the principal of any Series 2022 Bond is not paid as provided therein, interest shall continue thereon at the same interest rate until the principal thereof is paid in full.

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

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

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

Bond or Bonds of authorized denominations in aggregate principal amount equal to the unredeemed portion of the Series 2022 Bond surrendered.

Notice of redemption shall be given by the Paying Agent in the name of the City by sending a copy thereof by certified or registered first-class postage prepaid mail, at least 30 days prior to the Redemption Date, to the Purchaser and to the Owner of each of the Series 2022 Bonds being redeemed determined as of the close of business on the day preceding the first mailing of such notice, at the addresses appearing on the registration books of the City maintained by the Registrar. Such notice shall specify the number or numbers of the Series 2022 Bonds to be redeemed, whether in whole or in part, and the date fixed for redemption and shall further state that on the Redemption Date there will be due and payable upon each Series 2022 Bond or part thereof so to be redeemed the principal amount or part thereof plus accrued interest thereon to the Redemption Date plus any premium due and that from and after such date interest will cease to accrue. For so long as the Series 2022 Bonds are in book-entry form through The Depository Trust Company or its nominee, any redemption notice may be given, in lieu of such mailing, by sending a copy thereof by Federal Express or other nationally recognized overnight delivery service, or by electronic means, to The Depository Trust Company or its nominee. In addition, if the Series 2022 Bonds are in book-entry form, the Paying Agent is hereby authorized to comply with any operational procedures and requirements of The Depository Trust Company relating to redemption of Series 2022 Bonds and notice thereof. Failure to mail or send any notice as aforesaid or any defect in any notice so mailed with respect to any Series 2022 Bond shall not affect the validity of the redemption proceedings with respect to any other Series 2022 Bond. Any Series 2022 Bonds redeemed prior to their respective maturity dates by call for prior redemption or otherwise shall not be reissued and shall be cancelled the same as Series 2022 Bonds paid at or after maturity.

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

(d) **Execution and Authentication.** The Series 2022 Bonds shall be executed by and on behalf of the Council as the governing body of the Enterprise, with the manual or facsimile signature of the Mayor, shall bear a manual or facsimile of the seal of the City, shall be attested with the manual or facsimile signature of the City Clerk, and shall be authenticated with the manual signature of a duly authorized signatory of the Registrar. Should any officer whose signature appears on the Series 2022 Bonds cease to be such officer before delivery of the Series 2022 Bonds to the Purchaser, such signature shall nevertheless be valid and sufficient for all purposes. No Series 2022 Bond shall be valid or become obligatory for any purpose or be entitled to any security or benefit under this Series Ordinance unless and until the certificate of authentication on such Series 2022 Bond shall have been duly executed by the Registrar, and such executed certificate upon any such Series 2022 Bond shall be conclusive evidence that such Series 2022 Bond has been authenticated and delivered under this Series Ordinance. The certificate of

authentication on any Series 2022 Bond shall be deemed to have been duly executed by the Registrar if signed by an authorized signatory thereof, but it shall not be necessary that the same signatory sign the certificate of authentication on all of the Series 2022 Bonds.

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

(f) **Resignation of Agents.** If the Paying Agent, Registrar or Transfer Agent shall resign, or if the City shall reasonably determine that the Paying Agent, Registrar or Transfer

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

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

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

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

**[FORM OF BOND]**

(Text of Face)

**UNITED STATES OF AMERICA  
STATE OF COLORADO  
COUNTY OF WELD  
CITY OF GREELEY  
SANITARY WATER ENTERPRISE  
SEWER IMPROVEMENT REVENUE BOND  
SERIES 2022**

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

\$\_\_\_\_\_

<b>Interest Rate</b>	<b>Maturity Date</b>	<b>Original Date</b>	<b>CUSIP</b>
%	August 1, 20__	February __, 2022	392532 __

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

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

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

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

#### **Redemption Dates**

#### **Premiums**

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

Notice of redemption of any Bonds of this series is to be given by the Paying Agent by sending a copy of such notice by certified or registered first-class postage prepaid mail, at least

30 days prior to the redemption date, to \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, the Original Purchaser hereof, and to the registered owner of each of the Series 2022 Bonds being redeemed determined as of the close of business on the day preceding the first mailing of such notice at the address appearing on the registration books of the Registrar. Such notice is to specify the number or numbers of the Series 2022 Bonds to be redeemed, whether in whole or in part, and the date fixed for redemption, and is further to state that on the redemption date there will be due and payable upon each Series 2022 Bond or part thereof so to be redeemed the principal amount or part thereof plus accrued interest thereon to the redemption date plus any premium due and that from and after such date interest will cease to accrue. For so long as the Series 2022 Bonds are in book-entry form through The Depository Trust Company or its nominee, such notice may be given, in lieu of such mailing, by sending a copy thereof, by Federal Express or other nationally recognized overnight delivery service, or by electronic means, to The Depository Trust Company or its nominee. In addition, if the Series 2022 Bonds are in book-entry form, the Paying Agent is authorized to comply with any operational procedures and requirements of The Depository Trust Company relating to redemption of bonds and notice thereof. Failure to mail or send any notice as aforesaid or any defect in any notice so mailed or sent with respect to any Series 2022 Bond does not affect the validity of the redemption proceedings with respect to any other Series 2022 Bond.

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

Payment of the principal of, interest on and any premium due in connection with the redemption of this Series 2022 Bond is to be made solely from, and as security for such payment

there are irrevocably (but not necessarily exclusively) pledged, pursuant to the Sewer System General Ordinance (the “General Ordinance”) and the Series Ordinance pertaining to the Bonds of this Series (the “Series Ordinance”), as supplemented by the Final Terms Certificate (the “Final Terms Certificate”) pursuant to which this Series 2022 Bond is delivered (the General Ordinance, the Series Ordinance and the Final Terms Certificate being referred to collectively as the “Ordinances”), two special accounts, thereby identified as the Debt Service Account and the Debt Service Reserve Account, into which the City Council, acting as the governing body of the Sanitary Water Enterprise of the City, has covenanted in the Ordinances to pay, from certain revenues derived from the operation and use of and otherwise pertaining to the Sewer System (the “System”) of the City (the “Income”) after provision is made only for the payment of all necessary and reasonable current expenses of operating, maintaining and repairing the System (such remaining revenues being referred to as the “Net Pledged Revenues”), sums sufficient to pay when due the principal of, interest on and any premium due in connection with the redemption of the Series 2022 Bonds and any parity securities payable from such revenues, and to accumulate and maintain a specified reserve for such purposes. In addition, the City may at its option augment such funds with any other moneys of the City legally available for expenditure for the purposes thereof as provided in the Ordinances.

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

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

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

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

Reference is hereby made to the Ordinances for a description of the provisions, terms and conditions upon which the Bonds of this issue are issued and secured, including, without limitation, the nature and extent of the security for the Series 2022 Bonds, provisions with respect to the

custody and application of the proceeds of the Series 2022 Bonds, the collection and disposition of the revenues and moneys charged with and pledged to the payment of the principal of, interest on, and any premium due in connection with the redemption of the Series 2022 Bonds, the terms and conditions on which the Series 2022 Bonds are issued, a description of the special funds referred to above and the nature and extent of the security and pledge afforded thereby for the payment of the principal of, interest on, and any premium due in connection with the redemption of the Series 2022 Bonds, and the manner of enforcement of said pledge, as well as the rights, duties, immunities and obligations of the City and the members of its Council and also the rights and remedies of the Registered Owners of the Series 2022 Bonds.

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

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

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

This Series 2022 Bond is transferable only upon the registration books of the City by Zions Bancorporation, National Association, Denver, Colorado, or his, her or its successors, as Transfer Agent, at the request of the Registered Owner or such Owner's duly authorized attorney-in-fact or legal representative, upon surrender hereof together with a written instrument of transfer duly executed by the Registered Owner or such Owner's duly authorized attorney-in-fact or legal representative with guaranty of signature satisfactory to the Transfer Agent, containing written instructions as to the details of the transfer, along with the social security number or federal employer identification number of the transferee and, if the transferee is a trust, the names and social security numbers of the settlors and the beneficiaries of the trust. The Transfer Agent shall accept this Series 2022 Bond for registration or transfer only if the Registered Owner is to be an individual, a corporation, a partnership, a limited liability company, a limited liability partnership or a trust. The Transfer Agent is not required to transfer ownership of this Series 2022 Bond during the 15 days prior to the first mailing of any notice of redemption or to transfer ownership of any Series 2022 Bond selected for redemption on or after the date of such mailing. The Registered Owner may also exchange this Series 2022 Bond for another Series 2022 Bond or Bonds of authorized denominations. Transfers and exchanges are to be made at the expense of the transferor or exchanger, and the Transfer Agent may also require payment of a sum sufficient to defray any

tax or other governmental charge that may hereafter be imposed in connection with any transfer or exchange of Series 2022 Bonds. No transfer of this Series 2022 Bond is to be effective until entered on the registration books of the City maintained by the Registrar. In the case of every transfer or exchange, the Registrar shall authenticate and the Transfer Agent shall deliver to the new Registered Owner a new Series 2022 Bond or Bonds of the same aggregate principal amount, maturing in the same year, and bearing interest at the same per annum rate as the Series 2022 Bond or Bonds surrendered. Such Series 2022 Bond or Bonds shall be dated as of their date of authentication. The City may deem and treat the person in whose name this Series 2022 Bond is last registered upon the books of the City as the absolute owner hereof for the purpose of receiving payment of the principal of, interest on, and any premium due in connection with the redemption of this Series 2022 Bond and for all other purposes, and all such payments so made to such owner or upon such owner's order will be valid and effective to satisfy and discharge the liability of the City upon this Series 2022 Bond to the extent of the sum or sums so paid, and the City will not be affected by any notice to the contrary.

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

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

[SEAL]

CITY OF GREELEY, COLORADO,  
ACTING BY AND THROUGH ITS  
SANITARY WATER ENTERPRISE

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

Attest:

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

## **CERTIFICATE OF AUTHENTICATION**

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

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

Zions Bancorporation, National Association, as  
Registrar

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

## ABBREVIATIONS

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

TEN COM	-	as tenants in common						
TEN ENT	-	as tenants by the entireties						
JT TEN	-	as joint tenants with the right of survivorship and not as tenants in common						
UNIF GIFT MIN ACT	-	<table><tr><td>_____</td><td>Custodian</td><td>_____</td></tr><tr><td>(Cust)</td><td></td><td>(Minor)</td></tr></table>	_____	Custodian	_____	(Cust)		(Minor)
_____	Custodian	_____						
(Cust)		(Minor)						

under Uniform Gifts to Minors Act

\_\_\_\_\_

(State)

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

## ASSIGNMENT

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

PLEASE INSERT SOCIAL SECURITY OR  
OTHER IDENTIFYING NUMBER OF ASSIGNEE

\_\_\_\_\_

\_\_\_\_\_

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

\_\_\_\_\_

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

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

Signature guaranteed:

Signature must be guaranteed by a  
member of a Medallion Signature  
Program

[BANK, TRUST COMPANY OR FIRM]

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

TRANSFER FEE REQUIRED

**[END OF FORM OF BOND]**

**Section 2.06. Series 2022 Bonds Equally Secured.** The Series 2022 Bonds shall be secured by an irrevocable and first lien (but not necessarily an exclusive first lien) upon the Net Pledged Revenues to the full extent provided in Section 5.01 of the General Ordinance, which lien shall be binding and enforceable as provided therein. The covenants and

agreements herein set forth to be performed on behalf of the City and the Enterprise shall be for the equal benefit, protection and security of the Owners of any and all of the Series 2022 Bonds, all of which, regardless of the time or times of their maturity, shall be of equal rank without preference, priority or distinction of any of the Series 2022 Bonds over any other thereof, except as otherwise expressly provided in or pursuant to this Series Ordinance.

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

### **ARTICLE III**

#### **SPECIAL ACCOUNTS**

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

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

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

**Section 3.02. Series 2022 Capital Project Account.** The proceeds of the Series 2022 Bonds, including capitalized interest but excepting the sums, if any, required to be deposited in the Debt Service Account or the Series 2022 Debt Service Reserve Account, shall be deposited in the Series 2022 Capital Project Account hereby created and shall be maintained, used and withdrawn only as provided herein solely for the purpose of paying or reimbursing the City for payments of the Cost of the Series 2022 Capital Project for

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

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

**Section 3.04. Series 2022 Debt Service Reserve Account.** Pursuant to Section 3.04 of the General Ordinance, and only if provided by Final Terms Certificate, there shall be established in connection with the Series 2022 Bonds a Debt Service Reserve Account to be known as the Series 2022 Debt Service Reserve Account. The Series Ordinance authorizing any Series of Additional First-Lien Revenue Obligations may provide that such Additional First-Lien Revenue Obligations are secured by the Series 2022 Debt Service Reserve Account as a common reserve on the same basis and subject to the same requirements as the Series 2022 Bonds, or may provide for a separate Debt Service Reserve Account for such Additional First-Lien Revenue Obligations. Subject to the payments required by Sections 3.02 and 3.03 of the General Ordinance and except as provided in Section 3.05 thereof, from the Net Pledged Revenues or the proceeds of the Series 2022 Bonds, or both, there shall be credited from time to time to the Series 2022 Debt Service Reserve Account moneys sufficient to accumulate and maintain the Series 2022 Debt Service Reserve Account at an amount at least equal to the Series 2022 Reserve Requirement. The dollar amount of the Series 2022 Reserve Requirement may be recalculated and reduced, but not increased, from time to time by the City as necessary to apply the Series 2022 Reserve Requirement to the remaining Debt Service Requirements of the Series 2022 Bonds; provided that the Series 2022 Reserve Requirement shall not be reduced to an amount less than the lesser of (a) 10% of the principal amount of the Series 2022 Bonds, (b) the Maximum Annual Debt Service

Requirements of the Series 2022 Bonds, or (c) 125% of the Average Annual Debt Service Requirements of the Series 2022 Bonds. The moneys required to be deposited to the Series 2022 Debt Service Reserve Account, excluding any investment earnings which may be transferred to the Series 2022 Excess Investment Earnings Account to be rebated to the federal government, shall be set aside, accumulated and, if necessary, reaccumulated from time to time and maintained as a continuing reserve to be used, except as otherwise expressly provided in the General Ordinance or this Series Ordinance, only to prevent deficiencies in payment of the Debt Service Requirements of the Series 2022 Bonds then Outstanding resulting from failure to deposit into the Debt Service Account sufficient funds to pay such Debt Service Requirements as the same become due, and such funds are hereby appropriated for such purpose.

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

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

## ARTICLE IV

### SERIES 2022 COVENANTS

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

(a) **General.** The City intends that the interest on the Series 2022 Bonds shall be excludable from gross income for federal income tax purposes pursuant to Sections 103 and 141 through 150 of the Tax Code, and Regulations. The City covenants and agrees not to take any action, or knowingly omit to take any action within its control, that if taken or omitted, respectively, would cause the interest on the Series 2022 Bonds to be

includable in gross income, as defined in Section 61 of the Tax Code, for federal income tax purposes. In particular, the City covenants and agrees to comply with each requirement of this Section 4.01; provided, however, that the City shall not be required to comply with any particular requirement of this Section 4.01 if the City has received an opinion of nationally recognized bond counsel ("Counsel's Opinion") that such noncompliance will not adversely affect the exclusion from gross income for federal income tax purposes of interest on the Series 2022 Bonds or if the City has received a Counsel's Opinion to the effect that compliance with some other requirement set forth in this Section 4.01 will satisfy the applicable requirements of the Tax Code and the Regulations, in which case compliance with such other requirement specified in such Counsel's opinion shall constitute compliance with the corresponding requirement specified in this Section 4.01.

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

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

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

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

Bonds are delivered, the City will reasonably expect that the proceeds of the Series 2022 Bonds will not be used in a manner that would cause the Series 2022 Bonds to be “arbitrage bonds” within the meaning of Section 148(a) of the Tax Code and the applicable Regulations promulgated thereunder.

(f) **Arbitrage Rebate.** If the City does not qualify for an exception to the requirements of Section 148(f) of the Tax Code relating to the required rebate to the United States of America, the City will take all necessary steps to comply with the requirement that certain amounts earned by the City on the investment of the “gross proceeds” of the Series 2022 Bonds (within the meaning of Section 148(f)(6)(B) of the Tax Code), be rebated to the federal government. Specifically, the City will (i) maintain records regarding the investment of the gross proceeds of the Series 2022 Bonds as may be required to calculate the amount earned on the investment of the gross proceeds of the Series 2022 Bonds separately from records of amounts on deposit in the funds and accounts of the City allocable to other bond issues of the City or moneys which do not represent gross proceeds of any bonds of the City; (ii) calculate at such times as are required by applicable Regulations, the amount earned from the investment of the gross proceeds of the Series 2022 Bonds which is required to be rebated to the federal government; and (iii) pay, not less often than every fifth anniversary date of the delivery of the Series 2022 Bonds or on such other dates as may be permitted under applicable Regulations, all amounts required to be rebated to the federal government. Further, the City will not indirectly pay any amount otherwise payable to the federal government pursuant to the foregoing requirements to any person other than the federal government by entering into any investment arrangement with respect to the gross proceeds of the Series 2022 Bonds that might result in a reduction in the amount required to be paid to the federal government because such arrangement results in a smaller profit or a larger loss than would have resulted if the arrangement had been at arm's length and had the yield on the issue not been relevant to either party.

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

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

**Section 4.02. Liquidity Requirement.** Only to the extent provided by Final Terms Certificate, the City shall have an unrestricted and unencumbered cash balance in the Wastewater Fund, as of the end of each Fiscal Year, at least equal to the Liquidity Requirement. The Liquidity Requirement shall be calculated at the close of each Fiscal Year for the ensuing Fiscal Year, and shall be an amount, if any, established by Final Terms Certificate, not exceeding three months' average Operation and Maintenance Expenses of the System, based upon the adjusted budget for the ensuing Fiscal Year. This Section imposes no requirement that the City maintain such amounts between the

annual test dates. The failure to meet the Liquidity Requirement shall not constitute an Event of Default hereunder so long as the City is making reasonable efforts to meet the Liquidity Requirement or restore the cash balances of the Wastewater Fund to the Liquidity Requirement.

## **ARTICLE V**

### **MISCELLANEOUS**

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

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

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

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

(a) **Preparation of Series 2022 Bonds.** The preparation of the Series 2022 Bonds, including the printing upon or attachment to each such Bond of a copy of the approving legal opinion of bond counsel, duly certified by the Registrar;

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

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

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

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

- (i) the signing of the Series 2022 Bonds;
- (ii) the tenure and identity of the officials of the City;
- (iii) if in accordance with fact, the absence of litigation, pending or threatened, affecting the validity of the Series 2022 Bonds;
- (iv) the excludability of interest on the Series 2022 Bonds from gross income for federal income tax purposes and the exemption of such interest from State income tax;
- (v) the delivery of the Series 2022 Bonds and the receipt of the Series 2022 Bond purchase price; and
- (vi) the accuracy and adequacy of information provided in the Official Statement prepared for prospective buyers of the Series 2022 Bonds.

(f) **Paying Agent and Registrar Agreement.** The preparation and execution of a paying agent and registrar agreement, if any, concerning the services and compensation of the Paying Agent, Registrar and Transfer Agent.

**Section 5.05. Preliminary Official Statement; Official Statement.** The proposed form of Preliminary Official Statement of the City relating to the issuance and sale of the Series 2022 Bonds has been presented to the meeting of the Council at which this Ordinance is approved on first introduction and is on file in the office of the City Clerk. The Preliminary Official Statement, in substantially the form so presented with such additional changes as are made prior to final passage of this Ordinance, is hereby deemed by the City to be a “nearly final official statement” for purposes of Rule 15c2-12 of the Securities and Exchange Commission. The distribution and use by the Purchaser for the reoffering of the Series 2022 Bonds to the public of the final Official Statement, in substantially the form of the Preliminary Official Statement, but with such amendments, additions and deletions as are consistent with the facts, as are not inconsistent herewith and as are approved by the Mayor as evidenced by the Mayor’s execution of the Official Statement, is hereby authorized and approved, and the Mayor is authorized to sign the final Official Statement on behalf of the City.

**Section 5.06. Paying Agent, Registrar and Transfer Agent Provisions.** In the event the acting Paying Agent, Registrar and Transfer Agent(s) is a corporate bank(s) or trust(s) and not an authorized officer of the City, such corporate bank(s) or trust(s) shall serve as the initial Registrar, Paying Agent and/or Transfer Agent for the Series 2022 Bonds, and the Director of Finance and designees of the Director of Finance shall be authorized

representatives of the City for purposes of providing direction to the Paying Agent, Registrar and Transfer Agent. Upon 30 days' prior written notice to the Owners, the Paying Agent (or any successor) may resign as Registrar, Paying Agent or Transfer Agent, or all (provided that no such resignation shall be effective until a successor Registrar, Paying Agent and Transfer Agent is appointed), and the City shall appoint a successor Registrar, Paying Agent or Transfer Agent, or all, which successor Registrar, Paying Agent or Transfer Agent shall be a bank or trust company located in and in good standing in the United States and having shareholders' equity (e.g., capital stock, surplus and profits), however denominated, not less than \$10,000,000. It shall not be required that the same institution serve as Registrar, Paying Agent and Transfer Agent hereunder, but the City shall have the right to have the same institution serve as Registrar, Paying Agent and Transfer Agent hereunder

**Section 5.07. Successors.** Whenever herein the City is named or is referred to, such provision shall be deemed to include any successors of the City, whether so expressed or not. All of the covenants, stipulations, obligations and agreements by or on behalf of and other provisions for the benefit of the City contained herein shall bind and inure to the benefit of any officer, board, district, commission, authority, agency, instrumentality or other Person or Persons to whom or to which there shall be transferred by or in accordance with law any right, power or duty of the City or of its respective successors, if any, the possession of which is necessary or appropriate in order to comply with any such covenants, stipulations, obligations, agreements or other provisions hereof.

**Section 5.08. Rights and Immunities.** Except as herein otherwise expressly provided, nothing herein expressed or implied is intended or shall be construed to confer upon or to give to any Person, other than the City, and the Owners from time to time of the Series 2022 Bonds, any right, remedy or claim under or by reason hereof or any covenant, condition or stipulation hereof. All of the covenants, stipulations, promises and agreements herein contained by and on behalf of the City shall be for the sole and exclusive benefit of the City, and any Owner of any of the Series 2022 Bonds.

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

**Section 5.09. Ratification.** All action not inconsistent with the provisions of this Series Ordinance heretofore taken by the City or its officers, and otherwise by the City directed toward the Series 2022 Capital Project, the adoption of this Ordinance or the issuance of the Series 2022 Bonds for the purposes described herein is hereby ratified, approved and confirmed.

**Section 5.10. Facsimile Signatures.** Pursuant to the Uniform Facsimile Signature of public Officials Act, Part 1, Article 55, Title 11, C.R.S., as amended, the Mayor and the City Clerk may forthwith, and in any event prior to the time the Series 2022 Bonds are delivered to the Purchaser, file with the Colorado Secretary of State their manual signatures certified by them under oath.

**Section 5.11. Ordinance Irrepealable.** This Series Ordinance is, and shall constitute, a legislative measure of the City and after any of the Series 2022 Bonds are issued, this Series Ordinance shall constitute an irrevocable contract between the City and the Owner or Owners of the Series 2022 Bonds; and this Series Ordinance, if any Series 2022 Bonds are in fact issued, shall be and shall remain irrepealable until the Series 2022 Bonds, as to all Debt Service Requirements, shall be fully paid, cancelled and discharged, as herein provided.

**Section 5.12. Repealer.** All ordinances, resolutions, bylaws, orders, and other instruments, or parts thereof, inconsistent herewith, except the General Ordinance, are hereby repealed to the extent only of such inconsistency. This repealer shall not be construed to revive any ordinance, resolution, bylaw, order, or other instrument, or part thereof, heretofore repealed.

**Section 5.13. Severability.** If any section, paragraph, clause or other provision of this Series Ordinance shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability thereof shall not affect any of the remaining sections, paragraphs, clauses or provisions of this Series Ordinance.

**Section 5.14. Effective Date; Expiration.** This Series Ordinance shall take effect five days after publication following final passage. This Series Ordinance shall expire to the extent that the Series 2022 Bonds authorized herein are not issued by December 31, 2022.

**Section 5.15. Publication.** Pursuant to Section 3.17(f) of the Charter of the City, this Series Ordinance, if not amended in substance after first reading hereof, shall be published after second reading and final passage either by title or in full, as the Council may determine.

**Section 5.16. Disposition of Ordinance.** This Series Ordinance, immediately on its final passage, shall be numbered and recorded in the Book of Ordinances kept for that purpose, authenticated by the signatures of the Mayor and Clerk, and shall be published as required by law and the Charter.

INTRODUCED, READ AND ORDERED PUBLISHED THIS \_\_\_\_ DAY OF \_\_\_\_\_, 202\_\_.

PASSED AND ADOPTED, SIGNED AND APPROVED ON THIS \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_.

ATTEST

THE CITY OF GREELEY, COLORADO

\_\_\_\_\_  
City Clerk

\_\_\_\_\_  
Mayor