

AGENDA

CITY COUNCIL MEETING CITY OF WHEAT RIDGE, COLORADO 7500 WEST 29TH AVENUE, MUNICIPAL BUILDING

February 27, 2017
7:00 p.m.

Individuals with disabilities are encouraged to participate in all public meetings sponsored by the City of Wheat Ridge. Call Sara Spaulding, Public Information Officer, at 303-235-2877 at least one week in advance of a meeting if you are interested in participating and need inclusion assistance.

CALL TO ORDER

PLEDGE OF ALLEGIANCE

ROLL CALL OF MEMBERS

APPROVAL OF Council Minutes of February 13, 2017 and Special Notes of February 13, 2017

PROCLAMATIONS AND CEREMONIES

CITIZENS' RIGHT TO SPEAK

- a. Citizens, who wish, may speak on any matter not on the Agenda for a maximum of 3 minutes and sign the Public Comment Roster.
- b. Citizens who wish to speak on Agenda Items, please sign the GENERAL AGENDA ROSTER or appropriate PUBLIC HEARING ROSTER before the item is called to be heard.
- c. Citizens who wish to speak on Study Session Agenda Items, please sign the STUDY SESSION AGENDA ROSTER.

APPROVAL OF AGENDA

1. CONSENT AGENDA

- a) Resolution 05-2017 – approving action by Jefferson County Open Space to subordinate the Reverter Clause pertaining to the Recreation Center property at 4005 Kipling to permit the placement of cellular antennas
- b) Motion to approve the annual Police Radio System Contract Payment to the City of Lakewood in the amount of \$35,519 for Police Radio System Maintenance Services

PUBLIC HEARINGS AND ORDINANCES ON SECOND READING

2. Council Bill 01-2017 – amending 22-56 and 22-66 of the Wheat Ridge Code of Laws to codify an increase in the City's Sales and Use Tax Rate pursuant to voter approval granted on November 8, 2016

ORDINANCES ON FIRST READING

3. Council Bill 02-2017 – Authorizing the issuance by the City of Wheat Ridge, Colorado of its Sales and Use Tax Revenue Bonds, Series 2017A, and providing other details in connection therewith

DECISIONS, RESOLUTIONS AND MOTIONS

4. Motion to approve Board and Commission Appointments
5. Motion to Ratify Mayoral Reappointment of Thomas Abbott to the Housing Authority representing District III, Term to expire March 2, 2022

CITY MANAGER'S MATTERS

CITY ATTORNEY'S MATTERS

ELECTED OFFICIALS' MATTERS

ADJOURN to Special Study Session

CITY COUNCIL MINUTES

CITY OF WHEAT RIDGE, COLORADO
7500 WEST 29TH AVENUE, MUNICIPAL BUILDING

February 13, 2017

Mayor Jay called the Regular City Council Meeting to order at 7:00 p.m.

PLEDGE OF ALLEGIANCE TO THE FLAG OF THE UNITED STATES OF AMERICA

ROLL CALL OF MEMBERS

Monica Duran	Zachary Urban	Janece Hoppe	George Pond
Kristi Davis	Tim Fitzgerald	Larry Mathews	Genevieve Wooden

Also present: City Clerk, Janelle Shaver; City Treasurer, Jerry DiTullio; City Attorney, Jerry Dahl; City Manager, Patrick Goff, Administrative Services Director, Heather Geyer; Chief Daniel Brennan; other staff, guests and interested citizens.

APPROVAL OF Council Minutes of January 23, 2017, Special Study Session Notes of January 9, 2017, January 23, 2017, January 30, 2017 and Study Session Notes of February 6, 2017

There being no objections, the minutes of January 23, and the study session notes of January 9, January 23, January 30 and February 6, 2017 were approved as published.

PROCLAMATIONS AND CEREMONIES none

CITIZENS' RIGHT TO SPEAK none

APPROVAL OF AGENDA

1. CONSENT AGENDA

- a) Resolution 03-2017 – amending the Fiscal Year 2017 Budget to reflect the approval of a Supplemental Budget Appropriation for the Re-Appropriation and Re-Encumbrance of 2016 Fiscal Year Encumbered Funds in the amount of \$1,577,773.37 *[covers 42 purchase orders for 2016 budgeted projects: \$290K Gen Fund; \$819K CIP; \$442K Open Space Fund; \$25.8K Consv Trust Fund]*
- b) Motion to approve the annual renewal of the contract with Logistic Systems, Inc. for the licensing and support of the Computer Aided Dispatch and Records Management System Software in the amount of \$87,893 *[budgeted; Police]*

Councilmember Duran introduced the Consent Agenda.

Motion by Councilmember Duran to approve the Consent Agenda items a) and b); seconded by Councilmember Hoppe; carried 8-0.

ORDINANCES ON FIRST READING

2. Council Bill 01-2017 – amending 22-56 and 22-66 of the Wheat Ridge Code of Laws to codify an increase in the City's Sales and Use Tax Rate pursuant to voter approval granted on November 8, 2016

It is necessary to amend the Code of Laws to implement the increase in sales and use tax approved by the voters on November 8, 2016. Ballot question 2E increased the tax by one-half of one cent, to 3.5% of the purchase price.

Councilmember Wooden introduced Council Bill 01-2017.

Motion by Councilmember Wooden to approve Council Bill No. 01-2017, an ordinance amending 22-56 and 22-66 of the Wheat Ridge Code of Laws to codify an increase in the City's Sales and Use Tax Rate pursuant to voter approval granted on November 8, 2016, on first reading, order it published, public hearing and consideration set for Monday, February 27, 2017 at 7:00 p.m. in City Council Chambers and that it takes effect upon adoption; seconded by Councilmember Davis; carried 8-0.

DECISIONS, RESOLUTIONS AND MOTIONS

3. Resolution 02-2017 – amending the Fiscal Year 2017 City Budget to reflect the approval of a Supplemental Budget Appropriation in the amount of \$4,081,908 for the creation of the 0.5% Sales and Use Tax Fund

To implement 2E a special revenue fund is being created known as the 0.5% Sales and Use Tax Fund – Fund 31. In accordance with government accounting practices, both revenue and expenditures for 2E projects will be accounted for in Fund 31 – such funds of which cannot be co-mingled with other sources of City Revenue.

Councilmember Pond introduced Item 3.

Staff Presentation

- Heather Geyer referenced the proposed draft budget for the 12 years of 2E taxes. Anticipated from Fund 31 in 2017 are \$980,000 worth of expenditures– including debt service.
- Treasurer DiTullio thanked staff for developing the format based on discussion with the bond counsel. He explained that beginning in March there will be available on the website a separate monthly report of the funds for 2E. He thanked Tim Dronkers for his work on this and Mr. Goff for his work with the bond counsel.

Motion by Councilmember Pond to approve Resolution 02-2017 amending the fiscal year 2017 City Budget to reflect the approval of a supplemental budget appropriation in the amount of \$4,081,908 for the creation of the 0.5% Sales and Use Tax Fund; seconded by Councilmember Fitzgerald; carried 8-0.

4. Resolution 04-2017 – approving a modification to the Third Amendment to the Intergovernmental Agreement concerning the implementation of an E911 Emergency Telephone Service Charge

This modification to the Intergovernmental Agreement (IGA) will allow the Jefferson County Emergency Communications Authority (JCECA) - of which Wheat Ridge is a party - to seek permission from the Public Utilities Commission (PUC) to increase the Emergency Telephone Surcharge (ETC) for 911 services from \$0.70 to \$1.20. If approved by sufficient members of the IGA, the new ETC would go into effect on March 19, 2017.

Councilmember Hoppe introduced Item 4.

Staff Presentation

Chief Brennan referenced the packet material which explained the need for this amendment to the IGA. He was available for questions. There were none.

Motion by Councilmember Hoppe to approve Resolution 04-2017, a modification to the Third Amendment to the Intergovernmental Agreement concerning the implementation of an E911 Emergency Telephone Service Charge; seconded by Councilmember Duran; carried 8-0.

CITY MANAGER'S MATTERS

Patrick Goff gave updates on several construction fences that are up around the city.

- 38th & Wadsworth will soon start asbestos removal, remediation of contaminated dirt, and demolition. Following that phase, groundbreaking is anticipated for April.
- The former Shell station at 38th & Wads is being renovated into a 7-11 store.
- 32nd and Youngfield will be a Starbucks with a drive-through.
- 32nd & Xenon (Old Chicago) will be a King Soopers gas station/convenience store.

CITY ATTORNEY'S MATTERS

ELECTED OFFICIAL'S MATTERS

Treasurer DiTullio reminded folks again of the financial reports for 2E that will start in March. Because we collect taxes a month behind, collections for January will be reflected in the February report – and so on.

Monica Duran invited everyone to a District 1 meeting she will be having on Saturday, February 25 at 10am at the Seniors Resource Center. The focus will be issues facing seniors. Guest speakers will include Rep. Jesse Danielson; Sen. Cheri Jahn; John Zabawa from the Seniors Resource Center; Phyllis Kirk, outreach and education specialist from Jefferson Center for Mental Health, and Tara Majors, a dental hygienist who will discuss oral healthcare and challenges for seniors.

Zach Urban noted the information the Treasurer provided to Council on short-term rentals and encouraged Council to look at it. He'd like Council to address this topic soon.

Larry Mathews reported on his continuing quest to get information from RTD about the delay in starting up the G Line. He has learned:


- At a recent public RTD meeting he attended nothing new was presented.
- His research indicates there are inconsistencies in what RTD has told the City.
- A former Federal Railroad Administration (FRA) official has taken issue with some of RTD's statements.
- A report on Positive Train Control (PTC) by a Fellow from Stanford University indicates that PTC – the reported culprit of the delay, should be easier to install in a brand new line than in a retrofit.
- European lines have used PTC with relatively few problems for some time. This is not new technology.

He is hoping to have more information by next week.

Mayor Jay reported that last Saturday the West Chamber awarded Localworks as the non-profit of the year.

ADJOURN TO SPECIAL STUDY SESSION

The City Council Meeting adjourned at 7:20 p.m. A Special Study Session followed.



Janelle Shaver, City Clerk

APPROVED BY CITY COUNCIL ON February 27, 2017

George Pond, Mayor pro tem

The preceding Minutes were prepared according to §47 of Robert's Rules of Order, i.e. they contain a record of what was *done* at the meeting, not what was *said* by the members. Recordings and DVD's of the meetings are available for listening or viewing in the City Clerk's Office, as well as copies of Ordinances and Resolutions.

SPECIAL STUDY SESSION NOTES

CITY OF WHEAT RIDGE, COLORADO

City Council Chambers 7500 W. 29th Avenue

February 13, 2017

Upon adjournment of the Regular City Council Meeting

Mayor Joyce Jay called the Study Session to order at 7:22 p.m.

Council members present: George Pond, Janeece Hoppe, Kristi Davis, Monica Duran, Tim Fitzgerald, Zachary Urban, Genevieve Wooden, and Larry Mathews

Also present: City Clerk, Janelle Shaver; Treasurer, Jerry DiTullio; City Attorney, Jerry Dahl; City Manager, Patrick Goff, Administrative Services Director, Heather Geyer; other staff, guests and interested citizens.

CITIZEN COMMENT ON AGENDA ITEMS

none

APPROVAL OF AGENDA

1. Renewal of Urban County IGA with Jefferson County

Lauren Mikulak, planner, reported it will soon be time for the regular three-year renewal of the Urban County IGA we have with Jefferson County, Edgewater and Golden. Each jurisdiction is too small to qualify separately. Collectively we have enough population to be eligible for HOME and CDBG funds. Both are HUD funds.

- CDBG focuses on affordable housing, job creation and providing services to vulnerable populations (seniors, veterans), while HOME funds focus on creating affordable housing.
- Direct benefits: Our Housing Authority has received \$1.8M in CDBG monies over the years. The Fruitdale project received \$680,000 in HOME funds.
- Indirect benefits: The Jeffco Housing Authority, Action Center, and Seniors Resource Center are required to spend their grant funds in the Urban County.
- All participating cities are informing their Councils and the County Commissioners will have their update. A letter of support from the Mayor to the Commissioners would be appropriate if Council wishes to continue the IGA.
- Possible drawback of participation is that if we receive any of these funds we can't apply to the state; but that is a competitive pool as well.
- Staff sees participation in Urban County as a benefit for the City.

Councilmember Mathews requested background on where the money comes from. Ms. Mikulak provided information and answered questions during discussion.

- CDBG and HOME funds are HUD monies that are distributed per a formula based on population and eligible low to moderate income census tracts.
- The monies must be spent in low income tracts.
- The Urban County gets a yearly allowance which is managed by Jefferson County because they have more staff.
- CDBG has an annual application period (October). A local board decides where the money will go.
- The money comes from the federal general budget (taxpayers). The amount available changes from year to year.
- There really is no way to determine how much we send to HUD in taxes and how much we get back.
- Age of housing stock is a factor. Housing stock in the East and Midwest is older than in the West and mountain regions.
- Councilmember Fitzgerald asked if the Housing Authority (HA) should develop a proposal for this October? Ms. Mikulak reminded it needs to be specific to single family and dollars per person. The federal list of eligibility is broader than the County's. Regarding discontinuing Urban County and applying to the state, staff recommends continuing with Urban County.
- Where monies can be spent is very specific (e.g. single family rehab, financial counseling for first time home buyers). Urban County has changed their process; if you get large funds one year, you should let other cities have a turn.
- Localworks loans come directly from the City.

Councilmember Hoppe received unanimous consent to continue participation in the Urban County IGA.

2. 2E Bonding Discussion

Mr. Goff reported a financial team has been assembled to work on the bonding for the 2E projects. He introduced members of the committee who were present.

- From the City: staff, Treasurer DiTullio, Mr. Goff, Heather Geyer, Jerry Dahl, and Tim Dronkers, Accounting Manager.
- Hired consultants:
 - Municipal advisor -- FirstSouthwest, represented by Jason Simmons and Luis Ramos
 - Underwriter -- George K. Baum & Co., represented by Alan Matlosz
 - Bond Counsel -- Butler Snow, represented by Sally Tasker

Mr. Goff referenced a memo from Mr. Simmons that is in the Council packet explaining three bonding scenario options.

Jason Simmons reported having evaluated the financial needs for the four projects and when the funding will be needed. He explained that when issuing sales tax revenue bonds the City can pledge all or part of the City's sales tax revenues to the debt. The ballot wording allows the City to pledge additional revenues on top of the 0.05%.

- Generally, one of the key drivers is debt service.
- He listed various factors that play into the rating of the sales tax revenue bonds.
- A pledge that leads to higher debt service coverage allows for higher bond ratings and lower interest costs.
- He explained debt service and ratings as they relate to the ballot constraints.

The three scenarios (options) were explained.

- The question for Council is what level of sales tax to pledge to this issuance.

Treasurer DiTullio reported that, based on discussions with the bond counsel and Mr. Goff, the committee recommends the "2x coverage" – Scenario 3.

- It costs a little more up front, but frees up city monies to spend on other projects.
- It has insurance in case of a catastrophic event that decreases sales tax.

Council questions:

- There will be a debt service relief fund, i.e. reserves in case of revenue shortfall.
- If more sales tax is pledged, there will be less flexibility.

Sally Tasker, our bond counsel, spoke about flexibility and bond commitment. An additional pledge of sales tax would give a lower rating and a lower interest rate. A ½ cent of sales tax will always go into the fund to pay for the bonds. Any extra money can be used for other expenses.

- Mr. Simmons noted the final interest rate will be determined in about 6 weeks.
- Mr. Goff recommended one issuance – to avoid the risk of higher rates.
- An "A" rating is not bad; it is typical for municipal sales tax bonds in Colorado.
- If sales tax receipts are good, we can pay off the bonds early. Mr. Goff suggested this is likely.

Councilmember Duran received unanimous consent to proceed with Scenario #3.

CITY MANAGER'S MATTERS

Mr. Goff asked Council about the request from Seniors Resource Center asking for sponsorship of a table for their gala June event. Although we have a process for requests, this is a special event to celebrate the retirement of John Zabawa. Table are \$5K, \$10K and \$20K. The City has \$3K budgeted for table sponsorships; minimum sponsorship is \$5K. If Council wants to participate, he can find the extra funds and make it happen.

Discussion followed. Opinions varied.

- We are giving them \$26K this year for the senior circulator bus.
- No; we have a process.
- Support sponsoring a table given the importance of Mr. Zabawa and the City's relationship with SRC over the years.
- The price of individual tickets was unknown. \$5K buys a table for four.
- Suggestion to have councilmembers buy individual tickets with outreach funds
- Support doing it in a way that doesn't compromise our process.
- SRC is important to Wheat Ridge, but we have several good organizations in the city; we should be consistent.

There was no consensus. Mr. Goff advised that if councilmembers want to donate outreach funds they should contact Janice.

There was also no consensus to use the \$3K budgeted for table sponsorships. Mr. Goff will find out the cost for individual tickets.

ADJOURNMENT The Special Study Session adjourned at 8:21 p.m.

Janelle Shaver, City Clerk

APPROVED BY CITY COUNCIL ON February 27, 2017

George Pond, Mayor pro tem

REQUEST FOR CITY COUNCIL ACTION


TITLE: RESOLUTION NO. 05-2017 - A RESOLUTION APPROVING ACTION BY JEFFERSON COUNTY OPEN SPACE TO SUBORDINATE THE REVERTER CLAUSE PERTAINING TO THE RECREATION CENTER PROPERTY AT 4005 KIPLING TO PERMIT THE PLACEMENT OF CELLULAR ANTENNAS


☐ PUBLIC HEARING
☐ BIDS/MOTIONS
☒ RESOLUTIONS

☐ ORDINANCES FOR 1ST READING
☐ ORDINANCES FOR 2ND READING

QUASI-JUDICIAL: ☐ YES

☒ NO


Parks and Recreation Director


City Manager

ISSUE:

The Parks and Recreation Department has been approached by Verizon Wireless to enter into a lease agreement to place cell antennas on the roof of the Recreation Center. This is not a park or recreation use, but a utility easement, and therefore requires the release of the Jefferson County Open Space reverter clause currently held on the property title by Jefferson County.

PRIOR ACTION:

No prior action by City Council has occurred at this location related to this issue. City Council has approved the release of the reverter clauses for other specific requests in the past. Past requests have included a portion of the parkland at Discovery Park for future development.

FINANCIAL IMPACT:

The lease agreement to allow the use of the Recreation Center for cell antennas includes annual payments of \$25,000 with yearly increases of 2%.

BACKGROUND:

When open space funds are used to purchase property and Jefferson County participates in the acquisition by contributing additional county funds, a reverter clause or real estate encumbrance

is placed on the property to ensure that it is always used for the original parks and/or recreation purpose intended. If the property is not used for those purposes, the ownership reverts back to Jefferson County. When a request is proposed for a use other than parks and recreation purposes, the City Council is required by Jefferson County to approve the subordination to allow a different use.

RECOMMENDATIONS:

Staff recommends approval of the resolution subordinating the reverter so that the Recreation Center rooftop may be used for cell antennas.

RECOMMENDED MOTION:

“I move to approve Resolution No. 05-2017, a resolution approving action by Jefferson County Open Space to subordinate the reverter clause pertaining to the Recreation Center property at 4005 Kipling to permit the placement of cellular antennas.”

Or,

“I move to deny Resolution No. 05-2017, a resolution approving action by Jefferson County Open Space to subordinate the reverter clause pertaining to the Recreation Center property at 4005 Kipling to permit the placement of cellular antennas for the following reason(s)
_____.”

REPORT PREPARED/REVIEWED BY:

Joyce Manwaring, Parks and Recreation Director

Gerald Dahl, City Attorney

Patrick Goff, City Manager

ATTACHMENTS:

1. Resolution No. 05-2017

CITY OF WHEAT RIDGE, COLORADO
RESOLUTION NO. 05
Series of 2017

**TITLE: A RESOLUTION APPROVING ACTION BY JEFFERSON COUNTY
OPEN SPACE TO SUBORDINATE THE REVERTER CLAUSE
PERTAINING TO THE RECREATION CENTER PROPERTY AT
4005 KIPLING TO PERMIT THE PLACEMENT OF CELLULAR
ANTENNAS**

WHEREAS, the Wheat Ridge Recreation Center property was acquired through the use of Jefferson County Open space funds; and

WHEREAS, as a condition of use of those funds, a reverter clause was placed on the Recreation Center Property to require the same to revert to the County should the property be used for other than recreation, park and open space purposes; and

WHEREAS, certain incidental uses of properties acquired with Open Space funds are permitted by the County to the extent the same do not undermine the recreation, open space and park purpose; and

WHEREAS, the City has negotiated a lease with Verizon Wireless for the installation of cell antennas to be placed on the roof of the Recreation Center; and

WHEREAS, the City supports the use of the Recreation Center roof for the installation of cell antennas; and

WHEREAS, the installation of this equipment will not interfere with the recreation use of the Recreation Center property; and

WHEREAS, the rental income from the cell antennas lease will be retained by the City and beneficially used to maintain the building and support recreation programming; and

WHEREAS, the design for the antennas will meet all City of Wheat Ridge design and code requirements.

NOW THEREFORE BE IT RESOLVED by the City Council of the City of Wheat Ridge, Colorado, as follows:

Section 1. Subordination approved.

The City Council hereby approves the subordination of the reverter clause pertaining to the Recreation Center property at 4005 Kipling Street to the proposed lease to Verizon Wireless, conditioned upon all lease revenues to be retained by the City and used to maintain the building and support recreation programming.

Section 2. Effective date. This resolution shall be effective immediately upon adoption.

DONE AND RESOLVED THIS DAY FEBRUARY 27, 2017.

Joyce Jay, Mayor

ATTEST:

Janelle Shaver, City Clerk

REQUEST FOR CITY COUNCIL ACTION**TITLE: MOTION TO APPROVE THE ANNUAL POLICE RADIO SYSTEM CONTRACT PAYMENT TO THE CITY OF LAKEWOOD IN THE AMOUNT OF \$35,519 FOR POLICE RADIO SYSTEM MAINTENANCE SERVICES**

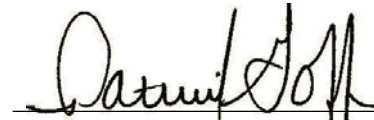
☐ PUBLIC HEARING
☒ BIDS/MOTIONS
☐ RESOLUTIONS

☐ ORDINANCES FOR 1ST READING
☐ ORDINANCES FOR 2ND READING

QUASI-JUDICIAL: ☐ YES

☒ NO


Chief of Police


City Manager

ISSUE:

The Wheat Ridge Police Department shares a radio infrastructure with the West Metro Fire Protection District (WMFPD) and the City of Lakewood. The Intergovernmental Agreement (IGA) for this shared system includes contracted radio maintenance service by the City of Lakewood technicians for the radio infrastructure and associated agency radio equipment, including portable and mobile radios. The agreement allows the City of Lakewood to invoice the City of Wheat Ridge and the WMFPD separately for radio services.

PRIOR ACTION:

These fees have been budgeted annually by the Police Department and approved by City Council since 2005.

FINANCIAL IMPACT:

This motion is for approval of a payment in the amount of \$35,519 for the 2017 radio system maintenance services from the City of Lakewood. These fees were budgeted and approved by City Council in line item account # 01-204-700-704 in the 2017 City Budget.

BACKGROUND

In 2005, the City of Wheat Ridge entered into an IGA with the WMFPD to share their radio system infrastructure and in turn, allowed the WMFPD the use of five radio channels licensed to the Wheat Ridge Police Department. WMFPD had a shared 800 MHz radio system with

Lakewood. This partnership resulted in substantial cost savings for the City. The original agreement included a provision for WMFPD to invoice the department for Wheat Ridge's share of the costs of contracted radio services provided by the City of Lakewood.

In 2015, an IGA was approved between the City of Wheat Ridge, the City of Lakewood and the WMFPD, allowing the City of Lakewood the shared use of the Mount Morrison radio site, previously approved by a letter of agreement among the three entities. This new IGA stipulated that the City of Lakewood would provide for contracted radio maintenance service for the radio infrastructure and associated agency radio equipment. The new agreement allows the City of Lakewood to invoice the City of Wheat Ridge and the WMFPD separately for radio services.

These services include technical support, system maintenance, equipment repair, a lease agreement for the Mount Morrison antenna site, and associated software and hardware costs. These services have significantly improved the department's radio infrastructure and enhanced public safety in the community.

RECOMMENDATIONS:

Staff recommends approval of the payment of \$35,519 to the City of Lakewood for 2017 radio system maintenance services.

RECOMMENDED MOTION:

"I move to approve the annual police radio system contract payment to the City of Lakewood in the amount of \$35,519 for police radio system maintenance services."

Or,

"I move to deny the annual police radio system contract payment to the City of Lakewood in the amount of \$35,519 for police radio system maintenance services for the following reason(s)
_____."

REPORT PREPARED/REVIEWED BY:

Chris Garramone, Communications Manager

Daniel G. Brennan, Chief of Police

Patrick Goff, City Manager

ATTACHMENTS:

1. Invoice for 2017 Radio System Maintenance Services



City of Lakewood

Invoice

TO: Chris Garramone, Communications Center Manager
City of Wheat Ridge

FROM: Steve Kabelis
Lakewood Radio Communications

DATE: January 25, 2017

SUBJECT: Technical Services

Per the 2015 IGA between the City of Wheat Ridge, West Metro Fire Protection District and the City of Lakewood for communications' technical services for the calendar year 2017, consideration is due February 29th, 2017.

The amount due is \$35,519.00

This amount covers contract services from January 01, 2017 to December 31, 2017.

Mailing address: City of Lakewood
Finance Department
480 South Allison Parkway
Lakewood, Colorado 80226

ATTN: Accounts Receivable

Reference: City of Lakewood Account # Q40304.44505

Questions on this issue should be directed to stekab@Lakewoodco.org or by telephone at 303-987-7354.

REQUEST FOR CITY COUNCIL ACTION



TITLE: COUNCIL BILL 01-2017 - AN ORDINANCE AMENDING 22-56 AND 22-66 OF THE WHEAT RIDGE CODE OF LAWS TO CODIFY AN INCREASE IN THE CITY'S SALES AND USE TAX RATE PURSUANT TO VOTER APPROVAL GRANTED ON NOVEMBER 8, 2016

- ☐ PUBLIC HEARING
☐ BIDS/MOTIONS
☐ RESOLUTIONS

- ☐ ORDINANCES FOR 1ST READING (2/13/2017)
☒ ORDINANCES FOR 2ND READING (2/27/2017)

QUASI-JUDICIAL: ☐ YES

☒ NO


City Attorney
City Manager**ISSUE:**

At the regular general election held on November 8, 2016, the electorate of the City approved ballot question 2E, which increased the sales and use tax levied by the City by one-half of one percent, to 3.5% of the purchase price; therefore, it is necessary to amend the Code of Laws to implement this electoral decision.

PRIOR ACTION:

Shortly after the City incorporated in 1969, a 1% sales and use tax was approved by the voters of the City. In 1975, the voters approved an additional 1% increase to the sales and use tax rate. On November 2, 2004, the electorate approved an increase in the sales and use tax levied by the City to 3%.

FINANCIAL IMPACT:

Ballot question 2E authorizes the City of Wheat Ridge debt to be increased by up to \$33,000,000 with a repayment cost of less than \$38,500,000 and Wheat Ridge taxes to be increased up to \$3,700,000 annually in the first fiscal year through the rate increase of sales and use tax by one-half cent per dollar, with the proceeds of such tax increase to be used for specified purposes as set forth in the ballot question.

BACKGROUND:

In 2007, when the Mayor initiated a citizen task force to prioritize infrastructure needs, the City identified numerous unfunded capital infrastructure projects. That task force was referred to as the DIRT Task Force, referencing “drainage, infrastructure, roads and trails.” A second DIRT Task Force was initiated by City Council directive on April 25, 2016. This citizen group was tasked with reprioritizing and updating the list of projects and recommending priorities to City Council. City Council directed staff to move forward with a ballot question requesting a temporary, one-half of one cent (0.50%) increase to the City sales and use tax rate for twelve years and the issuance of debt to finance the following projects:

- **ANDERSON PARK IMPROVEMENTS**
 - IMPROVEMENTS TO ANDERSON PARK TO PROVIDE UPGRADED, RENOVATED AMENITIES AND FACILITIES THAT ENHANCE RECREATIONAL OPPORTUNITIES AND MEET THE CURRENT NEEDS OF PARK AND FACILITY USERS AND TO REDUCE MAINTENANCE AND REPAIR COSTS; RENOVATIONS TO INCLUDE BUT NOT BE LIMITED TO, RENOVATION OF THE ANDERSON BUILDING AND OUTDOOR POOL LOCKER ROOMS AND IMPROVEMENTS TO SURROUNDING PARK AMENITIES – ESTIMATED PROJECT COST \$3,000,000
- **WADSWORTH BOULEVARD RECONSTRUCTION – 35TH AVENUE TO INTERSTATE-70**
 - RECONSTRUCTION OF WADSWORTH BOULEVARD TO PROVIDE AN IMPROVED MULTI-MODAL TRANSPORTATION FACILITY AND STREETScape IMPROVEMENTS, TO RELIEVE AND MITIGATE SEVERE TRAFFIC CONGESTION AND FACILITATE REDEVELOPMENT AND ECONOMIC DEVELOPMENT OPPORTUNITIES – ESTIMATED CITY SHARE OF TOTAL PROJECT COST \$7,000,000
- **WHEAT RIDGE - WARD COMMUTER RAIL STATION AREA**
 - CONSTRUCTION OF STREET, BICYCLE/PEDESTRIAN, PUBLIC AMENITIES AND OTHER INFRASTRUCTURE IMPROVEMENTS TO ADDRESS TRAFFIC GROWTH AND FACILITATE REDEVELOPMENT AND ECONOMIC DEVELOPMENT OPPORTUNITIES IN THE AREA SURROUNDING THE GOLD LINE STATION INCLUDING, BUT NOT LIMITED TO, RECONSTRUCTION OF RIDGE ROAD, 52ND AVENUE AND TABOR STREET, A TRAFFIC SIGNAL AT THE WARD ROAD/RIDGE ROAD INTERSECTION AND A PEDESTRIAN BRIDGE OVER RAILROAD TRACKS LINKING THE JOB CENTERS TO THE SOUTH – ESTIMATED CITY SHARE OF TOTAL PROJECT COST \$9,000,000
- **CLEAR CREEK CROSSING – MIXED-USE DEVELOPMENT SITE ON THE WEST SIDE OF I-70 AT 38TH AND YOUNGFIELD**
 - CONSTRUCTION OF ON AND OFF HOOK RAMPS FROM INTERSTATE I-70 INTO THE CLEAR CREEK CROSSING DEVELOPMENT TO RELIEVE

TRAFFIC CONGESTION AND IMPROVE VEHICULAR ACCESS AND TO
FACILITATE REDEVELOPMENT AND ECONOMIC DEVELOPMENT IN A
NEW MIXED-USED, SALES TAX GENERATING REDEVELOPMENT SITE
– ESTIMATED CITY SHARE OF TOTAL PROJECT COST \$10,000,000

RECOMMENDATIONS:

Staff recommends amending Sections 22-56 and 22-66 to codify an increase in the City's sales and use tax.

RECOMMENDED MOTION:

"I move to approve Council Bill 01-2017, an ordinance amending Section 22-56 and 22-66 of the Wheat Ridge Code of Laws to codify an increase in the City's sales and use tax rate, pursuant to voter approval granted on November 8, 2016, on second reading, and that it takes effect immediately upon adoption."

Or,

"I move to postpone indefinitely Council Bill 01-2017, an ordinance amending Section 22-56 and 22-66 of the Wheat Ridge Code of Laws to codify an increase in the City's sales and use tax rate, pursuant to voter approval granted on November 8, 2016 for the following reason(s)
_____."

REPORT PREPARED AND REVIEWED BY:

Gerald Dahl, City Attorney
Patrick Goff, City Manager

ATTACHMENTS:

1. Council Bill 01-2017

CITY OF WHEAT RIDGE, COLORADO
INTRODUCED BY COUNCIL MEMBER WOODEN
COUNCIL BILL NO. 01
ORDINANCE NO. _____
Series 2017

TITLE: AN ORDINANCE AMENDING SECTIONS 22-56 AND 22-66 OF THE WHEAT RIDGE CODE OF LAWS TO CODIFY AN INCREASE IN THE CITY'S SALES AND USE TAX RATE PURSUANT TO VOTER APPROVAL GRANTED ON NOVEMBER 8, 2016

WHEREAS, the City of Wheat Ridge is a home rule municipality having all powers conferred by Article XX of the Colorado Constitution; and

WHEREAS, the Council has exercised these powers by the adoption of Chapter 22 of the Wheat Ridge Code of Laws concerning taxation; and

WHEREAS, the Council also has authority pursuant to the Colorado Constitution and the City's home rule charter at Section 6.3 to refer questions to the electorate of the City; and

WHEREAS, in the exercise of this authority, the City referred ballot issue 2E to the Wheat Ridge electorate at the November 8, 2016 general election; and

WHEREAS, at said election, ballot question 2E was approved, authorizing the City of Wheat Ridge debt to be increased by up to \$33,000,000 with a repayment cost of less than \$38,500,000 and Wheat Ridge taxes be increased up to \$3,700,000 annually in the first fiscal year by increasing the rate of sales and use tax by one-half cent per dollar, with the proceeds of such tax increase to be used for specified purposes as set forth in the ballot question; and

WHEREAS, Ballot Question 2E provided that said sales and use tax increase, if approved, was to be effective for all transactions subsequent to December 31, 2016

WHEREAS, in order to codify the approval granted by the voters, the City Council wishes to amend section 22-56 (sales tax) and section 22-66 (use tax) of the Wheat Ridge Code of Laws in order to provide for collection by the City of such taxes as of January 1, 2017, all as authorized by the approval of ballot question 2E on November 8, 2016.

NOW THEREFORE BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF WHEAT RIDGE, COLORADO:

Section 1. Section 22-56(a) of the Wheat Ridge Code of Laws is amended to read as follows:

Sec. 22-56. - Schedule.

(a) There is hereby imposed a sales tax on all sales and services not specifically exempted in sections 22-56 or 22-58, in the amount of three **AND ONE-HALF (3.5)** percent of the purchase price. The City considers each and every sale within the City to be taxable, unless the same is specifically exempted by this chapter. In order to avoid fractions of pennies, the following brackets shall be applicable to all taxable transactions:

- (1) On sales amounting to less than nineteen cents (\$0.19), no tax;
- (2) On sales amounting to nineteen cents (\$0.19) to and including fifty-one cents (\$0.51) a tax of one cent (\$0.01);
- (3) On sales amounting to fifty-two cents (\$0.52) to and including eighty-four cents (\$0.84) a tax of two cents (\$0.02);
- (4) On sales amounting to eight-five cents (\$0.85) to and including one dollar (\$1.00) a tax of three **AND ONE-HALF** cents (**\$0.035**);
- (5) On sales in excess of one dollar (\$1.00), the tax shall be three **AND ONE-HALF** cents (**\$0.035**) on each full dollar of the sales price, plus the tax shown on the above schedule for the applicable fractional part of a dollar of each such sale price.

Section 2. Section 22-66(a) of the Wheat Ridge Code of Laws is amended to read as follows:

Sec. 22-66. - Property subject to tax.

(a) *General intent; filing of return required.* It is hereby declared to be the legislative purpose and intent of the city council that for the purposes of this article every person who, on and after the effective date of this chapter, stores, uses, distributes, consumes or receives a grant of a license to use within the city any article of tangible personal property purchased at retail, and not stored or distributed in the normal function of wholesaling, is exercising a taxable privilege and shall be taxed therefor in the amount of three **AND ONE-HALF (3.5)** percent of the purchase price. It is hereby declared that every resident of the city or any person doing business within the city who purchases, leases or receives a grant of a license to use tangible personal property for use, storage or consumption within the city from sources outside the city and taxable hereunder, and who has not paid the city sales tax imposed by this chapter, shall make an application, file a return, and pay the tax to the city. The use, storage or consumption of tangible personal property includes, for the purpose of this chapter, materials, commodities and items of tangible personal property affixed to, or made a part of, facilities and structures on real property owned or leased within the city.

Section 3. Severability, Conflicting Ordinances Repealed. If any section, subsection or clause of this Ordinance shall be deemed to be unconstitutional or otherwise invalid, the validity of the remaining sections, subsections and clauses shall not be affected thereby. All other ordinances or parts of ordinances in conflict with the provisions of this Ordinance are hereby repealed.

Section 4. Effective Date. This Ordinance shall take effect upon adoption at second reading, as permitted by Section 5.11 of the Charter.

INTRODUCED, READ, AND ADOPTED on first reading by a vote of 8 to 0 on this 13TH day of February, 2017, ordered published in full in a newspaper of general circulation in the City of Wheat Ridge, and Public Hearing and consideration on final passage set for February 27, 2017 at 7:00 p.m., in the Council Chambers, 7500 West 29th Avenue, Wheat Ridge, Colorado.

READ, ADOPTED AND ORDERED PUBLISHED on second and final reading by a vote of ____ to ____, this ____ day of _____, 2017.

SIGNED by the Mayor on this ____ day of _____, 2017.

Joyce Jay, Mayor

ATTEST:

Janelle Shaver, City Clerk

Approved as to Form:

Gerald E. Dahl, City Attorney

First Publication: February 16, 2017

Second Publication:

Wheat Ridge Transcript

Effective Date:


Published:

Wheat Ridge Transcript and www.ci.wheatridge.co.us

REQUEST FOR CITY COUNCIL ACTION**TITLE: COUNCIL BILL 02-2017 - AN ORDINANCE AUTHORIZING THE ISSUANCE BY THE CITY OF WHEAT RIDGE, COLORADO OF ITS SALES AND USE TAX REVENUE BONDS, SERIES 2017A, AND PROVIDING OTHER DETAILS IN CONNECTION THEREWITH**

- ☐ PUBLIC HEARING
☐ BIDS/MOTIONS
☐ RESOLUTIONS

- ☒ ORDINANCES FOR 1ST READING (2/27/2017)
☐ ORDINANCES FOR 2ND READING (3/13/2017)

QUASI-JUDICIAL: ☐ YES☒ NO
Administrative Services Director
City Manager**ISSUE:**

At the regular general election held on November 8, 2016, the electorate of the City approved ballot question 2E, which increased the sales and use tax levied by the City by one-half of one percent and authorized the issuance of debt to finance City investment in public infrastructure to facilitate economic development opportunities. Sales and use tax revenue bonds will be issued to finance the City investments, which requires approval of an ordinance by City Council.

PRIOR ACTION:

On August 22, 2016, City Council approved Council Bill 17-2016, an ordinance giving notice of and calling for a special municipal election to be held November 8, 2016 and submitting a ballot question concerning a temporary increase of one-half of one cent (0.50%) in the City's sales and use tax rate for 12 years, without increasing property tax, and the issuance of debt to finance City investment in public infrastructure to facilitate economic development opportunities.

FINANCIAL IMPACT:

The City of Wheat Ridge's debt will be increased by up to \$33,000,000 with a repayment cost of less than \$38,500,000 and Wheat Ridge taxes will be increased up to \$3,700,000 annually in the first fiscal year and by whatever amounts each year thereafter for 12 years or when \$38,500,000 is raised, whichever occurs first.

BACKGROUND:

In 2007, when the Mayor initiated a citizen task force to prioritize infrastructure needs, the City identified numerous unfunded capital infrastructure projects. That task force was referred to as the DIRT Task Force, referencing “drainage, infrastructure, roads and trails.” A second DIRT Task Force was initiated by City Council directive on April 25, 2016. This citizen group was tasked with reprioritizing and updating the list of projects and recommending priorities to City Council. City Council directed staff to move forward with a ballot question requesting a temporary, one-half of one cent (0.50%) increase to the City sales and use tax rate for 12 years and the issuance of debt to finance the following projects:

- ANDERSON PARK IMPROVEMENTS
 - IMPROVEMENTS TO ANDERSON PARK TO PROVIDE UPGRADED, RENOVATED AMENITIES AND FACILITIES THAT ENHANCE RECREATIONAL OPPORTUNITIES AND MEET THE CURRENT NEEDS OF PARK AND FACILITY USERS AND TO REDUCE MAINTENANCE AND REPAIR COSTS; RENOVATIONS TO INCLUDE BUT NOT BE LIMITED TO, RENOVATION OF THE ANDERSON BUILDING AND OUTDOOR POOL LOCKER ROOMS AND IMPROVEMENTS TO SURROUNDING PARK AMENITIES – ESTIMATED PROJECT COST \$3,000,000
- WADSWORTH BOULEVARD RECONSTRUCTION – 35TH AVENUE TO INTERSTATE-70
 - RECONSTRUCTION OF WADSWORTH BOULEVARD TO PROVIDE AN IMPROVED MULTI-MODAL TRANSPORTATION FACILITY AND STREETScape IMPROVEMENTS, TO RELIEVE AND MITIGATE SEVERE TRAFFIC CONGESTION AND FACILITATE REDEVELOPMENT AND ECONOMIC DEVELOPMENT OPPORTUNITIES – ESTIMATED CITY SHARE OF TOTAL PROJECT COST \$7,000,000
- WHEAT RIDGE - WARD COMMUTER RAIL STATION AREA
 - CONSTRUCTION OF STREET, BICYCLE/PEDESTRIAN, PUBLIC AMENITIES AND OTHER INFRASTRUCTURE IMPROVEMENTS TO ADDRESS TRAFFIC GROWTH AND FACILITATE REDEVELOPMENT AND ECONOMIC DEVELOPMENT OPPORTUNITIES IN THE AREA SURROUNDING THE GOLD LINE STATION INCLUDING, BUT NOT LIMITED TO, RECONSTRUCTION OF RIDGE ROAD, 52ND AVENUE AND TABOR STREET, A TRAFFIC SIGNAL AT THE WARD ROAD/RIDGE ROAD INTERSECTION AND A PEDESTRIAN BRIDGE OVER RAILROAD TRACKS LINKING THE JOB CENTERS TO THE SOUTH – ESTIMATED CITY SHARE OF TOTAL PROJECT COST \$9,000,000
- CLEAR CREEK CROSSING – MIXED-USE DEVELOPMENT SITE ON THE WEST SIDE OF I-70 AT 38TH AND YOUNGFIELD
 - CONSTRUCTION OF ON AND OFF HOOK RAMPS FROM INTERSTATE I-70 INTO THE CLEAR CREEK CROSSING DEVELOPMENT TO RELIEVE

TRAFFIC CONGESTION AND IMPROVE VEHICULAR ACCESS AND TO
FACILITATE REDEVELOPMENT AND ECONOMIC DEVELOPMENT IN A
NEW MIXED-USED, SALES TAX GENERATING REDEVELOPMENT SITE
– ESTIMATED CITY SHARE OF TOTAL PROJECT COST \$10,000,000

The bonds will be sold to an underwriter through a negotiated sale process. The bonds shall mature, bear interest from their dated date to maturity, and be sold, all as provided in the Sale Certificate, provided that:

- The aggregate principal amount of the Bonds shall not exceed \$33,000,000;
- The maximum total repayment cost of the Bonds shall not exceed \$38,500,000;
- The maximum annual repayment cost of the Bonds shall not exceed \$3,700,000; and
- The Bonds shall mature no later than December 1, 2028.

The sales and use tax revenues from the voter approved 0.5% rate increase on November 8, 2016 and an additional 0.5% of the City's current sales tax rate, for a total of 1.0%, will be pledged to the debt. The revenues from the voter approved 0.5% tax increase will be accounted for in a special fund and will not be released or available for any purposes except to pay debt service on these bonds and to replenish the reserve fund.

RECOMMENDATIONS:

Staff recommends approval of the ordinance on first reading.

RECOMMENDED MOTION:

"I move to approve Council Bill 02-2017, an ordinance authorizing the issuance by the City of Wheat Ridge, Colorado of its Sales and Use Tax Revenue Bonds, Series 2017A, and providing other details in connection therewith on first reading, order it published, public hearing set for Monday, March 13, 2017 at 7:00 p.m. in City Council Chambers, and that it take effect immediately upon adoption."

Or,

"I move to postpone indefinitely Council Bill 02-2017, an ordinance authorizing the issuance by the City of Wheat Ridge, Colorado of its Sales and Use Tax Revenue Bonds, Series 2017A, and providing other details in connection therewith for the following reason(s)
_____."

REPORT PREPARED AND REVIEWED BY:

Patrick Goff, City Manager

Heather Geyer, Administrative Services Director

Jerry DiTullio, City Treasurer

Gerald Dahl, City Attorney

ATTACHMENTS:

1. Council Bill 02-2017
2. Preliminary Official Statement
3. Bond Purchase Agreement
4. Registrar and Paying Agent Agreement
5. Continuing Disclosure Agreement

CITY OF WHEAT RIDGE, COLORADO
INTRODUCED BY COUNCIL MEMBER _____
COUNCIL BILL NO. 02
ORDINANCE NO. _____
Series 2017

**TITLE: AN ORDINANCE AUTHORIZING THE ISSUANCE BY THE CITY
OF WHEAT RIDGE, COLORADO OF ITS SALES AND USE TAX
REVENUE BONDS, SERIES 2017A, AND PROVIDING OTHER
DETAILS IN CONNECTION THEREWITH**

WHEREAS, the City of Wheat Ridge, Colorado (the “City”) is a home rule municipality and political subdivision of the State of Colorado (the “State”) organized and existing under a home rule charter (the “Charter”) pursuant to Article XX of the Constitution of the State; and

WHEREAS, Section 11.1 of the Charter authorizes the City Council of the City (the “City Council”) to levy and impose taxes for municipal purposes and to provide for their collection, provided that there shall not be an increase of rate of sales tax unless and until such rate increase shall be approved by a majority of the electorate voting at a regular or special municipal election; and

WHEREAS, Sections 12.4 and 12.5 of the Charter authorize the City to, among other things, issue revenue bonds to construct and acquire capital improvements, payable from the available proceeds of a city sales and use tax which may be imposed pursuant to chapter XI of the Charter; and

WHEREAS, Article X, Section 20 of the State Constitution requires voter approval in advance for the creation of any multiple-fiscal year direct or indirect debt or other financial obligation; and

WHEREAS, prior to January 1, 2017, the City imposed a sales and use tax at the rate of 3.0%; and

WHEREAS, pursuant to an election held within the City on November 8, 2016 (the “2016 Election”), the City was authorized to increase the rate of sales and use tax levied by the City by an additional 0.5% commencing January 1, 2017 (the “0.5% Sales and Use Tax”), and to issue debt in an amount not to exceed \$33,000,000, with a maximum repayment cost of not to exceed \$38,500,000, and a maximum annual repayment cost of \$3,700,000, with the proceeds to be used only for certain public investments as provided in the following question approved at the 2016 Election (the “2016 Question”):

SHALL THE CITY OF WHEAT RIDGE DEBT BE INCREASED BY UP TO \$33,000,000, WITH A REPAYMENT COST OF LESS THAN \$38,500,000, AND SHALL THE CITY OF WHEAT RIDGE TAXES BE INCREASED BY UP TO \$3,700,000 ANNUALLY IN THE FIRST FULL FISCAL YEAR, AND BY WHATEVER ADDITIONAL AMOUNT IS RECEIVED FOR 11 YEARS THEREAFTER, WITHOUT INCREASING PROPERTY TAX, BY INCREASING THE RATE OF SALES AND USE TAX BY 1/2 CENT PER DOLLAR, WITH THE PROCEEDS TO BE USED ONLY FOR THE FOLLOWING PUBLIC INVESTMENTS:

- ANDERSON PARK IMPROVEMENTS

IMPROVEMENTS TO ANDERSON PARK TO PROVIDE UPGRADED, RENOVATED AMENITIES AND FACILITIES THAT ENHANCE RECREATIONAL OPPORTUNITIES AND MEET THE CURRENT NEEDS OF PARK AND FACILITY USERS AND TO REDUCE MAINTENANCE AND REPAIR COSTS; RENOVATIONS TO INCLUDE BUT NOT BE LIMITED TO, RENOVATION OF THE ANDERSON BUILDING AND OUTDOOR POOL LOCKER ROOMS AND IMPROVEMENTS TO SURROUNDING PARK AMENITIES - ESTIMATED PROJECT COST \$4,000,000

- WADSWORTH BOULEVARD RECONSTRUCTION - 35TH AVENUE TO INTERSTATE-70

RECONSTRUCTION OF WADSWORTH BOULEVARD TO PROVIDE AN IMPROVED MULTI-MODAL TRANSPORTATION FACILITY AND STREETScape IMPROVEMENTS, TO RELIEVE AND MITIGATE SEVERE TRAFFIC CONGESTION AND FACILITATE REDEVELOPMENT AND ECONOMIC DEVELOPMENT OPPORTUNITIES - ESTIMATED CITY SHARE OF TOTAL PROJECT COST \$7,000,000

- WHEAT RIDGE - WARD COMMUTER RAIL STATION AREA

CONSTRUCTION OF STREET, BICYCLE/PEDESTRIAN, PUBLIC AMENITIES AND OTHER INFRASTRUCTURE IMPROVEMENTS TO ADDRESS TRAFFIC GROWTH AND FACILITATE REDEVELOPMENT AND ECONOMIC DEVELOPMENT OPPORTUNITIES IN THE AREA SURROUNDING THE GOLD LINE STATION INCLUDING, BUT NOT LIMITED TO, RECONSTRUCTION OF RIDGE ROAD, 52ND AVENUE AND TABOR STREET, A TRAFFIC SIGNAL AT THE WARD ROAD / RIDGE ROAD INTERSECTION AND A PEDESTRIAN BRIDGE OVER RAILROAD TRACKS LINKING THE JOB CENTERS TO THE SOUTH - ESTIMATED CITY SHARE OF TOTAL PROJECT COST \$12,000,000

- CLEAR CREEK CROSSING - MIXED-USE DEVELOPMENT SITE ON THE WEST SIDE OF I-70 AT 38TH AND YOUNGFIELD

CONSTRUCTION OF ON AND OFF RAMP RAMP FROM INTERSTATE I-70 INTO THE CLEAR CREEK CROSSING DEVELOPMENT TO RELIEVE

TRAFFIC CONGESTION AND IMPROVE VEHICULAR ACCESS AND TO FACILITATE REDEVELOPMENT AND ECONOMIC DEVELOPMENT IN A NEW MIXED-USE, SALES TAX GENERATING REDEVELOPMENT SITE - ESTIMATED CITY SHARE OF TOTAL PROJECT COST \$10,000,000

SUCH INCREASE IN THE SALES AND USE TAX RATE TO BEGIN ON JANUARY 1, 2017 AND END WHEN REVENUES FROM SUCH SALES AND USE TAX RATE INCREASE REACH \$38,500,000 OR ON DECEMBER 31, 2028, WHICHEVER OCCURS FIRST; SUCH DEBT TO BE SOLD IN ONE SERIES OR MORE AT A PRICE ABOVE, BELOW OR EQUAL TO THE PRINCIPAL AMOUNT OF SUCH DEBT AND ON SUCH TERMS AND CONDITIONS AS THE CITY MAY DETERMINE, INCLUDING PROVISIONS FOR REDEMPTION OF THE DEBT PRIOR TO MATURITY WITH OR WITHOUT PAYMENT OF A PREMIUM OF NOT TO EXCEED 3.00%; AND SHALL THE REVENUES RAISED BY SUCH SALES AND USE TAX RATE INCREASE AND PROCEEDS OF SUCH DEBT, AND ANY OTHER REVENUE USED TO PAY SUCH DEBT, INCLUDING ANY INTEREST AND INVESTMENT INCOME THEREFROM, BE COLLECTED AND SPENT BY THE CITY AS A VOTER-APPROVED REVENUE CHANGE PURSUANT TO ARTICLE X, SECTION 20 OF THE COLORADO CONSTITUTION?

WHEREAS, the 2016 Question was approved by a majority of the registered electors of the City voting thereon at the 2016 Election; and

WHEREAS, the City is now imposing sales and use taxes in the total amount of 3.5%, which includes the 0.5% Sales and Use Tax authorized at the 2016 Election; and

WHEREAS, the City has not issued any of the debt authorized at the 2016 Election; and

WHEREAS, the City Council has determined that it is the best interests of the City, and the inhabitants thereof, to finance a portion of the public improvements authorized in the 2016 Question by the issuance of the City of Wheat Ridge, Colorado, Sales and Use Tax Revenue Bonds, Series 2017A (the "Bonds") pursuant to the authority conferred at the 2016 Election; and

WHEREAS, the City Council has determined that the Bonds shall be payable from and constitute an irrevocable first lien, but not necessarily an exclusive first lien, on the Pledged Sales and Use Taxes (as hereinafter defined), subject to the terms and provisions hereof; and

WHEREAS, there has been filed with the City Clerk of the City forms of (a) the Preliminary Official Statement for the Bonds (the "Preliminary Official Statement"), (b) the Purchase Contract (hereinafter defined), (c) the Paying Agent Agreement (hereinafter defined), and (d) the Continuing Disclosure Certificate (hereinafter defined); and

WHEREAS, it is necessary to provide for the form of the Bonds, the Bond details, the payment of the Bonds, and other provisions relating to the authorization, issuance, and sale of the Bonds; and

WHEREAS, no member of the City Council has any conflict of interest or is interested in any pecuniary manner in the issuance of the Bonds.

NOW THEREFORE BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF WHEAT RIDGE, COLORADO:

SECTION 1. DEFINITIONS AND CONSTRUCTION.

- 1.01. DEFINITIONS. The meanings of certain terms are enumerated above in the recitals to this Ordinance. In addition, the following terms have the following respective meanings unless the context hereof clearly requires otherwise:

Authorized Denominations: denominations of \$5,000 or any integral multiple thereof.

Bank: any depository permitted by the laws of the State to receive public funds for deposit.

Beneficial Owner: any Person for which a Participant acquires an interest in the Bonds.

Bond or Bonds: those securities issued hereunder and designated as the “City of Wheat Ridge, Colorado, Sales and Use Tax Revenue Bonds, Series 2017A.”

Bond Counsel: any law firm of nationally recognized standing in the field of municipal law whose opinions are generally accepted by purchasers of municipal bonds.

Bond Fund: the special fund created in Section 4.02 hereof.

Business Day: any day other than a Saturday, Sunday or other day on which banks in Denver, Colorado or New York, New York are required or authorized to be closed.

Cede: Cede & Co., the nominee of DTC as record owner of the Bonds, or any successor nominee of DTC with respect to the Bonds.

Charter: the City Charter of the City of Wheat Ridge, Colorado.

City: the City of Wheat Ridge, Colorado, and its successors.

City Clerk: the City Clerk of the City.

City Council: the City Council of the City of Wheat Ridge, Colorado.

City Manager: the duly appointed City Manager of the City or his or her successor in functions.

City Sales and Use Tax Ordinance: collectively, the ordinances of the City, as amended to the date hereof, imposing an aggregate 3.5% municipal sales and use tax upon sales and services, not specifically exempted, and codified as Chapter 22, Article 1 of the Wheat Ridge City Code.

City Treasurer: the duly appointed City Treasurer of the City or his or her successor in functions.

Commercial Bank: a state or national bank or trust company which: (i) is a member of the Federal Deposit Insurance Corporation and the Federal Reserve System, (ii) has, or which the holding company thereof has, a capital and surplus of \$100,000,000 or more (in the case of a bank holding company, figured on a consolidated basis), and (iii) is located within the United States.

Continuing Disclosure Certificate: the certificate executed by officers of the City simultaneously with the delivery of the Bonds which enables the Underwriter to comply with Rule 15c2-12 promulgated by the Securities and Exchange Commission.

C.R.S.: the Colorado Revised Statutes, as amended to the date hereof.

Debt Service Requirements: the principal of, interest on, and any premiums due in connection with the redemption of, the Bonds or any other designated series of securities hereafter issued, if any, or such part of such Bonds or securities as may be designated, as such principal, interest and premiums become due, whether at maturity or by mandatory sinking fund redemption.

DTC: the Depository Trust Company, New York, New York, and its successors and assigns, as securities depository for the Bonds.

Event of Default: each of the events stated in Section 9 hereof.

Federal Securities: bills, certificates of indebtedness, notes, bonds or similar securities which are direct obligations of, or the principal and interest of which obligations are unconditionally guaranteed by, the United States of America, and which are non-callable.

Fiscal Year: the twelve (12) months commencing on the first day of January of any calendar year and ending on the thirty-first day of December of such calendar year or such other twelve (12) month period as may from time to time be designated by the City Council as the Fiscal Year of the City.

Fund: as used in this Ordinance, a segregated account of the City.

Insurance Policy: the municipal bond insurance policy issued by the Insurer, if any, insuring the payment when due of the principal of and interest on the Bonds as provided therein, if set forth in the Sale Certificate.

Insurer: the provider of the Insurance Policy, or any successor thereto, if set forth in the Sale Certificate.

Interest Payment Date: a date on which interest is due on any Bonds or Parity Securities. The Interest Payment Dates for the Bonds shall be June 1 and December 1.

Mayor: the duly elected or appointed Mayor of the City or his or her successor in functions.

Maximum Annual Debt Service Requirements: as to the Bonds or any other designated series of securities Outstanding or proposed to be issued, the maximum amount of Debt Service Requirements (excluding any redemption premiums) coming due with respect to such Bonds or designated series of securities in any year from the year in which such amount is required to be determined through the final maturity of such Bonds or designated series of securities. For the purposes of this computation, variable rate bonds shall be assumed to bear interest at the highest of: (i) the actual rate of any outstanding variable rate bonds on the date of computation, or if the variable rate bonds are not yet outstanding, the initial rate (if established and binding), (ii) if the variable rate bonds have been outstanding for at least twelve months, the average rate over the twelve months immediately preceding the date of computation, or if no variable rate bonds are outstanding for such twelve months, the average rate borne by reference to an index comparable to that to be utilized in determining the interest rate for the variable rate bonds to be issued, or (iii) (a) if interest on the variable rate bonds is excludable from gross income under the applicable provisions of the Tax Code, the most recently published "Revenue Bond Index" as published in *The Bond Buyer* (or if such Index is not published within 30 days prior to such determination, such index selected by the City), or (b) if interest is not so excludable, the interest rate on direct U.S. Treasury Obligations with comparable maturities.

Ordinance: this Ordinance which authorizes the issuance of the Bonds.

Outstanding or outstanding: when used with reference to the Bonds, Parity Securities, or any other designated securities of the City and as of any particular date, all the Bonds, Parity Securities, or any such other designated securities theretofore executed, issued and delivered, except the following:

- (1) Any Bonds, Parity Securities, or other security cancelled by the City, by the Registrar, or otherwise on the City's behalf, at or before such date;
- (2) Any Bonds, Parity Securities held by or on behalf of the City;
- (3) Any Bonds, Parity Securities, or other security of the City for the payment or the redemption of which moneys or Federal Securities sufficient to meet all of the payment requirements of the principal of, the interest on, and any prior redemption premiums due in connection with such Bonds, Parity Securities, or other security to the date of maturity or any redemption date thereof, shall have theretofore been deposited in escrow or in trust with a Trust Bank for that purpose, as provided in and required by Section 8 hereof or a similar provision of the document authorizing the issuance thereof; and
- (4) Any lost, apparently destroyed, or wrongfully taken Bonds, Parity Securities, or other security of the City in lieu of or in substitution for which another bond or other security shall have been executed and delivered pursuant to the document authorizing the issuance thereof.

Owner or Registered Owner: means any Person who is the registered owner of any Bond as shown on the registration books maintained by the Registrar on behalf of the City.

Parity Bond Ordinance: any ordinance hereafter adopted by the City Council authorizing the issuance of Parity Securities, or such other document or instrument pursuant to which any Parity Securities are issued.

Parity Securities: any bonds, securities, leases or other obligations hereafter issued payable from and secured by all or a portion of the Pledged Revenues and having a lien on the Pledged Revenues which is equal to or on a parity with the Bonds.

Participant: any broker-dealer, bank, trust company, clearing corporation or other financial institution from time to time for which DTC or another securities depository holds the Bonds.

Paying Agent: BOKF, NA dba Colorado State Bank and Trust, in Denver, Colorado or its successor, which shall perform the function of paying agent as set forth in this Ordinance.

Paying Agent Agreement: the Registrar and Paying Agent Agreement dated as of the date of delivery of the Bonds, between the City and the Registrar and Paying Agent.

Permitted Investments: any investments or deposits permitted by the laws of the State and the Charter for funds of the City.

Person: any natural person, firm, partnership, association, corporation, trust, public body, or other entity.

Pledged Revenues: collectively, (a) the Pledged Sales and Use Taxes, plus (b) all amounts on deposit in the 0.5% Sales and Use Tax Fund, the Bond Fund and the 2017A Reserve Fund, if any, plus (c) any additional revenues legally available to the City which the City Council, in its sole discretion and without further consideration from any Owner, may hereafter pledge to the payment of the Bonds.

Pledged Sales and Use Taxes: all of the receipts collected by the City from Sales and Use Taxes (net of costs of collection, enforcement and administration of such Sales and Use Taxes by the City), but excluding:

- (1) any portion of the Supplemental Sales and Use Tax that is required to be remitted or is otherwise pledged or encumbered pursuant to the Prior Sales and Use Tax Agreements.
- (2) incremental increases in the Supplemental Sales and Use Tax which are required to be paid into a special fund, or pledged to the payment of obligations, pursuant to (i) an urban renewal plan as defined in Section 31-25-103(9), C.R.S., (ii) a plan of development as defined in Section 31-25-802 (6.4), C.R.S., or (iii) a value capture plan as defined in Section 43-4-508, C.R.S., or, in the case of (i), (ii) or (iii), any similar plan adopted by the City exercising its powers as a home rule city; and

- (3) any amounts determined, pursuant to the Sales and Use Tax Ordinance, and other applicable law, to be subject to valid claims for refunds.

Prior Sales and Use Tax Agreements: collectively, all agreements pursuant to which the City has agreed to remit all or a portion of the Supplemental Sales and Use Tax, or has otherwise pledged or encumbered all or any portion of the Supplemental Sales and Use Tax prior to the date of issuance of the Bonds.

Project: the acquisition and construction of that portion of the public improvements authorized at the 2016 Election that is being financed with the proceeds of the Bonds.

Principal Corporate Trust Office: means the principal corporate trust office of the Paying Agent and Registrar.

Purchase Contract: The Bond Purchase Agreement between the City and the Underwriter concerning the purchase of the Bonds.

Rebate Fund: the fund by that name created in Section 4.05 hereof.

Record Date: the fifteenth day of the calendar month immediately preceding each Interest Payment Date (whether or not a Business Day).

Redemption Date: the date fixed for the redemption prior to their maturity of any Bonds or other designated securities payable from the Pledged Revenues in any notice of prior redemption authorized by the City, or otherwise fixed and designated by the City.

Redemption Price: when used with respect to a Bond or other designated security payable from the Pledged Revenues, the principal amount thereof, plus the applicable premium, if any, payable upon the redemption thereof prior to the stated maturity date of such Bond or other security, plus accrued interest to and on a redemption date in the manner contemplated in accordance with the terms of the Bond or other security.

Registrar: BOKF, NA dba Colorado State Bank and Trust, Denver, Colorado, named in the Paying Agent Agreement as the paying agent, transfer agent and registrar of the Bonds, or any successor thereto.

Reserve Fund Insurance Policy: any bond insurance policy, surety bond, letter or line of credit or similar instrument which is utilized in lieu of cash or Permitted Investments in the 2017A Reserve Fund.

Reserve Fund Requirement: is the amount set forth in the Sale Certificate, which may be zero.

Sale Certificate: the certificate executed by the City Manager or the City Treasurer dated on or before the date of delivery of the Bonds, setting forth those determinations that may be delegated to such officials pursuant to Section 11-57-205(1), C.R.S., subject to the parameters and restrictions contained in this Ordinance.

Sales and Use Taxes: the portion of municipal sales and use tax of the City imposed at the rate of 1.00% pursuant to the City Sales and Use Tax Ordinance, and codified in Chapter 22, Article 1 of the Wheat Ridge City Code (which consists of the 0.5% Sales and Use Tax and the Supplemental Sales and Use Tax).

Security or securities: when used with reference to securities of the City, any bonds, notes, certificates, warrants, leases, contracts or other financial obligations or securities issued or executed by the City and payable in whole or in part from a lien on the Pledged Revenues.

Special Record Date: a special date fixed by the Registrar for the payment of defaulted interest to be preceded by not more than fifteen and not less than ten days' notice.

State: the State of Colorado.

Subordinate Bonds or Subordinate Securities: bonds or securities payable in whole or in part from the Pledged Revenues having a lien thereon subordinate or junior to the lien thereon of the Bonds.

Supplemental Act: the Supplemental Public Securities Act, constituting Title 11, Article 57, Part 2, C.R.S.

Supplemental Sales and Use Tax: the portion of the municipal sales and use tax of the City imposed at the rate of 0.5% that is pledged to the payment of the Bonds, which is in addition to the 0.5% Sales and Use Tax approved at the 2016 Election that is also pledged to the payment of the Bonds.

Surety Provider: the entity issuing a Reserve Fund Insurance Policy to secure the Bonds, if any.

Tax Code: the Internal Revenue Code of 1986, as amended to the date of delivery of the Bonds, and the regulations promulgated thereunder.

Term Bonds: Bonds that are payable on or before their specified maturity dates from sinking fund payments established for that purpose and calculated to retire such Bonds on or before their specified maturity dates.

Trust Bank: a Commercial Bank which is authorized to exercise and is exercising trust powers.

Underwriter: George K. Baum & Company.

0.5% Sales and Use Tax: the portion of the municipal sales and use tax of the City imposed at the rate of 0.5% beginning January 1, 2017, that was approved by the voters of the City at the 2016 Election.

0.5% Sales and Use Tax Fund: the City's "0.5% Sales and Use Tax Fund (Fund 31)" previously created by the City and referred to in Section 4.01 hereof.

2016 Election: the election held within the City on November 8, 2016.

2017A Reserve Fund: the “City of Wheat Ridge, Colorado, Sales and Use Tax Revenue Bonds, Series 2017A, Reserve Fund” created in Section 4.03 hereof for the purpose of further securing the payment of the principal of and interest on the Bonds. The 2017A Reserve Fund shall secure only the payment of the Bonds and shall not secure the payment of any Parity Securities. If it is determined in the Sale Certificate that the Reserve Fund Requirement shall be zero, all references herein to the 2017A Reserve Fund shall be of no force and effect.

- 1.02. CONSTRUCTION. This Ordinance, except where the context by clear implication herein otherwise requires, shall be construed as follows:
- (1) Words in the singular number include the plural, and words in the plural include the singular.
 - (2) Words in the masculine gender include the feminine and the neuter, words in the feminine gender include the masculine and the neuter, and when the sense so indicates, words of the neuter gender refer to any gender.
 - (3) Articles, sections, subsections, paragraphs and subparagraphs mentioned by number, letter, or otherwise, correspond to the respective articles, sections, subsections, paragraphs and subparagraphs of this Ordinance so numbered or otherwise so designated.
 - (4) The titles and headlines applied to articles, sections and subsections of this Ordinance are inserted only as a matter of convenience and ease in reference and in no way define, or limit the scope or intent of, any provisions of this Ordinance.

SECTION 2. SALE OF BONDS.

- 2.01. NEGOTIATED SALE. The City hereby determines that it is to the best advantage of the City to sell the Bonds to the Underwriter through a negotiated sale process. The City Manager and other employees and officers of the City are hereby authorized and directed to take all action necessary for the issuance of the Bonds and the delivery of the Bonds to the Underwriter in accordance with the terms and provisions of the Purchase Contract.
- 2.02. OFFICIAL STATEMENT. The Official Statement, in substantially the form of the Preliminary Official Statement, is in all respects approved, authorized and confirmed, but with such amendments, additions and deletions as are in accordance with the facts and not inconsistent herewith. The City Manager and all other City employees and representatives charged with responsibility for the sale of the Bonds are hereby authorized and directed to prepare a final Official Statement, substantially in the form of the Preliminary Official Statement but including the offering price(s) of the Bonds, interest rates, selling compensation, aggregate principal amount, principal amount per maturity, delivery date, ratings, and any other terms or provisions depending on such matters. The Mayor is hereby authorized and directed to affix her signature to the Official Statement for and on behalf of the City. The distribution by the Underwriter of

the Preliminary Official Statement and the Official Statement to interested persons in connection with the sale of the Bonds is hereby ratified, approved and confirmed. The execution of a final Official Statement by the Mayor shall be conclusively deemed to evidence the approval of the form and contents thereof by the City.

- 2.03. CONTINUING DISCLOSURE. The City hereby covenants that it will comply with and carry out all of the provisions of the Continuing Disclosure Certificate. Notwithstanding any other provision of this Ordinance, failure of the City to comply with the Continuing Disclosure Certificate shall not be considered an Event of Default; provided that the Registered Owners of the Bonds may take such actions as may be necessary or appropriate to cause the City to comply with its obligations under this Section.

SECTION 3. THE BONDS.

- 3.01. AUTHORIZATION. In accordance with the Constitution of the State, the Charter, the 2016 Election, and all other laws of the State thereunto enabling, and pursuant to the provisions of this Ordinance and the Sale Certificate, the City hereby authorizes the issuance of its "Sales and Use Tax Revenue Bonds, Series 2017A," in an aggregate principal amount not to exceed \$33,000,000, to be payable and collectible, as to principal, prior redemption premium, if any, and interest, from Pledged Revenues as further set forth herein.

The Bonds shall be issued and sold for the purposes of paying the costs of the Project, paying the costs of issuance of the Bonds and, to the extent set forth in the Sale Certificate, funding the 2017A Reserve Fund. All Bond proceeds shall be deposited to such funds or accounts as set forth in the Sale Certificate.

.Section 11-57-204 of the Supplemental Act provides that a public entity, including the City, may elect in an act of issuance to apply any or all of the provisions of the Supplemental Act to the Bonds. The City Council hereby elects to apply all of the provisions of the Supplemental Act to the Bonds. The Bonds are issued under the authority of the Supplemental Act and shall so recite as provided in Section 3.02(9) hereof. Pursuant to Section 11-57-210 of the Supplemental Act, such recital shall be conclusive evidence of the validity and the regularity of the issuance of the Bonds after their delivery for value.

Pursuant to Section 11-57-205 of the Supplemental Act, the City Council hereby delegates to each of the City Manager or the City Treasurer the independent authority to sign a contract for the purchase of the Bonds (including the Purchase Contract) or to accept a binding bid for the Bonds and to execute any agreement or agreements in connection therewith, and the City Council hereby further delegates to each of the City Manager or the City Treasurer the authority to independently make any determination delegable pursuant to Section 11-57-205(1)(a-i) of the Supplemental Act, in relation to the Bonds, and to execute the Sale Certificate setting forth such determinations, subject to the parameters and restrictions contained in Section 3.02(2) of this Ordinance.

Pursuant to Section 11-57-205 of the Supplemental Act, (a) each of the City Manager or the City Treasurer are hereby independently authorized to determine if obtaining

municipal bond insurance for all or a portion of the Bonds is in the best interests of the City, and if so, to select an Insurer to issue an Insurance Policy, execute a commitment relating to the same and execute any related documents or agreements required by such commitment, and (b) each of the City Manager or the City Treasurer are hereby independently authorized to determine if obtaining a Reserve Fund Insurance Policy for all or a portion of the Reserve Fund Requirement is in the best interests of the City, and if so, to select a Surety Provider to issue a Reserve Fund Insurance Policy and execute any related documents or agreements required by such commitment. If it is determined that the Bonds will be sold without municipal bond insurance, all references herein to the Insurer and the Insurance Policy shall be of no force and effect.

The delegation set forth in this Section 3.01 shall be effective for one year after adoption of this Ordinance.

3.02. BOND DETAILS.

- (1) Generally. The Bonds shall be issued in fully registered form (i.e., registered as to payment of both principal and interest), initially registered in the name of Cede, as nominee for DTC. The Bonds shall be issued in Authorized Denominations (provided that no Bond may be in a denomination which exceeds the principal coming due on its maturity date and no individual Bond will be issued for more than one maturity bearing the same interest rate). The Bonds shall be numbered in such manner as the Registrar shall determine.

The Bonds shall be dated as of their date of delivery and shall bear interest from their date until maturity, payable semiannually on each June 1 and December 1, commencing on the date provided in the Sale Certificate, except that any Bond which is reissued upon transfer, exchange or other replacement shall bear interest from the most recent Interest Payment Date to which interest has been paid or duly provided for, or if no interest has been paid, from the date of the Bonds.

The Bonds shall bear interest at the rates designated in the Sale Certificate based on a 360-day year consisting of twelve 30-day months, and shall mature on the dates and in the amounts set forth in the Sale Certificate subject to the parameters and limitations in subsection (2) below.

If upon presentation at maturity or prior redemption, payment of any Bond is not made as herein provided, interest shall continue thereon at the interest rate therein designated until the principal thereof is paid in full.

The principal of, interest on and premium, if any, due in connection with the Bonds shall be payable in lawful money of the United States of America, without deduction for exchange or collection charges. The principal and premium are payable upon surrender and presentation of the Bond at the Principal Corporate Trust Office, or such other office of the Registrar as it shall designate by written notice to the City.

The payment of interest on each Bond shall be made to the Registered Owner of such Bond and shall be paid by the Registrar on behalf of the City by check or wire of the Registrar sent to such Registered Owner on each Interest Payment Date (unless such date is not a Business Day, whereupon such payment shall occur on the next succeeding Business Day) at his or her address as it appears on the registration records of the Registrar maintained for such purpose. Interest on each Bond shall be payable to the Registered Owner thereof as shown on the registration records as of the Record Date, regardless of any transfer or exchange of a Bond subsequent to such Record Date and prior to such Interest Payment Date. Any such interest not so punctually paid or duly provided for shall forthwith cease to be payable to the Registered Owner on such Record Date, and may be paid to the Registered Owner at his or her address as it appears on the registration records of the Registrar at the close of business on a Special Record Date. The Registrar may make payments of interest on any Bond by such alternative means as may be mutually agreed to between the Owner of such Bond and the Registrar; provided, however, that the City shall not be required to make funds available to the Registrar prior to the dates set forth in the Paying Agent Agreement. All such payments shall be made in lawful money of the United States of America without deduction for the services of the Paying Agent or Registrar.

The City and the Registrar may deem and treat the Registered Owner (whether or not the Bond shall be overdue) on the Record Date or Special Record Date as the absolute owner of the Bond for the purpose of receiving payment of or on account of the principal thereof, any redemption premium and interest due thereon, and on any other date for all other purposes, and neither the City nor the Registrar shall be affected by any notice to the contrary.

The Registrar shall evidence acceptance of the duties and obligations provided in this Ordinance by execution of the Paying Agent Agreement. The Bonds shall be subject to registration, transfer and exchange in the manner, and subject to the terms and conditions, set forth herein and in the Paying Agent Agreement.

- (2) Delegation Parameters. The Bonds shall mature, bear interest from their dated date to maturity, and be sold, all as provided in the Sale Certificate, provided that:
- (a) The aggregate principal amount of the Bonds shall not exceed \$33,000,000;
 - (b) the maximum total repayment cost of the Bonds shall not exceed \$38,500,000;
 - (c) the maximum annual repayment cost of the Bonds shall not exceed \$3,700,000;
 - (d) the Bonds shall mature no later than December 1, 2028;
 - (e) the purchase price of the Bonds shall not be less than 100%;

- (f) in the event that the Bonds are subject to optional redemption prior to maturity, the redemption premium, if any, shall not exceed 3.00%; and
 - (g) the net effective interest rate on the Bonds shall not exceed 3.50%.
- (3) Redemption of the Bonds. The Bonds shall be subject to optional redemption or mandatory sinking fund prior to their respective maturity dates as set forth in the Sale Certificate.

In the case of Bonds of a denomination larger than \$5,000, a portion of such Bond (\$5,000 or any integral multiple thereof) may be redeemed, in which case the Registrar shall, without charge to the Owner of such Bond, authenticate and issue a replacement Bond or Bonds for the unredeemed portion thereof.

The Term Bonds, if any, shall be subject to mandatory sinking fund redemption at the times, in the amounts and at the prices provided in the Sale Certificate.

On or before the thirtieth day prior to each sinking fund payment date, the Registrar shall proceed to call the Term Bonds (or any Term Bond or Term Bonds issued to replace such Term Bonds) for redemption from the sinking fund on the next December 1, and give notice of such call without other instruction or notice from the City.

At its option, to be exercised on or before the sixtieth day next preceding each such sinking fund redemption date, the City may (a) deliver to the Registrar for cancellation Term Bonds subject to mandatory sinking fund redemption on such date in an aggregate principal amount desired or (b) receive a credit in respect of its sinking fund redemption obligation for any Term Bonds of the same maturity subject to mandatory sinking fund redemption on such date, which prior to said date have been redeemed (otherwise than through the operation of the sinking fund) and canceled by the Registrar and not theretofore applied as a credit against any sinking fund redemption obligation. Each Term Bond so delivered or previously redeemed will be credited by the Registrar at the principal amount thereof on the obligation of the City on such sinking fund redemption date and the principal amount of Term Bonds to be redeemed by operation of such sinking fund on such date will be accordingly reduced. The City will on or before the sixtieth day next preceding each sinking fund redemption date furnish the Registrar with its certificate indicating whether or not and to what extent the provisions of (a) and (b) of the preceding sentence are to be availed with respect to such sinking fund payment. Failure of the City to deliver such certificate shall not affect the Registrar's duty to give notice of sinking fund redemption as provided in this subsection (3).

- (4) Notice and Effect of Redemption. Notice of the prior redemption of any Bonds shall be given by the Registrar in the name of the City by mailing a copy of the redemption notice by certified or first-class postage prepaid mail, not more than 60 nor less than 30 days prior to the Redemption Date to the Owners of the Bonds

to be redeemed at their addresses as shown on the registration records kept by the Registrar, or in the event that the Bonds to be redeemed are registered in the name of DTC, such notice may, in the alternative, be given by electronic means in accordance with the requirements of DTC. Failure to give such notice as aforesaid or any defect therein shall not affect the validity of the proceedings for the redemption of any other Bonds.

Such notice shall specify the Bonds to be redeemed, the number or numbers of the Bonds to be so redeemed (if less than all are to be redeemed), the Redemption Price to be paid and the Redemption Date. Such notice shall further specify any condition to such redemption and shall state that, upon the satisfaction of any such condition, on the Redemption Date there will become and will be due and payable upon each Bond or portion thereof (in integral multiples of Authorized Denominations) so to be redeemed at the Principal Corporate Trust Office of the Paying Agent, the applicable Redemption Price and accrued interest to the Redemption Date, and that from and after such date, interest on the Bonds (or portions thereof) called for redemption will cease to accrue. Notice having been given in the manner hereinabove provided and upon satisfaction of any condition to such redemption, the Bond or Bonds so called for redemption shall become due and payable on the Redemption Date so designated and, upon presentation thereof at the Principal Corporate Trust Office of the Paying Agent, the City will pay the Bond or Bonds so called for redemption. No further interest shall accrue on the principal of any such Bond (or portion thereof) called for redemption from and after the Redemption Date, provided sufficient funds are on deposit at the place of payment on the Redemption Date. Upon surrender of any Bond redeemed in part only, the Registrar shall execute and deliver to the Owner thereof, at no expense to such Owner, a new Bond or Bonds of the same maturity and interest rate and of Authorized Denominations equal in aggregate principal amount to the unredeemed portion of the Bond surrendered.

Any notice of redemption may contain a statement that the redemption is conditioned upon the receipt by the Paying Agent of funds on or before the Redemption Date sufficient to pay the principal of, interest on and any redemption premium due on the Bonds so called for redemption, and that if such funds are not available, such redemption shall be cancelled by written notice to the Owners of the Bonds called for redemption in the same manner as the original redemption notice was given.

- (5) Execution and Delivery. The Bonds shall be executed by and on behalf of the City with the manual or facsimile signature of the Mayor of the City, shall bear an impression or a facsimile of the seal of the City, shall be attested by the manual or facsimile signature of the City Clerk and shall be authenticated by the manual signature of the Registrar. Should any officer whose signature or facsimile signature appears on the Bonds cease to be such officer before delivery of the Bonds to the Underwriter or to any Owner, such signature or facsimile signature shall nevertheless be valid and sufficient for all purposes.

The Mayor and the City Clerk are hereby authorized and directed to prepare and to execute the Bonds as herein provided. When the Bonds have been duly executed and sold, the officers of the City are authorized to, and shall, deliver the Bonds to the Underwriter thereof on receipt of the agreed purchase price.

- (6) Special Obligation Recitals in Bonds. Each Bond shall recite in substance that the Bond is payable solely from the Pledged Revenues, that the Bond does not constitute a general obligation debt of the City within the meaning of the Colorado Constitution or the Charter of the City, that the 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 to pay the principal of or interest on such Bond.
 - (7) Uniform Commercial Code. The Owners of the Bonds shall possess all rights enjoyed by holders of investment securities under the provisions of the Uniform Commercial Code – Investment Securities.
 - (8) Authentication. No Bond shall be valid or obligatory for any purpose or entitled to any security or benefit under this Ordinance unless and until a certificate of authentication of such Bond, substantially in the form set forth in the form of Bond herein, shall have been duly manually executed by the Registrar. The executed certificate of authentication on each Bond shall be conclusive evidence that it has been authenticated and delivered under this Ordinance.
 - (9) Form of Bond. Subject to the provisions of this Ordinance, each Bond shall be in substantially the form set forth in Exhibit A, with such omissions, insertions, endorsements and variations as to recitals of fact or other provisions as may be required by the circumstances and as may be required or permitted by this Ordinance or the Sale Certificate, and as may be necessary or appropriate to carry out the purpose of this Ordinance and to conform to the rules and requirements of any governmental authority or to any custom, usage or requirement of law with respect thereto.
- 3.03. BONDS AND PARITY SECURITIES RATABLY SECURED. The covenants and agreements herein set forth to be performed on behalf of the City shall be for the ratable benefit, protection and security of the Owners of any and all of the Bonds and Parity Securities, all of which Bonds and Parity Securities regardless of the time or times of their maturity, shall be of equal rank without preference, priority or distinction of any of the Bonds or Parity Securities over any other thereof, except as otherwise expressly provided in or pursuant to this Ordinance or the Parity Bond Ordinances pursuant to which the Parity Securities were issued.
- 3.04. PLEDGE; SPECIAL OBLIGATIONS. The City hereby irrevocably pledges the Pledged Revenues to the payment of the Debt Service Requirements on the Bonds. All of the Bonds, as to all Debt Service Requirements thereof, shall be payable solely out of the Pledged Revenues. The Bonds shall be payable out of and shall constitute an irrevocable first lien, but not necessarily an exclusive such lien, on the Pledged Sales and Use Taxes

on a parity with the Parity Securities, if any, hereafter issued, and on moneys on deposit or credited to the 0.5% Sales and Use Tax Fund, the Bond Fund and the 2017A Reserve Fund as set forth herein.

The Registered Owner or Owners of any of the Bonds may not look to any general or other fund of the City for the payment of the Debt Service Requirements, except the herein designated special funds pledged therefor. The Bonds shall not constitute a general obligation or a debt of the City within the meaning of any constitutional or statutory provision or limitation of the State or the Charter. The Bonds and interest thereon shall not be considered or held to be general obligations of the City but shall constitute the special and limited obligations of the City. The Bonds are not payable in whole or in part from the proceeds of general property taxes, and the full faith and credit of the City is not pledged for payment of the Bonds.

The creation, perfection, enforcement, and priority of the pledge of revenues to secure or pay the Bonds as provided herein shall be governed by § 11-57-208 of the Supplemental Act and this Ordinance. The revenues pledged for the payment of the Bonds, as received by or otherwise credited to the City, shall immediately be subject to the lien of such pledge without any physical delivery, filing, or further act. The lien of such pledge on the revenues pledged for payment of the Bonds and the obligation to perform the contractual provisions made herein shall have priority over any or all other obligations and liabilities of the City. The lien of such pledge shall be valid, binding, and enforceable as against all persons or entities having claims of any kind in tort, contract, or otherwise against the City irrespective of whether such persons or entities have notice of such liens.

- 3.05. REGISTRATION, TRANSFER AND EXCHANGE OF BONDS. The City will cause to be kept at the Principal Corporate Trust Office registration records in which, subject to such reasonable regulations as the Registrar may prescribe, the City shall provide for the registration of Bonds and the registration of transfers of Bonds entitled to be registered or transferred as herein provided.

Each of the Bonds may be transferred or exchanged by the Owner thereof upon surrender for transfer or exchange of such Bond at the Principal Corporate Trust Office, or any successor transfer agent, duly endorsed or accompanied by a written instrument of transfer or authorization for exchange in form satisfactory to the Registrar and executed by the Owner thereof or his or her attorney duly authorized in writing. Thereupon, the Registrar shall authenticate and deliver, in exchange for such transferred or exchanged Bond, a new fully registered Bond in the name of the transferee, or, if exchanged, the Owner and issued in a principal amount equal to the principal amount of the transferred or exchanged Bond, of the same maturity, and bearing interest at the same rate. The City or the Registrar may require that the cost, if any, of preparing each new Bond upon such exchange or transfer and any other expenses of the City or the Registrar, including counsel fees, and any tax or other governmental charge, incurred in connection therewith (except in the case of an exchange resulting from the redemption of the Bond exchanged) shall be paid by the Owner requesting such exchange or transfer as a condition precedent to the exercise of the privilege of making such exchange or transfer. If any requested

transfer or exchange of a Bond shall necessitate the printing of additional Bonds, the Registrar may require that the cost of such printing be paid by the City. The City and the Registrar shall not be obligated to issue, exchange, authenticate or transfer any Bonds (a) during a period beginning on the Record Date before any Interest Payment Date or Redemption Date and ending on such Interest Payment Date or Redemption Date, or (b) during a period beginning on the fifteenth day before the mailing of notice of redemption of Bonds and ending on the date of such mailing.

- 3.06. ISSUANCE IN BOOK-ENTRY FORM. The Bonds shall be initially issued in the form of a single, certificated, fully registered Bond for each maturity bearing interest at the same interest rate. Upon initial issuance, the ownership of each such Bond shall be registered in the registration records kept by the Registrar in the name of Cede.

With respect to Bonds registered in the name of Cede or held by a securities depository, the City, the Registrar, and the Paying Agent shall have no responsibility or obligation to any Participant or Beneficial Owner including, without limitation, any responsibility or obligation with respect to: (i) the accuracy of the records of the depository or any Participant concerning any ownership interest in the Bonds; (ii) the delivery to any Participant, Beneficial Owner, or Person other than the Registered Owner, of any notice concerning the Bonds, including notice of redemption; (iii) the payment to any Participant, Beneficial Owner, or Person other than the Registered Owner, of the principal of, premium if any, and interest on the Bonds. The City, the Registrar, and the Paying Agent may treat the Registered Owner of a Bond as the absolute owner of such Bond for the purpose of payment of the principal of, premium if any, and interest with respect to such Bond, for purposes of giving notices of redemption and other matters with respect to such Bond, and for all other purposes whatsoever. The Paying Agent shall pay all principal of, premium if any, and interest on the Bonds only to or upon the order of the Registered Owners, or their respective attorneys duly authorized in writing, and all such payments shall be valid and effective to fully satisfy and discharge the City's obligations with respect to the payment of the same. No Person, other than a Registered Owner, shall receive a certificated Bond evidencing the obligations of the City pursuant to this Ordinance.

DTC may determine to discontinue providing its service as depository with respect to the Bonds at any time by giving notice to the City and discharging its responsibilities with respect thereto under applicable law. Additionally, the City Manager may terminate the services of DTC if he determines, in his sole and absolute discretion, that DTC is unable to discharge its responsibilities with respect to the Bonds or that continuation of the system of book entry transfers through DTC is not in the best interests of the Beneficial Owners or the City. Such termination shall be effected by written notice of the same from the City to DTC and to the Registrar and Paying Agent. Upon the termination of the services of DTC, a substitute depository which is willing and able to undertake the system of book-entry transfers upon reasonable and customary terms may be engaged by the City or, if the City Manager determines in his sole and absolute discretion that it is in the best interests of the Beneficial Owners or the City that the Beneficial Owners be able to obtain certificated Bonds, the Bonds shall no longer be restricted to being registered in the name of Cede or other nominee of a depository but shall be registered in whatever

name or names the Beneficial Owners shall designate at that time, and fully registered Bond certificates shall be delivered to the Beneficial Owners.

- 3.07. OFFICIAL INTENT TO REIMBURSE EXPENDITURES. The City intends to reimburse certain permitted original expenditures (within the meaning of Treasury Regulation§1.150- 2) incurred by the City in connection with the Project prior to the receipt of any proceeds of the Bonds. The City shall not use reimbursed moneys for purposes prohibited by Treasury Regulation §1.150-2(h). The Bonds are expected to be issued in the maximum aggregate principal amount of \$33,000,000. This Section 3.07 is intended to be a declaration of “official intent” to reimburse expenditures within the meaning of Treasury Regulation§1.150- 2.

SECTION 4. SPECIAL FUNDS.

- 4.01. DISPOSITION OF PLEDGED REVENUES; 0.5% SALES AND USE TAX FUND. The Pledged Revenues shall be deposited by the City in the Funds described in this Section 4, to be accounted for in the manner and priority set forth in this Section 4.

The City has created a special fund designated as the 0.5% Sales and Use Tax Fund (Fund 31) (the “0.5% Sales and Use Tax Fund”). All revenues received from the 0.5% Sales and Use Tax shall be credited or deposited to the 0.5% Sales and Use Tax Fund, when and as received by the City. All revenues on deposit in the 0.5% Sales and Use Tax Fund shall be applied by the City solely in accordance with the authorization received by the City at the 2016 Election and the 2016 Question. Moneys on deposit in the 0.5% Sales and Use Tax Fund shall be applied as set forth in this Section 4.

Revenues received from the Supplemental Sales and Use Tax shall be accounted for separately from the 0.5% Sales and Use Tax and shall be applied as set forth in this Section 4.

Neither the Underwriter nor any subsequent Owner of any Bonds shall in any manner be 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 Bonds or of any other moneys designated in this Section 4

- 4.02. BOND FUND. The City hereby creates a special fund designated as the City of Wheat Ridge, Colorado, Sales and Use Tax Revenue Bonds, Series 2017A, Bond Fund (the “Bond Fund”).

There shall be credited or deposited to the Bond Fund first from moneys on deposit in the 0.5% Sales and Use Tax Fund, the following amounts:

- (1) Interest Payments. Commencing with the month immediately succeeding the delivery of the Bonds, an amount in equal monthly installments necessary, together with any other moneys from time to time available therefor from whatever source, to pay the next installment of interest due on the Bonds then Outstanding, and the next installment of interest due on any Parity Securities that are payable from the Bond Fund.

- (2) Principal Payments. Commencing with the month immediately succeeding the delivery of the Bonds, or commencing one year next prior to the first principal payment date of the Bonds, whichever commencement date is later, an amount in equal monthly installments necessary, together with any other moneys from time to time available therefor from whatever source, to pay the next installment of principal (whether at maturity or on a mandatory Redemption Date) due on the Bonds then Outstanding and the next installment of principal (whether at maturity or on a mandatory Redemption Date) due on any Parity Securities that are payable from the Bond Fund.

To the extent that there are not sufficient revenues on deposit in the 0.5% Sales and Use Tax Fund to make such credits or deposits to the Bond Fund in any month as set forth above, revenues received by the City from the Supplemental Sales and Use Tax shall be used to make such credit or deposit in accordance with Section 4.06 hereof.

The moneys credited to the Bond Fund shall be used solely to promptly pay when due the Debt Service Requirements of the Bonds, and the Parity Securities then Outstanding which are secured by moneys on deposit in the Bond Fund, except as otherwise provided in this Ordinance. Parity Securities hereafter issued may be secured by amounts on deposit in the Bond Fund or may be secured by a separate bond fund, all as provided in the Parity Bond Ordinance authorizing the issuance of such Parity Securities. In the event that the Parity Securities are secured by a separate bond fund, all payments to the Bond Fund and the bond fund securing such Parity Securities shall be made concurrently and on a pari passu basis as further set forth in Section 4.06 hereof.

The City shall be entitled to credits against such payments for any sums on hand in the Bond Fund which are available for the payment of Debt Service Requirements. Nothing herein prevents the accumulation of amounts required to be paid into the Bond Fund at a faster rate than that required in this Section, in which case no further payments need be made as long as and to the extent that the amounts so accumulated are on deposit in the Bond Fund and available for the payment of Debt Service Requirements on the Bonds.

- 4.03. 2017A RESERVE FUND. The City hereby creates a special fund designated as the “City of Wheat Ridge, Colorado, Sales and Use Tax Revenue Bonds, Series 2017A, Reserve Fund” (the “2017A Reserve Fund”). The 2017A Reserve Fund shall secure only the payment of the Debt Service Requirements on the Bonds. Any Reserve Fund Requirement for the 2017A Reserve Fund shall be set forth in the Sale Certificate. Such Reserve Fund Requirement may be zero. In the event that it is determined in the Sale Certificate that the Reserve Fund Requirement shall be zero, all references herein to the 2017A Reserve Fund shall be of no force and effect.

If at any time the City shall for any reason fail to pay into the Bond Fund the full amount required by Section 4.02 hereof, then the City shall pay into the Bond Fund at such time from the 2017A Reserve Fund an amount equal to the difference between that paid from the Pledged Revenues and the full amount so required. For the purpose of maintaining the 2017A Reserve Fund at the minimum amount required to be maintained therein, the money so used shall be replaced and transferred to the 2017A Reserve Fund first from

moneys on deposit in the 0.5% Sales and Use Tax Fund thereafter received and not required to be otherwise applied by Section 4.02 hereof (concurrently and on a pari passu basis with any other reserve funds or accounts securing Parity Securities that are payable from the 0.5% Sales and Use Tax), and then from available Supplemental Sales and Use Tax as provided in Section 4.06 hereof (concurrently and on a pari passu basis with any other reserve funds or accounts securing Parity Securities that are payable from the Supplemental Sales and Use Tax).

Except as otherwise provided herein, the 2017A Reserve Fund shall be accumulated and maintained as a continuing reserve to be used only to prevent deficiencies in the payment of the Debt Service Requirements on the Bonds. All or a portion of the moneys on deposit in the 2017A Reserve Fund may also be applied to the optional redemption or defeasance of all or a portion of the Bonds in accordance with Section 8 hereof and may be applied to the payment of the final Debt Service Requirements due on the Bonds, whether at maturity or prior redemption.

The 2017A Reserve Fund shall not secure the payment of additional Parity Securities, although such Parity Securities may be secured by a separate reserve account or reserve fund, as set forth in the documents authorizing such Parity Securities.

The Reserve Fund Requirement shall be funded and maintained by any one of or any combination of: (i) cash; (ii) Permitted Investments; and (iii) a Reserve Fund Insurance Policy which provides for payments when and as required for purposes of the 2017A Reserve Fund.

In lieu of all or a portion of the moneys required to be deposited in the 2017A Reserve Fund by this Ordinance and the Sale Certificate, the City may at any time or from time to time deposit a Reserve Fund Insurance Policy in the 2017A Reserve Fund in full or partial satisfaction of the Reserve Fund Requirement. Any such Reserve Fund Insurance Policy shall be payable on any date on which moneys will be required to be withdrawn from the 2017A Reserve Fund as provided herein. Upon deposit of any Reserve Fund Insurance Policy in the 2017A Reserve Fund, the City may transfer moneys equal to the amount payable under such Reserve Fund Insurance Policy from the 2017A Reserve Fund and apply such moneys to any lawful purpose.

All cash and investments in the 2017A Reserve Fund shall be transferred to the Bond Fund for payment of principal and interest on the Bonds before any drawing may be made on any Reserve Fund Insurance Policy credited to the 2017A Reserve Fund in lieu of cash. Payment of any policy costs shall be made prior to replenishment of any such cash amounts. Draws on all Reserve Fund Insurance Policies on which there is available coverage shall be made on a pro-rata basis (calculated by reference to the coverage then available thereunder) after applying all available cash and investments in the 2017A Reserve Fund. Payment of policy costs shall be made on a pro-rata basis prior to replenishment of any cash drawn from the 2017A Reserve Fund.

Any moneys at any time in excess of the minimum amount required to be maintained in the 2017A Reserve Fund may be withdrawn therefrom, and transferred from time to time to the Bond Fund and distributed in the same manner as other moneys in the Bond Fund.

- 4.04. TERMINATION OF DEPOSITS; USE OF MONEYS IN BOND FUND AND 2017A RESERVE FUND. No payment need be made into the Bond Fund or the 2017A Reserve Fund if the amount in the 0.5% Sales and Use Tax Fund, together with amounts on deposit in the Bond Fund and the 2017A Reserve Fund totals a sum at least equal to all Debt Service Requirements of the Outstanding Bonds and any Outstanding Parity Securities which are payable from the Bond Fund to their respective maturities or to any redemption date or redemption dates as of which the City shall have exercised or shall have obligated itself to exercise its option to redeem, prior to their respective maturities, any Bonds and any such Parity Securities then Outstanding and thereafter maturing, both accrued and not accrued (provided that, solely for the purpose of this Section, there shall be deemed to be a credit to the 2017A Reserve Fund of moneys, Federal Securities and bank deposits, or any combinations thereof, accounted for in any other account or accounts of the City and restricted solely for the purpose of paying the Debt Service Requirements on the Bonds). In such case, moneys in the 0.5 % Sales and Use Tax Fund, the Bond Fund and the 2017A Reserve Fund (except for any known interest or other gain to accrue from any investment or deposit of moneys pursuant to Section 5.02 hereof from the time of any such investment or deposit to the time or respective times the proceeds of any such investment or deposit shall be needed for such payment, at least equal to such Debt Service Requirements on the Bonds) shall be used together with any such gain from such investments and deposits solely to pay such Debt Service Requirements as the same become due. Any moneys in excess thereof in the Bond Fund and the 2017A Reserve Fund and any other moneys derived from the Pledged Revenues may be used in any lawful manner determined by the City.
- 4.05. REBATE FUND. After the payments required by Sections 4.02 and 4.03 have been made, there shall be deposited into a special and separate fund hereby created and to be known as the "City of Wheat Ridge, Colorado, Sales and Use Tax Revenue Bonds, Series 2017A, Rebate Fund" (the "Rebate Fund") moneys in the amounts and at the times specified in the Tax Certificate so as to enable the City to comply with Section 7.14 hereof. Such moneys shall be deposited in the Rebate Fund concurrently and on a pari passu basis with any other rebate funds or accounts relating to Parity Securities. Amounts on deposit in the Rebate Fund shall not be subject to the lien and pledge of this Ordinance to the extent that such amounts are required to be paid to the United States Treasury. The City shall cause amounts on deposit in the Rebate Fund to be forwarded to the United States Treasury (at the address provided in the Tax Certificate) at the times and in the amounts set forth therein.

Upon receipt by the City of an opinion of Bond Counsel to the effect that the amount in the Rebate Fund is in excess of the amount required to be contained therein, such excess moneys may be used by the City for any lawful purpose.

- 4.06. INSUFFICIENCY OF 0.5% SALES AND USE TAX REVENUES; APPLICATION OF SUPPLEMENTAL SALES AND USE TAX REVENUES. To the extent that there are not sufficient revenues on deposit in the 0.5% Sales and Use Tax Fund in any month to make any of the payments or deposits required to be made as set forth in this Section 4, the City shall make such payments or deposits, in the order of priority set forth above, from revenues received by the City from the Supplemental Sales and Use Tax.
- 4.06. PAYMENT OF ADDITIONAL PARITY SECURITIES. Concurrently with the payments required by Sections 4.02, 4.03 and 4.05, Pledged Revenues received by the City shall be used by the City for the payment of principal of and interest on Parity Securities payable from a lien on the Pledged Revenues and hereafter authorized to be issued in accordance with this Ordinance and any other provisions herein supplemental thereto, including reasonable reserves for such securities, as the same accrue.

Payments for bond funds or accounts, reserve funds or accounts and rebate funds or accounts for Parity Securities shall be made concurrently and on a pari passu basis with the payments required by Sections 4.02, 4.03 and 4.05.

- 4.08. PAYMENT OF ADDITIONAL SUBORDINATE SECURITIES. Subsequent to provision in full for the payments and fund maintenance transfers required by the foregoing provisions of this Section 4, any Supplemental Sales and Use Tax revenues remaining in any month after the payments and accumulations required hereby have been made may be used by the City for the payment of Debt Service Requirements of Subordinate Securities payable from the Pledged Revenues and hereafter authorized to be issued in accordance with this Ordinance and any other provisions herein supplemental thereto, including reasonable reserves for such Subordinate Securities, as the same accrue; but the lien of such Subordinate Securities on the Pledged Revenues and the pledge thereof for the payment of such Subordinate Securities shall be subordinate to the lien and pledge of the Bonds and any Parity Securities as herein provided.

No revenues received from the 0.5% Sales and Use Tax may be pledged or used by the City for the payment of Debt Service Requirements of Subordinate Securities for so long as the Bonds remain Outstanding.

- 4.09. USE OF REMAINING 0.5% SALES AND USE TAX REVENUES AND SUPPLEMENTAL SALES AND USE TAX REVENUES. After the above-required payments have been made in each month, and there shall have been credited to the Bond Fund and the 2017A Reserve Fund for the payment of the Bonds and any other securities payable from a lien on the Pledged Revenues all amounts required to be deposited therein, then any remaining revenues from the Supplemental Sales and Use Tax may be used by the City in any manner authorized by law for said funds.

After the above-required payments have been made in each month, moneys on deposit in the 0.5% Sales and Use Tax Fund shall be retained therein and, except as hereinafter provided, shall not be released from such Fund until all the Outstanding Bonds and all Outstanding Parity Securities payable in whole or in part from the 0.5% Sales and Use Tax have been paid or defeased in full. Notwithstanding the foregoing, moneys on

deposit in the 0.5% Sales and Use Tax Fund may be applied to the optional redemption of all or a portion of the Bonds and any Parity Securities payable from the 0.5% Sales and Use Tax, and may be applied to the payment of the final Debt Service Requirements due on the Outstanding Bonds and Parity Securities, whether at maturity or prior redemption. Upon the payment or defeasance of all the Outstanding Bonds and Parity Securities payable from the 0.5% Sales and Use Tax, any moneys remaining on deposit in the 0.5% Sales and Use Tax Fund shall be remitted to the City and applied to the purposes authorized at the 2016 Election.

- 4.10. BUDGET AND APPROPRIATION OF FUNDS. The sums provided to make the payments specified in this Section 4 are hereby appropriated for said purposes, and said amounts for each year shall be included in the annual budget and the appropriation ordinance or measures to be adopted or passed by the City Council in each year respectively while any of the Bonds, either as to principal or interest, are outstanding and unpaid. No provisions of any constitution, statute, charter, ordinance, resolution, or other order or measure enacted after the issuance of the Bonds shall in any manner be construed as limiting or impairing the obligation of the City to keep and perform the covenants contained in this Ordinance so long as any of the Bonds remain outstanding and unpaid.

SECTION 5. GENERAL ADMINISTRATION OF FUNDS.

- 5.01. PLACES AND TIMES OF DEPOSITS. The 0.5% Sales and Use Tax Fund, Bond Fund and 2017A Reserve Fund (and any accounts therein) and the Rebate Fund shall be maintained in a Bank as a book account or invested in Permitted Investments, kept separate and apart for accounting purposes from all other accounts or funds of the City as trust accounts solely for the purposes herein designated therefor; provided that there may be established separate accounts and subaccounts of any fund or account in more than one Bank. For purposes of investment of moneys, nothing herein prevents the combination of such accounts with any other Bank account or accounts or other funds of the City. Each periodic payment shall be credited to the proper book account not later than the date therefor designated, except that when any such date shall be a Saturday, a Sunday or a legal holiday, then such payment shall be made on or before the next preceding Business Day.
- 5.02. INVESTMENT OF FUNDS. Any moneys in any fund designated herein may be invested in Permitted Investments as provided by law. The obligations so purchased as an investment of moneys in each such fund shall be deemed to be part of such fund, and the interest accruing thereon or investment income realized therefrom shall be credited to each such fund. Any loss resulting from such investment shall be charged to the fund from which the investment was made. The City shall present for redemption or sale on the prevailing market any obligations so purchased as an investment of moneys in any fund whenever it shall be necessary to do so in order to provide moneys to meet any payment or transfer from such fund.
- 5.03. NO LIABILITY FOR LOSSES INCURRED IN PERFORMING TERMS OF ORDINANCE. Neither the City nor any officer, employee or agent of the City shall be liable or responsible for any

loss resulting from any investment or reinvestment made in accordance with this Ordinance.

SECTION 6. PRIORITIES; LIENS; ISSUANCE OF ADDITIONAL BONDS.

- 6.01. FIRST LIEN ON PLEDGED SALES AND USE TAXES; ISSUANCE OF PARITY SECURITIES; The Bonds constitute an irrevocable and first lien, but not necessarily an exclusive first lien, on the Pledged Sales and Use Taxes, which lien on all or a portion of the Pledged Sales and Use Taxes shall be on a parity with the Parity Securities, if any, hereafter issued, to the extent provided in the applicable Parity Bond Ordinances pursuant to which such Parity Securities were issued. The Bonds are also payable from and constitute a lien on moneys on deposit in the 0.5% Sales and Use Tax Fund, Bond Fund and 2017A Reserve Fund. Moneys on deposit in the 0.5% Sales and Use Tax Fund and the Bond Fund may also secure the payment of Parity Securities hereafter issued if so provided in the applicable Parity Bond Ordinance. Moneys on deposit in the 2017A Reserve Fund shall only secure the Bonds and shall not secure any Parity Securities hereafter issued.

The City shall be authorized to issue Parity Securities provided that the following conditions are satisfied:

- (1) Absence of Payment Default. The City is current in all payments required to have been accumulated in the Bond Fund and the 2017A Reserve Fund as required herein.
- (2) Historic Revenues Test. The Pledged Revenues, as certified by the City Manager or the City Treasurer, for any 12 consecutive months out of the 18 months preceding the month in which such proposed Parity Securities are to be issued, shall have been sufficient to pay an amount at least equal to (A) 200% of the sum derived by adding the following: (i) the Maximum Annual Debt Service for the Outstanding Bonds; (ii) the Maximum Annual Debt Service for each series of Outstanding Parity Securities; and (iii) the Maximum Annual Debt Service for the Parity Securities proposed to be issued, plus (B) one hundred percent (100%) of all policy costs attributable to any Insurance Policy and Reserve Fund Insurance Policy and other similar amounts then due and owing.
- (3) Adjustment of Revenues. In determining compliance with the historic revenue test, the amount of the Pledged Revenues for the applicable 12 month period may be increased by the amount of gain which is estimated by the City Manager to result from any increase in the amount of the Pledged Revenues received or to be received during such applicable 12 month period after giving effect to any ordinance providing for an increase in the municipal sales and use taxes pledged to the payment of the Bonds or the Parity Securities proposed to be issued or providing for any other addition to the sources of Pledged Revenues, if such ordinance is effective and the referendum period therefor has expired prior to the issuance of the Parity Securities.

- (4) The Parity Securities may be secured by a reserve fund or account, but Parity Securities may be issued without being secured by a reserve fund or account.
 - (5) Notwithstanding the foregoing or any provisions to the contrary contained herein, the City may issue Parity Securities to refund, in whole or in part, any Outstanding Bonds or Parity Securities without complying with Section 6.01(2) so long as: (a) the refunding Parity Securities do not increase, for any Fiscal Year in which any Bonds or Parity Securities will be Outstanding, the aggregate principal and interest requirements on the Bonds and Parity Securities; and (b) the lien of such refunding Parity Securities on the Pledged Revenues is not raised to a higher priority than the lien thereon of any obligations thereby refunded.
- 6.02. REDUCTION OF ANNUAL REQUIREMENTS. The aggregate Debt Service Requirements calculated in determining the respective Maximum Annual Debt Service for purposes of Section 6.01 hereof shall be reduced to the extent such Debt Service Requirements are scheduled to be paid from moneys or securities deposited in escrow in the manner contemplated by Section 8 hereof or from moneys actually on hand in the 0.5% Sales and Use Tax Fund and the Bond Fund for the Bonds or bond funds or accounts for any Outstanding Parity Securities at the time of such calculation.
- 6.03. CERTIFICATION OF REVENUES. In the case of the computation of the revenues test provided in Section 6.01(2), the written certification by the City Manager or City Treasurer that such annual revenues are sufficient to pay such amounts as provided in Section 6.01(2) hereof shall be conclusively presumed to be accurate in determining the right of the City to authorize, issue, sell and deliver Parity Securities.
- 6.04. SUBORDINATE SECURITIES PERMITTED. The City may issue additional bonds or other additional securities for any lawful purpose payable from all or a portion of the Supplemental Sales and Use Tax and having a lien thereon subordinate, inferior and junior to the lien thereon of the Bonds. So long as the Bonds remain Outstanding, the City shall not issue bonds or other securities payable from a subordinate lien on all or any portion of the 0.5% Sales and Use Tax.
- 6.05. SUPERIOR SECURITIES PROHIBITED. The City shall not issue additional bonds or other additional securities that have a lien on all or any portion of the Pledged Revenues that is prior and superior to the lien thereon of the Bonds.

SECTION 7. COVENANTS.

The City hereby particularly represents, covenants and agrees with the Registered Owners of the Bonds that:

- 7.01. AMENDMENT OF CITY SALES AND USE TAX ORDINANCE; CONTINUANCE AND COLLECTION OF TAXES. The City Sales and Use Tax Ordinance is now in full force and effect and has not been repealed.

If the City Sales and Use Tax Ordinance, or any modifying or supplemental ordinance not contravening the limitations of this Section, or any part of said ordinances, shall ever

be held to be invalid or unenforceable, it shall be the duty of the City to adopt immediately another ordinance, to seek such voter approval, if any, as may then be required by law, or take any action necessary to produce substantially the same Pledged Revenues as would be produced under the terms of the City Sales and Use Tax Ordinance as it exists at the time of the issuance of the Bonds. To the extent that any changes in the Sales and Use Taxes or the City Sales and Use Tax Ordinance may lawfully be imposed on the City by the State, the City covenants to take such action as may be necessary or appropriate to produce substantially the same Pledged Revenues as would be produced under the terms of the City Sales and Use Tax Ordinance as it exists at the time of the issuance of the Bonds. To the extent that the Sales and Use Taxes may lawfully be replaced or superseded by any other tax or revenue source (including, without limitation, any state collected, locally shared sales and/or use taxes), the revenues derived by the City from such replacement tax or revenue source shall become Pledged Revenues under this Ordinance.

The City shall take all reasonable action necessary to collect delinquent payments of the Sales and Use Taxes or to cause such delinquent payments to be collected.

- 7.02. IMPAIRMENT OF CONTRACT. No law, ordinance or resolution of the City in any manner affecting the Sales and Use Taxes, the Pledged Revenues, or the Bonds, or otherwise appertaining thereto, shall be repealed or otherwise directly or indirectly modified in such a manner as to materially adversely affect any Bonds Outstanding, unless the required consent of the Owners of a majority in aggregate principal amount of the then Outstanding Bonds affected is obtained.

Notwithstanding any other provision of this Section or this Ordinance, the City shall retain the right to make amendments or changes, without any notice to or consent of the Owners of the Bonds, in the City Sales and Use Tax Ordinance, or any ordinance supplemental thereto or in substitution therefor, concerning the use or proceeds of the Sales and Use Taxes remaining after the current requirements of all ordinances authorizing bonds or other securities payable from the Sales and Use Taxes, or any portion thereof, have been met; or concerning changes in applicability, exemptions, administration, collection or enforcement of the Sales and Use Taxes, if such changes do not materially adversely affect the security for the Bonds.

- 7.03. DEFENSE OF LEGALITY OF PLEDGED REVENUES. There is not pending or threatened any suit, action or proceeding against or affecting the City before or by any court, arbitrator, administrative agency or other governmental authority which affects the validity or legality of the 2016 Election or this Ordinance or the imposition and collection of the Sales and Use Taxes, or any of the City's obligations under this Ordinance or any of the transactions contemplated by this Ordinance.

The City shall, to the extent permitted by law, defend the validity and legality of the Sales and Use Taxes and this Ordinance, and all amendments thereto against all claims, suits and proceedings which would diminish or impair the Pledged Revenues or any other security for the Bonds.

Except as specified in this Ordinance, the City has not assigned or pledged the Pledged Revenues in any manner which would materially diminish the security for payment of the Bonds.

- 7.04. PERFORMANCE OF DUTIES. The City will faithfully and punctually perform, or cause to be performed, all duties with respect to the Pledged Revenues required by the Constitution and laws of the State and the Charter and the various ordinances and resolutions and contracts of the City, including, without limitation, the proper segregation of the proceeds of the Bonds and the Pledged Revenues and their application from time to time to the respective funds provided therefor.
- 7.05. COSTS OF BOND ISSUE AND OF PERFORMANCE. Except as otherwise specifically provided herein, all costs and expenses incurred in connection with the issuance of the Bonds, payment of the Debt Service Requirements of the Bonds, or with the City's performance of or compliance with any covenant or agreement contained in this Ordinance, shall be paid exclusively (but only from the appropriate special fund in the manner authorized herein) from the proceeds of the Bonds, or from the Pledged Revenues, or from other legally available moneys, and in no event shall any of such costs or expenses be required to be paid out of or charged to the general funds of the City.

The City hereby authorizes the creation of a Costs of Issuance Fund pursuant to the provisions of the Paying Agent Agreement, with such Costs of Issuance Fund to be held by the Paying Agent and applied as set forth in the Paying Agent Agreement to pay the costs of issuance of the Bonds.

- 7.06. CONTRACTUAL OBLIGATIONS. The City will perform all contractual obligations undertaken by it under the Paying Agent Agreement, and any other agreements relating to the Bonds, this Ordinance or the Pledged Revenues. The Mayor and the City Clerk are hereby authorized to execute and deliver such agreements in connection with the issuance of the Bonds.
- 7.07. FURTHER ASSURANCES. The City shall, so far as it may be authorized by law, execute, and file or record all further instruments, and make all further assurances as may be necessary or desirable or as may be reasonable and required to carry out the purposes of this Ordinance. The City, acting by and through its officers, or otherwise, shall at all times, to the extent permitted by law, defend, preserve and protect the pledge of the Pledged Revenues and other funds and accounts pledged hereunder and all the rights of every Owner of any of the Bonds against all claims and demands of all Persons.
- 7.08. CONDITIONS PRECEDENT. Upon the date of issuance of any of the Bonds, all conditions, acts and things required by the Constitution or laws of the United States, the Constitution or laws of the State, the Charter, or this Ordinance, to exist, to have happened, and to have been performed precedent to or in the issuance of the Bonds shall exist, have happened and have been performed, and the Bonds, together with all other obligations of the City, shall not contravene any debt or other limitation prescribed by the Constitution or laws of the United States, the Constitution or laws of the State, or the Charter.

7.09. RECORDS. The City will keep proper books of record and account, separate and apart from all other records and accounts, showing complete and correct entries of all transactions relating to the proceeds of the Sales and Use Taxes and the funds established herein, and any Owner of any of the Bonds shall have the right at all reasonable times to inspect the same.

7.10. PROTECTION OF SECURITY. The City, its officers, agents and employees, shall not take any action in such manner or to such extent as might materially prejudice the security for the payment of the Debt Service Requirements of the Bonds and any other securities payable from the Pledged Revenues according to the terms thereof. No contract shall be entered into nor any other action taken by which the rights of any Owner of any Bond or other security payable from Pledged Revenues might be prejudicially and materially impaired or diminished.

The City shall not enter into an agreement or otherwise take any action resulting in any portion of the 0.5% Sales and Use Tax being included as incremental sales tax revenues which will be required to be paid into a special fund, or pledged to the payment of obligations, pursuant to (i) an urban renewal plan as defined in Section 31-25-103(9), C.R.S., (ii) a plan of development as defined in Section 31-25-802 (6.4), C.R.S., or (iii) a value capture plan as defined in Section 43-4-508, C.R.S., or, in the case of (i), (ii) or (iii), any similar plan adopted by the City exercising its powers as a home rule city.

7.11. ACCUMULATION OF INTEREST CLAIMS. In order to prevent any accumulation of interest or claims for interest after maturity, the City shall not directly or indirectly extend or assent to the extension of the time for the payment of any interest or claim for interest on any of the Bonds or any other securities payable from Pledged Revenues; and the City shall not directly or indirectly be a party to or approve any arrangements for any such extension or for the purpose of keeping alive any of such coupons or other claims for interest. If the time for the payment for any such installment of interest is extended in contravention of the foregoing provisions, such installment or installments of interest after such extension or arrangement shall not be entitled in case of default hereunder to the benefit or the security of this Ordinance, except upon the prior payment in full of the principal of all of the Bonds and any such securities or interest the payment of which has not been extended.

7.12. PROMPT PAYMENT OF BONDS. The City shall promptly pay the Debt Service Requirements of every Bond at the places, on the dates, and in the manner specified herein and in the Bonds according to the true intent and meaning hereof.

7.13. OTHER LIENS. Other than as provided herein, there are no other liens or encumbrances of any nature whatsoever on or against the Pledged Revenues.

7.14. TAX COVENANT. The City covenants for the benefit of the Owners of the Bonds that it will not take any action or omit to take any action with respect to the Bonds, the proceeds thereof, any other funds of the City or any facilities financed with the proceeds of the Bonds if such action or omission: (i) would cause the interest on the Bonds to lose its exclusion from gross income for federal income tax purposes under Section 103 of the

Tax Code; (ii) would cause interest on the Bonds to lose its exclusion from alternative minimum taxable income as defined in Section 55(b)(2) of the Tax Code except to the extent such interest is required to be included in adjusted current earnings adjustment applicable to corporations under Section 56 of the Tax Code in calculating corporate alternative minimum taxable income; or (iii) would cause interest on the Bonds to lose its exclusion from Colorado taxable income or Colorado alternative minimum taxable income under present Colorado law. The foregoing covenant shall remain in full force and effect notwithstanding the payment in full or defeasance of the Bonds until the date on which all obligations of the City in fulfilling the above covenant under the Tax Code and Colorado law have been met.

Notwithstanding any provision of this Section, the City may rely conclusively on an opinion of Bond Counsel in complying, or in any deviation from complying, with the provisions hereof.

SECTION 8. DEFEASANCE.

If, when the Bonds shall be paid in accordance with their terms (or payment of the Bonds has been provided for in the manner set forth in the following paragraph), then this Ordinance and all rights granted hereunder shall thereupon cease, terminate and become void and be discharged and satisfied.

Payment of any Outstanding Bond shall prior to the maturity or Redemption Date thereof be deemed to have been provided for within the meaning and with the effect expressed in this Section if: (a) in case said Bond is to be redeemed on any date prior to its maturity, the City shall have given to the Paying Agent in form satisfactory to it irrevocable instructions to give on a date in accordance with the provisions of Section 3.02 hereof, notice of redemption of such Bond on said Redemption Date, such notice to be given in accordance with the provisions of Section 3.02 hereof; and (b) there shall have been deposited with the Paying Agent or a Trust Bank either moneys in an amount which shall be sufficient, and/or Federal Securities which shall not contain provisions permitting the redemption thereof at the option of the issuer, the principal of and the interest on which when due, and without any reinvestment thereof, will provide moneys which, together with the moneys, if any, deposited with or held by the Paying Agent or Trust Bank at the same time, shall be sufficient to pay when due the Debt Service Requirements due and to become due on said Bond on and prior to the Redemption Date or maturity date thereof, as the case may be, as evidenced by a report of an independent firm of nationally recognized certified public accountants verifying such sufficiency. Neither such Federal Securities nor moneys deposited with the Paying Agent or Trust Bank pursuant to this Section or principal or interest payments on any such Federal Securities shall be withdrawn or used for any purpose other than, and shall be held in trust for, the payment of the Debt Service Requirements of said Bond; provided any cash received from such principal or interest payments on such Federal Securities deposited with the Paying Agent or other Trust Bank, if not then needed for such purpose, shall, to the extent practicable, be reinvested in securities of the type described in (b) of this paragraph maturing at times and in amounts sufficient to pay when due the Debt Service Requirements to become due on said Bond on or prior to such Redemption Date or maturity date thereof, as the case may be. At such time as payment of a Bond has been provided for as aforesaid, such Bond shall no longer be secured by or entitled to the benefits of this

Ordinance, except for the purpose of any payment from such moneys or securities deposited with the Paying Agent or other Trust Bank.

The release of the obligations of the City under this Section shall be without prejudice to the right of the Paying Agent to be paid reasonable compensation for all services rendered by it hereunder and all its reasonable expenses, charges and other disbursements incurred on or about the administration of and performance of its powers and duties hereunder.

Upon compliance with the foregoing provisions of this Section with respect to all Bonds then Outstanding, this Ordinance may be discharged in accordance with the provisions of this Section but the liability of the City in respect of the Bonds shall continue; provided that the Owners thereof shall thereafter be entitled to payment only out of the moneys and/or Federal Securities deposited with the Paying Agent or other Trust Bank as provided in this Section.

In the event that there is a defeasance of only part of the Bonds, the Registrar shall, if requested by the City in writing, institute a system to preserve the identity of the individual Bonds or portions thereof so defeased, regardless of changes in Bond numbers attributable to transfers and exchanges of Bonds, and the Registrar shall be entitled to reasonable compensation and reimbursement of expenses from the City in connection with such system.

SECTION 9. DEFAULT PROVISIONS AND REMEDIES.

9.01. EVENTS OF DEFAULT. Each of the following events is hereby declared to be and to constitute an Event of Default, provided however, that in determining whether a payment default has occurred pursuant to paragraphs (1) or (2) of this Section, no effect shall be given to payments made under an Insurance Policy:

- (1) Nonpayment of Principal. Payment of the principal of or the redemption premium due for any of the Bonds is not made when the same becomes due and payable, either at maturity or by proceedings for prior redemption or otherwise;
- (2) Nonpayment of Interest. Payment of any installment of interest on the Bonds is not made when the same becomes due and payable;
- (3) Incapable to Perform. The City for any reason is, or is rendered, incapable of fulfilling its obligations hereunder.
- (4) Default of Any Provision. The City makes any default in the due and punctual performance of any of the representations, covenants, conditions, agreements and other provisions contained in the Bonds or in this Ordinance on its part to be performed, other than those provided in paragraphs (1), (2) and (3) of this Section 9.01 and other than the City's continuing disclosure covenant in Section 2.03 hereof, and if such default continues for sixty days after written notice, specifying such default and requiring the same to be remedied, is given to the City by Owners of at least twenty-five percent in aggregate principal amount of the Bonds then Outstanding; provided that if such default cannot be cured within such sixty days, and during that period corrective action has commenced to remedy such

default and subsequently is diligently pursued to the completion of such performance, an Event of Default shall not be deemed to have occurred.

- 9.02. REMEDIES FOR DEFAULTS. Upon the happening and continuance of any of the Events of Default, as provided in Section 9.01 hereof, then and in every case the Owners of Bonds in a principal amount not less than twenty-five percent of the aggregate principal amount of the Bonds then Outstanding, including, without limitation, a trustee or trustees therefor, may proceed against the City to protect and to enforce the rights of any Owner of Bonds under this Ordinance by mandamus or by other suit, action, or special proceedings in equity or at law, in any court of competent jurisdiction, either for the specific performance of any covenant or agreement contained herein or for any proper legal or equitable remedy as such Owners, trustee or trustees may deem most effectual to protect and to enforce the rights aforesaid, or thereby to enjoin any act or thing which may be unlawful or in violation of any right of any Owner of any Bond, or to require the City to act as if it were the trustee of an express trust, or any combination of such remedies, or as otherwise may be authorized by any statute or other provision of law. All such proceedings at law or in equity shall be instituted, had and maintained for the ratable benefit of all Owners of the Bonds. Notwithstanding anything else provided herein, the Owners shall have no right to accelerate the Bonds upon an Event of Default.
- 9.03. RIGHTS AND PRIVILEGES CUMULATIVE. The failure of any Owner of any Outstanding Bond to proceed in any manner herein provided shall not relieve the City, or any of its officers, agents or employees of any obligation to perform or carry out any duty, obligation or other commitment. Each right or privilege of any such Owner (or trustee thereof) is in addition and is cumulative to any other right or privilege, and the exercise of any right or privilege by or on behalf of any Owner shall not be deemed a waiver of any other right or privilege thereof.
- 9.04. DUTIES UPON DEFAULT. Upon the happening of any of the Events of Default as provided in Section 9.01 hereof, the City, in addition, will do and perform all proper acts on behalf of and for the Owners of the Outstanding Bonds to protect and to preserve the security created for the payment of the Bonds and to insure the payment of the Debt Service Requirements promptly as the same become due.

SECTION 10. AMENDMENT OF ORDINANCE.

- 10.01. AMENDMENTS OF ORDINANCE NOT REQUIRING CONSENT OF OR NOTICE TO OWNERS OF BONDS. The City may, without the consent of, or notice to, the Owners of the Bonds, adopt such ordinances supplemental hereto (which amendments shall thereafter form a part hereof) for any one or more or all of the following purposes:
- (1) To cure any ambiguity, or to cure, correct or supplement any defect or inconsistent provision contained in this Ordinance, or to make any provision with respect to matters arising under this Ordinance or for any other purpose if such provisions are necessary or desirable and do not materially adversely affect the interests of the Owners of the Bonds; or

- (2) To subject to this Ordinance additional revenues, properties or collateral; or
- (3) To provide for the issuance of Parity Securities or Subordinate Securities as permitted by Section 6 hereof.

10.02 AMENDMENTS OF ORDINANCE REQUIRING CONSENT OF 100% OF OWNERS OF BONDS ADVERSELY AFFECTED. This Ordinance may be amended or modified for any one or more of the purposes set forth below, by ordinance duly adopted by the City Council, without receipt by the City of any additional consideration, but only with the prior written consent of the Owners of one hundred percent (100%) in aggregate principal amount of the Bonds and Parity Securities Outstanding adversely affected thereby:

- (1) Changing Payment. A change in the maturity or in the terms of redemption of the principal of any Outstanding Bond or any installment of interest thereon; or
- (2) Reducing Return. A reduction in the principal amount of any Bond, the rate of interest thereon, or any prior redemption premium payable in connection therewith; or
- (3) Prior Lien. The creation of a lien upon or a pledge of revenues ranking prior to the lien or to the pledge created by this Ordinance; or
- (4) Modifying Amendment Terms. A reduction of the principal amount or percentage of Bonds which may be required herein for any amendment hereto; or
- (5) Priorities Between Bonds. The establishment of priorities as between Bonds issued and Outstanding under the provisions of this Ordinance; or
- (6) Partial Modification. Any modifications otherwise materially and prejudicially affecting the rights or privileges of the Owners of less than all of the Bonds then Outstanding.

10.03. AMENDMENTS OF ORDINANCE REQUIRING CONSENT OF MAJORITY OF OWNERS OF BONDS. Except as otherwise provided in Sections 10.01 and 10.02 hereof, this Ordinance may be amended or modified by ordinance duly adopted by the City Council, without receipt by the City of any additional consideration, but with the prior written consent of the Owners of at least a majority in aggregate principal amount of the Bonds and Parity Securities Outstanding at the time of the adoption of such amendatory ordinance or other instrument.

10.04. NOTICE OF PROPOSED AMENDMENTS. Whenever the City Council proposes to amend or modify this Ordinance under the provisions of Sections 10.02 or 10.03, it shall give notice of the proposed amendment by certified mail, return receipt requested, to all Owners of the Bonds and Parity Securities. Such notice shall be mailed at least thirty days prior to the adoption of the proposed amendment, shall briefly set forth the nature of the proposed amendment and shall state that a copy of the proposed amendatory ordinance or other instrument is on file in the office of the City Clerk for public inspection.

SECTION 11. MISCELLANEOUS.

- 11.01. AUTHORIZATION OF DOCUMENTS. The form, terms and provisions of the Continuing Disclosure Certificate, the Paying Agent Agreement and the Purchase Contract are hereby approved, and the City shall enter into and perform its obligations thereunder in substantially the forms of such documents on file with the City Clerk; and the officers of the City are hereby authorized and directed to execute and deliver such documents as required hereby. Such documents are to be executed in substantially the forms hereinabove approved, provided that such documents may be completed, corrected or revised as deemed necessary by the parties thereto in order to carry out the purposes of this Ordinance. The execution of any document or instrument by the appropriate officers of the City herein authorized shall be conclusive evidence of the approval by the City of such document or instrument in accordance with the terms hereof.

The City Manager and the City Treasurer are each independently authorized to execute and deliver any documents necessary to obtain the Insurance Policy and the Reserve Fund Insurance Policy to secure the payment of the principal of and interest on the Bonds, if so determined in the Sale Certificate.

The officers and employees of the City and members of the Board are hereby authorized and directed to take any and all other actions necessary or appropriate to effectuate the provisions of this Ordinance, including but not limited to, the issuance of the Bonds, the execution and delivery of the Continuing Disclosure Certificate, the Paying Agent Agreement, the Purchase Contract, and any and all additional documents, instruments, certificates and other papers, and performing all other acts that they deem necessary or appropriate.

- 11.02. REPLACEMENT OF REGISTRAR OR PAYING AGENT. The Registrar or Paying Agent may resign at any time upon 30 days prior written notice to the City. The City may remove the Registrar or Paying Agent upon 30 days prior written notice to the Registrar and/or Paying Agent, as the case may be. No resignation or removal of the Registrar or Paying Agent shall take effect until a successor has been appointed; provided, that if no successor is appointed by the end of 90 days, the Paying Agent or Registrar may petition a court of competent jurisdiction to appoint a successor. If the Registrar or Paying Agent initially appointed shall resign, or if the City shall remove said Registrar or Paying Agent, the City may, upon notice mailed to each Registered Owner of any Bond, at the address last shown on the registration books, appoint a successor Registrar or Paying Agent, or both. Every such successor Registrar or Paying Agent shall be a Commercial Bank or shall be an officer of the City. It shall not be required that the same institution serve as both Registrar and Paying Agent hereunder, but the City shall have the right to have the same institution serve as both Registrar and Paying Agent hereunder.

Any company or national banking association into which the Registrar or Paying Agent may be merged or converted or with which it may be consolidated or any company or national banking association resulting from any merger, conversion or consolidation to which it shall be a party or any company or national banking association to which the Registrar or Paying Agent may sell or transfer all or substantially all of its corporate trust

business, provided such company shall be eligible, shall be the successor to such Registrar or Paying Agent without the execution or filing of any paper or further act, anything herein to the contrary notwithstanding.

- 11.03. NO RECOURSE AGAINST OFFICERS AND AGENTS. Pursuant to Section 11-57-209 of the Supplemental Act, if a member of the City Council, or any officer or agent of the City acts in good faith, no civil recourse shall be available against such member, officer, or agent for payment of the principal of or interest on the Bonds. Such recourse shall not be available either directly or indirectly through the City Council or the City, or otherwise, whether by virtue of any constitution, statute, rule of law, enforcement of penalty, or otherwise. By the acceptance of the Bonds and as a part of the consideration of their sale or purchase, any Person purchasing or selling such Bond specifically waives any such recourse.
- 11.04. ORDINANCE IRREPEALABLE. This Ordinance is, and shall constitute, a legislative measure of the City, and after any of the Bonds are issued, this Ordinance shall constitute an irrevocable contract between the City and the Owner or Owners of the Bonds; and this Ordinance, if any Bonds are in fact issued, shall be and shall remain irrepealable until the Bonds, as to all Debt Service Requirements, shall be fully paid, cancelled and discharged, as herein provided.
- 11.05. LIMITATION OF ACTIONS. Pursuant to Section 11-57-212 of the Supplemental Act, no legal or equitable action brought with respect to any legislative acts or proceedings of the City in connection with the authorization or issuance of the Bonds, including but not limited to the adoption of this Ordinance, shall be commenced more than thirty days after the authorization of the Bonds.
- 11.05. INTERESTED PARTIES. Nothing in this Ordinance expressed or implied is intended or shall be construed to confer upon, or to give or grant to, any Person, other than the City, the Insurer, the Surety Provider, the Paying Agent and the Registered Owners of the Bonds, any right, remedy or claim under or by reason of this Ordinance or any covenant, condition or stipulation hereof, and all covenants, stipulations, promises and agreements in this Ordinance contained by and on behalf of the City shall be for the sole and exclusive benefit of the City, the Insurer, the Surety Provider, the Paying Agent and the Registered Owners of the Bonds.
- 11.07. REPEALER. All ordinances, resolutions, bylaws, orders, and other instruments, or parts thereof, inconsistent herewith are hereby repealed to the extent only of such inconsistency. This repealer shall not be construed to revive any ordinance, resolution, bylaws, order, or other instrument, or part thereof, heretofore repealed.
- 11.08. SEVERABILITY, CONFLICTING ORDINANCES REPEALED. If any section, subsection or clause of this Ordinance shall be deemed to be unconstitutional or otherwise invalid, the validity of the remaining sections, subsections and clauses shall not be affected thereby. All other ordinances or parts of ordinances in conflict with the provisions of this Ordinance are hereby repealed.

- 11.09. CHARTER CONTROLS. Pursuant to Article XX of the State Constitution and the Charter, all State statutes that might otherwise apply in connection with the provisions of this Ordinance are hereby superseded to the extent of any inconsistencies or conflicts between the provisions of this Ordinance and the Sale Certificate authorized hereby and such statutes. Any such inconsistency or conflict is intended by the City Council and shall be deemed made pursuant to the authority of Article XX of the State Constitution and the Charter.
- 11.10. RATIFICATION AND APPROVAL OF PRIOR ACTIONS. All actions heretofore taken by the officers of the City and members of the City Council, not inconsistent with the provisions of this Ordinance, relating to the 2016 Election, the authorization, sale, issuance, and delivery of the Bonds, and the application of the proceeds of the Bonds to the Project, are hereby ratified, approved, and confirmed.
- 11.11. EFFECTIVE DATE. This Ordinance shall take effect immediately upon adoption at second reading and signature by the Mayor, as permitted by Section 5.11 of the Charter.

INTRODUCED, READ, AND ADOPTED on first reading by a vote of ___ to ___ on this ___ day of _____, 2017, ordered published in full in a newspaper of general circulation in the City of Wheat Ridge, and Public Hearing and consideration on final passage set for _____, 2017 at 7:00 p.m., in the Council Chambers, 7500 West 29th Avenue, Wheat Ridge, Colorado.

READ, ADOPTED AND ORDERED PUBLISHED on second and final reading by a vote of ___ to ___, this ___ day of _____, 2017.

SIGNED by the Mayor on this ___ day of _____, 2017.

Joyce Jay, Mayor

ATTEST:

Janelle Shaver, City Clerk

Approved as to Form

Gerald E. Dahl, City Attorney

First Publication:
Second Publication:
Wheat Ridge Transcript

Effective Date:

Published:

Wheat Ridge Transcript and www.ci.wheatridge.co.us

EXHIBIT A

[Form of Bond]

Unless this bond is presented by an authorized representative of The Depository Trust Company, a New York corporation (“DTC”), to the City or its agent for registration of transfer, exchange, or payment, and any bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the Registered Owner hereof, Cede & Co., has an interest herein.

**UNITED STATES OF AMERICA
STATE OF COLORADO

CITY OF WHEAT RIDGE
SALES AND USE TAX REVENUE BOND
SERIES 2017A**

No. R-_____ \$ _____

<u>INTEREST RATE</u>	<u>MATURITY DATE</u>	<u>DATED AS OF</u>	<u>CUSIP</u>
_____ %	_____ 1, 20__	_____, 2017	

REGISTERED OWNER: Cede & Co.

PRINCIPAL AMOUNT: _____ DOLLARS

The City of Wheat Ridge, Colorado (the “City”), for value received, hereby acknowledges the City indebted and promises to pay to the Registered Owner specified above, or registered assigns, solely from the special funds provided therefor, as set forth herein, the Principal Amount specified above, on the Maturity Date specified above, and interest thereon payable on June 1 and December 1 in each year commencing on _____ 1, 2017, at the Interest Rate per annum specified above, until the Principal Amount is paid or payment has been provided therefor. This bond will bear interest payable to the Registered Owner at the Interest Rate specified above from the most recent Interest Payment Date to which interest has been paid or provided for, or, if no interest has been paid, from the date of this bond. This bond is one of an authorized series issued pursuant to an ordinance of the City Council of the City (the “City Council”) adopted on _____, 2017 (the “Bond Ordinance”). To the extent not defined herein, terms used in this Bond shall have the same meanings as set forth in the Bond Ordinance.

This Bond bears interest, matures, is payable, is subject to optional redemption and to mandatory sinking fund redemption, and is transferable as provided in the Bond Ordinance and the Sale Certificate.

This Bond is a special and limited obligation of the City payable solely out of and secured by an irrevocable first lien, but not an exclusive first lien, on the Pledged Sales and Use Taxes, and from moneys on deposit or credited to the 0.5% Sales and Use Tax Fund, the Bond Fund relating to the Bonds and the 2017A Reserve Fund, if any, relating to the Bonds. This Bond, including the interest thereon, does not constitute a debt or an indebtedness of the City within the meaning of any constitutional, home rule charter or statutory provision or limitation of the State of Colorado. This Bond is not payable, in whole or in part, from the proceeds of ad valorem taxes of the City, and the full faith and credit of the City is not pledged for the payment of the principal of or interest on this Bond.

The principal of the Bonds shall be payable at the principal office of the Paying Agent upon presentation and surrender of such Bonds. Except as otherwise provided in the Bond Ordinance, payment of interest on the Bonds shall be paid by check or wire on the Interest Payment Date to the Person appearing on the registration records of the City as the Registered Owner thereof as of the close of business of the Registrar on the Record Date to the address of such Owner as it appears on the registration records of the City.

Reference is made to the Bond Ordinance and to all ordinances supplemental thereto, with respect to the nature and extent of the security for the Bonds, rights, duties and obligations of the City, the rights of the Owners of the Bonds, the rights, duties and obligations of the Paying Agent and Registrar, the circumstances under which any Bond is no longer Outstanding, the ability to amend the Bond Ordinance, the ability to issue Parity Securities, and to all the provisions of which the Registered Owner hereof by the acceptance of this Bond assents.

The Bonds of the series of which this is one are issued by the City for the purpose of defraying wholly or in part the costs of the Project, all under the authority of and in full conformity with the Constitution and laws of the State of Colorado, the Charter of the City, Title 11, Article 57, Part 2, C.R.S. and all other laws of the State of Colorado thereunto enabling, and pursuant to the authority conferred at the 2016 Election and the Bond Ordinance duly adopted prior to the issuance of this Bond. Pursuant to Section 11-57-210, C.R.S., this recital shall be conclusive evidence of the validity and the regularity of the issuance of this Bond after its delivery for value.

It is hereby certified, recited and warranted that all the requirements of law have been complied with by the proper officers of the City in the issuance of this Bond.

This bond shall not be valid or obligatory for any purpose until the Registrar shall have manually signed the certificate of authentication herein.

IN WITNESS WHEREOF, the City Council of the City of Wheat Ridge, Colorado, has caused this Bond to be executed in its name and on its behalf with the manual 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.

CITY OF WHEAT RIDGE, COLORADO

(Manual or Facsimile Signature)

Mayor

(SEAL)

Attest:

(Manual or Facsimile Signature)

City Clerk

(Form of Registrar's Certificate of Authentication)

REGISTRAR'S CERTIFICATE OF AUTHENTICATION

Date of authentication and registration: _____

This is one of the Bonds described in the within-mentioned Ordinance, and this bond has been duly registered on the registration books kept by the undersigned, as Registrar for such Bonds.

_____, as Registrar

By _____
Authorized Officer

(End of Form of Registrar's Certificate of Authentication)

(Form of Assignment)

ASSIGNMENT

For value received, the undersigned hereby sells, assigns and transfer unto _____ the within bond and hereby irrevocably constitutes and appoints _____ attorney, to transfer the same on the records of the Registrar, with full power of substitution in the premises.

Dated: _____

Signature Guaranteed:

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

Address of Transferee:

Social Security or other tax
identification number of transferee:

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

EXCHANGE OR TRANSFER FEES MAY BE CHARGED.

(End of Form of Assignment)

(Form of Prepayment Panel)

PREPAYMENT PANEL

The following installments of principal (or portion thereof) of this bond have been prepaid in accordance with the terms of the ordinance authorizing the issuance of this bond.

<u>Date of Prepayment</u>	<u>Principal Prepaid</u>	<u>Signature of Authorized Representative of the Depository</u>

(End of Form of Prepayment Panel)

PRELIMINARY OFFICIAL STATEMENT DATED MARCH __, 2017

NEW ISSUE
BOOK-ENTRY ONLY

INSURED RATING: []: “[]”
BOND INSURANCE: []
UNDERLYING RATING: []: “[]”
See “RATINGS”

In the opinion of Butler Snow LLP, Bond Counsel, assuming continuous compliance with certain covenants described herein, interest on the Bonds is excludable from gross income under federal income tax laws pursuant to Section 103 of the Internal Revenue Code of 1986, as amended to the date of delivery of the Bonds (the “Tax Code”), interest on the Bonds is excludable from alternative minimum taxable income as defined in Section 55(b)(2) of the Tax Code except that such interest is required to be included in calculating the “adjusted current earnings” adjustment applicable to corporations for purposes of computing the alternative minimum taxable income of corporations, and interest on the Bonds is excludable from Colorado taxable income and Colorado alternative minimum taxable income under Colorado income tax laws in effect on the date of delivery of the Bonds as described herein. See “TAX MATTERS.”

\$[]*
CITY OF WHEAT RIDGE, COLORADO
SALES AND USE TAX REVENUE BONDS
SERIES 2017A

Dated: Date of Delivery

Due: December 1, as shown herein

The City of Wheat Ridge, Colorado Sales and Use Tax Revenue Bonds, Series 2017A (the “Bonds”), are issued as fully registered bonds in denominations of \$5,000, or any integral multiple thereof. The Bonds initially will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York (“DTC”), securities depository for the Bonds. Purchases of the Bonds are to be made in book-entry form only. Purchasers will not receive certificates representing their beneficial ownership interest in the Bonds. See “THE BONDS—Book-Entry Only System.” The Bonds bear interest at the rates set forth on the inside cover page of this Official Statement, first payable on June 1, 2017, and semiannually thereafter on June 1 and December 1 of each year, to and including the maturity dates shown on the inside cover page of this Official Statement (unless the Bonds are redeemed earlier), by check or draft mailed to the registered owner of the Bonds (initially Cede & Co.). The principal of the Bonds will be payable upon presentation and surrender at BOKF, NA dba Colorado State Bank and Trust, Denver, Colorado, or its successor as the paying agent for the Bonds. See “THE BONDS.”

The maturity schedule for the Bonds appears on the inside cover page of this Official Statement.

The Bonds are subject to optional and mandatory sinking fund redemption as described in “THE BONDS—Prior Redemption.” Proceeds of the Bonds will be used for the purpose of: (i) financing the Project (defined herein) and (ii) paying costs of issuance for the Bonds. See “SOURCES AND USES OF FUNDS.”

The principal of, interest on and premium, if any, on the Bonds is payable solely from and secured by an irrevocable pledge of the Pledged Revenues (defined herein). The Pledged Revenues consist primarily of the Pledged Sales and Use Taxes, which generally include the revenues generated by the City’s (i) 0.5% Sales and Use Tax (defined herein) and (ii) Supplemental Sales and Use Tax, which is also imposed at the rate of 0.5%. Under the Bond Ordinance (defined herein), the City is required to apply revenues produced by the 0.5% Sales and Use Tax to the payment of the Bonds first. In the event that revenues produced by the 0.5% Sales and Use Tax are insufficient, the City is then required to apply the Supplemental Sales and Use Tax revenues to pay the Bonds. The City may issue additional bonds in the future secured by a parity lien on the Pledged Revenues upon meeting certain conditions as described herein. See “SECURITY FOR THE BONDS,” REVENUES AVAILABLE FOR DEBT SERVICE” and “LEGAL MATTERS—Certain Constitutional Limitations.” **The Bonds do not constitute a general obligation of the City. Owners of the Bonds may not look to any other funds or accounts other than those specifically pledged by the City to the payment of the Bonds.**

The scheduled payment of the principal of and interest on the Bonds when due will be guaranteed under a municipal bond insurance policy to be issued concurrently with the delivery of the Bonds by []. See “BOND INSURANCE.”

[BOND INSURER LOGO]

This cover page contains certain information for quick reference only. It is not a summary of the issue. Investors must read the entire Official Statement to obtain information essential to making an informed investment decision.

The Bonds are being offered when, as, and if issued by the City and accepted by the Underwriter, subject to the approval of legality of the Bonds by Butler Snow LLP, Denver, Colorado, as Bond Counsel, and the satisfaction of certain other conditions. Butler Snow LLP is also acting as special counsel to the City in connection with the Official Statement. Certain legal matters will be passed upon for the City by the City Attorney. FirstSouthwest, a Division of Hilltop Securities, Inc., Denver, Colorado, is acting as a financial consultant to the City in connection with the issuance of the Bonds. It is expected that the Bonds will be available for delivery through the facilities of DTC on or about April __, 2017.*

George K. Baum & Company

This Official Statement is dated March __, 2017.

* Subject to change.

\$[_____] *
CITY OF WHEAT RIDGE, COLORADO
SALES AND USE TAX REVENUE BONDS
SERIES 2017A

MATURITY SCHEDULE*
(CUSIP© 6-DIGIT ISSUER NUMBER: _____)

<u>Maturing</u> <u>(December 1)</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Price or Yield</u>	<u>CUSIP© Number</u>
----------------------------------------	-------------------------	----------------------	-----------------------	----------------------

\$ _____ % Term Bond due December 1, 20__; Priced to Yield: _____ %. CUSIP© Issue No.: _____.

* Subject to change.

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USE OF INFORMATION IN THIS OFFICIAL STATEMENT

This Official Statement, which includes the cover page, the inside cover page and the appendices, does not constitute an offer to sell or the solicitation of an offer to buy any of the Bonds in any jurisdiction in which it is unlawful to make such offer, solicitation, or sale. No dealer, salesperson, or other person has been authorized to give any information or to make any representations other than those contained in this Official Statement in connection with the offering of the Bonds, and if given or made, such information or representations must not be relied upon as having been authorized by the City or the Underwriter. The City maintains an internet website; however, the information presented there is not to be relied upon in making an investment decision with respect to the Bonds.

The information set forth in this Official Statement has been obtained from the City, from the sources referenced throughout this Official Statement and from other sources believed to be reliable. No representation or warranty is made, however, as to the accuracy or completeness of such information received from parties other than the City. This Official Statement contains, in part, estimates and matters of opinion which are not intended as statements of fact, and no representation or warranty is made as to the correctness of such estimates and opinions, or that they will be realized.

The Underwriter has provided the following sentence for inclusion in this Official Statement. The Underwriter has reviewed the information in this Official Statement in accordance with its responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriter does not guarantee the accuracy or completeness of such information.

The information, estimates, and expressions of opinion contained in this Official Statement are subject to change without notice, and neither the delivery of this Official Statement nor any sale of the Bonds shall, under any circumstances, create any implication that there has been no change in the affairs of the City, or in the information, estimates, or opinions set forth herein, since the date of this Official Statement.

This Official Statement has been prepared only in connection with the original offering of the Bonds and may not be reproduced or used in whole or in part for any other purpose.

The Bonds have not been registered with the Securities and Exchange Commission due to certain exemptions contained in the Securities Act of 1933, as amended. The Bonds have not been recommended by any federal or state securities commission or regulatory authority, and the foregoing authorities have neither reviewed nor confirmed the accuracy of this document.

THE PRICES AT WHICH THE BONDS ARE OFFERED TO THE PUBLIC BY THE UNDERWRITER (AND THE YIELDS RESULTING THEREFROM) MAY VARY FROM THE INITIAL PUBLIC OFFERING PRICES OR YIELDS APPEARING ON THE INSIDE COVER PAGE HEREOF. IN ADDITION, THE UNDERWRITER MAY ALLOW CONCESSIONS OR DISCOUNTS FROM SUCH INITIAL PUBLIC OFFERING PRICES TO DEALERS AND OTHERS. IN ORDER TO FACILITATE DISTRIBUTION OF THE BONDS, THE UNDERWRITER MAY ENGAGE IN TRANSACTIONS INTENDED TO STABILIZE THE PRICE OF THE BONDS AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

[Hold for Bond Insurer language]

CITY OF WHEAT RIDGE, COLORADO

CITY COUNCIL

Joyce Jay, Mayor

George Pond, Mayor Pro Tem, District III

Monica Duran, Council Member, District I

Janece Hoppe, Council Member, District I

Zachary Urban, Council Member, District II

Kristi Davis, Council Member, District II

Tim Fitzgerald, Council Member, District III

Genevieve Wooden, Council Member, District IV

Larry Mathews, Council Member, District IV

CITY OFFICIALS

Patrick Goff, City Manager

Jerry DiTullio, City Treasurer

Heather M. Geyer, Administrative Services Director

Tim Dronkers, Accounting Manager

Gerald Dahl, City Attorney

FINANCIAL ADVISOR

FirstSouthwest, a Division of Hilltop Securities, Inc.

Denver, Colorado

BOND AND SPECIAL COUNSEL

Butler Snow LLP

Denver, Colorado

REGISTRAR AND PAYING AGENT

BOKF, NA dba Colorado State Bank and Trust

Denver, Colorado

UNDERWRITER

George K. Baum & Company

Denver, Colorado

TABLE OF CONTENTS

	<u>Page</u>
INTRODUCTION	1
General.....	1
The Issuer.....	1
Authority for Issuance.....	1
Purpose.....	2
Security	2
Bond Insurance	4
The Bonds; Prior Redemption	4
Professionals	4
Tax Status.....	4
Continuing Disclosure Undertaking	5
Additional Information	5
SOURCES AND USES OF FUNDS	6
Sources and Uses of Funds	6
The Project.....	6
THE BONDS	7
General.....	7
Payment of Principal and Interest; Record Date.....	7
Prior Redemption.....	8
Tax Covenant.....	10
Defeasance	11
Limitations on Remedies Available to Owners of Bonds.....	11
Book-Entry Only System.....	12
DEBT SERVICE REQUIREMENTS.....	13
SECURITY FOR THE BONDS	14
Special, Limited Obligations	14
Special Risks.....	14
Pledge of the Sales and Use Tax Revenues	16
Application of Pledged Revenues.....	16
Additional Bonds	18
Pro-Forma Debt Service Coverage	20
BOND INSURANCE	22
REVENUES AVAILABLE FOR DEBT SERVICE.....	23
Authority for Imposition of Sales and Use Tax.....	23
Overlapping Sales and Use Taxes.....	23
Description of Sales and Use Tax.....	23
Manner of Collection of Sales and Use Tax	24
Enforcement and Remedies for Collection of Delinquent Taxes	24

History of Sales and Use Tax Collections	25
Principal Sales and Use Tax Generators	29
Historical Financial Information – General Fund	29
Budget to Actual Comparisons – General Fund	31
Summary of Material Trends in Sales and Use Tax Collections	33
THE CITY	34
General	34
City Organizational Structure	34
City Council	34
Administration	35
Employees; Benefits and Retirement Matters.....	37
City Insurance Coverage.....	38
Services Available to City Residents.....	38
Business and Development Assistance and Incentives Program.....	38
Intergovernmental and Other Agreements.....	40
Capital Investment Program	40
CITY FINANCIAL OPERATIONS	42
General.....	42
Budget and Appropriation Process	42
Reserve Policies	42
Financial Statements	43
DEBT STRUCTURE.....	44
General Obligation Debt	44
Revenue Obligations	44
Special and Local Improvement Obligations.....	44
Short Term Borrowing.....	44
Contracts and Leases.....	44
Component Units	45
ECONOMIC AND DEMOGRAPHIC INFORMATION.....	46
Population	46
Income.....	46
Employment.....	47
Major Employers	49
Retail Sales.....	50
Current Construction.....	51
Foreclosure Activity.....	51
TAX MATTERS	53
LEGAL MATTERS.....	55
Litigation.....	55
Governmental Immunity	55
Approval of Certain Legal Proceedings.....	56
Certain Constitutional Limitations.....	56
Police Power	57

RATINGS	57
INDEPENDENT AUDITORS	58
FINANCIAL ADVISOR	58
UNDERWRITING.....	58
OFFICIAL STATEMENT CERTIFICATION	59
 APPENDIX A – Audited Basic Financial Statements of the City as of and for the Fiscal Year ended December 31, 2015	 A-1
APPENDIX B – Summary of Certain Provisions of the Bond Ordinance	B-1
APPENDIX C – Book-Entry Only System.....	C-1
APPENDIX D – Form of Continuing Disclosure Certificate.....	D-1
APPENDIX E – Form of Bond Counsel Opinion.....	E-1
APPENDIX F – Specimen Bond Insurance Policy	F-1

INDEX OF TABLES

NOTE: Tables marked with an () indicate Annual Financial Information to be updated pursuant to SEC Rule 15c2-12, as amended. See Appendix D—form of Continuing Disclosure Certificate. The information to be updated may be reported in any format chosen by the City; it is not required that the format reflected in this Official Statement be used in future years.*

<u>Table</u>	<u>Page</u>
Sources and Uses of Funds	6
Debt Service Requirements.....	13
*Historical Pro-Forma Debt Service Coverage	21
*History of Total Sales and Use Tax Collections	26
Comparison of Total Monthly Sales Tax Collections (Unaudited)	27
Comparison of Total Monthly Use Tax Collections – Cash Basis (Unaudited).....	28
*Ten Largest Sales and Use Tax Generators in 2016	29
*Statement of Revenues, Expenditures and Changes in Fund Balances (General Fund).....	30
*Budget to Actual Comparison (General Fund)	32
Population	46
Per Capita Personal Income	47
Labor Force and Percent Unemployed	47
Average Number of Employees Within Selected Industries – Jefferson County	48
Average Number of Employees Within Selected Industries – Denver-Aurora CBSA	49
Major Private Employers in Jefferson County.....	50
Major Private Employers in the Denver Metro Area.....	50
Retail Sales.....	51
History of Building Permits Issued in Unincorporated Jefferson County	51
History of Foreclosures – Jefferson County	52

VICINITY MAP

CITY BOUNDARY MAP

OFFICIAL STATEMENT

\$[_____]*

**CITY OF WHEAT RIDGE, COLORADO
SALES AND USE TAX REVENUE BONDS
SERIES 2017A**

INTRODUCTION

General

This Official Statement, including the cover page, the inside cover page and appendices, is furnished by the City of Wheat Ridge (the “City”), a political subdivision of the State of Colorado (the “State”), to provide information about the City and its \$[_____] * Sales and Use Tax Revenue Bonds, Series 2017A (the “Bonds”). The Bonds are being issued pursuant to an ordinance (the “Bond Ordinance”) adopted by the City Council (the “City Council”) prior to issuance.

The offering of the Bonds is made only by way of this Official Statement, which supersedes any other information or materials used in connection with the offer or sale of the Bonds. The following introductory material is only a brief description of and is qualified by the more complete information contained throughout this Official Statement. A full review should be made of the entire Official Statement and the documents summarized or described herein. Detachment or other use of this “INTRODUCTION” without the entire Official Statement, including the cover page, the inside cover page and appendices, is unauthorized. Unless otherwise provided, capitalized terms used herein are defined in Appendix B hereto.

The Issuer

The City is an inner-ring western suburb of the City and County of Denver (“Denver”), located entirely within Jefferson County, Colorado (the “County”). See “VICINITY MAP” on page –v– and “CITY BOUNDARY MAP” on page –vi–. The City was incorporated on June 19, 1969 and presently operates under a home rule charter (the “Charter”) that was approved by the City’s voters in 1976. The total land area of the City is approximately 9.6 square miles. According to the Colorado State Demography Office, the City’s estimated population in 2015 was 31,210. See “THE CITY.”

Authority for Issuance

The Bonds are issued in full conformity with the constitution and laws of the State, including the Supplemental Public Securities Act (Title 11, Article 57, Part 2, C.R.S.), the Charter, an election held within the City on November 8, 2016 (the “Election”) and the Bond Ordinance.

At the Election, City voters approved the issuance of bonds in a principal amount up to \$33,000,000, with a total repayment cost of up to \$38,500,000 million, to finance certain public investments (as further defined and described herein, the “Project”), as set forth in the ballot question. The City may not exceed these limitations for any reason. See “SECURITY FOR

* Subject to change.

THE BONDS,” “DEBT SERVICE REQUIREMENTS” and “LEGAL MATTERS—Certain Constitutional Limitations.” After issuance of the Bonds, the City will have \$[____]* of authorization remaining from the Election.

At the Election, the City voters also approved an increase in the rate of the City’s sales and use tax by one half cent (0.5¢) per dollar (as further described and defined herein, the “0.5% Sales and Use Tax”), which became effective on January 1, 2017. The authorization for the 0.5% Sales and Use Tax expires when revenues generated by the 0.5% Sales and Use Tax reach \$38,500,000 or on December 31, 2028, whichever occurs first. The revenues generated by the 0.5% Sales and Use Tax must be used to finance the Project or pay debt service on debt authorized by the Election, including the Bonds.

Purpose

Proceeds of the Bonds will be used to: (i) finance the Project and (ii) pay the costs of issuing the Bonds. See “SOURCES AND USES OF FUNDS.”

Security

General. The Bonds constitute special, limited obligations of the City. The principal of, interest on and premium, if any, on the Bonds is payable solely from the Pledged Revenues. See “SECURITY FOR THE BONDS,” “REVENUES AVAILABLE FOR DEBT SERVICE” and Appendix B—Summary of Certain Provisions of the Bond Ordinance.

Pledged Revenues. The Bond Ordinance defines “Pledged Revenues” as, collectively, (a) the Pledged Sales and Use Taxes, plus (b) all amounts on deposit in the 0.5% Sales and Use Tax Fund and the Bond Fund, plus (c) any additional revenues legally available to the City which the City Council, in its sole discretion and without further consideration from any Owner, may pledge to the payment of the Bonds in the future.

The Bond Ordinance defines “Pledged Sales and Use Taxes” as all of the receipts collected by the City from the Sales and Use Taxes (net of costs of collection, enforcement and administration of such Sales and Use Taxes by the City), but excluding:

- (1) any portion of the Supplemental Sales and Use Tax that is required to be remitted or is otherwise pledged or encumbered pursuant to the Prior Sales and Use Tax Agreements (defined as all agreements pursuant to which the City has agreement to remit all or a portion of the Supplemental Sales and Use Taxes prior to the date of issuance of the Bonds).
- (2) incremental increases in the Supplemental Sales and Use Taxes which are required to be paid into a special fund, or pledged to the payment of obligations, pursuant to (i) an urban renewal plan as defined in Section 31-25-103(9), C.R.S., (ii) a plan of development as defined in Section 31-25-802 (6.4), C.R.S., or (iii) a value capture plan as defined in Section 43-4-508, C.R.S., or, in the case of (i),

* Subject to change.

- (ii) or (iii), any similar plan adopted by the City exercising its powers as a home rule city;
- (3) any amounts determined, pursuant to the Sales and Use Tax Ordinance, and other applicable law, to be subject to valid claims for refunds.

Sales and Use Tax. “Sales and Use Tax” means the municipal sales and use tax of the City imposed at the rate of 1.00%. The Sales and Use Tax is comprised of: (i) the 0.5% Sales and Use Tax, and (ii) the Supplemental Sales and Use Tax that has been historically imposed by the City and which does not include any portion of the 0.5% Sales and Use Tax approved at the Election. The Sales and Use Tax is imposed pursuant to the “City Sales and Use Tax Ordinance”, which are the ordinances of the City, as amended, imposing the City’s sales and use taxes upon sales and services, not specifically exempted, and codified as Chapter 22, Article 1 of the City Code.

Under the Bond Ordinance, the City is required to apply revenues produced by the 0.5% Sales and Use Tax to the payment of the Bonds first. In the event that revenues produced by the 0.5% Sales and Use Tax are insufficient, the City is then required to apply the Supplemental Sales and Use Tax revenues to pay the Bonds. See “SECURITY FOR THE BONDS—Application of Pledged Revenues.”

Other City Sales and Use Taxes Not Pledged to the Bonds. The City currently imposes a total municipal sales and use tax at the rate of 3.5%. This Official Statement includes historical collection data that reflects revenues generated from the total sales and use tax imposed by the City for the purpose of depicting overall trends in the City’s sales and use tax collections. The Pledged Sales and Use Taxes do not include any City sales and use taxes imposed in excess of 1%.

Limited Obligations. The Bonds do not constitute a general obligation or a debt of the City within the meaning of any constitutional or statutory provision or limitation of the State or the Charter. The Bonds and interest thereon are not considered or held to be general obligations of the City but constitute the special and limited obligations of the City. The Bonds are payable solely out of and secured by an irrevocable pledge of the Pledged Revenues. The Bonds constitute an irrevocable first lien, but not necessarily an exclusive such lien, on the Pledged Sales and Use Taxes on a parity with the Parity Securities (defined below), if any, issued in the future, and on moneys on deposit or credited to the 0.5% Sales and Use Tax Fund and the Bond Fund.

Additional Bonds. Under the Bond Ordinance, the City may issue bonds, securities, leases or other obligations in the future payable from and secured by all or a portion of the Pledged Revenues and having a lien on the Pledged Revenues which is equal to or on a parity with the Bonds (the “Parity Securities”) or bonds or securities payable in whole or in part from the Pledged Revenues having a lien thereon subordinate or junior to the lien thereon of the Bonds (the “Subordinate Securities”) upon meeting certain conditions set forth in the Bond Ordinance. The Bond Ordinance prohibits the City from issuing additional bonds that have a lien on the Pledged Revenues that is superior to the Bonds. See “SECURITY FOR THE BONDS—

Additional Bonds.” [The Bonds constitute all of the debt authorized by the Election. The City currently has no plans to seek additional voter authorization for the issuance of additional debt.]

Bond Insurance

Concurrently with the issuance of the Bonds [] (the “Bond Insurer”) will issue its [] for the Bonds (the “Policy”). The Policy guarantees the scheduled payment of principal of an interest on the Bonds when due as set forth in the form of the Policy included as an Appendix F to this Official Statement. See “BOND INSURANCE.” Beneficial Owners of the Bonds should be aware that issuance of the Policy gives the Bond Insurer certain rights with respect to the Bonds as described in [].

The Bonds; Prior Redemption

The Bonds are issued solely as fully registered certificates in the denomination of \$5,000, or any integral multiple thereof. The Bonds initially will be registered in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York (“DTC”), which is acting as the securities depository for the Bonds. Purchases of the Bonds are to be made in book-entry form only. Purchasers will not receive certificates representing their beneficial ownership interest in the Bonds. See “THE BONDS—Book-Entry Only System.” The Bonds mature and bear interest (calculated based on a 360-day year consisting of twelve 30-day months) as set forth on the inside cover page hereof. The payment of principal and interest on the Bonds is described in “THE BONDS—Payment of Principal and Interest; Record Date.”

The Bonds are subject to redemption prior to maturity at the option of the City and are also subject to mandatory sinking fund redemption as described in “THE BONDS—Prior Redemption.”

Professionals

Butler Snow LLP, Denver, Colorado, has acted as Bond Counsel in connection with the execution and delivery of the Bonds and also has acted as special counsel to the City in connection with this Official Statement. The fees of Butler Snow LLP will be paid only at closing from the proceeds of the Bonds. Certain legal matters will be passed on for the City by the City Attorney. BOKF, NA dba Colorado State Bank and Trust, Denver, Colorado will act as the paying agent and registrar for the Bonds (the “Paying Agent” and “Registrar”). FirstSouthwest, a Division of Hilltop Securities, Inc., Denver, Colorado, is acting as the City’s financial advisor with respect to the Bonds (the “Financial Advisor”). See “FINANCIAL ADVISOR.” The basic financial statements of the City included in this Official Statement as Appendix A have been audited by Swanhorst & Company LLC, certified public accountants, Greenwood Village, Colorado. See “INDEPENDENT AUDITORS.” George K. Baum & Company, Denver, Colorado, will act as the Underwriter of the Bonds (the “Underwriter”). See “UNDERWRITING.”

Tax Status

In the opinion of Bond Counsel, assuming continuous compliance with certain covenants described herein, interest on the Bonds is excludable from gross income under federal income

tax laws pursuant to Section 103 of the Internal Revenue Code of 1986, as amended to the date of delivery of the Bonds (the “Tax Code”), interest on the Bonds is excludable from alternative minimum taxable income as defined in Section 55(b)(2) of the Tax Code except that such interest is required to be included in calculating the “adjusted current earnings” adjustment applicable to corporations for purposes of computing the alternative minimum taxable income of corporations, and interest on the Bonds is excludable from Colorado taxable income and Colorado alternative minimum taxable income under Colorado income tax laws in effect as of the date of delivery of the Bonds as described herein. See “TAX MATTERS.”

Continuing Disclosure Undertaking

The City will execute a continuing disclosure certificate (the “Disclosure Certificate”) at the time of the closing for the Bonds. The Disclosure Certificate will be executed for the benefit of the beneficial owners of the Bonds and the City will covenant in the Bond Ordinance to comply with the terms of the Disclosure Certificate. The Disclosure Certificate will provide that so long as the applicable series of Bonds remains outstanding, the City will provide the following information to the Municipal Securities Rulemaking Board, through the Electronic Municipal Market Access (“EMMA”) system: (i) annually, certain financial information and operating data; and (ii) notice of the occurrence of certain material events; each as specified in the Disclosure Certificate. The form of the Disclosure Certificate is attached hereto as Appendix D. The City has not been subject to any prior continuing disclosure undertakings within the last five years.

Additional Information

This introduction is only a brief summary of the provisions of the Bonds, the Bond Ordinance and the Project; a full review of the entire Official Statement should be made by potential investors. Brief descriptions of the Bonds, the Bond Ordinance and the City are included in this Official Statement. All references herein to the Bonds, the Bond Ordinance and other documents are qualified in their entirety by reference to such documents. *This Official Statement speaks only as of its date and the information contained herein is subject to change.*

Additional information and copies of the documents referred to herein are available from the City and the Underwriter:

City of Wheat Ridge, Colorado
Attn: City Manager
7500 West 29th Avenue
Wheat Ridge, Colorado 80033
Telephone: (303) 234-5900

George K. Baum & Company
1400 Wewatta Street, No. 800
Denver, Colorado 80202
Telephone: (303) 391-5503

SOURCES AND USES OF FUNDS

Sources and Uses of Funds

The proceeds from the sale of the Bonds will be applied as follows:

<u>Sources and Uses of Funds</u> *	
<u>Sources of Funds:</u>	<u>Amount</u>
Par amount of Bonds	\$
Plus/(less): net original issue premium/(discount)	
Total.....	<u>\$</u>
<u>Uses of Funds:</u>	
The Project	\$
Costs of issuance (including costs for bond insurance and Underwriter's discount)	
Total.....	<u>\$</u>

Source: The Underwriter.

The Project

The proceeds of the Bonds will be used to finance a portion of certain improvement projects as approved by the City's voters at the Election (collectively, the "Project"), which are described below.

Anderson Park Renovation Project. The Anderson Park Renovation Project consists of certain improvements to Anderson Park, a 22-acre community park located within the City. Plans include renovations to the outdoor pool locker rooms to include family changing rooms and individual showers; improvements to the existing Anderson Building to replace the roof and provide additional space for fitness and wellness classes; conversion of the baseball field into a multi-purpose sports field and reconstruction of the existing soccer field to improve the condition of the grass; upgrades to the park pavilion and shelter area; the reconfiguration of available land within the park to support special event programming; parking lot improvements and resurfacing; and water line replacement.

Wadsworth Boulevard Project. The Wadsworth Boulevard Project consists of certain street improvements, including the widening of Wadsworth Boulevard to six travel lanes for an approximately 1.25 mile stretch between 35th Avenue and I-70. The widening is planned to provide continuous flow intersections at 38th Avenue and 44th Avenues. Plans for the project also include the addition of medians and the consolidation of driveways with the goal of better access management along the corridor; the addition of a two-way cycle track between 35th Avenue and 44th Avenue on the east side, as well as detached sidewalks on both sides, in order to serve additional modes of transportation; and the installation of street and pedestrian LED lighting and streetscape improvements consisting of landscaping and street furniture.

* Subject to change.

Ward Station Project. The Ward Station Project consists of the construction of certain streets and pedestrian/bicycle improvements, as well as other public amenities and infrastructure improvements, for the purpose of addressing traffic growth and facilitating redevelopment and economic development opportunities in the area surrounding the Gold Line commuter rail station located at 52nd Avenue and Ward Road. Plans include the reconstruction of certain streets adjacent to the rail station, including Ridge Road, 52nd Avenue and Tabor Street; installation of a traffic signal at the intersection of Ward Road and Ridge Road; and construction of a pedestrian bridge over the rail tracks, as well as other pedestrian access improvements and additional public amenities.

Clear Creek Crossing Project. The Clear Creek Crossing Project consists of certain streets improvements designed to provide access to the Clear Creek Crossing mixed-use development project. Plans include the construction of “hook ramps” designed to provide direct access to and from westbound I-70 at the Clear Creek Crossing development site and a revision of the existing I-70 westbound access at 32nd Avenue, including the construction of a bridge as part of the westbound on-ramp to I-70 from Clear Creek Crossing.

THE BONDS

General

The Bonds will be dated their date of delivery and will mature and bear interest (calculated based on a 360-day year consisting of twelve 30-day months) as set forth on the inside cover page of this Official Statement. The Bonds will be issued in fully registered form and initially will be registered in the name of “Cede & Co.,” as nominee for DTC. Purchases by beneficial owners of the Bonds (“Beneficial Owners”) are to be made in book-entry only form in the principal amount of \$5,000 or any integral multiple thereof. Payments to Beneficial Owners are to be made as described below in “Book-Entry Only System.”

For a complete statement of the details and conditions of the Bonds, reference is made to the Bond Ordinance and the Sale Certificate (defined in Appendix B hereto) for the Bonds, copies of which are available from the sources listed in “INTRODUCTION—Additional Information.”

Payment of Principal and Interest; Record Date

The payment of interest on each Bond shall be made to the Registered Owner of such Bond and shall be paid by the Registrar on behalf of the City by check or wire of the Registrar sent to such Registered Owner on each Interest Payment Date (unless such date is not a Business Day, whereupon such payment shall occur on the next succeeding Business Day) at his or her address as it appears on the registration records of the Registrar maintained for such purpose. Interest on each Bond shall be payable to the Registered Owner thereof as shown on the registration records as of the Record Date, regardless of any transfer or exchange of a Bond subsequent to such Record Date and prior to such Interest Payment Date. Any such interest not so punctually paid or duly provided for shall forthwith cease to be payable to the Registered Owner on such Record Date, and may be paid to the Registered Owner at his or her address as it appears on the registration records of the Registrar at the close of business on a Special Record Date. The Registrar may make payments of interest on any Bond by such alternative means as may be

mutually agreed to between the Owner of such Bond and the Registrar; provided, however, that the City shall not be required to make funds available to the Registrar prior to the dates set forth in the Paying Agent Agreement. All such payments shall be made in lawful money of the United States of America without deduction for the services of the Paying Agent or Registrar.

The principal and premium are payable upon surrender and presentation of the Bond at the Principal Corporate Trust Office, or such other office of the Registrar as it shall designate by written notice to the City. If upon presentation at maturity or prior redemption, payment of any Bond is not made as provided in the Ordinance, interest shall continue thereon at the interest rate therein designated until the principal thereof is paid in full. The principal of, interest on and premium, if any, due in connection with the Bonds shall be payable in lawful money of the United States of America, without deduction for exchange or collection charges.

Notwithstanding the foregoing, payments of the principal of and interest on the Bonds will be made directly to DTC or its nominee, Cede & Co., by the Paying Agent, so long as DTC or Cede & Co. is the registered owner of the Bonds. Disbursement of such payments to DTC's Participants is the responsibility of DTC, and disbursement of such payments to the Beneficial Owners is the responsibility of DTC's Participants and the Indirect Participants, as more fully described herein. See "Book-Entry Only System" below.

Prior Redemption*

Optional Redemption.* The Bonds maturing on or before December 1, ____, are not subject to prior redemption. The Bonds maturing on and after December 1, ____, are subject to prior redemption, at the option of the City, in whole or in part, in integral multiples of \$5,000, from such maturities as are selected by the City, and if less than all of the Bonds of a maturity are to be redeemed, by lot within a maturity (giving proportionate weight to Bonds in denominations larger than \$5,000), in such a manner as the Registrar determines, on December 1, ____, or on any date thereafter, at a redemption price equal to the principal amount so redeemed plus accrued interest to the redemption date, without a redemption premium.

Mandatory Sinking Fund Redemption.* The Bonds maturing on December 1, 20__ and December 1, 20__ (the "Term Bonds"), are subject to mandatory sinking fund redemption at a price equal to the principal amount thereof plus accrued interest thereon to the redemption date. The Bonds subject to mandatory sinking fund redemption shall be selected by lot in such manner as the Paying Agent shall determine (giving proportionate weight to the Bonds in denominations larger than \$5,000).

As a sinking fund for the redemption of the Term Bonds maturing on December 1, 20__, the City will deposit in the Bond Fund (as defined in the Bond Ordinance) on or before December 1, 20__, a sum which together with other moneys available in the Bond Fund is sufficient to redeem (after credit as described below) the following principal amounts of the Term Bonds maturing on December 1, 20__:

* Subject to change.

Redemption Date	
(December 1)	<u>Amount</u>
20__	
20__ (maturity)	

As a sinking fund for the redemption of the Term Bonds maturing on December 1, 20__, the City will deposit in the Bond Fund (as defined in the Bond Ordinance) on or before December 1, 20__, a sum which together with other moneys available in the Bond Fund is sufficient to redeem (after credit as described below) the following principal amounts of the Term Bonds maturing on December 1, 20__:

Redemption Date	
(December 1)	<u>Amount</u>
20__	
20__ (maturity)	

On or before the thirtieth day prior to each sinking fund payment date, the Registrar shall proceed to call the Term Bonds (or any Term Bond or Term Bonds issued to replace such Term Bonds) for redemption from the sinking fund on the next December 1, and give notice of such call without other instruction or notice from the City.

At its option, to be exercised on or before the sixtieth day next preceding each such sinking fund redemption date, the City may (a) deliver to the Registrar for cancellation Term Bonds subject to mandatory sinking fund redemption on such date in an aggregate principal amount desired or (b) receive a credit in respect of its sinking fund redemption obligation for any Term Bonds of the same maturity subject to mandatory sinking fund redemption on such date, which prior to said date have been redeemed (otherwise than through the operation of the sinking fund) and canceled by the Registrar and not theretofore applied as a credit against any sinking fund redemption obligation. Each Term Bond so delivered or previously redeemed will be credited by the Registrar at the principal amount thereof on the obligation of the City on such sinking fund redemption date and the principal amount of Term Bonds to be redeemed by operation of such sinking fund on such date will be accordingly reduced. The City will on or before the sixtieth day next preceding each sinking fund redemption date furnish the Registrar with its certificate indicating whether or not and to what extent the provisions of (a) and (b) of the preceding sentence are to be availed with respect to such sinking fund payment. Failure of the City to deliver such certificate shall not affect the Registrar's duty to give notice of sinking fund redemption as provided above.

Notice and Effect of Redemption. Notice of the prior redemption of any Bonds shall be given by the Registrar in the name of the City by mailing a copy of the redemption notice by certified or first-class postage prepaid mail, not more than 60 nor less than 30 days prior to the Redemption Date to the Owners of the Bonds to be redeemed at their addresses as shown on the registration records kept by the Registrar, or in the event that the Bonds to be redeemed are registered in the name of DTC, such notice may, in the alternative, be given by electronic means in accordance with the requirements of DTC. Failure to give such notice as described in the

foregoing or any defect therein shall not affect the validity of the proceedings for the redemption of any other Bonds.

Such notice shall specify the Bonds to be redeemed, the number or numbers of the Bonds to be so redeemed (if less than all are to be redeemed), the Redemption Price to be paid and the Redemption Date. Such notice shall further specify any condition to such redemption and shall state that, upon the satisfaction of any such condition, on the Redemption Date there will become due and payable upon each Bond or portion thereof (in integral multiples of Authorized Denominations) so to be redeemed at the Principal Corporate Trust Office of the Paying Agent, the applicable Redemption Price and accrued interest to the Redemption Date, and that from and after such date, interest on the Bonds (or portions thereof) called for redemption will cease to accrue. Notice having been given in the manner hereinabove provided and upon satisfaction of any condition to such redemption, the Bond or Bonds so called for redemption shall become due and payable on the Redemption Date so designated and, upon presentation thereof at the Principal Corporate Trust Office of the Paying Agent, the City will pay the Bond or Bonds so called for redemption. No further interest shall accrue on the principal of any such Bond (or portion thereof) called for redemption from and after the Redemption Date, provided sufficient funds are on deposit at the place of payment on the Redemption Date. Upon surrender of any Bond redeemed in part only, the Registrar shall execute and deliver to the Owner thereof, at no expense to such Owner, a new Bond or Bonds of the same maturity and interest rate and of Authorized Denominations equal in aggregate principal amount to the unredeemed portion of the Bond surrendered.

Any notice of redemption may contain a statement that the redemption is conditioned upon the receipt by the Paying Agent of funds on or before the Redemption Date sufficient to pay the principal of, interest on and any redemption premium due on the Bonds so called for redemption, and that if such funds are not available, such redemption shall be cancelled by written notice to the Owners of the Bonds called for redemption in the same manner as the original redemption notice was given.

Tax Covenant

In the Bond Ordinance, the City covenants for the benefit of the owners of the Bonds that it will not take any action or omit to take any action with respect to the Bonds, the proceeds thereof, any other funds of the City or any facilities financed with the proceeds of the Bonds if such action or omission (i) would cause the interest on the Bonds to lose its exclusion from gross income for federal income tax purposes under Section 103 of the Tax Code, (ii) would cause interest on the Bonds to lose its exclusion from alternative minimum taxable income as defined in Section 55(b)(2) of the Tax Code except to the extent such interest is required to be included in adjusted current earnings adjustment applicable to corporations under Section 56 of the Tax Code in calculating corporate alternative minimum taxable income, or (iii) would cause interest on the Bonds to lose its exclusion from Colorado taxable income or Colorado alternative minimum taxable income under present Colorado law. The foregoing covenant shall remain in full force and effect notwithstanding the payment in full or defeasance of the Bonds until the date on which all obligations of the City in fulfilling the above covenant under the Tax Code and Colorado law have been met.

Defeasance

If, when the Bonds shall be paid in accordance with their terms (or payment of the Bonds has been provided for in the manner set forth in the following paragraph), then the Bond Ordinance and all rights granted thereunder shall thereupon cease, terminate and become void and be discharged and satisfied.

Payment of any Outstanding Bond shall prior to the maturity or Redemption Date thereof be deemed to have been provided for within the meaning and with the effect expressed in this Section if: (a) in case said Bond is to be redeemed on any date prior to its maturity, the City shall have given to the Paying Agent in form satisfactory to it irrevocable instructions to give on a date in accordance with the provisions set forth in "Notice and Effect of Redemption" above, notice of redemption of such Bond on said Redemption Date, such notice to be given in accordance with the provisions set forth in "Notice and Effect of Redemption" above; and (b) there shall have been deposited with the Paying Agent or a Trust Bank either moneys in an amount which shall be sufficient, and/or Federal Securities which shall not contain provisions permitting the redemption thereof at the option of the issuer, the principal of and the interest on which when due, and without any reinvestment thereof, will provide moneys which, together with the moneys, if any, deposited with or held by the Paying Agent or Trust Bank at the same time, shall be sufficient to pay when due the Debt Service Requirements due and to become due on said Bond on and prior to the Redemption Date or maturity date thereof, as the case may be, as evidenced by a report of an independent firm of nationally recognized certified public accountants verifying such sufficiency. Neither such Federal Securities nor moneys deposited with the Paying Agent or Trust Bank pursuant to this Section or principal or interest payments on any such Federal Securities shall be withdrawn or used for any purpose other than, and shall be held in trust for, the payment of the Debt Service Requirements of said Bond; provided any cash received from such principal or interest payments on such Federal Securities deposited with the Paying Agent or other Trust Bank, if not then needed for such purpose, shall, to the extent practicable, be reinvested in securities of the type described in (b) of this paragraph maturing at times and in amounts sufficient to pay when due the Debt Service Requirements to become due on said Bond on or prior to such Redemption Date or maturity date thereof, as the case may be. At such time as payment of a Bond has been provided for as described above, such Bond shall no longer be secured by or entitled to the benefits of the Bond Ordinance, except for the purpose of any payment from such moneys or securities deposited with the Paying Agent or other Trust Bank.

Upon compliance with the provisions described above with respect to all Bonds then Outstanding, the Bond Ordinance may be discharged in accordance with the provisions described above but the liability of the City in respect of the Bonds shall continue; provided that the Owners thereof shall thereafter be entitled to payment only out of the moneys and/or Federal Securities deposited with the Paying Agent or other Trust Bank as provided in this Section.

Limitations on Remedies Available to Owners of Bonds

No Acceleration. There is no provision for acceleration of maturity of the principal of the Bonds in the event of a default in the payment of principal of or interest on the Bonds.

Consequently, remedies available to the owners of the Bonds may have to be enforced from year to year.

Bankruptcy, Federal Lien Power and Police Power. The enforceability of the rights and remedies of the owners of the Bonds and the obligations incurred by the City in issuing the Bonds are subject to the federal bankruptcy code and applicable bankruptcy, insolvency, reorganization, moratorium, or similar laws relating to or affecting the enforcement of creditors' rights generally, now or hereafter in effect; usual equity principles which may limit the specific enforcement under State law of certain remedies; the exercise by the United States of America of the powers delegated to it by the federal Constitution; the power of the federal government to impose liens in certain situations, which could result in a federal lien on the Pledged Revenues which is superior to the lien thereon of the Bonds; and the reasonable and necessary exercise, in certain exceptional situations, of the police power inherent in the sovereignty of the State and its governmental bodies in the interest of serving a significant and legitimate public purpose. Bankruptcy proceedings or the exercise of powers by the federal or State government, if initiated, could subject the owners of the Bonds to judicial discretion and interpretation of their rights in bankruptcy or otherwise, and consequently may entail risks of delay, limitation or modification of their rights.

No Trustee. There is no bond trustee or similar person or entity to monitor or enforce the provisions of the Bond Ordinance on behalf of the Owners of the Bonds, and therefore the Owners should be prepared to enforce such provisions themselves if the need to do so ever arises.

Book-Entry Only System

The Bonds will be available only in book-entry form in the principal amount of \$5,000 or any integral multiple thereof. DTC will act as the initial securities depository for the Bonds. The ownership of one fully registered Bond for each maturity as set forth on the inside cover page of this Official Statement, each in the aggregate principal amount of such maturity, will be registered in the name of Cede & Co., as nominee for DTC. See Appendix C—Book-Entry Only System.

SO LONG AS CEDE & CO., AS NOMINEE OF DTC, IS THE REGISTERED OWNER OF THE BONDS, REFERENCES IN THIS OFFICIAL STATEMENT TO THE REGISTERED OWNERS OF THE BONDS WILL MEAN CEDE & CO. AND WILL NOT MEAN THE BENEFICIAL OWNERS.

Neither the City nor the Paying Agent will have any responsibility or obligation to DTC's participants or indirect participants, or the persons for whom they act as nominees, with respect to the payments to or the providing of notice for the DTC Participants, the Indirect Participants or the beneficial owners of the Bonds as further described in Appendix C to this Official Statement.

DEBT SERVICE REQUIREMENTS

Set forth below is a summary of the estimated debt service requirements for the Bonds.

<u>Debt Service Requirements</u> ^{(1)*}			
<u>Year</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2017			
2018			
2019			
2020			
2021			
2022			
2023			
2024			
2025			
2026			
2027			
2028			
TOTAL			

(1) Totals may not add due to rounding.

* Subject to change.

SECURITY FOR THE BONDS

Special, Limited Obligations

The Bonds are special, limited obligations of the City payable only from the Pledged Revenues. Neither the Bonds nor the interest thereon constitute a general obligation debt or indebtedness of the City, and neither the Bonds nor the interest thereon are a debt or obligation of the County, the State, nor any political subdivision thereof within the meaning of any provision or limitation of the constitution or laws of the State.

The Bonds do not constitute a lien on any properties owned by or located within the boundaries of the City. The owners of Bonds do not have the right to require or compel the exercise of the ad valorem property taxing power of the City or of any other taxing entity for payment of the principal of or interest on the Bonds. The owners of the Bonds may not look to the City's General Fund or any other fund of the City (other than those pledged in the Bond Ordinance) for payment of the Bonds.

The security for the punctual payment of the principal of and interest on the Bonds is dependent on the generation of Pledged Revenues in an amount sufficient to meet debt service requirements on the Bonds. See "Special Risks" below and "REVENUES AVAILABLE FOR DEBT SERVICE."

Special Risks

General. The City's ability to derive Pledged Revenues in amounts sufficient to pay the principal of and interest on the Bonds depends on numerous factors, many of which are beyond the control of the City. Various risks are discussed throughout this Official Statement, and each prospective investor should make an independent evaluation of all information presented in this Official Statement in order to make an informed investment decision. Particular attention should be given to the factors described below which, among others, could affect the generation of Pledged Revenues in amounts required for payment of debt service on the Bonds.

Sales and Use Tax Collections Subject to Economic Factors. Payment of the principal of and interest on the Bonds is dependent upon revenues generated by the levy and collection of sales and use taxes. Various circumstances and developments, most of which are beyond the control of the City, may have an adverse effect on the future level of sales and use tax revenues. Such circumstances may include, among others, adverse changes in national and local economic and financial conditions generally, reductions in the rates of employment and economic growth in the City, the County, the State and the region, a decrease in rates of population growth and rates of residential and commercial development in the City, decreases in tourism and various other factors. See "REVENUES AVAILABLE FOR DEBT SERVICE—Summary of Material Trends in Sales and Use Tax Collections."

In addition, sales and use tax collections are subject to fluctuations in consumer spending. Such fluctuations cause sales and use tax revenues to increase along with the increasing prices brought about by inflation, but also cause collections to be vulnerable to adverse economic conditions and reduced spending. Consequently, the rate of sales and use tax collections can be expected to correspond generally to economic cycles. The City has no control over general economic cycles and is unable to predict what general economic factors or cycles will occur while the Bonds

remain outstanding. See “REVENUES AVAILABLE FOR DEBT SERVICE—History of Sales and Use Tax Collections” for historical collection information.

Additional Bonds. Pursuant to the Bond Ordinance, the City also has the right to issue Parity Securities and Subordinate Securities. If Parity Securities are issued, the security for the Bonds will be diluted. [After issuance of the Bonds, the City will have \$[_____] * of remaining authorization from the Election to issue additional Parity Securities. The City currently has no plans to seek additional voter authorization for the issuance of additional debt.] See “SECURITY FOR THE BONDS—Additional Bonds” below for a description of the requirements that must be met prior to the issuance of Parity Securities and Subordinate Securities.

Concentration of Taxpayers. The City’s ten largest sales and use tax generators accounted for approximately 29.5% of total estimated sales and use tax collections for 2016, and the five largest accounted for approximately 22.0% of total estimated sales and use tax collections in that year. Should the City’s largest sales and use tax generators, and particularly any of the five largest sales and use tax generators, cease doing business within the City or fail to remit sales and use taxes to the City as required, the Pledged Revenue for the Bonds would be negatively impacted, thus reducing the City’s ability to pay debt service on the Bonds as scheduled. See the table “Ten Largest Sales and Use Tax Generators in 2016” located in “REVENUES AVAILABLE FOR DEBT SERVICE—Principal Sales and Use Tax Generators.”

Existing and Future Tax Increment Districts. Pursuant to the Bond Ordinance, the Pledged Sales and Use Taxes do not include any portion of the Supplemental Sales and Use Tax that is required to be remitted or is otherwise pledged or encumbered under agreements entered into by the City prior to the date of issuance of the Bonds (generally, the “Prior Sales and Use Tax Agreements”). Additionally, the Pledged Sales and Use Taxes do not include incremental increases in the Supplemental Sales and Use Taxes which are required to be paid into a special fund, or pledged to the payment of obligations, pursuant to (i) an urban renewal plan as defined in Section 31-25-103(9), C.R.S., (ii) a plan of development as defined in Section 31-25-802 (6.4), C.R.S., or (iii) a value capture plan as defined in Section 43-4-508, C.R.S., or, in the case of (i), (ii) or (iii), any similar plan adopted by the City exercising its powers as a home rule city. The City covenants in the Bond Ordinance that it shall not enter into an agreement or otherwise take any action resulting in any portion of the 0.5% Sales and Use Tax being included as incremental sales tax revenues required to be paid into a special fund, or pledged to the payment of obligations, pursuant to such plans.

The City Council formed the Wheat Ridge Urban Renewal Authority (the “Authority”) in 1981, as authorized under the State’s Urban Renewal Law (Title 31, Article 25, Part 1, C.R.S.) and the Charter. Currently, there are five designated and active urban renewal areas within the City which are subject to urban renewal plans. The City is party to several agreements that require reimbursement of incremental sales tax revenues of designated projects within the City’s urban renewal areas, two of which are Prior Sales and Use Tax Agreements under the Bond Ordinance. [Of the City’s total sales tax collections of \$18,458,719 for the fiscal year ending December 31, 2015, \$[_____] was paid to the Authority pursuant to the Prior Sales and Use Tax Agreements.] For more information regarding the City’s urban renewal tax increment financing

* Subject to change.

program and the Prior Sales and Use Tax Agreements, see “THE CITY—Business and Development Assistance and Incentives Program.”

Other Factors. Other factors over which the City has no control may impact the collection of Pledged Revenues. These factors include, but are not limited to, the construction of new shopping facilities in areas outside the City which draw City residents, or to which businesses in the City may relocate, increases in purchases made via the Internet and increases in purchases made via catalogue merchants which generally do not collect local sales taxes on purchases.

Pledge of the Sales and Use Tax Revenues

In the Bond Ordinance, the City irrevocably pledges the Pledged Revenues to the payment of the Debt Service Requirements (defined in Appendix B) on the Bonds. All of the Bonds, as to all Debt Service Requirements thereof, are payable solely out of the Pledged Revenues. The Bonds are payable out of and shall constitute an irrevocable first lien, but not necessarily an exclusive such lien, on the Pledged Sales and Use Taxes on a parity with the Parity Securities, if any, issued in the future, and on moneys on deposit or credited to the 0.5% Sales and Use Tax Fund and the Bond Fund as set forth in the Bond Ordinance.

Application of Pledged Revenues

The Pledged Revenues are required to be deposited by the City in the funds described in the Bond Ordinance, to be accounted for in the manner and priority set forth in the Bond Ordinance, as follows.

0.5% Sales and Use Tax Fund. The City has created a special fund designated as “Fund 31” for the purpose of capturing the 0.5% Sales and Use Tax (the “0.5% Sales and Use Tax Fund”). All revenues received from the 0.5% Sales and Use Tax are to be credited or deposited to the 0.5% Sales and Use Tax Fund, when and as received by the City. All revenues on deposit in the 0.5% Sales and Use Tax Fund shall be applied by the City solely in accordance with the authorization received by the City at the Election.

Bond Fund. In the Bond Ordinance, the City creates a special fund designated as the City of Wheat Ridge, Colorado, Sales and Use Tax Revenue Bonds, Series 2017A, Bond Fund (the “Bond Fund”). The Bond Ordinance provides that there shall be credited or deposited to the Bond Fund first from moneys on deposit in the 0.5% Sales and Use Tax Fund, the following amounts:

- (1) *Interest Payments.* Commencing with the month immediately succeeding the delivery of the Bonds, an amount in equal monthly installments necessary, together with any other moneys from time to time available therefor from whatever source, to pay the next installment of interest due on the Bonds then Outstanding, and the next installment of interest due on any Parity Securities that are payable from the Bond Fund.
- (2) *Principal Payments.* Commencing with the month immediately succeeding the delivery of the Bonds, or commencing one year next prior to the first principal payment date of the Bonds, whichever commencement date is later, an amount in

equal monthly installments necessary, together with any other moneys from time to time available therefor from whatever source, to pay the next installment of principal (whether at maturity or on a mandatory Redemption Date) due on the Bonds then Outstanding and the next installment of principal (whether at maturity or on a mandatory Redemption Date) due on any Parity Securities that are payable from the Bond Fund.

To the extent that there are not sufficient revenues on deposit in the 0.5% Sales and Use Tax Fund to make such credits or deposits to the Bond Fund in any month as set forth above, revenues received by the City from the Supplemental Sales and Use Tax shall be used to make such credit or deposit as described in “Application of Supplemental Sales and Use Tax Revenues” below.

The moneys credited to the Bond Fund shall be used solely to promptly pay when due the Debt Service Requirements of the Bonds, and the Parity Securities then Outstanding which are secured by moneys on deposit in the Bond Fund, except as otherwise provided in the Bond Ordinance. Parity Securities issued in the future, if any, may be secured by amounts on deposit in the Bond Fund or may be secured by a separate bond fund, all as provided in the documents authorizing the issuance of such Parity Securities. In the event that the Parity Securities are secured by a separate bond fund, all payments to the Bond Fund and the bond fund securing such Parity Securities shall be made concurrently and on a pari passu basis.

Under the Bond Ordinance, the City is entitled to credits against such payments for any sums on hand in the Bond Fund which are available for the payment of Debt Service Requirements. Nothing in the Bond Ordinance prevents the accumulation of amounts required to be paid into the Bond Fund at a faster rate than that required above, in which case no further payments need be made as long as and to the extent that the amounts so accumulated are on deposit in the Bond Fund and available for the payment of Debt Service Requirements on the Bonds.

Rebate Fund. After the payments required above have been made, there shall be deposited into a special and separate fund created in the Bond Ordinance to be known as the “City of Wheat Ridge, Colorado, Sales and Use Tax Revenue Bonds, Series 2017A, Rebate Fund” (the “Rebate Fund”) moneys in the amounts and at the times specified in the Tax Certificate so as to enable the City to comply with the tax covenant set forth in the Bond Ordinance. Such moneys shall be deposited in the Rebate Fund concurrently and on a pari passu basis with any other rebate funds or accounts relating to Parity Securities. Amounts on deposit in the Rebate Fund shall not be subject to the lien and pledge of the Bond Ordinance to the extent that such amounts are required to be paid to the United States Treasury. The City shall cause amounts on deposit in the Rebate Fund to be forwarded to the United States Treasury (at the address provided in the Tax Certificate) at the times and in the amounts set forth therein.

Insufficiency of 0.5% Sales and Use Tax Revenues; Application of Supplemental Sales and Use Tax Revenues. To the extent that there are not sufficient revenues on deposit in the 0.5% Sales and Use Tax Fund in any month to make any of the payments or deposits required to be made as set forth above, the City shall make such payments or deposits, in the order of priority set forth above, from revenues received by the City from the Supplemental Sales and Use Taxes.

Payment of Additional Parity Securities. Concurrently with the payments required under “Bond Fund” and “Rebate Fund” above, Pledged Revenues received by the City shall be used by the City for the payment of principal of and interest on Parity Securities payable from a lien on the Pledged Revenues and authorized to be issued in the future in accordance with the Bond Ordinance and any other provisions in the Bond Ordinance supplemental thereto, including reasonable reserves for such securities, as the same accrue. Payments for bond funds or accounts, reserve funds or accounts and rebate funds or accounts for Parity Securities shall be made concurrently and on a pari passu basis with the payments required under “Bond Fund” and “Rebate Fund” above.

Payment of Additional Subordinate Securities. Subsequent to provision in full for the payments and fund maintenance transfers required by the foregoing provisions, any Supplemental Sales and Use Taxes remaining in any month after the payments and accumulations required above have been made may be used by the City for the payment of Debt Service Requirements (as defined in Appendix G) of Subordinate Securities payable from the Pledged Revenues and authorized to be issued in the future accordance with the Bond Ordinance and any other provisions in the Bond Ordinance supplemental thereto, including reasonable reserves for such Subordinate Securities, as the same accrue; but the lien of such Subordinate Securities on the Pledged Revenues and the pledge thereof for the payment of such Subordinate Securities shall be subordinate to the lien and pledge of the Bonds and any Parity Securities. No revenues received from the 0.5% Sales and Use Tax may be pledged or used by the City for the payment of Debt Service Requirements of Subordinate Securities for so long as the Bonds remain Outstanding.

Use of Remaining Revenues. After the payments required above have been made in each month, and there shall have been credited to the Bond Fund for the payment of the Bonds and any other securities payable from a lien on the Pledged Revenues all amounts required to be deposited therein, then any remaining revenues from the Supplemental Sales and Use Tax may be used by the City in any manner authorized by law for said funds. After the above-required payments have been made in each month, moneys on deposit in the 0.5% Sales and Use Tax Fund shall be retained therein and, except as provided in the Bond Ordinance, shall not be released from such Fund until all the Outstanding Bonds and all Outstanding Parity Securities payable in whole or in part from the 0.5% Sales and Use Tax have been paid or defeased in full. Notwithstanding the foregoing, moneys on deposit in the 0.5% Sales and Use Tax Fund may be applied to the optional redemption of all or a portion of the Bonds and any Parity Securities payable from the 0.5% Sales and Use Tax, and may be applied to the payment of the final Debt Service Requirements due on the Outstanding Bonds and Parity Securities, whether at maturity or prior redemption.. Upon the payment or defeasance of all the Outstanding Bonds and Parity Securities payable from the 0.5% Sales and Use Tax, any moneys remaining on deposit in the 0.5% Sales and Use Tax Fund shall be remitted to the City and applied to the purposes authorized at the Election.

Additional Bonds

Additional Parity Securities. The City is authorized under the Bond Ordinance to issue Parity Securities provided that the following conditions are satisfied:

- (1) *Absence of Payment Default.* The City is current in all payments required to have been accumulated in the Bond Fund as required in the Bond Ordinance.
- (2) *Historic Revenues Test.* The Pledged Revenues, as certified by the City Manager or the City Treasurer, for any 12 consecutive months out of the 18 months preceding the month in which such proposed Parity Securities are to be issued, shall have been sufficient to pay an amount at least equal to (A) 200% of the sum derived by adding the following: (i) the Maximum Annual Debt Service for the Outstanding Bonds; (ii) the Maximum Annual Debt Service for each series of Outstanding Parity Securities; and (iii) the Maximum Annual Debt Service for the Parity Securities proposed to be issued, plus (B) one hundred percent (100%) of all policy costs attributable to the Policy and other similar amounts then due and owing.
- (3) *Adjustment of Revenues.* In determining compliance with the historic revenue test, the amount of the Pledged Revenues for the applicable 12 month period may be increased by the amount of gain which is estimated by the City Manager to result from any increase in the amount of the Pledged Revenues received or to be received during such applicable 12 month period after giving effect to any ordinance providing for an increase in the municipal sales and use taxes pledged to the payment of the Bonds or the Parity Securities proposed to be issued or providing for any other addition to the sources of Pledged Revenues, if such ordinance is effective and the referendum period therefor has expired prior to the issuance of the Parity Securities.

Reduction of Annual Requirements. The aggregate Debt Service Requirements calculated in determining the respective Maximum Annual Debt Service for purposes of the historic revenues test above shall be reduced to the extent such Debt Service Requirements are scheduled to be paid from moneys or securities deposited in escrow in the manner contemplated by the Bond Ordinance or from moneys actually on hand in the 0.5% Sales and Use Tax Fund and the Bond Fund for the Bonds or bond funds or accounts for any Outstanding Parity Securities at the time of such calculation.

Certification of Revenues. In the case of the computation of the revenues test described above, the written certification by the City Manager or City Treasurer that such annual revenues are sufficient to pay such amounts shall be conclusively presumed to be accurate in determining the right of the City to authorize, issue, sell and deliver Parity Securities.

Subordinate Securities Permitted. The Bond Ordinance provides that the City may issue additional bonds or other additional securities for any lawful purpose payable from all or a portion of the Supplemental Sales and Use Taxes and having a lien thereon subordinate, inferior and junior to the lien thereon of the Bonds. So long as the Bonds remain Outstanding, the City shall not issue bonds or other securities payable from a subordinate lien on all or any portion of the 0.5% Sales and Use Taxes.

Superior Securities Prohibited. The City shall not issue additional bonds or other additional securities that have a lien on all or any portion of the Pledged Revenues that is prior and superior to the lien thereon of the Bonds.

Refunding Bonds. Notwithstanding the foregoing or any provisions to the contrary contained herein, the City may issue Parity Securities to refund, in whole or in part, any Outstanding Bonds or Parity Securities without complying with historic revenues test described above so long as: (a) the refunding Parity Securities do not increase, for any Fiscal Year in which any Bonds or Parity Securities will be Outstanding, the aggregate principal and interest requirements on the Bonds and Parity Securities; and (b) the lien of such refunding Parity Securities on the Pledged Revenues is not raised to a higher priority than the lien thereon of any obligations thereby refunded.

Pro-Forma Debt Service Coverage

The following table sets forth a pro-forma history of collections of the 0.5% Sales and Use Tax and the Supplemental Sales and Use Tax (calculated by using receipts from the City's total (3.00%) sales and use tax imposed prior to January 1, 2017) and the debt service coverage the Pledged Revenues would have provided for fiscal years 2011 through 2015, if the 0.5% Sales and Use Tax had been in effect during that time. The pro-forma debt service coverage has been calculated by comparing the total Pledged Sales and Use Tax revenues available to pay the estimated, combined debt service on the Bonds in each year to the estimated Maximum Annual Debt Service on those bonds. *No assurance can be made that the debt service coverage in the future will remain at historical levels.*

	<u>Historical Pro-Forma Debt Service Coverage*</u>					
	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016⁽⁴⁾</u>
Estimated Historical 0.5% Sales and Use Tax Revenue ⁽¹⁾	\$2,956,470	\$3,013,270	\$3,478,031	\$3,382,326	\$3,652,694	\$3,825,216
Supplemental Sales and Use Tax Revenue ⁽²⁾⁽³⁾⁽⁴⁾	<u>2,956,470</u>	<u>3,013,270</u>	<u>3,478,031</u>	<u>3,382,326</u>	<u>3,652,694</u>	<u>3,825,216</u>
Total Pledged Sales and Use Taxes	\$5,912,940	\$6,026,540	\$6,956,062	\$6,764,652	\$7,305,388	\$7,650,432
Estimated Maximum Annual Debt Service on the Bonds ⁽⁵⁾	\$	\$	\$	\$	\$	\$
Coverage	x	x	x	x	x	x

(1) Figures represent estimated revenues that would have been produced by the 0.5% Sales and Use Tax, had it been in effect during the time periods indicated.

(2) Figures for years 2011 through 2015 are based on audited financial provided by the City.

(3) Sales tax collections figures include amounts owed by the City pursuant to the various economic development incentive and tax increment financing agreements to which it is a party, as well as amounts collected by the City through its sales tax audit program. See “THE CITY—Business and Development Assistance and Incentives Program.”

(4) Figures for 2016 are unaudited, [estimated figures based on actual collections from January through November of 2016].

(5) \$[_____] * payable in 20___. See “DEBT SERVICE REQUIREMENTS.”

Source: The City.

*Subject to change.

BOND INSURANCE

[Note: To be provided by Bond Insurer].

REVENUES AVAILABLE FOR DEBT SERVICE

Authority for Imposition of Sales and Use Tax

The City's sales and use tax is imposed pursuant to Section 11.1 of the City Charter and the ordinances enacting the sales and use tax, which have been codified as Chapter 22, Article I of the City Code (collectively, the "City Sales and Use Tax Ordinance"). Effective January 1, 2017, it is collected at the rate of 3.5%, following voter approval of the 0.5% Sales and Use Tax at the Election. Any further increases to the sales and use tax are required to be approved by a majority of the registered electors of the City. See "LEGAL MATTERS—Certain Constitutional Limitations."

The 0.5% Sales and Use Tax is subject to the limitations in the question that voters approved at the Election. The authorization for the 0.5% Sales and Use Tax expires on December 31, 2028 or when the revenues produced by the 0.5% Sales and Use Tax reach \$38,500,000, whichever occurs first. Additionally, the City may only keep \$3,700,000 of revenues produced by the 0.5% Sales and Use Tax in 2017; any excess revenues produced in 2017 must be rebated. Revenues produced in years after 2017 are subject only to the aggregate \$38,500,000 total revenue limit. The revenues produced by the 0.5% Sales and Use Tax are also limited to the uses set forth in the Election question, which include the four components of the Project, in addition to the payment of debt authorized by the Election, including the Bonds. See "SOURCES AND USES OF FUNDS—The Project."

Overlapping Sales and Use Taxes

The total sales tax currently in effect within the City's boundaries is 8%, comprised of the City's total sales tax of 3.5%, the State's 2.9% sales tax, the County's 0.50% sales tax, the Regional Transportation District's 1.0% sales tax and the Scientific and Cultural Facilities District's 0.1% sales tax.

Description of Sales and Use Tax

Generally. The imposition, collection and enforcement of the sales and use tax is governed by the City Sales and Use Tax Ordinance. The City Sales and Use Tax Ordinance provides that all sales, transfers or consumption of tangible personal property within the city shall be subject to the sales and/or use tax imposed therein, unless the same is specifically exempted from taxation as provided therein. The sales tax is generally levied on sales and services, and the use tax is general levies on the use, storage or consumption of tangible personal property. The primary distinction between the sales tax and the use tax is the manner of collection and remittance. Sales tax is collected from the purchaser/consumer by the person engaged in business and then paid to the City.

The use tax is levied directly upon the person who purchases the commodities or services and uses the same in the City when City sales tax is not paid at the time of purchase. The City's use tax is divided into the retail/professional (consumer) use tax, builder use tax and automobile use tax.

Transactions, Commodities and Services Subject to Sales and Use Tax. The City Sales and Use Tax Ordinance is comprehensive in defining the categories and types of sales, services,

tangible property and transactions that are subject to the sales and use tax. Generally, use taxes are due when sales tax has not been paid on the use, storage or consumption of tangible personal property. The City Sales and Use Tax Ordinance is equally detailed in defining those items and services which are exempt from the sales and use tax. The City Sales and Use Tax Ordinance generally provides that every transaction within the City is presumed to be taxable and that the burden of proving that a person or transaction is exempt is on the person asserting the claim for exemption. Exemptions include, but are not limited to: newspapers; prescription drugs and prosthetic devices; sales to the federal government, the State and its political subdivisions; sales to charitable or religious organizations holding a valid exemption license; sales to purchasers who will resell the items and who present a valid sales and use tax license; and farm items including machinery, parts, livestock, poultry, feed, medicines, fertilizers and seeds.

Manner of Collection of Sales and Use Tax

The City collects the sales and use tax, although the County collects the automobile use tax and remits it to the City. The City Treasurer is responsible for the administration of the City Sales and Use Tax Ordinance. The City generally requires that any person who wants to conduct business within the City must obtain a valid sales and use tax license. Under the City Sales and Use Tax Ordinance every retailer, vendor and wholesaler is liable for the collection of the sales and use tax for sales at retail to the user or consumer. Additionally, a City resident or any person doing business within the City who purchases, leases or receives a grant of a license to use tangible personal property for use, storage or consumption within the City from sources outside the City and taxable under the Sales and Use Tax Ordinance, and who has not paid the City sales tax, is required to make an application, file a return, and pay the use tax to the City. The Administrative Services Director reports that as of January 2017, there were 3,815 licensed businesses operating within the City.

All sales and use tax revenues collected by a vendor are the property of the City. Vendors are responsible for reporting to the City Treasurer and paying the sales tax at the rates specified in the City Sales and Use Tax Ordinance during the reporting period, less any specified vendor's fee to cover the taxpayer's cost of collection and reporting. Vendor's fees, which are 2% of the total sales tax due to the City, up to \$100, are disallowed on delinquent reports. The City Sales and Use Tax Ordinance requires monthly filings for vendors that average sales and use tax revenues of over \$100/month, quarterly filings for vendors that average \$20-\$100/month and yearly filings for vendors that average tax less than \$20/month. Filings are due on the 20th of the month after the period ends, and timely filing is evidenced by the postmark date.

Use tax on automobiles is collected by the County at the time of vehicle registration and remitted to the City monthly. Other use taxes are paid as provided in the City Sales and Use Tax Ordinance.

Enforcement and Remedies for Collection of Delinquent Taxes

The City's Sales Tax Division is responsible for the collection of the sales and consumer use taxes. The Building Division primarily collects the builders' use tax, although the Sales Tax Division audits selected projects. The City has budgeted for three positions in this area for 2017, including a Sales Tax Supervisor, a Sales Tax Auditor and a Sales Tax Technician. The Sales Tax Supervisor administers the City's tax business licensing and marijuana licensing codes to

optimize the collection, recording, reporting, and special allocations of City sales taxes. The Sales Tax Supervisor performs all functions required to collect, record, report, audit City sales taxes and allocate amounts owed by the City pursuant to economic development incentive and tax increment financing agreements to which it is a party. Under the auspices of the Treasurer, the Sales Tax Supervisor serves as the ultimate collection agent for City tax and licensing matters by issuing summonses to municipal court and initiating the distraint process when necessary. The Sales Tax Auditor conducts audits for compliance with the City Sales and Use Tax Ordinance. Currently, the Sales Tax Technician position is vacant.

The City Sales and Use Tax Ordinance provides that when the City determines that a taxpayer has failed to pay the correct amount of tax, the City mails a deficiency notice to the taxpayer. The notice is required to contain a notification that the taxpayer has the right to a hearing on the amount of the deficiency. The taxpayer has 30 days to file a written demand for an information hearing and determination of tax liability. Failure to file the demand constitutes an absolute and final waiver of the taxpayer's right to contest the deficiency with the City Treasurer or pursuant to applicable State laws. If the dispute is not resolved by the informal hearing, the taxpayer has additional avenues of appeal as provided in the City Sales and Use Tax Ordinance.

If a delinquency remains outstanding, the City Treasurer estimates the tax due with penalties and interest and serves notice to the taxpayer. Unless the taxpayer files a written demand for administrative hearing and determination of tax liability within 20 days, the taxpayer is deemed to have accepted the estimate as a fair and accurate determination of the tax obligation and waives the right to contest amount in the notice of assessment. Late payments are subject a penalty of \$15.00 or 10% of the delinquent tax or deficiency per reporting period, whichever is greater. If any part of delinquent tax or deficiency is due to fraud with the intent to evade the tax, the penalty is 100% of the total amount of the deficiency. Interest is assessed at the rate of 1% per month, calculated for each month from the due date that a deficiency remains unpaid, up to a maximum of 18 months for a maximum total accumulated interest of 18%.

If it appears that collection of a delinquency is in danger of risk of loss or noncollection, or otherwise in jeopardy, the City Treasurer may immediately issue demand for payment. Upon issuance of such demand for payment, the delinquency is due and payable, and the City Treasurer may collect by filing of liens upon the property subject to tax, issuance and execution of distraint warrants, or filing of summons and complaint in any competent court, as set forth in the City Sales and Use Tax Ordinance. Generally, assessments, distraints, warrants, notices of lien or writs of collection cannot be made or filed more than three years after the tax was payable. There is no statute of limitations for false or fraudulent returns with an intent to evade the tax or for unlicensed businesses.

The sales and use tax is also a first and prior lien on the goods, stock-in-trade and business fixtures of or used by any retailer under lease, title-retaining contract or other contractual arrangement; and the real and tangible and intangible personal property owned or leased by any person.

History of Sales and Use Tax Collections

History of Sales and Use Tax Collections. The following table sets forth a history of the City's total (3.00%) sales and use tax collections for fiscal years 2011 through 2015 and also

includes estimated collections for 2016. No historical data exists for the 0.5% Sales and Use Tax, which became effective on January 1, 2017. The figures in this table are presented on an accrual basis; revenues are recorded in the period in which the underlying sale occurred rather than in the period in which the moneys were received by the City.

History of Total Sales and Use Tax Collections⁽¹⁾⁽²⁾

<u>Year</u>	<u>Sales Tax</u>	<u>Percent</u>	<u>Use Tax</u>	<u>Percent</u>	Total Sales and	<u>Percent</u>
	<u>Collections⁽³⁾</u>	<u>Change</u>	<u>Collections</u>	<u>Change</u>	<u>Use Tax Collections</u>	<u>Change</u>
2011	\$15,219,227	--	\$2,519,590	--	\$17,738,817	--
2012	15,480,177	1.7%	2,599,445	3.2%	18,079,622	1.9%
2013	18,209,871	17.6	2,658,316	2.3	20,868,187	15.4
2014	16,750,054	(8.0)	3,543,899	33.3	20,293,953	(2.8)
2015 ⁽⁴⁾	18,458,719	10.2	3,457,442	(2.4)	21,916,161	8.0
2016 ⁽⁵⁾	19,620,345	6.3	3,330,950	(3.7)	22,951,295	4.7

(1) Figures for years 2011 through 2015 are based on audited financial provided by the City.

(2) Accrual basis (revenues are recorded in the period in which the underlying sale occurred rather than in the period in which the moneys were received).

(3) Sales tax collections figures include amounts owed by the City pursuant to the various economic development incentive and tax increment financing agreements to which it is a party, as well as amounts collected by the City through its sales tax audit program.

(4) According to the City, the audited sales tax collection figure for 2015 of \$18,458,719 includes an estimated \$428,211 attributable to the City's enhanced sales tax incentive and tax increment financing agreements and an estimated \$317,511 attributable to audit revenue in that year.

(5) [Unaudited, estimated figures based on actual collections from January through November of 2016].

Source: The City.

Monthly Comparisons of Sales Tax Revenues. The following table presents comparisons of monthly sales tax collections generated from the City's total (3.00%) sales tax for the 12-month periods ended December 31, 2015 and 2016. The figures in this table are unaudited and are intended to illustrate collection trends only; they are not intended to illustrate Pledged Revenues. The figures in this table are presented on an accrual basis; revenues are recorded in the period in which the underlying sale occurred rather than in the period in which the moneys were received by the City. Additionally, the sales tax collection figures in this table are net of amounts owed by the City pursuant to the various economic development incentive and tax increment financing agreements to which it is a party, as well as amounts collected by the City through its sales tax audit program. Accordingly, they differ from figures presented elsewhere in this Official Statement.

Comparison of Total Monthly Sales Tax Collections (Unaudited)⁽¹⁾⁽²⁾

	Twelve Month Period Ending December 31, 2015		Twelve-Month Period Ending December 31, 2016		Percent Change (2015 to 2016)	
	Current Month	Cumulative	Current Month	Cumulative	Current Month	Cumulative
January	\$1,232,816	\$1,232,816	\$1,348,258	\$1,348,258	9.4%	9.4%
February	1,262,739	2,495,555	1,321,604	2,669,862	4.7	7.0
March	1,492,846	3,988,401	1,442,586	4,112,448	(3.4)	3.1
April	1,384,408	5,372,809	1,556,875	5,669,323	12.5	5.5
May	1,366,126	6,738,935	1,490,310	7,159,633	9.1	6.2
June	1,597,933	8,336,868	1,617,189	8,776,822	1.2	5.3
July	1,481,078	9,817,946	1,522,571	10,299,393	2.8	4.9
August	1,475,369	11,293,315	1,434,017	11,733,410	(2.8)	3.9
September	1,462,128	12,755,443	1,568,834	13,302,244	7.3	4.3
October	1,260,675	14,016,118	1,395,711	14,697,955	10.7	4.9
November	1,537,012	15,553,130	1,374,884	16,072,839	(10.5)	3.3
December	2,159,867	17,712,997	2,471,506	18,544,345	14.0	4.7

- (1) Unaudited. Accrual basis (revenues are recorded in the period in which the underlying sale occurred rather than in the period in which the moneys were received).
- (2) Sales tax collections figures are net of amounts owed by the City pursuant to the various economic development incentive and tax increment financing agreements to which it is a party, as well as amounts collected by the City through its sales tax audit program.

Source: Unaudited information provided by the City.

Monthly Comparisons of Use Tax Revenues. The following table presents comparisons of total (3.00%) monthly use tax collections for the 12-month periods ended December 31, 2015 and 2016. The figures in this table are unaudited and are intended to illustrate collection trends only. They are not intended to illustrate Pledged Revenues. The figures in this table are presented on an accrual basis; revenues are recorded in the period in which the underlying taxable transaction occurred rather than in the period in which the moneys were received by the City. The City's monthly use tax collections are divided into the consumer (retail/professional) use tax, builder use tax and automobile use tax.

Comparison of Total Monthly Use Tax Collections – Cash Basis (Unaudited)

	Twelve Month Period Ending December 31, 2015					Twelve Month Period Ending December 31, 2016					Percent Change (2015 to 2016)	
	Type of Use Tax			Totals		Type of Use Tax			Totals		Month	Cumulative
	Consumer	Builder	Auto	Month	Cumulative	Consumer	Builder	Auto	Month	Cumulative		
January	\$8,260	\$243,166	\$143,034	\$394,460	\$394,460	\$46,319	\$62,734	\$141,425	\$250,478	\$250,478	(36.5)%	(36.5)%
February	63,236	107,881	147,019	318,136	712,596	76,561	62,774	158,457	297,792	548,270	(6.4)%	(23.1)%
March	44,006	113,187	130,445	287,638	1,000,234	65,812	52,307	147,417	265,536	813,806	(7.7)%	(18.6)%
April	60,185	59,762	128,060	248,007	1,248,241	65,913	51,924	136,175	254,012	1,067,818	2.4%	(14.5)%
May	55,356	53,953	128,869	238,178	1,486,419	63,203	32,727	128,719	224,649	1,292,467	(5.7)%	(13.0)%
June	76,390	61,081	123,703	261,174	1,747,593	74,605	220,906	135,489	431,000	1,723,467	65.0%	(1.4)%
July	68,181	87,895	139,873	295,949	2,043,542	65,342	45,676	169,034	280,052	2,003,519	(5.4)%	(2.0)%
August	44,610	139,552	145,766	329,928	2,373,470	78,702	78,762	127,427	284,891	2,288,410	(13.7)%	(3.6)%
September	63,927	60,761	158,980	283,668	2,657,138	64,158	49,628	196,061	309,847	2,598,257	9.2%	(2.2)%
October	63,515	34,021	125,047	222,583	2,879,721	60,639	30,182	149,234	240,055	2,838,312	7.8%	(1.4)%
November	71,803	41,711	160,613	274,127	3,153,848	66,608	20,143	149,000	235,751	3,074,063	(14.0)%	(2.5)%
December	143,448	46,009	114,137	303,594	3,457,442	56,909	50,978	149,000	256,887	3,330,950	(15.4)%	(3.7)%

(1) Unaudited. Accrual basis (revenues are recorded in the period in which the underlying taxable transaction occurred rather than in the period in which the moneys were received).

Source: Unaudited information provided by the City.

Principal Sales and Use Tax Generators

The following table sets forth the top ten Sales and Use Tax generators based on remittances for the fiscal year ended December 31, 2016. The City believes that these taxpayers will be substantially similar in 2017.

Ten Largest Sales and Use Tax Generators in 2016

Type of Business	Sales and Use Tax Collected	Percent of Total Collections ⁽¹⁾
Liquor	\$1,178,572	5.1%
Grocery	1,166,472	5.1
Utility	1,014,878	4.4
Grocery	853,962	3.7
Retail combined	844,802	3.7
Grocery	486,673	2.1
Grocery	400,208	1.7
Utility	321,546	1.4
Dry goods	260,342	1.1
Sporting goods	244,055	1.1
Total	\$6,771,510	29.5%

(1) Based on total (3.00%) sales and use tax collections of an estimated [\$22,951,295 for 2016], which includes amounts owed by the City pursuant to the various economic development incentive and tax increment financing agreements to which it is a party, as well as amounts collected by the City through its sales tax audit program.

Source: The City.

Historical Financial Information – General Fund

General. The accounts of the City are organized and operated on a fund basis. Such funds are segregated for the purpose of accounting for the operation of specific activities or attaining certain objectives. The City accounts for the Supplemental Sales and Use Tax in the General Fund. The City has created a separate 0.5% Sales and Use Tax Fund to account for the 0.5% Sales and Use Taxes.

The following table provides a comparative statement of revenues, expenditures and changes in fund balance of the General Fund for fiscal years 2011 through 2016. The information in this table has been derived from the audited financial information presented in the City's Comprehensive Annual Financial Reports for 2011 through 2015 and from unaudited information provided by the City for fiscal year 2016. This information should be read together with the City's fiscal year 2015 basic financial statements (and accompanying notes) appearing in Appendix A. Preceding years' financial statements may be obtained from the sources noted in "INTRODUCTION—Additional Information."

Prospective investors should be aware that the Bonds are special, limited obligations of the City, payable solely from the Pledged Revenues. Inclusion of the following material is for informational purposes only and does not imply that the Bonds constitute a general obligation of the City or a lien on any City revenues other than such Pledged Revenues. *The General Fund*

described below is not pledged to pay debt service on the Bonds; the information about the General Fund is provided for informational purposes only.

Statement of Revenues, Expenditures and Changes in Fund Balances (General Fund)

	Year Ended December 31,				
	2011	2012	2013	2014	2015
Revenues					
Sales taxes ⁽¹⁾	\$15,219,226	\$15,480,177	\$18,209,871	\$16,750,054	\$18,458,719
Use taxes	2,519,590	2,599,445	2,658,316	3,543,899	3,457,442
Other taxes	3,330,648	3,272,778	1,737,516	5,433,229	3,682,944
Licenses and permits	657,096	671,848	969,717	1,039,614	1,056,535
Intergovernmental	2,121,252	2,186,603	2,044,800	2,037,538	1,950,966
Charges for services	1,057,165	993,431	1,185,840	1,235,735	1,177,244
Fines and forfeitures	860,373	730,291	706,733	676,965	581,196
Investment Income	163,408	71,419	35,540	193,254	50,656
Miscellaneous	386,998	427,741	401,413	361,219	393,698
Total revenues	<u>26,315,756</u>	<u>26,433,733</u>	<u>27,949,746</u>	<u>31,271,507</u>	<u>30,809,400</u>
Expenditures					
Current					
General government	7,873,170	8,689,874	8,742,683	8,056,840	8,343,186
Economic development	--	--	912,997	3,775,667	1,343,539
Community development	837,892	836,551	8,633,214	1,009,388	1,116,032
Police	8,517,279	8,519,447	4,018,990	9,144,355	9,665,096
Public works	3,961,723	3,827,096	3,447,765	4,110,787	4,222,442
Parks and recreation	3,369,060	3,436,275	--	3,370,424	3,486,821
Capital Outlay	--	--	--	--	776,628
Debt Service	--	--	--	--	--
Principal	--	--	--	--	19,441
Interest	--	--	--	--	27,323
Total expenditures	<u>24,559,124</u>	<u>25,309,243</u>	<u>25,755,649</u>	<u>29,467,461</u>	<u>29,000,508</u>
Excess of Revenues Over (Under) Expenditures	<u>1,756,632</u>	<u>1,124,490</u>	<u>2,194,097</u>	<u>1,804,046</u>	<u>1,808,892</u>
Other Financing Sources (Uses)					
Lease proceeds	--	--	--	--	800,000
Insurance proceeds	--	--	--	239,749	195,022
Transfers in	55,774	--	--	--	--
Transfers out	(2,265,000)	(2,001,480)	(960,000)	(3,676,075)	(3,249,970)
Total Other Sources (Uses)	<u>(2,209,226)</u>	<u>(2,001,480)</u>	<u>(960,000)</u>	<u>(3,436,326)</u>	<u>(2,254,948)</u>
Net Change in Fund Balances	<u>\$(452,594)</u>	<u>\$(876,990)</u>	<u>\$(1,234,097)</u>	<u>\$(1,632,280)</u>	<u>\$(446,056)</u>
Fund Balances, beginning of year	<u>\$11,084,075</u>	<u>\$10,631,481</u>	<u>\$9,754,491</u>	<u>\$10,988,588</u>	<u>\$9,356,308</u>
Fund balances, end of year	<u>\$10,631,481</u>	<u>\$9,754,491</u>	<u>\$10,988,588</u>	<u>\$9,356,308</u>	<u>\$8,910,252</u>

(1) Sales tax collections figures include amounts owed by the City pursuant to the various economic development incentive and tax increment financing agreements to which it is a party, as well as amounts collected by the City through its sales tax audit program.

Source: [Derived from the City's Comprehensive Annual Financial Reports for the years ended December 31, 2011 through 2015 and audited information provided by the City].

Budget to Actual Comparisons – General Fund

Set forth in the following table are summaries of the General Fund budgets for 2015 and 2016, as compared to actual results for the fiscal years ending December 31, 2015 and actual (unaudited) results for the fiscal years ending December 31, 2016. The table also includes information from the 2017 budget. The table is presented in budgetary (legal) format and is not intended to conform to generally accepted accounting principles (“GAAP”).

Budget to Actual Comparison (General Fund)

	2015		2016		2017
	Budget (Final)	Actual (Audited)	Budget (Final)	Estimated	Budget (Adopted)
Revenues					
Sales taxes ⁽¹⁾		\$18,458,719			
Use taxes		3,457,442			
Other taxes		3,682,944			
Licenses and permits	996,700	1,056,535			
Intergovernmental	1,973,082	1,950,966			
Charges for services	1,071,636	1,177,244			
Fines and forfeitures	713,500	581,196			
Investment Income	50,000	50,656			
Miscellaneous	443,504	393,698			
Total revenues	<u>29,040,886</u>	<u>30,809,400</u>			
Expenditures					
Current					
General government	8,725,262	8,343,186			
Economic development	1,386,372	1,343,539			
Community development	1,336,995	1,116,032			
Police	10,125,653	9,665,096			
Public works	4,567,567	4,222,442			
Parks and recreation	4,024,743	3,486,821			
Capital Outlay	776,628	776,628			
Debt Service		--			
Principal	19,726	19,441			
Interest	27,038	27,323			
Total expenditures	<u>30,989,984</u>	<u>29,000,508</u>			
Excess of Revenues Over (Under) Expenditures	<u>(1,949,098)</u>	<u>1,808,892</u>			
Other Financing Sources (Uses)					
Lease proceeds	800,000	800,000			
Insurance proceeds	--	195,022			
Transfers in	--	--			
Transfers out	(3,249,970)	(3,249,970)			
Total Other Sources (Uses)	<u>(2,449,970)</u>	<u>(2,254,948)</u>			
Net Change in Fund Balances	<u>\$(4,399,068)</u>	<u>\$(446,056)</u>			
Fund Balances, beginning of year	<u>\$9,356,308</u>	<u>\$9,356,308</u>			
Fund balances, end of year	<u>\$4,957,240</u>	<u>\$8,910,252</u>			

(1) [_____].

Sources: [Derived from the City's Comprehensive Annual Financial Reports for the year ended December 31, 2015 and unaudited information provided by the City.]

Summary of Material Trends in Sales and Use Tax Collections

According to the City's Administrative Services Director, overall sales tax revenues grew by approximately 21% percent between the fiscal years ended December 31, 2011 and December 31, 2015. Additionally, sales tax audit actual revenue has grown by approximately 109% between fiscal years 2011 and 2015. Sales tax audit revenue in fiscal year 2014 was significantly higher due to a large sales and use tax audit conducted in 2013 that resulted in a payment to the City of approximately \$1.7 million. Beginning in 2013, the number of sales tax sharing agreements increased to 7 agreements resulting in \$739,237 in revenue in 2014. This revenue has increased by approximately 56% between 2011 and 2015.

The City has experienced an approximately 20% decrease in use taxes derived from consumer (retail/profession) use tax 2015 actual revenues over 2011 actual consumer use tax revenues. This City believes this decrease is based on business behavior in purchasing equipment and cannot be attributed to any specific trend. Building use tax grew by approximately 87% percent between 2011 and 2015, which increase is attributable to the City's residential growth and commercial economic development efforts. Additionally, auto use tax has grown by an approximately 64% percent between 2011 and 2015, which is attributable to the economic recovery following the recent recession. Overall, use taxes increased approximately 37% between 2011 and 2015.

The City has not experienced the loss of any significant sales and use tax generators over the past five years.

THE CITY

General

The City is a municipal corporation organized on June 19, 1969. It presently operates under its Charter which was approved by the City's voters in 1976. The Charter confers upon the City all the powers of local self-government and home rule and all power possible for a city to have under the constitution and laws of the State.

The City is an inner-ring western suburb of Denver, located to the north of the City of Lakewood, to the south of the City of Arvada, and to the east of unincorporated Jefferson County. The City is located entirely within Jefferson County See "VICINITY MAP" on page –v– and "CITY BOUNDARY MAP" on page –vi–.

The total land area of the City is approximately 9.6 square miles. According to the Colorado State Demography Office, the City's estimated population in 2015 was 31,210. The economy of the City historically has been based upon agriculture. Currently, the City is primarily developed as a residential city with commercial services and centers located along primary transportation corridors (including Wadsworth, Kipling and Youngfield), which connect the City to Denver, Arvada and Lakewood.

City Organizational Structure

The City operates under a council-manager form of government. The City Council constitutes the legislative and governing body of the City and is responsible for setting policy and approving the City's budget. The City Manager is selected by and serves at the pleasure of the City Council. The City Manager and is generally responsible for preparing the budget, directing the day-to-day operations of the City and managing the City's personnel.

City Council

City Council. The City Council has all legislative powers and functions of municipal government conferred by the City Charter, the State constitution and general law. The City Council consists of eight Council Members and the Mayor, who is the recognized head of City government and possesses the same voting rights as other Council Members. A Mayor Pro-Tem is selected from the City Council Members to serve in the event of the absence or inability of the Mayor. The Mayor is elected at large. The Council Members are elected from the City's four geographic districts, with each district electing two Council Members. The Mayor and Council Members serve four year staggered terms of office.

The current Mayor and Council Members, their occupations, lengths of service and current terms of office are as follows:

Name	Position	District	Principal Occupation	Length of Service	Term Expires ⁽¹⁾
Joyce Jay	Mayor	At Large	Retired/Photographer	3 years	2017
George Pond ⁽²⁾	Mayor Pro Tem	District III	Sr. Vice-President, Denver Zoo	5 years	2019
Monica Duran	Council Member	District I	Dental Management	1 year	2019
Janece Hoppe ⁽³⁾	Council Member	District I	Owner, construction management	1 year	2017
Zachary Urban	Council Member	District II	Self-employed consultant	3 years	2017
Kristi Davis ⁽²⁾	Council Member	District II	Health administration	5 years	2019
Tim Fitzgerald	Council Member	District III	Retired	3 years	2017
Genevieve Wooden	Council Member	District IV	Non-profit, West Chamber	3 years	2017
Larry Matthews	Council Member	District IV	Retired	1 year	2019

(1) Officials with terms ending in 2019 were elected in November 2011 or 2015. Officials with terms ending in 2017 were elected in November 2013.

(2) Mayor Pro Tem Pond and Council Member Davis are in the second terms as Council Members.

(3) Council Member Hoppe was appointed by the City Council to complete the term previously held by Gerald D. DiTullio after he was elected as City Treasurer.

Source: The City.

The Charter provides that the City Council shall act only by ordinance, resolution or motion. All legislative enactments of a permanent nature shall be by ordinance; all other actions, except as provided by the Charter, may be in the form of resolutions or motions.

Other Elected Officials. In addition to the Mayor and City Council Members, other elected officials include the City Clerk and City Treasurer. Janelle Shaver has served as City Clerk for six years, and her current term expires in 2019. Gerald D. DiTullio has served as City Treasurer for one year, and his term expires in 2019. See “Administration—City Treasurer” below.

Administration

The City functions through various departments under the supervision of the City Manager. The principal administrative officials of the City involved in issuance of the Bonds are as follows:

City Manager. The City Manager is the chief administrative officer of the City. He is appointed by a majority vote of the City Council. The City Manager is responsible to the City Council for the operation of the City. The City Manager’s duties include, but are not limited to enforcing the laws and ordinances of the City; hiring, suspending and removing City department heads serving under the City Manager; appointing subordinates; preparing and submitting a budget to the City Council each year, administering the budget after adoption, and preparing and submitted budget status and forecast reports with recommendations for remedial action; preparing and submitting to the City Council, at the end of the fiscal year, a complete report on finances and administrative activities of the City for the preceding year and, upon the request of the City Council; advising the City Council of the financial condition and future needs of the City and making such recommendations to the City Council for adoption as deemed necessary or expedient; supervising and controlling all departments under the City Manager’s jurisdiction;

enforcing and reporting violations of City contracts or public utility franchises; providing for engineering, architectural, maintenance, and construction service required by the City; attending City Council meetings and participating in discussions with the City Council in an advisory capacity; and performing such other duties as may be prescribed by the Charter, by ordinance or required by the City Council and which are not inconsistent with the Charter.

Patrick Goff was appointed City Manager in 2010. Mr. Goff has been employed by the City since 2002, previously serving as the Deputy City Manager/Administrative Services Director. Prior to his employment with the City, Mr. Goff was employed by the City of Sheridan, Colorado as the Interim City Administrator and Assistant to the City Administrator/Human Resources Coordinator. Mr. Goff is a member of the International City and County Management Association, the Colorado City and County Management Association and the Metro City and County Management Association. He holds B.A. degrees both in Political Science and International Affairs from the University of Nebraska at Lincoln and a M.S. degree in Public Administration from the University of Colorado at Denver's Gradual School of Public Affairs.

City Treasurer. The City Treasurer is an elected position. The City Treasurer is responsible for establishing a system of accounting and auditing for the City and serves as custodian of all public monies belonging to or under the control of the City, or any office, department, or agency of the City. The City Treasurer also deposits or invests all monies as directed by the City Council; collects, receives, and disburses on proper authorization, all monies receivable by the City and all other monies for which the City is responsible for holding in trust; and supervising the staff under the City Treasurer's jurisdiction.

Gerald "Gerry" D. DiTullio has served in various elected City positions since 2005. He was elected as City Treasurer in November 2015. Prior to his service as City Treasurer, he served as Mayor of the City from 2005 to 2013 and also as a City Council Member from 2013 to 2015, and from 1995 to 2005. Mr. DiTullio currently serves as a full-time teacher at Wheat Ridge High School since August 2009 and has served in other educational roles with Jefferson County Public Schools since 2007. Prior to his work in education, Mr. DiTullio worked in various banking institutions in the Denver metropolitan area. He holds a B.A. in science from Metropolitan State College, and a M.B.A. and a M.Ed. in educational leadership from Regis University.

Administrative Services Director. The City's Administrative Services Directors coordinates and directs the operations of the budget, communications and public information, finance, human resources, information technology, purchasing and contracting, risk management and tax and licensing divisions of the City.

Heather M. Geyer has served as the City's Administrative Services Director since 2011. Ms. Geyer has been employed by the City since 2006, previously serving as the Interim Administrative Services Director and as Assistant to the City Manager/Public Information Officer. Prior to her work with the City, Ms. Geyer served with the City of Greenwood Village, Colorado, for one year as the Interim Management Specialist in the City Manager's Office and for five years as a Management Assistant in the Department of Parks, Trails and Recreation. Ms. Geyer holds a B.A. degree in Political Science and Public Policy from the University of Denver and a M.A. in Political Science with an emphasis in Public Policy from the University of Colorado. Among other things, Ms. Geyer is a member of the International City County

Management Association, a founding member of Colorado Women Leading Government, and the Colorado City-County Managers' Association.

Accounting Manager. The Accounting Manager evaluates and monitors the internal control environment for the City, manages payroll and the accounts payable staff, and manages the external audit process, among duties and responsibilities with respect to the City's finances.

Tim Dronkers has served as the City's Accounting Manager since August 2016. Mr. Dronkers is licensed as a Certified Public Accountant in Colorado. He holds a B.S. in business administration from California State University and a M. Acc. from the University of Southern California. Prior to his service with the City, Mr. Dronkers worked as an accounting manager for Layer3 TV, Inc. in Denver from 2014 to 2016, as a financial reporting analyst for Red Robin International, Inc. in Greenwood Village, Colorado from 2013 to 2014, and as an audit associate at PricewaterhouseCoopers, LLP in San Francisco, California from 2011 to 2013. Mr. Dronkers also serves on the Board of Directors of the Family Resource Center Association in Denver.

City Attorney. The City Attorney is appointed by the City Council and serves an indefinite term at its pleasure. The City Attorney serves as the legal representative of the City, representing the City in all cases and courts; acts as the legal adviser to the City Council and other City officials in matters relating to their official powers or duties; and performs other duties as the City Council prescribes by ordinance or resolution.

Gerald Dahl was appointed City Attorney in 1995. Mr. Dahl was admitted to the practice of law in Colorado in 1976. Mr. Dahl earned his law degree from the University of Colorado School of Law.

Employees; Benefits and Retirement Matters

Employees. Personnel-related expenses account for the largest portion of the City's 2017 budget. In January 2017, the City had 229 full-time benefited employees, and 13 part-time benefited employees. The City's 2017 budget contemplates approximately 237.875 full-time/part-time benefited employees. According to the Administrative Services Director, the state of employee relations is excellent.

Employment Contracts. The City does not recognize any collective bargaining units.

Employee Benefits. Generally, City employees working 20 or more hours per week and classified as "benefited" in the budget are eligible for benefits. Benefits available include health, dental and vision, life and accident insurance plans. The City pays a portion of monthly health insurance premiums. The City also offers wellness program and other benefits. The City offers a personal time off ("PTO") program, where PTO days earned per year is determined by years of service and full-time or part-time status. Employees of the City are allowed to accumulate unused vacation and sick time up to a maximum based on years of service. Upon termination of employment from the City, an employee will be compensated for all accrued vacation time at their current pay rate. The City provides 10 paid holidays per year.

Retirement Matters. The City provides three defined contribution pension plans for [confirm: full-time] employees. The three plans are the Police Pension Plan, the Department Head Pension Plan and the Employee Pension Plan. Participation in the plan is mandatory. See

Note 9 in the audited financial statements attached hereto as Appendix A for contribution and vesting information for each plan. Because the retirement plans are defined contribution plans, the City has no long-term liability for funding benefits; the City's liability is limited to the matching amounts required to be paid pursuant to the terms of each plan.

Other Postemployment Benefits ("OPEB"). The City does not provide any additional OPEB.

City Insurance Coverage

The City Council acts to protect the City against loss and liability by membership in the Colorado Intergovernmental Risk Sharing Agency ("CIRSA"), a separate and independent governmental and legal entity that provides insurance coverage and risk management services to its municipal members. CIRSA provides property coverage (including auto physical damage and public relations and security breach expense), liability coverage (including general liability, auto liability, law enforcement liability, public officials' errors and omissions liability, and security and privacy liability) and crime coverage (including employee dishonesty and money and securities) to the City. The City also obtains workers' compensation insurance coverage from CIRSA. The current CIRSA coverage expires on January 1, 2018. See Note 8 in the audited financial statements attached hereto as Appendix A for further information.

Services Available to City Residents

The City is a limited service city that does not provide water, fire protection, sanitation, trash and utilities services are not provided by the City. Services that the City provides to its residents include public safety, planning and zoning, parks and recreation, public improvements, highway and streets, and general administrative services. Water and sanitary sewer services are provided by Applewood Sanitation District, Clear Creek Valley Sanitation District, Fruitdale Sanitation District, North Table Mountain Water and Sanitation District, Northwest Lakewood Sanitation District, Westridge Sanitation District, Wheat Ridge Water District, Wheat Ridge Sanitation District, Consolidated Mutual Water District, Edgewater Water District, Denver Water District and Valley Water District. Fire protection is provided by Arvada Fire Protection District, Fairmount Fire Protection District, and West Metro Fire Department. Xcel Energy provides gas and electricity to the City.

Business and Development Assistance and Incentives Program

The City offers a Business and Development Assistance and Incentives Program (the "Incentive Program") as part of its Economic Development Strategic Plan. Among other financing tools, components of the Incentive Program include urban renewal tax increment financing available through the Wheat Ridge Urban Renewal Authority (as previously defined, the "Authority") and sales and use tax rebates and other incentives. Relevant components of the Incentive Program as well as the City's existing agreements related thereto are described below.

Urban Renewal Tax Increment Financing and Related Agreements. Tax increment financing ("TIF") is a financing mechanism authorized under the State's Urban Renewal Law (Title 31, Article 25, Part 1, C.R.S.) that allows local governments like the City to create separate urban renewal authorities that collect increased property and/or sales tax revenues produced in a designated urban renewal area to help finance public projects. Generally, the incremental

property and/or sales tax revenues generated within a designated urban renewal area in an amount that exceeds the “base” amount, determined at the time the urban renewal area is created, is allocated to the urban renewal authority for a period not to exceed 25 years. The City Council formed the Authority in 1981. Chapter XII, Section 12.10 of the City Charter, which became effective on March 1, 2015, requires that TIF, revenue sharing or cost sharing agreements be ratified by the City Council. Additionally, that Section requires that agreements that exceed \$2,500,000 be approved by the City’s electors.

The Authority currently administers five urban renewal plans. Generally, the plans designate certain urban renewal areas within the City and set forth the procedure for the creation of future tax increment areas. New tax increment areas must be approved by the City Council as an amendment to the plan. Incremental sales tax revenues are available for financing projects for up to 25 years from the date of City Council approval or the date set forth in the project documents. The urban renewal plans currently administered by the Authority include the Wadsworth Boulevard Corridor Redevelopment Plan (2001); the West 44th Avenue/Ward Road Redevelopment Plan (2001); the 38th Avenue Corridor Redevelopment Plan (2009); the I-70/Kipling Corridors Urban Renewal Plan (2009); and the West End 38 Urban Renewal Plan (2015). There are currently several active and pending urban renewal projects within the City. The City and the Authority may enter into new agreements concerning incremental sales tax revenues in the future under the various plans which are currently in effect. Furthermore, the City may designate additional urban renewal areas in the future, thereby creating new urban renewal plans.

Generally, the Pledged Sales and Use Taxes do not include (i) any portion of the Supplemental Sales and Use Tax that is required to be remitted or is otherwise pledged or encumbered under Prior Sales and Use Tax Agreements, or (ii) incremental increases in the Supplemental Sales and Use Tax required to be paid into a special fund, or pledged to the payment of obligations, pursuant to an urban renewal plan. The City generally covenants in the Bond Ordinance that it will not enter into an agreement or otherwise take any action resulting in any portion of the 0.5% Sales and Use Tax being included as incremental sales tax revenues required to be paid into a special fund, or pledged to the payment of obligations, pursuant to an urban renewal plan. Summarized below are the City’s Prior Sales and Use Tax Agreements, as well as pending urban renewal projects that may affect the Supplemental Sales and Use Tax.

Kipling Ridge Shopping Center Project (I-70/Kipling Corridors Urban Renewal Plan). The Kipling Ridge Shopping Center Project has a sales tax increment period that began in 2014. In connection with the project, the Authority incurred a loan in the maximum principal amount of \$2,615,000 as a portion of financing for the project. The City has agreed to remit to the Authority 3% of the incremental City sales taxes generated from the project, and the Authority has agreed to use those revenues (in addition to other sources of revenue) to repay the loan. The 3% incremental sales tax revenues are pledged for so long as the loan remains outstanding. The sales tax base amount for this project is \$[____], and as of January 2017, \$[____] of incremental sales tax revenues had been paid by the City in connection with this project.

West End 38 Project (West End 38 Urban Renewal Plan). The West End 38 Project has a sales tax increment period that will begin once certain construction benchmarks have been met in connection with the project. Generally, the City has agreed to remit to the

Authority 3% of the incremental City sales taxes generated from the project. The Authority has issued a note to the developer of the project in the maximum principal amount of \$4,800,000 and has pledged to use the 3% of incremental City sales taxes, among other revenues, to repay the note. The note matures in 2040. No interest accrues on the note, and the Authority has no obligation to pay any unpaid amounts of principal due and owing on the note at maturity. The City has not paid any incremental sales taxes to the Authority in connection with this project as of January 2017, but expects that those payments will commence [_____].

[*Wheat Ridge Cyclery Project (38th Avenue Corridor Redevelopment Plan)*]. In connection with the Wheat Ridge Cyclery Project, the City has agreement to remit to the Authority 100% of the incremental sales tax generated from the designated project area, up to 2031. The base amount for the Wheat Ridge Cyclery project is \$[_____]. As of January 2017, the City had paid \$[_____] of increased sales tax revenues generated by the Wheat Ridge Cyclery project to the Authority.]

Clear Creek Crossing. [To be discussed]

Other Incentive Programs. The City manages its Enhanced Sales Tax Incentive Program (“ESTIP”), which provides to local retailers or developers a share-back of retail sales tax generated as a result of capital improvements as reimbursement for capital projects that meet the criteria established as public or public related improvements. The City currently has only one active ESTIP agreement, which is subject to annual appropriation. The City may enter into new ESTIP agreements in the future. The City also offers its Capitalized Tangible Personal Property Use Tax Rebate, which allows a company to file an annual request not to exceed 50%, for a refund of City personal property use tax, and its Business Development Zone Program, which allows qualified applicants to request a rebate of building permit fees and building use tax for development projects. None of the City’s use tax collections for 2015 were allocated to the City’s use tax incentives programs. The City currently has no active agreements pursuant to these programs, although the City may enter into new agreements pursuant to these programs in the future.

Intergovernmental and Other Agreements

In order to provide services to its residents, the City has entered into numerous contracts and agreements, including intergovernmental agreements with other governmental entities relating to community development; sharing of equipment for municipal courts; drug and alcohol prevention programs; parks and recreation; public works, including snow and ice control, street maintenance and traffic safety; and for the provision of and shared communication regarding the City’s and surrounding jurisdictions’ police services. [Confirm: According to the Administrative Services Director, except as previously discussed in this Official Statement, the City has not entered into any material intergovernmental contracts which limit the use of the Pledged Revenues or otherwise materially impair the ability of the City to pay debt service on the Bonds.]

Capital Investment Program

The Charter requires that the City administration prepare and submit to the City Council a long-range capital program with the budget each year. The City’s Capital Investment Program (“CIP”) is a multi-year program aimed at upgrading and expanding City facilities, buildings,

grounds, streets, parks and roads. The CIP presented in the City's 2017 budget reflects seventeen public improvement projects totaling \$5,128,000 in budgeted expenditures. The CIP is a planning document and the projects contained in the CIP are subject to change or cancellation depending on need and available City resources at any time.

According to the City's 2015 audit, the City has struggled to fund large capital improvement projects with a mill levy of 1.830 and its total (3.00% prior to January 1, 2017) sales and use tax. The 2015 audit states that both tax rates are among the lowest in the Denver metropolitan area. The City's 2017 budget states that "long-term fiscal sustainability remains one of the City's greatest challenges" and that there is a funding gap with respect to the City's unfunded capital needs. The 2017 budget includes a transfer of approximately \$2,000,000 from the General Fund undesignated reserves to the CIP budget. The CIP is funded primarily from transfers from the General Fund undesignated reserves. The amount to be transferred is determined by the City Council as part of the annual budget adoption process.

CITY FINANCIAL OPERATIONS

General

Prospective investors should be aware that the Bonds are special, limited obligations of the City, payable solely from the Pledged Revenues. A summary of the financial operations of the City is hereinafter provided as a general description of the City. Inclusion of the following material is for informational purposes only and does not imply that the Bonds constitute a general obligation of the City or a lien on any City revenues other than such Pledged Revenues. *The General Fund described below is not pledged to pay debt service on the Bonds; the information about the General Fund is provided for informational purposes only.*

Budget and Appropriation Process

The City is required by law to adopt an annual budget setting forth all proposed expenditures for the administration, operation, and maintenance of all offices, departments, boards, commissions, and institutions of the City. The budget must show the actual or estimated deficits from prior years, all debt redemptions and interest charges during the budget year, and all expenditures for capital projects to be undertaken or executed during the budget year. It must also set forth the anticipated income and other means of financing the proposed expenditures for the ensuing fiscal year, which coincides with the calendar year.

Each fall, the City Council must propose a budget for the ensuing budget year and cause to be published a notice that such proposed budget is open for inspection by the public. Prior to adoption, any elector of the City may register his or her objections to the proposed budget. The City must adopt its budget by December 15. After adoption of the budget, the City Council must enact a corresponding appropriation resolution before the beginning of the fiscal year. If the City fails to file a certified copy of its budget by the following January 31 with the Colorado Division of Local Government in the Department of Local Affairs, the division may authorize the County Treasurer to prohibit release of the City's tax revenues and other moneys held by the County Treasurer until the City files its budget.

In general, the City cannot expend money for any of the purposes set out in the appropriation resolution in excess of the amount appropriated. However, in the case of an emergency or some contingency which was not reasonably foreseeable, the City Council may authorize the expenditure of funds in excess of the budget by adopting a resolution. If the City receives revenues which were unanticipated at the time of adoption of the budget, the City Council may authorize the expenditure of such revenues by adopting a supplemental budget after notice and hearing.

Awards. The Government Finance Officers Association ("GFOA") awarded the City a "Distinguished Budget" award for budget years 2013 to 2016.

Reserve Policies

TABOR Reserve Requirement. Article X, Section 20 of the Colorado Constitution ("TABOR") requires the City to maintain emergency reserves in an amount equal to 3% of fiscal year spending. See "LEGAL MATTERS—Certain Constitutional Limitations." The City maintains a TABOR reserve as required.

City Reserve Policy. The City Council adopted a Reserve Policy (the “Reserve Policy”) in June 2011. The Reserve Policy requires the City to maintain a minimum unrestricted fund balance of at least two months or approximately 17% (as recommended by the GFOA) of its General Fund operating expenditures. The City’s maximum unrestricted fund balance shall not exceed 35% of General Fund operating expenditures. The City annually targets to maintain a 25% unrestricted fund balance percentage level as part of its annual budget process.

The Reserve Policy provides that while targeting to maintain an annual unrestricted fund balance of 25%, the City understands there may be circumstances that warrant that the City use such funds temporarily, and the City has established the following instances where it may elect to use these funds: an economic downturn in which revenues are below budget; unexpected and unappropriated costs to service and maintain current City operations; unexpected and non-budgeted emergencies, natural disaster costs, and/or litigation; grant matching; early retirement of debt; to cover deficits in other funds due to a shortfall in budgeted revenues; and capital asset acquisition, construction and improvement projects. The use of the unrestricted fund balance for the foregoing events which cause the unrestricted fund balance to fall below the targeted 25% level requires a majority vote by City Council. Use of the restricted fund balance which causes the unrestricted fund balance to fall below the minimum required level of 17% requires a super majority vote by City Council.

If the City elects to use its unrestricted fund balance for capital asset acquisition, construction and improvement projects, the City must replenish the unrestricted fund balance to its previous level as soon as possible, but only after the City’s current operational needs are met, and in no case, more than two years subsequent in which the unrestricted fund balance was used. For other uses of its unrestricted fund balance as set forth in the Reserve Policy, the City must replenish the unrestricted fund balance as soon as revenues are available, but only after the City’s current operational needs have been met.

If the City accumulates its permitted, maximum unrestricted fund balance of 35%, the City, at the discretion and determination of City Council and the City Manager, will designate such excess funds for reserves for equipment replacement, repair and maintenance of City facilities, and funding of infrastructure improvements.

Financial Statements

General. The City Charter requires that an independent certified audit be made of all City accounts annually, and more frequently if needed necessary by the City Council. The “Colorado Local Government Audit Law” requires that an annual audit be made of the City’s financial affairs at the end of the Fiscal Year. The audited financial statements must be filed with the City Council by June 30 of each year and with the State auditor 30 days thereafter. Failure to comply with this requirement to file an audit report may result in the withholding of the City’s property tax revenues by the county treasurer pending compliance.

The City’s audited financial statements as of and for the year ended December 31, 2015, are attached to this Official Statement as Appendix A. Such financial statements represent the most current audited financial information available for the City.

DEBT STRUCTURE

General Obligation Debt

Authorization of Debt and Other Obligations. General obligation indebtedness and other obligations of the City may be incurred as provided in the Charter and TABOR. The City Council has the power to contract indebtedness on behalf of the City for any municipal purpose and may issue the following securities to evidence such indebtedness: (a) short-term notes; (b) general obligation bonds; (c) revenue bonds; (d) special or local improvement bonds; and (e) any other legally recognized form of security (including capital lease obligations). TABOR requires the City to hold an election prior to the issuance of most securities, with the exception of short-term notes, refunding securities and annually appropriated obligations. See “LEGAL MATTERS—Certain Constitutional Limitations.”

Limitation on Indebtedness. Pursuant to the City Charter, the total outstanding general obligation indebtedness of the City may not exceed 3% of the assessed valuation of taxable property within the City as determined by the county assessor for the last preceding assessment. Based on the City’s certified assessed valuation for 2016 (for collection of taxes in 2017) of \$[_____], the City’s debt limitation is \$[_____]. The City Charter specifically excludes from the limitation any indebtedness for the acquisition or extension of a waterworks system, municipal storm sewer or sanitary sewer systems; short-term notes; special or local improvement securities; securities payable from the revenues of an income-producing system, utility, project, or any other capital improvement or from City sales or use taxes; and long-term installment contracts other than real property acquisitions, rentals and leaseholds. The City presently has no general obligation bonds outstanding.

Revenue Obligations

The City Council has the power to issue revenue bonds for, generally, any capital improvement purpose payable from the revenues derived from the operation of the project, facility or improvement constructed or installed or from the available proceeds of City sales and use taxes. As of the date hereof, the Bonds are the only outstanding revenue obligations of the City.

Special and Local Improvement Obligations

The City currently has no special or local improvement obligations outstanding.

Short Term Borrowing

The City may borrow funds which must mature before the close of the fiscal year in which the money is borrowed, in anticipation of the collection of taxes or other revenues. The City currently has no short term obligations outstanding.

Contracts and Leases

The City Council has the authority to enter into installment or lease option contracts for the purchase of land, buildings, equipment and other property for governmental or proprietary purposes. The term of any such contract may not extend over a period greater than the estimated useful life of the property or equipment. The City Council may provide for the payment of such

obligations at its discretion from any available municipal revenues. The obligation created under such leases or contracts does not constitute an indebtedness of the City. In 2015, the City entered into a lease agreement to purchase solar power capacity in a community solar garden for \$800,000. Annual minimum lease payments are \$80,167 for 2017 through 2020. Thereafter, total additional lease payments of \$400,835 are due from 2020 through 2025, and \$354,071 from 2026 through 2030.

Component Units

The City's financial statements also reflect the long-term obligations of certain component units of the City, even though the City has no obligation to repay those obligations. In 2014, the Authority approved a loan to help finance the Kipling Ridge Shopping Center Project. See "THE CITY—Business and Development Assistance and Incentives Program." The City has no obligation to pay debt service on this loan.

ECONOMIC AND DEMOGRAPHIC INFORMATION

This portion of the Official Statement contains general information concerning historic economic and demographic conditions in and surrounding the City. It is intended only to provide prospective investors with general information regarding the City's community. The information was obtained from the sources indicated and is limited to the time periods indicated. The information is historic in nature; it is not possible to predict whether the trends shown will continue in the future. The City makes no representation as to the accuracy or completeness of data obtained from parties other than the City.

Population

The following table sets forth a history of the populations of the City, Jefferson County, the Denver-Aurora Core Based Statistical Area ("Denver-Aurora CBSA"), and the State. The Denver-Aurora CBSA is comprised of six metro counties and four bordering counties: Adams, Arapahoe, Broomfield, Clear Creek, Denver, Douglas, Elbert, Gilpin, Jefferson and Park counties. Between 2000 and 2010, the City's population decreased (8.3)% and that of Jefferson County increased 1.4%. During the same time period, the populations of the Denver-Aurora CBSA and the State increased 15.8% and 16.9%, respectively.

<u>Population</u>								
Year	City of Wheat Ridge	Percent Change	Jefferson County	Percent Change	Denver Aurora CBSA	Percent Change	Colorado	Percent Change
1970	29,795	--	233,031	--	1,116,226	--	2,207,259	--
1980	30,293	1.7%	371,753	59.5%	1,450,768	30.0%	2,889,733	30.9%
1990	29,419	(2.9)	438,430	17.9	1,650,486	13.8	3,294,394	14.0
2000	32,913	11.9	527,056	20.2	2,196,957 ⁽¹⁾	33.1	4,301,261	30.6
2010	30,166	(8.3)	534,543	1.4	2,543,482	15.8	5,029,196	16.9
2011	30,353	--	539,782	--	2,601,637	--	5,120,686	--
2012	30,750	1.3%	546,002	1.2%	2,648,529	1.8%	5,193,097	1.4%
2013	30,920	0.6	551,695	1.0	2,699,708	1.9	5,272,677	1.5
2014	31,137	0.7	559,182	1.4	2,754,951	2.0	5,356,626	1.6
2015	31,210	0.2	565,230	1.1	2,813,024	2.1	5,456,584	1.9

(1) Population adjusted by the Colorado State Demography Office to reflect the 2001 creation of the City and County of Broomfield.

Sources: United States Department of Commerce, Bureau of the Census (1970 to 2010 figures) and Colorado State Demography Office (2011 to 2015 figures, which are subject to periodic revisions, and the 2000 figure for the Denver-Aurora CBSA).

Income

The following table sets forth annual per capita personal income levels for Jefferson County, the Denver-Aurora CBSA, the State and the nation.

Per Capita Personal Income

Year ⁽¹⁾	Jefferson County	Denver Aurora CBSA	Colorado	United States
2011	\$45,302	\$46,666	\$42,946	\$42,453
2012	47,119	49,290	45,073	44,267
2013	50,035	51,558	46,792	44,462
2014	52,687	54,937	49,768	46,414
2015	54,773	55,975	50,899	48,112

(1) Figures for Jefferson County and the Denver-Aurora CBSA updated November 17, 2016. State and national figures updated September 28, 2016. All figures are subject to periodic revisions.

Source: United States Department of Commerce, Bureau of Economic Analysis.

Employment

The following table presents information on employment within Jefferson County, the Denver-Aurora CBSA, the State and the nation for the time period indicated.

Labor Force and Percent Unemployed

Year	Jefferson County ⁽¹⁾		Denver-Aurora CBSA ⁽¹⁾		Colorado ⁽¹⁾		United States
	Labor Force	Percent Unemployed	Labor Force	Percent Unemployed	Labor Force	Percent Unemployed	Percent Unemployed
2011	302,402	8.0%	1,431,161	8.3%	2,736,079	8.4%	8.9%
2012	304,546	7.4	1,449,450	7.7	2,759,437	7.9	8.1
2013	306,696	6.2	1,471,025	6.6	2,780,536	6.8	7.4
2014	309,122	4.5	1,494,529	4.8	2,815,200	5.0	6.2
2015	311,470	3.5	1,504,944	3.7	2,828,529	3.9	5.3
<u>Month of November</u>							
2015	311,724	3.0%	1,505,753	3.1%	2,825,155	3.3%	5.0%
2016 ⁽²⁾	322,338	2.5	1,557,705	2.6	2,906,905	2.8	4.6

(1) Figures for Jefferson County, the Denver-Aurora CBSA, and the State are not seasonally adjusted.

(2) November 2016 figures for Jefferson County, the Denver-Aurora CBSA, and the State are preliminary

Sources: State of Colorado, Department of Labor and Employment, Labor Market Information, Labor Force Data and United States Department of Labor, Bureau of Labor Statistics.

The following table sets forth the number of individuals employed within selected industries in Jefferson County which are covered by unemployment insurance. In 2015, the largest employment sector in Jefferson County was health care and social assistance (comprising approximately 14.4% of the county's work force), followed, in order, by retail trade, accommodation and food services, professional and technical services, and manufacturing. For the twelve-month period ended December 31, 2015, total average employment in Jefferson County increased 2.9% as compared to the twelve-month period ending December 31, 2014, and average weekly wages increased 3.3% during the same time period.

Average Number of Employees Within Selected Industries – Jefferson County

Industry	2011	2012	2013	2014	2015	2016 ⁽¹⁾
Accommodation and Food Services	19,863	20,591	21,610	22,437	22,990	23,620
Administrative and Waste Services	11,164	11,736	11,826	12,352	12,538	13,206
Agriculture, Forestry and Fisheries	335	408	432	470	541	583
Arts, Entertainment and Recreation	4,150	4,062	4,332	4,422	4,588	4,405
Construction	10,670	11,123	12,163	13,760	14,835	14,767
Educational Services	16,879	16,768	16,923	17,230	17,474	18,061
Finance and Insurance	7,455	7,510	7,669	7,664	7,592	7,579
Government	17,307	17,300	17,254	16,975	17,161	17,206
Health Care and Social Assistance	24,386	28,918	30,218	31,671	32,925	33,424
Information	3,650	3,781	3,745	4,015	4,198	4,416
Management of Companies/Enterprises	2,678	2,496	2,379	2,293	2,377	2,334
Manufacturing	17,322	17,415	16,982	16,875	17,819	18,765
Mining	404	428	424	382	384	331
Non-classifiable	9	11	29	31	31	43
Other Services	6,331	6,604	6,393	6,752	7,024	7,243
Professional and Technical Services	20,012	20,121	20,967	21,375	21,736	21,695
Real Estate, Rental and Leasing	3,478	3,459	3,268	3,383	3,580	3,663
Retail Trade	28,261	28,367	28,362	28,444	28,882	29,052
Transportation and Warehousing	3,014	3,091	3,164	3,201	3,369	3,320
Utilities	1,029	1,004	957	1,045	1,042	963
Wholesale Trade	6,604	6,679	6,932	7,277	7,319	7,127
Total ⁽²⁾	<u>204,998</u>	<u>211,874</u>	<u>216,027</u>	<u>222,052</u>	<u>228,407</u>	<u>231,796</u>

(1) Figures are averaged through the second quarter of 2016.

(2) Figures may not equal totals when added due to the rounding of averages or the inclusion in the total figure of employees that are not disclosed in individual classifications.

Source: State of Colorado, Department of Labor and Employment, Labor Market Information, Quarterly Census of Employment and Wages (QCEW).

The following table shows the number of individuals employed within selected Denver-Aurora CBSA industries which are covered by unemployment insurance. In 2015, the largest employment sector in the Denver-Aurora CBSA was health care and social assistance (comprising approximately 12.2% of the metro area's work force), followed in order by retail trade, accommodation and food services, professional and technical services, and educational services. For the twelve month period ending December 31, 2015, total average employment in the Denver-Aurora CBSA increased by approximately 3.9% as compared to the same twelve-month period ending December 31, 2014.

Average Number of Employees Within Selected Industries – Denver-Aurora CBSA

Industry	2011	2012	2013	2014	2015	2016 ⁽¹⁾
Accommodation and Food Services	110,758	114,400	120,092	125,851	131,834	135,039
Administrative and Waste Services	82,461	89,085	89,621	93,355	96,178	94,888
Agriculture, Forestry, Fishing, Hunting	1,707	1,973	2,047	2,449	2,548	2,696
Arts, Entertainment and Recreation	23,823	24,874	24,669	25,713	26,471	26,099
Construction	60,651	63,534	70,661	79,242	83,954	87,075
Educational Services	93,399	95,375	97,238	100,206	103,588	107,131
Finance and Insurance	65,580	66,954	69,639	70,087	73,181	74,869
Government	68,777	69,006	69,334	69,484	70,710	71,054
Health Care and Social Assistance	139,999	144,827	151,898	159,389	168,378	173,271
Information	45,836	43,786	44,959	45,494	46,446	47,218
Management of Companies/Enterprises	24,301	25,843	28,342	29,275	30,036	30,357
Manufacturing	62,517	63,544	64,146	65,556	68,431	69,166
Mining	9,417	10,379	10,586	11,770	11,270	9,439
Non-Classifiable	74	126	172	194	146	273
Other Services	36,893	38,098	39,015	40,976	42,261	43,318
Professional and Technical Services	103,934	108,807	115,827	120,525	125,944	129,208
Real Estate, Rental and Leasing	23,404	23,836	24,364	25,357	26,777	27,430
Retail Trade	122,886	125,469	128,770	132,152	136,082	136,307
Transportation and Warehousing	48,680	49,971	52,303	53,916	55,380	56,137
Utilities	5,654	5,649	5,613	5,766	5,768	5,775
Wholesale Trade	62,432	63,631	65,233	67,695	69,961	70,834
Total ⁽²⁾	<u>1,195,571</u>	<u>1,231,564</u>	<u>1,277,012</u>	<u>1,326,751</u>	<u>1,377,873</u>	<u>1,399,822</u>

(1) Figures are averaged through the second quarter of 2016.

(2) Figures may not equal totals due to the rounding of averages or the inclusion of employees in the total figure that were not disclosed in individual classifications.

Source: State of Colorado, Department of Labor and Employment, Labor Market Information, Quarterly Census of Employment and Wages (QCEW).

Major Employers

The following two tables set forth a brief description of the major employers located in Jefferson County and the Denver Metro area. No independent investigation has been made regarding these major employers. Therefore, there can be no representation as to whether or not such employers will retain their status as major employers in these areas.

Major Private Employers in Jefferson County

Employer	Product or Service	Estimated Numbers of Employees ⁽¹⁾
Lockheed Martin	Aerospace/Defense Related Systems	5,900
Lutheran Medical Center	Healthcare	2,460
Terumo BCT Inc.	Medical Devices and Technology	2,300
MillerCoors Brewing Company	Beverages	2,080
Centura Health: St. Anthony's Central Hospital and OrthoColorado Hospital	Healthcare	1,960
CoorsTek	Ceramic Components	1,300
FirstBank Holding Co. of Colorado	Financial Services	1,270
Ball Corporation	Aerospace, Containers	1,220
HomeAdvisor	Home Improvement and Repair	1,000
Kaiser Permanente	Healthcare	640

(1) Revised May 2016.

Source: Development Research Partners as posted by Metro Denver Economic Development Corporation.

Major Private Employers in the Denver Metro Area

Employer	Product or Service	Estimated Number of Employees ⁽¹⁾
HealthONE Corporation	Healthcare	11,960
Centura Health	Healthcare	9,450
SCL Health System	Healthcare	9,060
Lockheed Martin Corporation	Aerospace/Defense Related Systems	7,460
UCHealth: University of Colorado Hospital	Healthcare, Research	6,770
Comcast Corporation	Telecommunications	6,760
Kaiser Permanente	Healthcare	6,420
Children's Hospital Colorado	Healthcare	6,100
CenturyLink	Telecommunications	5,840
United Airlines	Airline	5,500

(1) Revised May 2016.

Source: Development Research Partners as posted by Metro Denver Economic Development Corporation.

Retail Sales

Annual retail sales figures for the City, Jefferson County, the Denver-Aurora CBSA, and the State are set forth below.

Retail Sales
(in thousands)

Year	City of Wheat Ridge	Percent Change	Jefferson County	Percent Change	Denver Aurora CBSA	Percent Change	Colorado	Percent Change
2011	\$1,609,618	--	\$13,439,270	--	\$83,602,220	--	\$154,697,943	--
2012	1,686,676	4.8%	14,978,740	11.5%	91,013,567	8.9%	164,387,648	6.3%
2013	1,789,459	6.1	15,929,706	6.3	95,950,943	5.4	172,784,033	5.1
2014	1,882,210	5.2	16,630,189	4.4	100,015,391	4.2	182,461,920	5.6
2015	1,632,304	(13.3)	17,098,898	2.8	101,283,636	1.3	182,845,695	0.2

Source: State of Colorado, Department of Revenue, "Sales Tax Statistics," 2011-2015.

Current Construction

The following table sets forth the number of permits issued for new structures in unincorporated Jefferson County during the time period indicated.

History of Building Permits Issued in Unincorporated Jefferson County

Year	New Single Family		New Multi-Family		New Non-Residential ⁽¹⁾	
	Permits	Value	Permits	Value	Permits	Value
2012	204	\$58,927,757	42	\$10,535,774	62	\$15,239,152
2013	197	60,908,402	29	6,082,492	79	30,136,864
2014	280	87,313,068	25	31,713,967	58	15,859,884
2015	354	111,374,080	42	8,860,419	39	59,024,316
2016	377	119,109,467	57	72,306,071	43	45,669,538

(1) Also includes new residential non-housekeeping buildings; e.g. hotels, motels and tourist cabins.

Source: Jefferson County Building Safety Department.

Foreclosure Activity

The following table sets forth the number of foreclosures filed in Jefferson County during the time period shown. Such information only represents the number of foreclosures filed and does not take into account foreclosures which were filed and subsequently redeemed or withdrawn.

History of Foreclosures – Jefferson County

<u>Year</u>	<u>Number of Foreclosures Filed</u>	<u>Percent Change</u>
2012	2,650	--
2013	1,303	(50.8)%
2014	978	(24.9)
2015	611	(37.5)
2016	514	(15.9)

Sources: Colorado Division of Housing (2012-2015); Public Trustee's Office of Jefferson County (2016).

TAX MATTERS

In the opinion of Bond Counsel, assuming continuous compliance with certain covenants described below, interest on the Bonds is excludable from gross income under federal income tax laws pursuant to Section 103 of the Tax Code, interest on the Bonds is excludable from alternative minimum taxable income as defined in Section 55(b)(2) of the Tax Code except that such interest is required to be included in calculating the “adjusted current earnings” adjustment applicable to corporations for purposes of computing the alternative minimum taxable income of corporations as described below, and interest on the Bonds is excludable from Colorado taxable income and Colorado alternative minimum taxable income under Colorado income tax laws in effect on the date of delivery of the Bonds.

The Tax Code and Colorado law impose several requirements which must be met with respect to the Bonds in order for the interest thereon to be excludable from gross income, alternative minimum taxable income (except to the extent of the aforementioned adjustment applicable to corporations), Colorado taxable income and Colorado alternative minimum taxable income. Certain of these requirements must be met on a continuous basis throughout the term of the Bonds. These requirements include: (a) limitations as to the use of proceeds of the Bonds; (b) limitations on the extent to which proceeds of the Bonds may be invested in higher yielding investments; and (c) a provision, subject to certain limited exceptions, that requires all investment earnings on the proceeds of the Bonds above the yield on the Bonds to be paid to the United States Treasury. The City will covenant and represent in the Bond Ordinance that it will take all steps to comply with the requirements of the Tax Code and Colorado law (in effect on the date of delivery of the Bonds) to the extent necessary to maintain the exclusion of interest on the Bonds from gross income and alternative minimum taxable income (except to the extent of the aforementioned adjustment applicable to corporations) under such federal income tax laws and Colorado taxable income and Colorado alternative minimum taxable income under such Colorado income tax laws. Bond Counsel’s opinion as to the exclusion of interest on the Bonds from gross income, alternative minimum taxable income (to the extent described above), Colorado taxable income and Colorado alternative minimum taxable income is rendered in reliance on these covenants, and assumes continuous compliance therewith. The failure or inability of the City to comply with these requirements could cause the interest on the Bonds to be included in gross income, alternative minimum taxable income, Colorado taxable income or Colorado alternative minimum taxable income, or a combination thereof, from the date of issuance. Bond Counsel’s opinion also is rendered in reliance upon certifications of the City and other certifications furnished to Bond Counsel. Bond Counsel has not undertaken to verify such certifications by independent investigation.

Section 55 of the Tax Code contains a 20% alternative minimum tax on the alternative minimum taxable income of corporations. Under the Tax Code, 75% of the excess of a corporation’s “adjusted current earnings” over the corporation’s alternative minimum taxable income (determined without regard to this adjustment and the alternative minimum tax net operating loss deduction) is included in the corporation’s alternative minimum taxable income for purposes of the alternative minimum tax applicable to the corporation. “Adjusted current earnings” includes interest on the Bonds.

The Tax Code contains numerous provisions which may affect an investor’s decision to purchase the Bonds. Owners of the Bonds should be aware that the ownership of tax-exempt obligations

by particular persons and entities, including, without limitation, financial institutions, insurance companies, recipients of Social Security or Railroad Retirement benefits, taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry tax-exempt obligations, foreign corporations doing business in the United States and certain “subchapter S” corporations may result in adverse federal and Colorado tax consequences. Under Section 3406 of the Tax Code, backup withholding may be imposed on payments on the Bonds made to any owner who fails to provide certain required information, including an accurate taxpayer identification number, to certain persons required to collect such information pursuant to the Tax Code. Backup withholding may also be applied if the owner underreports “reportable payments” (including interest and dividends) as defined in Section 3406, or fails to provide a certificate that the owner is not subject to backup withholding in circumstances where such a certificate is required by the Tax Code. Certain of the Bonds may be sold at a premium, representing a difference between the original offering price of those Bonds and the principal amount thereof payable at maturity. Under certain circumstances, an initial owner of such bonds (if any) may realize a taxable gain upon their disposition, even though such bonds are sold or redeemed for an amount equal to the owner’s acquisition cost. Bond Counsel’s opinion relates only to the exclusion of interest on the Bonds from gross income, alternative minimum taxable income, Colorado taxable income and Colorado alternative minimum taxable income as described above and will state that no opinion is expressed regarding other federal or Colorado tax consequences arising from the receipt or accrual of interest on or ownership of the Bonds. Owners of the Bonds should consult their own tax advisors as to the applicability of these consequences.

The opinions expressed by Bond Counsel are based on existing law as of the delivery date of the Bonds. No opinion is expressed as of any subsequent date nor is any opinion expressed with respect to pending or proposed legislation. Amendments to the federal or State tax laws may be pending now or could be proposed in the future that, if enacted into law, could adversely affect the value of the Bonds, the exclusion of interest on the Bonds from gross income or alternative minimum taxable income or both from the date of issuance of the Bonds or any other date, the tax value of that exclusion for different classes of taxpayers from time to time, or that could result in other adverse tax consequences. In addition, future court actions or regulatory decisions could affect the tax treatment or market value of the Bonds. Owners of the Bonds are advised to consult with their own tax advisors with respect to such matters.

The Internal Revenue Service (the “Service”) has an ongoing program of auditing tax-exempt obligations to determine whether, in the view of the Service, interest on such tax-exempt obligations is includable in the gross income of the owners thereof for federal income tax purposes. No assurances can be given as to whether or not the Service will commence an audit of the Bonds. If an audit is commenced, the market value of the Bonds may be adversely affected. Under current audit procedures, the Service will treat the City as the taxpayer and the Owners may have no right to participate in such procedures. The City has covenanted in the Bond Ordinance not to take any action that would cause the interest on the Bonds to lose its exclusion from gross income for federal income tax purposes or lose its exclusion from alternative minimum taxable income except to the extent described above for the owners thereof for federal income tax purposes. None of the City, the Financial Advisor, the Underwriter, Bond Counsel or Special Counsel is responsible for paying or reimbursing any 2016 Bond holder with respect to any audit or litigation costs relating to the Bonds.

LEGAL MATTERS

Litigation

The City Attorney states that, as of the date hereof, to the best of his knowledge, there is no pending or threatened litigation or administrative action which would restrain or enjoin the issuance of the Bonds, or the collection of Pledged Revenues to pay debt service on the Bonds. The City is, however, subject to certain pending and threatened litigation regarding various other matters arising in the ordinary course of the City's business. It is the opinion of the City Attorney that the City's level of insurance coverage is adequate and that the pending litigation will not result in final judgments against the City which would, individually or in the aggregate, materially adversely affect the City's financial position or its ability to perform its obligations to the owners of the Bonds.

Governmental Immunity

The Colorado Governmental Immunity Act (Title 24, Article 10, C.R.S.) provides that, with certain specified exceptions, sovereign immunity acts as a bar to any action against a public entity, such as the City, for injuries which lie in tort or could lie in tort.

The Immunity Act provides that sovereign immunity is waived by a public entity for injuries occurring as a result of certain specified actions or conditions, including: the operation of a non-emergency motor vehicle (including a light rail car), owned or leased by the public entity; the operation of any public hospital, correctional facility or jail; a dangerous condition of any public building; certain dangerous conditions of a public highway, road or street; failure to perform an education employment required background check; and the operation and maintenance of any public water facility, gas facility, sanitation facility, electrical facility, power facility or swimming facility by such public entity. In such instances, the public entity may be liable for injuries arising from an act or omission of the public entity, or an act or omission of its public employees, which are not willful and wanton, and which occur during the performance of their duties and within the scope of their employment. The maximum amounts that may be recovered under the Immunity Act for injuries occurring on or after July 1, 2013, whether from one or more public entities and public employees, are as follows: (a) for any injury to one person in any single occurrence, the sum of \$350,000; and (b) for an injury to two or more persons in any single occurrence, the sum of \$990,000; except in such instance, no person may recover in excess of \$350,000. Those amounts will increase four years pursuant to a formula based on the Denver-Boulder-Greeley Consumer Price Index. The City may increase any maximum amount that may be recovered from the City for certain types of injuries. However, the City may not be held liable either directly or by indemnification for punitive or exemplary damages unless the City voluntarily pays such damages in accordance with State law. The City has not acted to increase the damage limitations in the Immunity Act.

The City may be subject to civil liability and damages including punitive or exemplary damages under federal laws, and it may not be able to claim sovereign immunity for actions founded upon various federal laws. Examples of such civil liability include suits filed pursuant to Section 1983 of Title 42 of the United States Code, alleging the deprivation of federal constitutional or statutory rights of an individual. In addition, the City may be enjoined from engaging in anti-competitive practices which violate federal and State antitrust laws. However, the Immunity Act

provides that it applies to any State court having jurisdiction over any claim brought pursuant to any federal law, if such action lies in tort or could lie in tort.

Approval of Certain Legal Proceedings

In connection with the issuance of the Bonds, Butler Snow LLP, as Bond Counsel, will render its opinion as to the validity of the Bonds and the treatment of interest thereon for purposes of federal and State income taxation. See Appendix E—Form of Bond Counsel Opinion. Butler Snow LLP also is acting as special counsel to the City in connection with this Official Statement. Certain matters will be passed upon for the City by the City Attorney.

Certain Constitutional Limitations

General. At the general election on November 3, 1992, the voters of Colorado approved Article X, Section 20 of the Colorado Constitution (“TABOR”). In general, TABOR restricts the ability of the State and local governments to increase revenues and spending, to impose taxes, and to issue debt and certain other types of obligations without voter approval. TABOR generally applies to the State and all local governments, including the City (“local governments”), but does not apply to “enterprises,” defined as government-owned businesses authorized to issue revenue bonds and receiving under 10% of annual revenue in grants from all state and local governments combined.

Some provisions of TABOR are unclear and will require further judicial interpretation. No representation can be made as to the overall impact of TABOR on the future activities of the City, including its ability to generate sufficient revenues for its general operations, to undertake additional programs or to engage in any subsequent financing activities.

Voter Approval Requirements and Limitations on Taxes, Spending, Revenues, and Borrowing. TABOR requires voter approval in advance for: (a) any new tax, tax rate increase, mill levy above that for the prior year, valuation for assessment ratio increase, extension of an expiring tax, or a tax policy change causing a net tax revenue gain; (b) any increase in a local government’s spending from one year to the next in excess of the limitations described below; (c) any increase in the real property tax revenues of a local government from one year to the next in excess of the limitations described below; or (d) creation of any multiple-fiscal year direct or indirect debt or other financial obligation whatsoever, subject to certain exceptions such as the refinancing of obligations at a lower interest rate. Voter approval for issuance of the Bonds was received at the Election.

TABOR limits increases in government spending and property tax revenues to, generally, the rate of inflation and a local growth factor which is generally based upon, for the City, the increased value of new taxable properties in the City. Unless voter approval is received as described above, revenues collected in excess of these permitted spending limitations must be rebated. Debt service, however, including the debt service on the Bonds, can be paid without regard to any spending limits (other than those approved at the Election), assuming revenues are available to do so.

Prior to TABOR, the City imposed its sales and use tax at the rate of 2.0%. In 2004, the City’s voters approved the collection and spending of revenues generated by an additional 1.0%, which is combined with the 2.0% sales and use tax imposed by the City prior to TABOR to comprise

the City's total (3.00%) sales and use tax. Accordingly, the Supplemental Sales and Use Tax is imposed by the City without regard to the limitations of TABOR. The election question approved by voters at the Election provided for the collection and spending of the revenues generated by the 0.5% Sales and Use Tax without regard to the limitations of TABOR. In addition, in November 2006, the City's voters approved the collection and expenditure of all City revenues without regard to the limitations of TABOR for the purposes of police protection, street construction – repair and maintenance, parks and recreation – trails and open space, capital projects and other basic municipal services, without limitation.

No representation can be made as to the overall impact of TABOR on the City's future operations.

Emergency Reserve Funds. TABOR also requires local governments to establish emergency reserve funds. The reserve fund must consist of at least 3% of fiscal year spending. TABOR allows local governments to impose emergency taxes (other than property taxes) if certain conditions are met. Local governments are not allowed to use emergency reserves or taxes to compensate for economic conditions, revenue shortfalls, or local government salary or benefit increases. The City has set aside emergency reserves as required by TABOR.

Other Limitations. TABOR also prohibits new or increased real property transfer tax rates and local government income taxes. TABOR allows local governments to enact exemptions and credits to reduce or end business personal property taxes; provided, however, the local governments' spending is reduced by the amount saved by such action. With the exception of K-12 public education and federal programs, TABOR also allows local governments (subject to certain notice and phase-out requirements) to reduce or end subsidies to any program delegated for administration by the general assembly; provided, however, the local governments' spending is reduced by the amount saved by such action.

Police Power

The obligations of the City are subject to the reasonable exercise in the future by the State and its governmental bodies of the police power inherent in the sovereignty of the State and to the exercise by the United States of America of the powers delegated to it by the Federal Constitution, including bankruptcy.

RATINGS

[] (“[]”) has assigned the Bonds the underlying rating shown on the cover page of this Official Statement. [] is also expected to assign the Bonds the rating shown on the cover page of this Official Statement, based on the understanding that the Policy will be issued concurrently with the issuance of the Bonds by []. See “BOND INSURANCE.” An explanation of the significance of any ratings given by [] may be obtained from [] at [].

The rating reflects only the views of the rating agency, and there is no assurance that the rating will remain in effect for any given period of time or that the rating will not be revised downward or withdrawn entirely if, in the judgment of the rating agency, circumstances so warrant. Other than the City's obligations under the Disclosure Certificate, the City has not undertaken any responsibility to bring to the attention of the owners of the Bonds any proposed change in or

withdrawal of such rating once received or to oppose any such proposed revision. Any such change in or withdrawal of the rating may have an adverse effect on the market price or liquidity of the Bonds.

INDEPENDENT AUDITORS

The financial statements of the City, included in this Official Statement as Appendix A have been audited by Swanhorst & Company LLC, certified public accountants, Greenwood Village, Colorado, independent auditors, as stated in their report appearing therein.

FINANCIAL ADVISOR

FirstSouthwest, a Division of Hilltop Securities, Inc. (“FirstSouthwest”), Denver, Colorado, has served as financial advisor to the City with respect to the sale of the Bonds. As the City’s financial advisor, FirstSouthwest has assisted in the preparation of this Official Statement and in other matters relating to the planning, structuring, rating and issuance of the Bonds. In its role of financial advisor to the City, FirstSouthwest has not undertaken either to make an independent verification of or to assume responsibility for the accuracy or completeness of the information contained in the Official Statement and the appendices hereto.

UNDERWRITING

George K. Baum & Company, Denver, Colorado, has agreed to purchase the Bonds from the City pursuant to the Bond Purchase Agreement at a purchase price equal to \$ _____ (which is equal to the par amount of the Bonds less Underwriter’s discount of \$ _____). The Underwriter is committed to take and pay for all of the Bonds if any are taken.

The Underwriter intends to offer the Bonds to the public at the offering prices set forth on the inside cover page of this Official Statement. The Underwriter may allow concessions from the public offering price to certain dealers who may realow concessions to other dealers. After the initial public offering price, prices may be varied from time to time by the Underwriter, and the Bonds may be offered and sold at prices other than the initial offering prices, including sales to dealers who may sell such Bonds into investment accounts.

OFFICIAL STATEMENT CERTIFICATION

The preparation of this Official Statement and its distribution has been authorized by the City Council. This Official Statement is hereby duly approved by the City Council as of the date on the cover page hereof.

CITY OF WHEAT RIDGE, COLORADO

By: _____
Mayor

APPENDIX A

AUDITED BASIC FINANCIAL STATEMENTS OF THE CITY AS OF AND FOR THE FISCAL YEAR ENDED DECEMBER 31, 2015

Prospective investors should be aware that the Bonds constitute special, limited obligations of the City payable solely from the Pledged Revenues. The Bonds are not general obligations of the City. The inclusion of the City's audited basic financial statements in this Official Statement does not indicate that the sources of revenue described therein are pledged to the payment of the Bonds. Reference is made to the descriptions set forth in this Official Statement of the sources of revenue pledged to the payment of the Bonds. Reference must also be made to the actual and complete provisions of the Bond Ordinance for the definition of Pledged Revenues and the components thereof. Copies of the Bond Ordinance may be obtained from the sources listed in "INTRODUCTION—Additional Information."

APPENDIX B

SUMMARY OF CERTAIN PROVISIONS OF THE BOND ORDINANCE

This Appendix B includes certain definitions used in the Bond Ordinance and summaries of certain provisions of the Bond Ordinance. These summaries do not purport to be definitive summaries of all of the provisions of the Bond Ordinance; these summaries are qualified in their entirety by the provisions of the Bond Ordinance. Reference must be made to the actual and complete provisions of the Bond Ordinance for a complete recital of its terms. Copies of the Bond Ordinance may be obtained from the sources listed in “INTRODUCTION—Additional Information.”

APPENDIX C

BOOK-ENTRY ONLY SYSTEM

DTC will act as securities depository for the Bonds. The Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered certificate will be issued for each maturity of the Bonds, in the aggregate principal amount of such maturity, and will be deposited with DTC.

DTC, the world's largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has a Standard & Poor's rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

Purchases of Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC's records. The ownership interest of each actual purchaser of each 2016 Bond ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Bonds, except in the event that use of the book-entry system for the Bonds is discontinued.

To facilitate subsequent transfers, all Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Bonds with DTC and their

registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Bonds, such as redemptions, tenders, defaults, and proposed amendments to the 2016 Bond documents. For example, Beneficial Owners of Bonds may wish to ascertain that the nominee holding the Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the Registrar and request that copies of notices be provided directly to them.

Redemption notices shall be sent to DTC. If less than all of the Bonds are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the City as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Principal, interest and redemption proceeds on the Bonds will be made to Cede& Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the City or the Paying Agent on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Paying Agent or the City, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal, interest or redemption proceeds to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the City or the Paying Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as depository with respect to the Bonds at any time by giving reasonable notice to the City or the Registrar and Paying Agent. Under such circumstances, in the event that a successor depository is not obtained, 2016 Bond certificates are required to be printed and delivered.

The City may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, 2016 Bond certificates will be printed and delivered to DTC.

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the City believes to be reliable, but the City takes no responsibility for the accuracy thereof.

APPENDIX D

FORM OF CONTINUING DISCLOSURE CERTIFICATE

This Continuing Disclosure Certificate (the “Disclosure Certificate”) is executed and delivered by the City of Wheat Ridge, Colorado (the “City”) in connection with the issuance of its Sales and Use Tax Revenue Bonds, Series 2017A in the aggregate principal amount of \$[_____] dated as of [_____, 2017] (the “Bonds”). The Bonds are being issued pursuant to a Bond Ordinance adopted by the City Council of the City on [_____, 2017] (the “Bond Ordinance”). The City covenants and agrees as follows:

SECTION 1. Purpose of the Disclosure Certificate. This Disclosure Certificate is being executed and delivered by the City for the benefit of the holders and beneficial owners of the Bonds and in order to assist the Participating Underwriter in complying with Rule 15c2-12(b)(5) of the Securities and Exchange Commission (the “SEC”).

SECTION 2. Definitions. In addition to the definitions set forth in the Bond Ordinance or parenthetically defined herein, which apply to any capitalized terms used in this Disclosure Certificate unless otherwise defined in this Section, the following capitalized terms shall have the following meanings:

“Annual Report” shall mean any Annual Report provided by the City pursuant to, and as described in, Sections 3 and 4 of this Disclosure Certificate.

“Dissemination Agent” shall mean, initially, the City, or any successor Dissemination Agent designated in writing by the City and which has filed with the City a written acceptance of such designation.

“Material Events” shall mean any of the events listed in Section 5 of this Disclosure Certificate.

“MSRB” shall mean the Municipal Securities Rulemaking Board. As of the date hereof, the MSRB’s required method of filing is electronically via its Electronic Municipal Market Access (EMMA) system available on the Internet at <http://emma.msrb.org>.

“Participating Underwriter” shall mean the original underwriter of the Bonds required to comply with the Rule in connection with an offering of the Bonds.

“Rule” shall mean Rule 15c2-12(b)(5) adopted by the SEC under the Securities Exchange Act of 1934, as the same may be amended from time to time.

SECTION 3. Provision of Annual Reports.

A. The City shall, or shall cause the Dissemination Agent to, not later than nine (9) months following the end of the City’s fiscal year of each year, commencing nine (9) months following the end of the City’s fiscal year ending December 31, 2016, provide to the MSRB (in an electronic format as prescribed by the MSRB), an Annual Report which is consistent with the requirements of Section 4 of this Disclosure Certificate. Not later than five (5) business days

prior to said date, the City shall provide the Annual Report to the Dissemination Agent (if other than the City). The Annual Report may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information as provided in Section 4 of this Disclosure Certificate; provided that the audited financial statements of the City may be submitted separately from the balance of the Annual Report. The information to be updated may be reported in any format chosen by the City; it is not required that the format reflected in this Official Statement be used in future years.

B. If the City is unable to provide to the MSRB an Annual Report by the date required in subsection (a), the City shall, in a timely manner, file or cause to be filed with the MSRB a notice in substantially the form attached as Exhibit "A."

C. The Dissemination Agent shall:

1. determine each year prior to the date for providing the Annual Report the appropriate electronic format prescribed by the MSRB;

2. if the Dissemination Agent is other than the City, send written notice to the City at least 45 days prior to the date the Annual Report is due stating that the Annual Report is due as provided in Section 3(a) hereof; and

3. if the Dissemination Agent is other than the City, file a report with the City certifying that the Annual Report has been provided pursuant to this Disclosure Certificate, stating the date it was provided and listing all the entities to which it was provided.

SECTION 4. Content of Annual Reports. The City's Annual Report shall contain or incorporate by reference the following:

A. A copy of its annual financial statements prepared in accordance with generally accepted accounting principles audited by a firm of certified public accountants. If audited annual financial statements are not available by the time specified in Section 3(a) above, unaudited financial statements will be provided as part of the Annual Report and audited financial statements will be provided when and if available.

B. An update of the type of information identified in Exhibit "B" hereto, which is contained in the tables in the Official Statement with respect to the Bonds.

Any or all of the items listed above may be incorporated by reference from other documents, including official statements of debt issues of the City or related public entities, which are available to the public on the MSRB's Internet Web Site or filed with the SEC. The City shall clearly identify each such document incorporated by reference.

SECTION 5. Reporting of Material Events. The City shall file or cause to be filed with the MSRB, in a timely manner not in excess of ten business days after the occurrence of the event, notice of any of the events listed below with respect to the Bonds:

A. Principal and interest payment delinquencies;

- B. Non-payment related defaults, if material;
- C. Unscheduled draws on debt service reserves reflecting financial difficulties;
- D. Unscheduled draws on credit enhancements reflecting financial difficulties;
- E. Substitution of credit or liquidity providers or their failure to perform;
- F. Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;
- G. Modifications to rights of bondholders, if material;
- H. Bond calls, if material, and tender offers;
- I. Defeasances;
- J. Release, substitution or sale of property securing repayment of the Bonds, if material;
- K. Rating changes;
- L. Bankruptcy, insolvency, receivership or similar event of the obligated person; *
- M. The consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and
- N. Appointment of a successor or additional trustee or the change of name of a trustee, if material.

SECTION 6. Format; Identifying Information. All documents provided to the MSRB pursuant to this Disclosure Certificate shall be in the format prescribed by the MSRB and accompanied by identifying information as prescribed by the MSRB.

* For the purposes of the event identified in subparagraph (b)(5)(i)(C)(12) of the Rule, the event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for an obligated person in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the obligated person, or if such jurisdiction has been assumed by leaving the existing governing body and official or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the obligated person.

As of the date of this Disclosure Certificate, all documents submitted to the MSRB must be in portable document format (PDF) files configured to permit documents to be saved, viewed, printed and retransmitted by electronic means. In addition, such PDF files must be word-searchable, provided that diagrams, images and other non-textual elements are not required to be word-searchable.

SECTION 7. Termination of Reporting Obligation. The City's obligations under this Disclosure Certificate shall terminate upon the earliest of: (i) the date of legal defeasance, prior redemption or payment in full of all of the Bonds; (ii) the date that the City shall no longer constitute an "obligated person" within the meaning of the Rule; or (iii) the date on which those portions of the Rule which require this written undertaking are held to be invalid by a court of competent jurisdiction in a non-appealable action, have been repealed retroactively or otherwise do not apply to the Bonds.

SECTION 8. Dissemination Agent. The City may, from time to time, appoint or engage a Dissemination Agent to assist the City in carrying out its obligations under this Disclosure Certificate, and may discharge any such Dissemination Agent, with or without appointing a successor Dissemination Agent.

SECTION 9. Amendment; Waiver. Notwithstanding any other provision of this Disclosure Certificate, the City may amend this Disclosure Certificate and may waive any provision of this Disclosure Certificate, without the consent of the holders and beneficial owners of the Bonds, if such amendment or waiver does not, in and of itself, cause the undertakings herein (or action of any Participating Underwriter in reliance on the undertakings herein) to violate the Rule, but taking into account any subsequent change in or official interpretation of the Rule. The City will provide notice of such amendment or waiver to the MSRB.

SECTION 10. Additional Information. Nothing in this Disclosure Certificate shall be deemed to prevent the City from disseminating any other information, using the means of dissemination set forth in this Disclosure Certificate or any other means of communication, or including any other information in any Annual Report or notice of occurrence of a Material Event, in addition to that which is required by this Disclosure Certificate. If the City chooses to include any information in any Annual Report or notice of occurrence of a Material Event in addition to that which is specifically required by this Disclosure Certificate, the City shall have no obligation under this Disclosure Certificate to update such information or include it in any future Annual Report or notice of occurrence of a Material Event.

SECTION 11. Default. In the event of a failure of the City to comply with any provision of this Disclosure Certificate, any holder or beneficial owner of the Bonds may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the City to comply with its obligations under this Disclosure Certificate. A default under this Disclosure Certificate shall not be deemed an event of default under the Bond Ordinance, and the sole remedy under this Disclosure Certificate in the event of any failure of the City to comply with this Disclosure Certificate shall be an action to compel performance.

SECTION 12. Beneficiaries. This Disclosure Certificate shall inure solely to the benefit of the City, the Dissemination Agent, the Participating Underwriter and the holders and beneficial owners from time to time of the Bonds, and shall create no rights in any other person or entity.

DATE: [_____, 2017]

CITY OF WHEAT RIDGE, COLORADO

By: _____
Mayor

EXHIBIT "A"

NOTICE OF FAILURE TO FILE ANNUAL REPORT

Name of Issuer: City of Wheat Ridge, Colorado

Name of Bond Issue: Sales and Use Tax Revenue Bonds, Series 2017A, in the aggregate principal amount of \$[_____]

Date of Issuance: [_____, 2017]

NOTICE IS HEREBY GIVEN that the City has not provided an Annual Report with respect to the above-named Bonds as required by the Bond Ordinance, adopted on [_____, 2017], and the Continuing Disclosure Certificate executed on [_____, 2017], by the City. The City anticipates that the Annual Report will be filed by _____.

Dated: _____, _____

CITY OF WHEAT RIDGE, COLORADO

By: _____
Mayor

EXHIBIT “B”

INDEX OF OFFICIAL STATEMENT TABLES TO BE UPDATED

(See page -iv- of the Preliminary Official Statement)

APPENDIX E
FORM OF BOND COUNSEL OPINION

[_____, 2017]

APPENDIX F
SPECIMEN BOND INSURANCE POLICY

35123001v3
35344128v1

**CITY OF WHEAT RIDGE, COLORADO
SALES AND USE TAX REVENUE BONDS
SERIES 2017A**

BOND PURCHASE AGREEMENT

_____, 2017

City Council
City of Wheat Ridge, Colorado
7500 W. 29th Avenue
Wheat Ridge, Colorado 80033

Ladies and Gentlemen:

The City of Wheat Ridge, Colorado (the “City”) proposes to issue \$ _____ aggregate principal amount of its Sales and Use Tax Revenue Bonds, Series 2017A (the “Bonds”) pursuant to an ordinance adopted by the City Council of the City (the “Council”) on March __, 2017 (the “Bond Ordinance”). This Bond Purchase Agreement (the “Agreement”) states the terms and conditions upon which the City will sell to, and George K. Baum & Company (the “Underwriter”) will purchase, all of the Bonds from the City and supersedes any prior agreement between the City and the Underwriter with respect to the Bonds. If this Agreement is accepted by the City, the Underwriter intends to make a distribution of the Bonds by offering the Bonds for sale to investors and other securities dealers at such prices as the Underwriter in its sole discretion shall determine; provided however, that prior to the delivery of the Bonds, the Underwriter shall notify the City in writing of the initial offering price of the Bonds to the public (excluding bond houses, brokers, or similar persons acting in the capacity of underwriters or wholesalers) at which prices a substantial amount of each maturity of the Bonds were sold. Capitalized terms used in this Agreement and not otherwise defined herein shall have the same meanings given to such terms in the Bond Ordinance.

The City has previously caused to be prepared a Preliminary Official Statement concerning the Bonds dated _____, 2017 which is deemed final as of its date (the “Preliminary Official Statement”) for purposes of allowing the Underwriter to comply with Rule 15c2-12 of the Securities and Exchange Commission (the “Rule”), except for the information specifically permitted to be omitted by the Rule. The City authorizes and ratifies the distribution of the Preliminary Official Statement to any potential customers (as defined in the Rule) until the Final Official Statement (defined below) is available.

A Final Official Statement to be dated as of the date of its delivery to the Underwriter (the “Final Official Statement”) is hereby approved in substantially the form of the Preliminary

Official Statement with such changes as may be approved by the City Manager of the City, and the Mayor's execution thereof shall be conclusive evidence of such approval. The Final Official Statement, together with any and all supplements and amendments which may be approved by the City and the Underwriter, is referred to herein as the "Official Statement." The City authorizes and approves the use of the Official Statement in connection with the offering of the Bonds.

Within seven business days of the date of this Agreement, the City will make available to the Underwriter from the financial printer sufficient copies of the Final Official Statement for purposes of allowing the Underwriter to comply with the Rule. Additional copies of the Final Official Statement may be obtained from the financial printer at the expense of the Underwriter. The expense of preparing, printing and/or posting the Preliminary Official Statement, the Official Statement and any attorneys' fees will be an expense of the authorization, sale and delivery of the Bonds.

ARTICLE I

Terms of Bonds

The Bonds shall mature, bear interest and shall be subject to redemption as described in the Sale Certificate authorized by the Bond Ordinance (the "Sale Certificate"), and as shown in the pricing summary attached hereto as Exhibit A and incorporated herein by reference. The terms of the Bonds shall be as described more fully in the Bond Ordinance and in the Sale Certificate.

ARTICLE II

Sale, Purchase and Delivery of the Bonds

Section 2.1. Sale. Upon the terms and subject to the conditions stated in this Agreement, the City agrees to issue and sell to the Underwriter, and the Underwriter agrees to purchase from the City, at the Closing (as defined below), all but not less than all of the Bonds maturing, bearing interest, and subject to redemption as provided in the Bond Ordinance and the Sale Certificate at a purchase price of \$_____ (which is equal to the par amount of the Bonds of \$_____, [plus a net original issue premium of \$_____], less underwriter's compensation of \$_____).

Section 2.2. Closing. In this Agreement, the term "Closing" means the consummation of the issuance and sale of the Bonds by the City and the purchase of the Bonds by the Underwriter. The Closing is currently scheduled to occur at the offices of Butler Snow LLP, Denver, Colorado, at 9:00 a.m. on _____, 2017 (the "Closing Date"), and may occur at such different place or time as may be agreed to by the City and the Underwriter. At the Closing, the City will cause the Registrar to authenticate and deliver the Bonds in definitive form to The Depository Trust Company ("DTC") for the account of the Underwriter against receipt by the City of the full amount of the purchase price.

ARTICLE III

Conditions of Sale and Purchase

The obligations of the City to sell and of the Underwriter to purchase the Bonds shall be subject to the satisfaction of each of the following conditions:

Section 3.1. Legal Opinions. As of the Closing, the City shall receive (a) the approving opinion of Butler Snow LLP, Denver, Colorado as Bond Counsel, dated the day of Closing, as to the validity of the Bonds and the exclusion of interest thereon from gross income and alternative minimum taxable income, subject only to such qualifications and exceptions as, in the Underwriter's reasonable judgment, will not materially adversely affect the market value of the Bonds, and (b) the letter of Butler Snow LLP, Denver, Colorado, as Special Counsel, as to the Official Statement in a form satisfactory to the City. The Underwriter shall receive a letter from Butler Snow LLP authorizing it to rely on the legal conclusions expressed in the approving opinion of bond counsel.

Section 3.2. Bond Ordinance and Other Instruments. As of the Closing, the Bond Ordinance, the Sale Certificate, this Agreement, the Registrar and Paying Agent Agreement between the City and BOKF, NA dba Colorado State Bank and Trust, Denver, Colorado (the "Paying Agent Agreement"), the Continuing Disclosure Certificate by the City (the "Continuing Disclosure Certificate") and any other instruments and agreements contemplated thereby shall be in full force and effect and shall not have been materially modified or changed except as may have been agreed to in writing by the Underwriter.

Section 3.3. No Litigation. As of the Closing, there shall not have been entered or issued by any court, administrative agency, or other governmental body of any jurisdiction, and there shall not have been commenced or threatened in writing any proceeding in any court, administrative agency, or other governmental body of any jurisdiction which could reasonably be expected to lead to the entry or issuance of any judgment, order, decree, injunction, or other adjudication having the purpose or effect, actual or threatened, of challenging the 2016 Election, prohibiting the issuance, sale or delivery of the Bonds by the City, the distribution of the Bonds by the Underwriter, or the performance by the City of any of its obligations as provided in the Bonds, the Bond Ordinance, the Sale Certificate, the Paying Agent Agreement, the Continuing Disclosure Certificate or this Agreement.

Section 3.4. Certificates of the City. As of the Closing, the City shall deliver to the Underwriter a certificate signed by duly authorized officials of the City relating to due organization, absence of litigation and due authorization and delivery of the Bonds, the Bond Ordinance, the Sale Certificate, the Paying Agent Agreement, the Continuing Disclosure Certificate and this Agreement in a form reasonably satisfactory to the Underwriter. In addition, as of the Closing, the City shall deliver to the Underwriter, in form and substance reasonably satisfactory to the Underwriter, a certificate executed by one or more officers of the City, to the effect that the Official Statement, as then amended or supplemented, to the best of their knowledge, neither contains an untrue statement

of any material fact nor omits to state any material fact necessary to make the statements made in the Official Statement, in light of the circumstances in which they are made, not misleading.

Section 3.5 Other Documents. As of the Closing, the City and the Underwriter shall receive, in form and substance reasonably satisfactory to the City and the Underwriter, (a) the Official Statement executed on behalf of the City by the Mayor of the City, (b) an executed copy of the Bond Ordinance, (c) a copy of the executed Sale Certificate, (d) an executed copy of the Paying Agent Agreement, (e) an executed copy of the Continuing Disclosure Certificate, and (f) such additional certificates or other documents as the City or the Underwriter may reasonably require to provide evidence of the satisfaction of all the conditions stated in this Article or elsewhere in this Agreement upon the obligations of the City and the Underwriter.

ARTICLE IV

Expenses

Expenses will be incurred to make arrangements for the sale of the Bonds before their delivery and receipt of proceeds by the City. Unless the obligation of the Underwriter to purchase the Bonds is terminated pursuant to Article V, expenses incurred in connection with the authorization, sale and delivery of the Bonds will be borne by the City, including:

- Fees and expenses of Bond Counsel;
- Fees and expenses of Special Counsel relating to the Official Statement;
- Fees and expenses of the Municipal Advisor to the City;
- Printing and/or Posting of the Preliminary Official Statement and the Official Statement;
- Registrar and Paying Agent Fees;
- CUSIP and other registration fees;
- Rating Agency fees; and
- Bond Insurance fees.

The payment of these expenses will be included as an itemized cost of the issuance of the Bonds and will be paid out of the proceeds of the sale of the Bonds or other legally available funds of the City. All other out-of-pocket expenses will be borne by the Underwriter.

If the obligation of the Underwriter is terminated pursuant to Article V, such termination shall occur without either party incurring any liability to the other party.

Neither the City nor any elected or appointed officer or agent of the City shall be subjected to any pecuniary liability in connection with any agreement, covenant or undertaking by the Underwriter in connection with the issuance, sale and delivery of the Bonds or with respect to any action taken or omitted to be taken with respect to the issuance, sale, or delivery of the Bonds by such officer or agent in good faith.

ARTICLE V

Termination

Section 5.1. The Underwriter shall have the right to terminate its obligation to purchase the Bonds by giving notice to the City if any of the following conditions is not fulfilled:

(a) At the Closing, (i) the Bond Ordinance, the Sale Certificate, the Official Statement, the Paying Agent Agreement, the Continuing Disclosure Certificate and this Agreement shall be in full force and effect, and shall not have been materially amended, modified or supplemented since the date hereof except as may have been agreed to in writing by the Underwriter, and (ii) the City shall perform or have performed all of its obligations required to be performed prior to or simultaneously with the Closing, under or specified in the Bond Ordinance, the Sale Certificate and this Agreement.

(b) The Bonds shall have been duly authorized, executed and authenticated in accordance with the provisions of the Bond Ordinance and the Sale Certificate.

(c) At the Closing Date, the City shall have taken in connection with the issuance of the Bonds and with the transactions contemplated thereby and by this Agreement, all such action as, in the opinion of Bond Counsel, shall be necessary and appropriate to the rendering of Bond Counsel's unqualified opinion.

Section 5.2. The Underwriter shall have the right to terminate its obligation to purchase the Bonds at or before Closing, by giving notice to the City if between the date hereof and the Closing, the market price or marketability of the Bonds, at the initial offering prices set forth in the Bond Ordinance and the Sale Certificate, shall have been materially adversely affected in the reasonable judgment of the Underwriter (evidenced by a written notice to the City terminating the obligation of the Underwriter to accept delivery of and pay for the Bonds), by reason of any of the following:

(a) Legislation enacted by Congress, or a decision rendered by a court established under Article III of the Constitution of the United States or by the Tax Court of the United States, or an order, ruling, regulation or official statement (final, temporary or proposed) issued or made by or on behalf of the Treasury Department of the United States or the Internal Revenue Service, with the purpose or effect, directly or indirectly, of imposing federal income taxation upon such interest as would be received by the holders of the Bonds.

(b) Legislation enacted by Congress, or a decision rendered by a court established under Article III of the Constitution of the United States, or an order, ruling, regulation or official statement (final, temporary or proposed) issued or made by or on behalf of the Securities and Exchange Commission, or any other governmental agency having jurisdiction of the subject matter, to the effect that obligations of the general character of the Bonds are not exempt from registration or qualification under, or other requirements of, the Securities Act of 1933, the Securities Exchange Act

of 1934, or the Trust Indenture Act of 1939, all as amended, or that the issuance, offering or sale of the Bonds or obligations of the general character of the Bonds, including any or all underlying arrangements, as contemplated hereby or by the Official Statement, otherwise is or would be in violation of the federal securities laws as amended and then in effect.

(c) The occurrence or escalation of any national emergency or calamity having a material adverse effect on the effective operation of the government of or the financial community in the United States.

(d) The declaration of a general banking moratorium by federal, New York, or Colorado authorities, or the general suspension of trading on any national securities exchange.

(e) The imposition by the New York Stock Exchange or other national securities exchange, or any governmental authority, of any material restrictions not now in force with respect to the Bonds, or obligations of the general character of the Bonds, or securities generally, or the material increase of any such restrictions now in force, including without limitation those relating to the extension of credit by, or to the net capital requirements of, the Underwriter.

(f) Any event occurring, or information becoming known, which, in the reasonable judgment of the Underwriter, makes untrue in any material respect any statement or information contained in the Official Statement, or has the effect that the Official Statement contains any untrue statement of material fact or omits to state a material fact required to be stated therein or necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading, to the extent that the Official Statement cannot be supplemented or amended prior to the Closing.

ARTICLE VI

Acceptance of Agreement

The submission to the City of this Agreement, executed by the Underwriter, constitutes an offer of the Underwriter to purchase the Bonds upon the terms and conditions stated in this Agreement. The offer by the Underwriter must be accepted by the City no later than midnight, _____, 2017, by the execution of this Agreement by an authorized officer of the City. This Agreement may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute one and the same instrument.

Respectfully submitted,

GEORGE K. BAUM & COMPANY

By: _____
Title: _____

After due consideration, this Bond Purchase Agreement is hereby accepted by the City
this _____, 2017.

CITY OF WHEAT RIDGE, COLORADO

By: _____
[City Manager][City Treasurer]

Time of Acceptance: _____, a.m./p.m.

EXHIBIT A

(Attach Pricing Summary)

REGISTRAR AND PAYING AGENT AGREEMENT

THIS AGREEMENT, dated as of _____, 2017, is by and the **CITY OF WHEAT RIDGE, COLORADO** (the “City”), and **BOKF, N.A. dba COLORADO STATE BANK AND TRUST**, in Denver, Colorado (the “Bank”).

WITNESSETH:

WHEREAS, by an ordinance of the City Council of the City duly adopted on March __, 2017 (the “Bond Ordinance”), the City has authorized the issuance of its Sales and Use Tax Revenue Bonds, Series 2017A in the aggregate original principal amount of \$_____ (the “Bonds”); and

WHEREAS, it is mutually desirable to the City and the Bank that the Bank, through its Corporate Trust Department, located in Denver, Colorado, act as Registrar and Paying Agent (as defined in the Bond Ordinance) for the Bonds; and

WHEREAS, it is mutually desirable that this agreement (this “Agreement”) be entered into between the City and the Bank to provide for certain aspects of such Registrar and Paying Agent services.

NOW, THEREFORE, the City and the Bank, in consideration of the mutual covenants herein contained, agree as follows:

1. Unless otherwise provided, capitalized terms used but not defined herein shall have the meanings given thereto in the Bond Ordinance.

2. The Bank hereby accepts all duties and responsibilities of the Registrar and Paying Agent as provided in the Bond Ordinance, the Sale Certificate and this Agreement. The Bank shall cause the Bonds to be honored in accordance with their terms, provided that all funds necessary in order to so honor the Bonds be made or cause to be made available by the City to the Bank. Nothing in this Agreement shall require the Bank to pay or disburse any funds in excess of the amount then on deposit in the “Principal and Interest Payment Account” provided for in Section 3 of this Agreement. Nothing in this Agreement shall require the City to pay or disburse any funds for payment of the Bonds or interest thereon except at the times and in the manner provided herein, in the Bond Ordinance. In addition, the Bank hereby accepts the duties and responsibilities pertaining to the authentication, registration, transfer, exchange and replacement of Bonds and the duties and responsibilities pertaining to the calling of the Bonds for prior redemption, all as provided in the Bond Ordinance.

3. Not less than (a) one Business Day prior to each payment date, if funds are delivered by wire transfer, or (b) five Business Days prior to each payment date, if funds are delivered by another method of payment, funds for the payment of the Bonds and interest thereon are to be deposited with the Bank in an account designated “Principal and Interest Payment Account.” The funds so deposited shall be held uninvested and applied by the Bank through its Corporate Trust Department solely for the payment of principal of and interest on the Bonds. From such funds, the Bank agrees to pay at the times and in the manner provided in the Bond Ordinance and the Sale Certificate, the principal of and interest on the Bonds.

4. There is hereby created and established with the Bank an account to be designated “City of Wheat Ridge, Colorado, Sales and Use Tax Revenue Bonds, Series 2017A, Costs of Issuance Fund” (the “Costs of Issuance Fund”). Into such fund shall be deposited \$_____ of the proceeds of the Bonds which shall be used to pay costs of issuance and expenses incurred as a result of the issuance of the Bonds. The Bank is hereby directed to pay the costs of issuance to the parties and in the amounts listed in a requisition to be executed by the City upon presentation of an invoice from each party for the amount listed. Moneys held as part of the Costs of Issuance Fund shall remain uninvested. Any amounts remaining in the Costs of Issuance Fund 90 days after closing shall be transferred to the City subject written confirmation from the City to the Bank that all costs of issuance have been paid.

5. The City shall pay to the Bank fees in accordance with the Bank’s then existing fee schedule. Attached to this Agreement as Exhibit A is the Bank’s current fee schedule. No new fee schedule shall become effective until 30 days after the Bank has given the City notice thereof.

6. Unless waived by the Bank, the City agrees to provide the Bank with not less than 35 days’ notice of any prior redemption of the Bonds.

7. Unless agreed to by the Bank the City shall not amend the Bond Ordinance in such a manner as to effect the rights and duties of the Bank, as Registrar or Paying Agent hereunder or under the Bonds.

8. At least 30 but not more than 60 days prior to _____, 2022, _____, 2027, and on the date on which the last Bond is discharged, the Bank shall send written notice to the City stating that the City must: (i) compute the amount of rebatable arbitrage, if any, which is due to the federal government pursuant to Sections 103 and 148(f) of

the Internal Revenue Code of 1986, as amended, and (ii) pay such amount no later than sixty days from _____, 2022, _____, 2027, and the date on which the last Bond is discharged. The Bank shall have no further obligation or duty related to the City's arbitrage related obligations under Sections 103 and 148(f) of the Internal Revenue Code of 1986 other than giving notice to the City as provided herein.

9. Any moneys held by the Bank for the owners of the Bonds remaining unclaimed for two years after principal and/or interest of the respective Bonds with respect to which such money has been set aside has become due and payable shall without further request by the City be paid to the City.

10. The Bank is authorized to act on the order, directions or instructions of all such officials as the City by resolution or other proper action shall designate. The Bank shall be protected in acting upon any paper or document believed by it to be genuine and to have been signed by the proper official(s), and shall not be held to have notice of any change of authority of any official until receipt of written notice thereof from the City.

11. The Bank may consult with legal counsel, including but not limited to legal counsel for the City with respect to any matter in connection with this Agreement or the Bonds, if, while in the performance of its duties as Registrar, Paying Agent or Transfer Agent hereunder or under the Bonds, the Bank shall deem it necessary or desirable to do so. The Bank shall not be liable for any action taken or omitted by it in good faith in reliance upon the advice of such counsel.

12. No provision of this Agreement shall require the Bank to expend or risk its own funds or otherwise incur any financial liability for performance of any of its duties hereunder, or in the exercise of any of its rights or powers.

13. Any company or national banking association into which the Bank may be merged or converted or with which it may be consolidated or any company or national banking association resulting from any merger, conversion or consolidation to which it shall be a party or any company or national banking association to which the Bank may sell or transfer all or substantially all of its corporate trust business, provided such company shall be eligible, shall be the successor to such Bank without the execution or filing of any paper or further act, anything herein to the contrary notwithstanding.

14. This Agreement may be terminated as provided in Section 11.02 of the Bond Ordinance.

15. In the event of any conflict between the provisions of this Agreement and the provisions of the Bond Ordinance, the provisions of the Bond Ordinance shall be controlling.

16. This Agreement is governed by the laws of the State of Colorado.

17. All moneys received by the Bank hereunder shall be held by the Bank for the purposes for which they were received, but need not be segregated from other funds. All such funds held by the Bank shall be held uninvested in cash, without liability for interest.

IN WITNESS WHEREOF, the Bank and the City have caused this Agreement to be duly executed and delivered as of the day and year first above written.

CITY OF WHEAT RIDGE, COLORADO

By _____
Mayor

(SEAL)

Attest:

City Clerk

**BOKF, N.A. dba COLORADO STATE BANK
AND TRUST, as Registrar and Paying Agent**

By _____
Title:



Paying Agent and Registrar Fee Schedule to:
City of Wheat Ridge, Colorado,
Sales and Use Tax Revenue Bonds, Series 2017A

Acceptance Fee:.....\$500.00

This one-time fee is payable at closing and includes the fee of Counsel, review of the documents, participation in conference calls, establishing records and accounts, authentication and delivery of bonds, receipt of funds, and attendance at closing (if requested). COI payments are included in the acceptance fee.

Annual Administration Fee:.....\$500.00

Covers the duties of providing Paying Agent services including debt service payments and monitoring compliance covenants. Due annually in advance at closing.

Charges for performing extraordinary or other services not contemplated at the time of the execution of the transaction will be determined by appraisal in amounts commensurate with the service to be provided. Reasonable counsel fees, if ever retained as a result of a default or other extraordinary occurrence on behalf of the bondholders or BOK Financial, will be billed at cost.

Services not included in this Fee Schedule, but deemed necessary or desirable by the City of Wheat Ridge, may be subject to additional charges based on a mutually agreed upon fee schedule.

Our proposal is subject in all aspects to review and acceptance of the final financing documents which sets forth our duties and responsibilities.

CITY OF WHEAT RIDGE, COLORADO
CONTINUING DISCLOSURE CERTIFICATE

This Continuing Disclosure Certificate (the “Disclosure Certificate”) is executed and delivered by the City of Wheat Ridge, Colorado (the “City”) in connection with the issuance of its Sales and Use Tax Revenue Bonds, Series 2017A in the aggregate principal amount of \$_____, dated as of _____, 2017 (the “Bonds”). The Bonds are being issued pursuant to a Bond Ordinance adopted by the City Council of the City on March ___, 2017 (the “Ordinance”). The City covenants and agrees as follows:

SECTION 1. Purpose of the Disclosure Certificate. This Disclosure Certificate is being executed and delivered by the City for the benefit of the holders and beneficial owners of the Bonds and in order to assist the Participating Underwriter in complying with Rule 15c2-12(b)(5) of the Securities and Exchange Commission (the “SEC”).

SECTION 2. Definitions. In addition to the definitions set forth in the Ordinance or parenthetically defined herein, which apply to any capitalized terms used in this Disclosure Certificate unless otherwise defined in this Section, the following capitalized terms shall have the following meanings:

“Annual Report” shall mean any Annual Report provided by the City pursuant to, and as described in, Sections 3 and 4 of this Disclosure Certificate.

“Dissemination Agent” shall mean, initially, the City, or any successor Dissemination Agent designated in writing by the City and which has filed with the City a written acceptance of such designation.

“Material Events” shall mean any of the events listed in Section 5 of this Disclosure Certificate.

“MSRB” shall mean the Municipal Securities Rulemaking Board. As of the date hereof, the MSRB’s required method of filing is electronically via its Electronic Municipal Market Access (EMMA) system available on the Internet at <http://emma.msrb.org>.

“Participating Underwriter” shall mean the original underwriter of the Bonds required to comply with the Rule in connection with an offering of the Bonds.

“Rule” shall mean Rule 15c2-12(b)(5) adopted by the SEC under the Securities Exchange Act of 1934, as the same may be amended from time to time.

SECTION 3. Provision of Annual Reports.

a. The City shall, or shall cause the Dissemination Agent to, not later than nine (9) months following the end of the City’s fiscal year of each year, commencing nine (9) months following the end of the City’s fiscal year ending December 31, 2017, provide to the MSRB (in an

electronic format as prescribed by the MSRB), an Annual Report which is consistent with the requirements of Section 4 of this Disclosure Certificate. Not later than five (5) business days prior to said date, the City shall provide the Annual Report to the Dissemination Agent (if other than the City). The Annual Report may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information as provided in Section 4 of this Disclosure Certificate; provided that the audited financial statements of the City may be submitted separately from the balance of the Annual Report. The information to be updated may be reported in any format chosen by the City; it is not required that the format reflected in this Official Statement be used in future years.

b. If the City is unable to provide to the MSRB an Annual Report by the date required in subsection (a), the City shall, in a timely manner, file or cause to be filed with the MSRB a notice in substantially the form attached as Exhibit "A."

c. The Dissemination Agent shall:

(1) determine each year prior to the date for providing the Annual Report the appropriate electronic format prescribed by the MSRB;

(2) if the Dissemination Agent is other than the City, send written notice to the City at least 45 days prior to the date the Annual Report is due stating that the Annual Report is due as provided in Section 3(a) hereof; and

(3) if the Dissemination Agent is other than the City, file a report with the City certifying that the Annual Report has been provided pursuant to this Disclosure Certificate, stating the date it was provided and listing all the entities to which it was provided.

SECTION 4. Content of Annual Reports. The City's Annual Report shall contain or incorporate by reference the following:

a. A copy of its annual financial statements prepared in accordance with generally accepted accounting principles audited by a firm of certified public accountants. If audited annual financial statements are not available by the time specified in Section 3(a) above, unaudited financial statements will be provided as part of the Annual Report and audited financial statements will be provided when and if available.

b. An update of the type of information identified in Exhibit "B" hereto, which is contained in the tables in the Official Statement with respect to the Bonds.

Any or all of the items listed above may be incorporated by reference from other documents, including official statements of debt issues of the City or related public entities, which are available to the public on the MSRB's Internet Web Site or filed with the SEC. The City shall clearly identify each such document incorporated by reference.

SECTION 5. Reporting of Material Events. The City shall file or cause to be filed with the MSRB, in a timely manner not in excess of ten business days after the occurrence of the event, notice of any of the events listed below with respect to the Bonds:

- a. Principal and interest payment delinquencies;
- b. Non-payment related defaults, if material;
- c. Unscheduled draws on debt service reserves reflecting financial difficulties;
- d. Unscheduled draws on credit enhancements reflecting financial difficulties;
- e. Substitution of credit or liquidity providers or their failure to perform;
- f. Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;
- g. Modifications to rights of bondholders, if material;
- h. Bond calls, if material, and tender offers;
- i. Defeasances;
- j. Release, substitution or sale of property securing repayment of the Bonds, if material;
- k. Rating changes;
- l. Bankruptcy, insolvency, receivership or similar event of the obligated person;¹
- m. The consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and

¹ For the purposes of the event identified in subparagraph (b)(5)(i)(C)(12) of the Rule, the event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for an obligated person in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the obligated person, or if such jurisdiction has been assumed by leaving the existing governing body and official or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the obligated person.

n. Appointment of a successor or additional trustee or the change of name of a trustee, if material.

SECTION 6. Format; Identifying Information. All documents provided to the MSRB pursuant to this Disclosure Certificate shall be in the format prescribed by the MSRB and accompanied by identifying information as prescribed by the MSRB.

As of the date of this Disclosure Certificate, all documents submitted to the MSRB must be in portable document format (PDF) files configured to permit documents to be saved, viewed, printed and retransmitted by electronic means. In addition, such PDF files must be word-searchable, provided that diagrams, images and other non-textual elements are not required to be word-searchable.

SECTION 7. Termination of Reporting Obligation. The City's obligations under this Disclosure Certificate shall terminate upon the earliest of: (i) the date of legal defeasance, prior redemption or payment in full of all of the Bonds; (ii) the date that the City shall no longer constitute an "obligated person" within the meaning of the Rule; or (iii) the date on which those portions of the Rule which require this written undertaking are held to be invalid by a court of competent jurisdiction in a non-appealable action, have been repealed retroactively or otherwise do not apply to the Bonds.

SECTION 8. Dissemination Agent. The City may, from time to time, appoint or engage a Dissemination Agent to assist the City in carrying out its obligations under this Disclosure Certificate, and may discharge any such Dissemination Agent, with or without appointing a successor Dissemination Agent.

SECTION 9. Amendment; Waiver. Notwithstanding any other provision of this Disclosure Certificate, the City may amend this Disclosure Certificate and may waive any provision of this Disclosure Certificate, without the consent of the holders and beneficial owners of the Bonds, if such amendment or waiver does not, in and of itself, cause the undertakings herein (or action of any Participating Underwriter in reliance on the undertakings herein) to violate the Rule, but taking into account any subsequent change in or official interpretation of the Rule. The City will provide notice of such amendment or waiver to the MSRB.

SECTION 10. Additional Information. Nothing in this Disclosure Certificate shall be deemed to prevent the City from disseminating any other information, using the means of dissemination set forth in this Disclosure Certificate or any other means of communication, or including any other information in any Annual Report or notice of occurrence of a Material Event, in addition to that which is required by this Disclosure Certificate. If the City chooses to include any information in any Annual Report or notice of occurrence of a Material Event in addition to that which is specifically required by this Disclosure Certificate, the City shall have no obligation under this Disclosure Certificate to update such information or include it in any future Annual Report or notice of occurrence of a Material Event.

SECTION 11. Default. In the event of a failure of the City to comply with any provision of this Disclosure Certificate, any holder or beneficial owner of the Bonds may take such actions as may be necessary and appropriate, including seeking mandate by court order, to cause the City to comply with its obligations under this Disclosure Certificate. A default under this Disclosure Certificate shall not be deemed an event of default under the Ordinance, and the sole remedy under this Disclosure Certificate in the event of any failure of the City to comply with this Disclosure Certificate shall be an action to compel performance.

SECTION 12. Beneficiaries. This Disclosure Certificate shall inure solely to the benefit of the City, the Dissemination Agent, the Participating Underwriter and the holders and beneficial owners from time to time of the Bonds, and shall create no rights in any other person or entity.

DATE: _____, 2017

CITY OF WHEAT RIDGE, COLORADO

By _____
Mayor

EXHIBIT "A"

NOTICE OF FAILURE TO FILE ANNUAL REPORT

Name of Issuer: City of Wheat Ridge, Colorado

Name of Bond Issue: Sales and Use Tax Revenue Bonds, Series 2017A, dated as of _____, 2017, in the aggregate principal amount of \$_____.

Date of Issuance: _____, 2017.

NOTICE IS HEREBY GIVEN that the City has not provided an Annual Report with respect to the above-named Bonds as required by Section 2.03 of the Ordinance, adopted on _____, 2017, and the Continuing Disclosure Certificate executed on _____, 2017, by the City. The City anticipates that the Annual Report will be filed by _____.

Dated: _____, _____

CITY OF WHEAT RIDGE, COLORADO

By: _____
Mayor

EXHIBIT “B”

INDEX OF OFFICIAL STATEMENT TABLES TO BE UPDATED

Historical Pro-Forma Debt Service Coverage

History of Sales and Use Tax Collections

Ten Largest Sales and Use Tax Generators in 2016

Statement of Revenues, Expenditures and Changes in Fund Balances (General Fund)


Budget to Actual Comparison (General Fund)

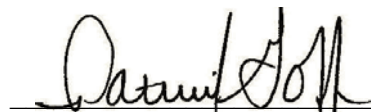
REQUEST FOR CITY COUNCIL ACTION**TITLE: MOTION TO APPROVE APPOINTMENTS TO BOARDS AND COMMISSIONS**

☐ PUBLIC HEARING
☒ BIDS/MOTIONS
☐ RESOLUTIONS

☐ ORDINANCES FOR 1ST READING
☐ ORDINANCES FOR 2ND READING

QUASI-JUDICIAL:

☐ YES☒ NO

City Clerk

City Manager**ISSUE:**

Board and Commission vacancies were advertised in the Wheat Ridge Transcript, Channel 8, City Website and through other printed and electronic media types. Current members were contacted by mail and asked if they wanted to serve another term. Applications were received and compiled by the Clerk's Office with notification to Council on the status.

FINANCIAL IMPACT:

None

BACKGROUND:

March of the current year is the annual renewal period for Board and Commission appointments.

RECOMMENDATIONS:

See Attachments for detailed list of district appointments and applicants.

RECOMMENDED MOTION:

"I move to appoint _____ to the _____
Board/Commission: term to expire _____ see attachment 1.

REPORT PREPARED BY:

Robin L. Eaton, Deputy City Clerk
Patrick Goff, City Manager

ATTACHMENTS:

1. Detailed appointments by position and District
2. Applicant List
3. Candidate Applications



2017 BOARD AND COMMISSION APPOINTMENTS BY DISTRICT

DISTRICT I

I move to appoint:

_____ to the Cultural Commission, term ending 3/2/20

_____ to the Building Code Advisory Board, term ending 3/2/20

DISTRICT II

I move to appoint:

_____ to the Board of Adjustment, term ending 3/2/20

_____ to the Cultural Commission, term ending 3/2/20

_____ to the Parks & Recreation Commission, term ending 3/2/20

_____ to the Planning Commission, term ending 3/2/20

DISTRICT III

I move to appoint:

_____ to the Cultural Commission, term ending 3/2/20

_____ to the Board of Adjustment, term ending 3/2/20

_____ to the Parks & Recreation Commission, term ending 3/2/20

DISTRICT IV

I move to appoint:

- _____ to the Cultural Commission, term ending 3/2/20
- _____ to the Planning Commission, term ending 3/2/20
- _____ to the to the Parks & Recreation Commission, term ending 3/2/20
- _____ to the to the Parks & Recreation Commission, term ending 3/2/20
- _____ to the Board of Adjustment, term ending 3/2/20

MAYORAL

- _____ to the Housing Authority, term ending 3/2/22

AT-LARGE

I move to appoint:

- _____ to (as) the Board of Adjustment, term ending 3/2/20
- _____ to (as) the Board of Adjustment, term ending 3/2/20
- _____ to the Building Code Advisory Board, term ending 3/2/20

2017 Board Commissions Appointments

RENEWALS								
Term Ending	BOARD	DISTRICT	Current Member	Address	Zip	ltr mailed	Reapplied?	OTHER APPLICANTS
03/02/2017	Board of Adjustment	II	Lily Griego	4465 Ingalls St.	80033	12/30/2016	YES 1-27	
03/02/2017	Board of Adjustment	III	Thomas L. Abbott	10780 W. 35th Ave.	80033	12/30/2016	YES 1-27	
03/02/2017	Board of Adjustment	IV	Paul M. Hovland	4090 Everett St.	80033	12/30/2016	YES-1/9	
03/02/2017	Board of Adjustment	AL	Larry Richmond	4455 Carr St	80033	12/30/2016	YES 1/17	
03/02/2017	Board of Adjustment	AL	Michael Griffeth	8833 W 32nd Pl	80033	12/30/2016	YES 1/10	
03/02/2017	Building Code Advisory Board	I	Karen Berry	6275 W. 35th Ave	80033	12/30/2016	Yes 2/2	Cynthia Sanchez & Deana Swetlik
03/02/2017	Building Code Advisory Board	AL	Nathan Hoppe	7000 W. 35th Ave.	80033	12/30/2016	YES 1/27	
03/02/2017	Cultural Commission	I	Diane Robb	7003 W. 35th Ave.	80033	12/30/2016	YES 1/20	Linda Barros, Jessica Schwartz, Tim Brauhn & Cynthia Sanchez
03/02/2017	Cultural Commission	II	Milly Nadler	4710 Reed St.	80033	12/30/2016	YES 1/30	Spencer Ellis, Mary Stobie
03/02/2017	Cultural Commission	III	Jerith Gronski	10545 W 36th Place	80033	12/30/2016	YES 1/20	Nathan Huyler & Alicia Bennett
03/02/2017	Cultural Commission	IV	Suzanne Teale	4079 Field Drive	80033	12/30/2016	Declined 1/13	Carol Mathews & Jessica Schwartz
03/02/2017	Parks & Recreation Commission	II	Patricia Ennis	7030 W. 42nd Ave.	80033	12/30/2016	YES 1/17	Chad Schneckenburger
03/02/2017	Parks & Recreation Commission	III	Kathy Koniz	10100 W. 33rd Ave.	80033	12/30/2016	YES-1/9	Joyce H. Camp & Nathan Huyler
03/02/2017	Parks & Recreation Commission	IV	Christine Taraskiewicz	4567 Everett Ct.	80033	12/30/2016	YES 1/13	Michael Gay
03/02/2017	Parks & Recreation Commission	IV	Liz Veeder	4181 Everett Dr.	80033	12/30/2016	YES 1/12	
03/02/2017	Planning Commission	II	Steve Timms	3850 Eaton St.	80212	12/30/2016	Declined 1/27	Vivian Vos, Chad Harr, Deanna Swetlik & Cynthia Sanchez; (please note, both DS & CS live in District I)
03/02/2017	Planning Commission	IV	Donna Kimsey	3920 Holland Street	80033	12/30/2016	YES-1/9	Andrew Rasmussen
MAYORAL								
03/02/2017	Housing Authority	III	Thomas L. Abbott	10780 W. 35th Ave.	80033	12/30/2016	YES 1-27	
VACANCIES								
Term Ending	BOARD	DISTRICT						

ew Term Endir	BOARD	DISTRICT
DISTRICT I		
03/02/2017	Building Code Advisory	I
03/02/2017	Cultural Commission	I
DISTRICT II		
03/02/2017	Adjustment	II
03/02/2017	Cultural Commission	II

RECEIVED
2017 JAN 23 P 11:44
CITY OF WHEAT RIDGE
**Board & Commission Application
City of Wheat Ridge**



PLEASE APPLY ONLY FOR ONE BOARD OR COMMISSION

APPLICATION FOR APPOINTMENT TO THE:

Cultural Commission
(BOARD/COMMISSION/COMMITTEE)

DATE: 1/23/17 DISTRICT Division 1

HOW LONG HAVE YOU BEEN A RESIDENT OF WHEAT RIDGE? 1 1/2 yrs.

ARE YOU A REGISTERED VOTER? yes

WHY ARE YOU SEEKING THIS APPOINTMENT? want to get involved

DO YOU HAVE EXPERIENCE IN THIS AREA? I have been involved in various organizations for many years.

HAVE YOU EVER SERVED, OR ARE YOU CURRENTLY ON A BOARD/COMMISSION/COMMITTEE AND IF SO, WHICH ONE? HOW LONG? NO

ARE YOU EMPLOYED BY THE CITY OF WHEAT RIDGE? NO

ARE THERE ANY CONFLICTS WHICH WOULD INTERFERE WITH REGULAR ATTENDANCE OR DUTIES? NO

SIGNATURE Linda Barros

PLEASE PRINT OR TYPE NAME: Linda Barros

ADDRESS: 5691 W. 35th Ave #2E ZIP: 80212

HOME PHONE: 720-249-6616

BUSINESS PHONE: —

E-MAIL ADDRESS: lindabarros1945@gmail.com

APPLICATION WILL BE KEPT ON FILE FOR ONE YEAR

RECEIVED
2017 JAN 21 AM 4:31
City of Wheat Ridge
Board & Commission
Application for Reappointment



Please circle one of the following:

Yes, I would like to reapply for another three-year term (Go to Section A)

No, I do not wish to serve another term (Go to Section B)

A. APPLICATION FOR REAPPOINTMENT TO THE:

Cultural Commission

(BOARD/COMMISSION/COMMITTEE)

DATE: 1-17-17

DISTRICT One

ARE THERE ANY CONFLICTS WHICH WOULD INTERFERE WITH REGULAR ATTENDANCE OR DUTIES? no

B. INFORMATION - PLEASE COMPLETE TO UPDATE RECORDS

NAME: Diane Robb

ADDRESS: 7003 West 35th Ave

HOME PHONE: 303-~~875~~-594-3166

BUSINESS PHONE: 303-431-~~4226~~ 4758

E-MAIL ADDRESS: 2d@Kevinrobb.com

SIGNATURE

Diane M Robb

APPLICATION WILL BE KEPT ON FILE FOR ONE YEAR



City of Wheat Ridge Municipal Building 7500 W. 29th Ave. Wheat Ridge, CO 80033-8001 P: 303.235.2823 F: 303.234.5924

December 31, 2016

Diane Robb
7003 W. 35th Ave
Wheat Ridge, CO 80033

Hello Nathan,

Happy New Year! It is that time of year where we reappoint/appoint members serving on the City's various Boards and Commissions.


In 1997, the Council passed a Resolution that outlined the process to be followed for reappointment when Board and Commission members complete their term. When their term expires, each Board and Commission member must complete an application form and formally reapply for the same Board or Commission or for any other Board or Commission.

According to our records, your term on the Cultural Commission will expire on March 2, 2017. Please let us know if you are interested in reapplying for another three-year term. If you are interested, an application is enclosed for your convenience. We ask that you complete this letter below and return it along with the application for reappointment no later than **January 31, 2017**. A stamped, return address envelope has been included for your convenience.

The City Council plans to meet with commission candidates on a date to be determined in February, with appointments made shortly thereafter.

Thank you for your dedication to serve on the Cultural Commission. Wheat Ridge is very fortunate to have citizens like you who volunteer their time and expertise to serve the City.

Sincerely,


Robin L. Eaton
Deputy City Clerk

Please circle one of the following:

Yes, I would like to reapply for another three-year term (application attached)

No, I do not wish to serve another term.

Robin Eaton

From: Jessica Schwartz <jstarr64@gmail.com>
Sent: Wednesday, February 1, 2017 8:39 PM
To: Robin Eaton
Subject: Cultural Commission Application

RECEIVED
2017 FEB -2 A 8:20
CITY OF WHEAT RIDGE

Hello Robin,

My name is Jessica Schwartz and I would like to submit an application to serve on the Cultural Commission. I attempted to submit the electronic application this evening but am unsure if it was submitted correctly. I certainly apologize if you've received several electronic applications in your inbox.

Please see my responses below:

APPLICATION FOR APPOINTMENT TO THE: Cultural Commission

DATE: 02-01-2017

DISTRICT: 1

HOW LONG HAVE YOU BEEN A RESIDENT OF WHEAT RIDGE? 2.5 years

ARE YOU A REGISTERED VOTER? Yes

WHY ARE YOU SEEKING THIS APPOINTMENT? Since completing Denver Metro Chamber Leadership Foundation's Impact Denver program in June 2015 I have been compelled to serve the community where I live. I volunteer for Localworks, but am seeking a more meaningful way to contribute. I am very excited about this role and feel I have great capacity to fulfill its needs.

DO YOU HAVE EXPERIENCE IN THIS AREA? I have worked at a Tier 1 SCFD organization and currently work at a Tier II SCFD organization, who is also active in the Scientific and Cultural Collaborative. Public engagement, education and inclusivity are part of our organizational fabric and I have participated in several related trainings and events. I also have experience with fundraising; in-kind, individual giving and corporate sponsorships, everything from database management to cultivation to making the ask. Additionally, early in my career I worked at a speakers bureau; representing talent such as Dr. Maya Angelou, members of the King family, Henry Rollins, Spike Lee, Nancy Cartwright and others, and selling culturally based programming at colleges and corporate events. And did I mention that I am an invested patron of the arts, and my lifestyle is centered around live music, theater, museums, galleries, zoos, and more?!

HAVE YOU EVER SERVED, OR ARE YOU CURRENTLY ON A BOARD/COMMISSION/COMMITTEE AND IF SO, WHICH ONE? HOW LONG? I served on the Goodwill Industries of Denver young professionals board, Nextgen, from 2013-2016, and was involved in both the Volunteer and Communications committees during that time.

ARE THERE ANY CONFLICTS WHICH WOULD INTERFERE WITH REGULAR ATTENDANCE OR DUTIES? Not that I foresee.

Thank you so much for your assistance with this request, Robin.

Have a great day!

Jessica

Jessica Schwartz
(303) 880-0382
jstarr64@gmail.com

RECEIVED
2017 FEB -2 P 1:06
CITY:

**Board & Commission Application
City of Wheat Ridge**



PLEASE APPLY ONLY FOR ONE BOARD OR COMMISSION

APPLICATION FOR APPOINTMENT TO THE:

Cultural Commission
(BOARD/COMMISSION/COMMITTEE)

DATE: 2-1-2017 DISTRICT 1

HOW LONG HAVE YOU BEEN A RESIDENT OF WHEAT RIDGE: 12 yrs

ARE YOU A REGISTERED VOTER? yes

WHY ARE YOU SEEKING THIS APPOINTMENT? Seeking to volunteer to give back.

DO YOU HAVE EXPERIENCE IN THIS AREA? I have fundraising experience.

HAVE YOU EVER SERVED, OR ARE YOU CURRENTLY ON A BOARD/COMMISSION/COMMITTEE AND IF SO, WHICH ONE? HOW LONG? no

ARE YOU EMPLOYED BY THE CITY OF WHEAT RIDGE? no

ARE THERE ANY CONFLICTS WHICH WOULD INTERFERE WITH REGULAR ATTENDANCE OR DUTIES? no

SIGNATURE

PLEASE PRINT OR TYPE NAME: Cynthia H-Sanchez

ADDRESS: 2915 Upham St ZIP: 80033

HOME PHONE: _____

BUSINESS PHONE: 303-946-8303

E-MAIL ADDRESS: cynthiahernandez@gmail.com

APPLICATION WILL BE KEPT ON FILE FOR ONE YEAR



Board & Commission Application

2017 FEB -2 P 2:14

CITY OF WHEAT RIDGE

PLEASE APPLY ONLY FOR ONE BOARD OR COMMISSION PER APPLICATION

APPLICATION FOR APPOINTMENT TO THE:

Cultural Commission

(BOARD/COMMISSION/COMMITTEE)

DATE: 2-1-17 DISTRICT: 1

HOW LONG HAVE YOU BEEN A RESIDENT OF WHEAT RIDGE: 2y 11m

ARE YOU A REGISTERED VOTER? Y

WHY ARE YOU SEEKING THIS APPOINTMENT? I'm a relentless advocate of civic engagement on all levels and felt like it was time to follow my own medicine and get more closely tied to my community.

DO YOU HAVE EXPERIENCE IN THIS AREA? I was a theatre kid and I have an almost scary attraction to museums of all sorts. I'm acutely interested in how cultural experiences help inspire creativity, reflection, and curiosity. I'm big on any of the arts.

HAVE YOU EVER SERVED, OR ARE YOU CURRENTLY ON A BOARD/COMMISSION/COMMITTEE AND IF SO, WHICH ONE? HOW LONG? No.

ARE THERE ANY CONFLICTS WHICH WOULD INTERFERE WITH REGULAR ATTENDANCE OR DUTIES? No.

SIGNATURE Tim Brauhn

Digitally signed by Tim Brauhn
DN: cn=Tim Brauhn, o=City of Wheat Ridge, email=tim.brauhn@gmail.com, c=US
Date: 2017.02.02 13:46:50 -0700

PLEASE PRINT OR TYPE NAME: Tim Brauhn

ADDRESS: 2829 Pierce St. ZIP: 80214

HOME PHONE: 815-440-2891

BUSINESS PHONE: _____

E-MAIL ADDRESS: tim.brauhn@gmail.com

APPLICATION WILL BE KEPT ON FILE FOR ONE YEAR

RECEIVED

2017 FEB -1 P 2:44

CITY OF WHEAT RIDGE

**Board & Commission Application
City of Wheat Ridge**



PLEASE APPLY ONLY FOR ONE BOARD OR COMMISSION

APPLICATION FOR APPOINTMENT TO THE:

Building Code Advisory
(BOARD/COMMISSION/COMMITTEE)

DATE: 2.1.2017 DISTRICT 1

HOW LONG HAVE YOU BEEN A RESIDENT OF WHEAT RIDGE? 11 yrs

ARE YOU A REGISTERED VOTER? yes

WHY ARE YOU SEEKING THIS APPOINTMENT? To help or assist
my city.

DO YOU HAVE EXPERIENCE IN THIS AREA? I'm a designer by
trade

HAVE YOU EVER SERVED, OR ARE YOU CURRENTLY ON A
BOARD/COMMISSION/COMMITTEE AND IF SO, WHICH ONE? HOW LONG? no

ARE YOU EMPLOYED BY THE CITY OF WHEAT RIDGE? no

ARE THERE ANY CONFLICTS WHICH WOULD INTERFERE WITH REGULAR
ATTENDANCE OR DUTIES? no

SIGNATURE

PLEASE PRINT OR TYPE NAME: Cynthia A. Sanchez

ADDRESS: 2915 Lyham St ZIP: 80033

HOME PHONE: same.

BUSINESS PHONE: 303-946-8303

E-MAIL ADDRESS: Cynthiahernandez303@gmail.com

APPLICATION WILL BE KEPT ON FILE FOR ONE YEAR

RECEIVED



2017 FEB - **Board and Commission Application**

CITY OF WHEAT RIDGE

APPLICATION FOR APPOINTMENT TO THE:

Building Code Advisory Board

(Board/Commission/Committee)

DATE: 2/1/17

DISTRICT: 1

HOW LONG HAVE YOU BEEN A RESIDENT OF WHEAT RIDGE? 2.5 yrs

ARE YOU A REGISTERED VOTER? y

WHY ARE YOU SEEKING THIS APPOINTMENT?

To provide my expertise on the BCAB on how building codes can support or deter from neighborhood character as well as building/development feasibility.

DO YOU HAVE EXPERIENCE IN THIS AREA?

I have more than 20 yrs of experience in revitalization and economic vitality of cities and working on development projects. I also bring a background in architecture, planning and real estate finance.

HAVE YOU EVER SERVED, OR ARE YOU CURRENTLY ON A BOARD/COMMISSION/COMMITTEE AND IF SO, WHICH ONE? HOW LONG?

Not within Wheat Ridge. I have been actively involved with the Urban Land Institute, other professional organizations and participated on boards in other contexts.

ARE THERE ANY CONFLICTS WHICH WOULD INTERFERE WITH REGULAR ATTENDANCE OR DUTIES?

none known at this time.

PRINT NAME

Deana Swetlik

ADDRESS

3715 Newland St.

HOME PHONE 720.301.4274

BUSINESS PHONE

E-MAIL ADDRESS swetlikde@msn.com



Checking here completes your application, constitutes your signature and affirmation that the statements made are true.

APPLICATION WILL BE KEPT ON FILE FOR ONE YEAR
City Clerk's Office, 7500 W. 29th Ave., Wheat Ridge CO 80033

Submit

RECEIVED
2017 JAN 27 P 8:16
CITY OF WHEAT RIDGE

City of Wheat Ridge
Board & Commission
Application for Reappointment



Please circle one of the following:

Yes, I would like to reapply for another three-year term (Go to Section A)

No, I do not wish to serve another term (Go to Section B)

A. APPLICATION FOR REAPPOINTMENT TO THE:

Building Code Advisory Board
(BOARD/COMMISSION/COMMITTEE)

DATE: 1/23/17 DISTRICT 1

ARE THERE ANY CONFLICTS WHICH WOULD INTERFERE WITH REGULAR ATTENDANCE OR DUTIES? No

B. INFORMATION – PLEASE COMPLETE TO UPDATE RECORDS

NAME: Nathan Hoppa

ADDRESS: 7000 W. 35th Ave.

HOME PHONE: 303-501-2497

BUSINESS PHONE: 720-219-5314

E-MAIL ADDRESS: nathan@compass construction.net

SIGNATURE Nathan Hoppa

APPLICATION WILL BE KEPT ON FILE FOR ONE YEAR



City of Wheat Ridge Municipal Building 7500 W. 29th Ave. Wheat Ridge, CO 80033-8001 P: 303.235.2823 F: 303.234.5924

December 31, 2016

Nathan Hoppe
7000W 35th Ave
Wheat Ridge, CO 80033

Hello Nathan,

Happy New Year! It is that time of year where we reappoint/appoint members serving on the City's various Boards and Commissions.

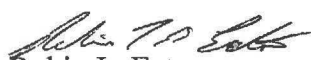
In 1997, the Council passed a Resolution that outlined the process to be followed for reappointment when Board and Commission members complete their term. When their term expires, each Board and Commission member must complete an application form and formally reapply for the same Board or Commission or for any other Board or Commission.

According to our records, your term on the Building Code Advisory Board will expire on March 2, 2017. Please let us know if you are interested in reapplying for another three-year term. If you are interested, an application is enclosed for your convenience. We ask that you complete this letter below and return it along with the application for reappointment no later than **January 31, 2017**. A stamped, return address envelope has been included for your convenience.

The City Council plans to meet with commission candidates on a date to be determined in February, with appointments made shortly thereafter.

Thank you for your dedication to serve on the Building Code Advisory Board. Wheat Ridge is very fortunate to have citizens like you who volunteer their time and expertise to serve the City.

Sincerely,


Robin L. Eaton
Deputy City Clerk

Please circle one of the following:

Yes, I would like to reapply for another three-year term (application attached)

No, I do not wish to serve another term.

RECEIVED

Board & Commission Application City of Wheat Ridge



2017 FEB -2 P 1:06
CITY OF WHEAT RIDGE

PLEASE APPLY ONLY FOR ONE BOARD OR COMMISSION

APPLICATION FOR APPOINTMENT TO THE:

Planning Commission

(BOARD/COMMISSION/COMMITTEE)

DATE: 2-1-2017 DISTRICT: 1

HOW LONG HAVE YOU BEEN A RESIDENT OF WHEAT RIDGE: 11

ARE YOU A REGISTERED VOTER? yes

WHY ARE YOU SEEKING THIS APPOINTMENT? Seeking to
volunteer to give back.

DO YOU HAVE EXPERIENCE IN THIS AREA? Being a designer
I am frequently researching codes, building

HAVE YOU EVER SERVED, OR ARE YOU CURRENTLY ON A
BOARD/COMMISSION/COMMITTEE AND IF SO, WHICH ONE? HOW LONG? no

ARE YOU EMPLOYED BY THE CITY OF WHEAT RIDGE? no

ARE THERE ANY CONFLICTS WHICH WOULD INTERFERE WITH REGULAR
ATTENDANCE OR DUTIES? no

SIGNATURE

Cynthia H-Sanchez

PLEASE PRINT OR TYPE NAME: Cynthia H-Sanchez

ADDRESS: 2915 Upham St ZIP: 80033

HOME PHONE: 3) 946-8303

BUSINESS PHONE: _____

E-MAIL ADDRESS: cynthia.hernandez303@gmail.com

APPLICATION WILL BE KEPT ON FILE FOR ONE YEAR



RECEIVED

2017 FEB 14 4 05

CITY OF WHEAT RIDGE

Board and Commission Application

APPLICATION FOR APPOINTMENT TO THE:

Planning Commission

(Board/Commission/Committee)

DATE: 2/1/17

DISTRICT: 1

HOW LONG HAVE YOU BEEN A RESIDENT OF WHEAT RIDGE? 2.5 yrs

ARE YOU A REGISTERED VOTER? y

WHY ARE YOU SEEKING THIS APPOINTMENT?

To provide my expertise on the PC as the City is at a critical stage-coming up on 50 yrs., and planning for the future.

DO YOU HAVE EXPERIENCE IN THIS AREA?

I have more than 20 yrs of experience in revitalization and economic vitality of cities and working on development projects. I also bring a background in architecture, planning and real estate finance.

HAVE YOU EVER SERVED, OR ARE YOU CURRENTLY ON A BOARD/COMMISSION/COMMITTEE AND IF SO, WHICH ONE? HOW LONG?

Not within Wheat Ridge. I have been actively involved with the Urban Land Institute, other professional organizations and participated on boards in other contexts.

ARE THERE ANY CONFLICTS WHICH WOULD INTERFERE WITH REGULAR ATTENDANCE OR DUTIES?

none known at this time.

PRINT NAME

Deana Swetlik

ADDRESS

3715 Newland St.

HOME PHONE 720.301.4274

BUSINESS PHONE

E-MAIL ADDRESS swetlikde@msn.com



Checking here completes your application, constitutes your signature and affirmation that the statements made are true.

APPLICATION WILL BE KEPT ON FILE FOR ONE YEAR
City Clerk's Office, 7500 W. 29th Ave., Wheat Ridge CO 80033

Submit



**City of Wheat Ridge
Board & Commission
Application for Reappointment**

Please circle one of the following:

Yes, I would like to reapply for another Three-year term (Go to Section A)

No, I do not wish to serve another term (Go to Section B)

A. APPLICATION FOR REAPPOINTMENT TO THE:

Building Code Advisory Board

(BOARD/COMMISSION/COMMITTEE)

DATE: 2/2/17 DISTRICT I

ARE THERE ANY CONFLICTS WHICH WOULD INTERFERE WITH REGULAR
ATTENDANCE OR DUTIES? NO

B. INFORMATION – PLEASE COMPLETE TO UPDATE RECORDS

NAME: Karen Berry

ADDRESS: 6275 W. 35th Avenue

HOME PHONE: 303.249.4570

BUSINESS PHONE: 303.384.2640

E-MAIL ADDRESS: kahberry@mac.com

SIGNATURE 

APPLICATION WILL BE KEPT ON FILE FOR ONE YEAR

Robin Eaton

From: karen berry <kahberry@mac.com>
Sent: Sunday, February 5, 2017 9:22 PM
To: Robin Eaton
Subject: Re: Boards & Commission reapply
Attachments: Application for Reappointment 3 Year Term.pdf

Hi Robin

I got an email notification that the fax I sent on Thursday did not go through. I have attached an electronic version of the form. I totally understand if I missed the deadline.

Thanks,
Karen Berry
Karen Berry

On Feb 2, 2017, at 9:05 AM, karen berry <kahberry@mac.com> wrote:

I will submit before end of day

Sent from my iPhone

On Feb 2, 2017, at 8:02 AM, Robin Eaton <reaton@ci.wheatridge.co.us> wrote:

Good Morning Karen,

Sorry to be a pest but I have not received your re-application as of yet and today is the last day. ☺

Robin Eaton
Deputy City Clerk
Office Phone: 303-235-2816
<image001.jpg>

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From: Robin Eaton
Sent: Friday, January 27, 2017 9:21 AM
To: 'kahberry@mac.com' <kahberry@mac.com>
Subject: Boards & Commission reapply

Good Morning Karen,

As the Feb 2nd cutoff date is drawing near, I thought to send you this message to see if you would like to re-apply for your current position on the Building Code Advisory Board and have also attached the application.

These application had previously been mailed out on 12/30 of last year. Thank you in advance for your help and service to the Citizens of Wheat Ridge; please feel free to contact me if you have any questions that I can help to answer.

Have a good day.

Robin Eaton

Deputy City Clerk

7500 W. 29th Avenue

Wheat Ridge, Colorado 80033

Office Phone: 303-235-2816

www.ci.wheatridge.co.us

<image001.jpg>

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<Application for Reappointment 3 Year Term.pdf>

RECEIVED

2017 JAN 18 A 3:24

City of Wheat Ridge
Board & Commission
Application for Reappointment



Please circle one of the following:

☒ Yes, I would like to reapply for another three-year term (Go to Section A)

☐ No, I do not wish to serve another term (Go to Section B)

A. APPLICATION FOR REAPPOINTMENT TO THE:

BOARD ADJUSTMENT
(BOARD/COMMISSION/COMMITTEE)

DATE: 1-12-17 DISTRICT 2

ARE THERE ANY CONFLICTS WHICH WOULD INTERFERE WITH REGULAR ATTENDANCE OR DUTIES? NO

B. INFORMATION – PLEASE COMPLETE TO UPDATE RECORDS

NAME: LARRY RICHMOND

ADDRESS: 4455 CARR ST.

HOME PHONE: 303 423 8245

BUSINESS PHONE: —

E-MAIL ADDRESS: LARRY5598RC@GMAIL.COM

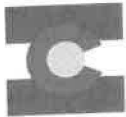
SIGNATURE Larry Richmond

APPLICATION WILL BE KEPT ON FILE FOR ONE YEAR

§
Please circle one of the following:

☒ Yes, I would like to reapply for another three-year term (application attached)

☐ No, I do not wish to serve another term.



L. Richmond
4455 Carr St
Wheat Ridge, CO 80033

RECEIVED

2017 JAN 27 P 8:16

City of Wheat Ridge
Board & Commission
Application for Reappointment



Please circle one of the following:

Yes, I would like to reapply for another three-year term (Go to Section A)

No, I do not wish to serve another term (Go to Section B)

A. APPLICATION FOR REAPPOINTMENT TO THE:

BOA

(BOARD/COMMISSION/COMMITTEE)

DATE: 1.20.16 DISTRICT: II

ARE THERE ANY CONFLICTS WHICH WOULD INTERFERE WITH REGULAR ATTENDANCE OR DUTIES? no

B. INFORMATION – PLEASE COMPLETE TO UPDATE RECORDS

NAME: Lily Gringo

ADDRESS: 4465 Incalls St.

HOME PHONE: 3.489.6293

BUSINESS PHONE: _____

E-MAIL ADDRESS: lilygringo@aol.com

SIGNATURE *Lily Gringo*

APPLICATION WILL BE KEPT ON FILE FOR ONE YEAR

~~RECEIVED~~
2017 JAN 31 11:18
RCE
City of Wheat Ridge
Board & Commission
Application for Reappointment



~~RECEIVED~~
2017 JAN 30 P 1:36
CITY OF WHEAT RIDGE
FINANCE

Please circle one of the following:

Yes, I would like to reapply for another three-year term (Go to Section A)

No, I do not wish to serve another term (Go to Section B)

A. APPLICATION FOR REAPPOINTMENT TO THE:

Wheat Ridge Cultural Commission
(BOARD/COMMISSION/COMMITTEE)

DATE: 1/25/17 DISTRICT II

ARE THERE ANY CONFLICTS WHICH WOULD INTERFERE WITH REGULAR ATTENDANCE OR DUTIES? NO

B. INFORMATION - PLEASE COMPLETE TO UPDATE RECORDS

NAME: Milly Nadler

ADDRESS: 4710 Reed St.

HOME PHONE: 303 319-0690

BUSINESS PHONE: n/a

E-MAIL ADDRESS: millynadler@gmail.com

SIGNATURE Milly Nadler

APPLICATION WILL BE KEPT ON FILE FOR ONE YEAR

Robin Eaton

From: Milly <millynadler@gmail.com>
Sent: Friday, January 27, 2017 11:01 AM
To: Robin Eaton
Subject: Re: Boards & Commissions renewal

Thanks for the reminder, Robin. It is in the mail. I will be re-applying.

Milly

On Jan 27, 2017, at 9:24 AM, Robin Eaton <reaton@ci.wheatridge.co.us> wrote:

Good Morning Milly,

As the Feb 2nd cutoff date is drawing near, I thought to send you this message to see if you would like to re-apply for your current position on the Cultural Commission and I have also attached the application.

These applications had previously been mailed out on 12/30 of last year. Thank you in advance for your help and service to the Citizens of Wheat Ridge; please feel free to contact me if you have any questions that I can help to answer.

Have a good day.

Robin Eaton

Deputy City Clerk

7500 W. 29th Avenue

Wheat Ridge, Colorado 80033

Office Phone: 303-235-2816

www.ci.wheatridge.co.us

<image001.jpg>

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<Application for Reappointment 3 Year Term.pdf>

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2017 JAN 25 PM 2:24
CITY OF WHEAT RIDGE

Board & Commission Application
City of Wheat Ridge



PLEASE APPLY ONLY FOR ONE BOARD OR COMMISSION

APPLICATION FOR APPOINTMENT TO THE:

CULTURAL COMMISSION
(BOARD/COMMISSION/COMMITTEE)

DATE: 01-24-17 DISTRICT II

HOW LONG HAVE YOU BEEN A RESIDENT OF WHEAT RIDGE: 1 YEAR 3 MONTHS

ARE YOU A REGISTERED VOTER? YES

WHY ARE YOU SEEKING THIS APPOINTMENT? I AM SEEKING
COMMUNITY INVOLVEMENT AND TO LEARN MORE
ABOUT WHEAT RIDGE BY ENGAGING WITH THE COMMISSION.

DO YOU HAVE EXPERIENCE IN THIS AREA? I HAVE AN APPRECIATION
FOR CULTURE AND ART IN SOCIETY AND EDUCATION.

HAVE YOU EVER SERVED, OR ARE YOU CURRENTLY ON A
BOARD/COMMISSION/COMMITTEE AND IF SO, WHICH ONE? HOW LONG? _____
I HAVE NEVER SERVED.

ARE YOU EMPLOYED BY THE CITY OF WHEAT RIDGE? I AM NOT.

ARE THERE ANY CONFLICTS WHICH WOULD INTERFERE WITH REGULAR
ATTENDANCE OR DUTIES? I WORK FULL-TIME

SIGNATURE Sp El.

PLEASE PRINT OR TYPE NAME: SPENCER ELLIS

ADDRESS: 4205 BRENTWOOD ST. ZIP: 80033

HOME PHONE: 720.243.2315

BUSINESS PHONE: _____

E-MAIL ADDRESS: spencerellis03@gmail.com

APPLICATION WILL BE KEPT ON FILE FOR ONE YEAR

Board and Commission Application

RECEIVED

2017 FEB -2 P 3:48

CITY OF WHEAT RIDGE

APPLICATION FOR APPOINTMENT TO THE:

(Board/Commission/Committee) Cultural Commission.

Name: Mary Stobie **Date:** Feb. 2, 2017

DATE: DISTRICT: Wheat Ridge II,

HOW LONG HAVE YOU BEEN A RESIDENT OF WHEAT RIDGE? 7 years. I attended Wheat Ridge High School.

ARE YOU A REGISTERED VOTER? Yes

WHY ARE YOU SEEKING THIS APPOINTMENT? I am seeking appointment to contribute to cultural life in Wheat Ridge. I would like to serve on a city board, something I have never done.

DO YOU HAVE EXPERIENCE IN THIS AREA? I have a degree in fine art, and am auditing art history classes at CU Boulder. Also I am a published author of a memoir.

HAVE YOU EVER SERVED, OR ARE YOU CURRENTLY ON A

BOARD/COMMISSION/COMMITTEE. I served on the board of Grandfather

Books, a nonprofit bookstore in Arvada. Also, I served on the Stephen Willard, artist board regarding what to do with his art collection. AND IF SO, WHICH ONE? I am not currently on a board. **HOW LONG?** Several years each.

ARE THERE ANY CONFLICTS WHICH WOULD INTERFERE WITH REGULAR ATTENDANCE OR DUTIES? No

PRINT NAME Mary Stobie

ADDRESS 3885 Depew St.

HOME PHONE/BUSINESS PHONE 303-589-7154 (Cell: takes texts)

E-MAIL ADDRESS mry_jeanne@yahoo.com

Checking here completes your application, constitutes your signature and affirmation that the statements made are true. These statements are true. Mary Stobie

APPLICATION WILL BE KEPT ON FILE FOR ONE YEAR City Clerk's Office, 7500 W. 29th Ave., Wheat Ridge CO 80033



Board and Commission Application

APPLICATION FOR APPOINTMENT TO THE:

Parks and Recreation Commission

(Board/Commission/Committee)

DATE: 01/31/2017

DISTRICT: 2

HOW LONG HAVE YOU BEEN A RESIDENT OF WHEAT RIDGE? 3 years

ARE YOU A REGISTERED VOTER? yes

WHY ARE YOU SEEKING THIS APPOINTMENT?

Parks, trails and open space are critical elements of infrastructure that are indispensable to the fabric, health and economy of our community. I would like to contribute my time and experience in helping Wheat Ridge live up to its full potential as one of the premier Denver

DO YOU HAVE EXPERIENCE IN THIS AREA?

Yes. I am an Outdoor Recreation Planner with the US Bureau of Land Management. Prior to working for the US Gov't, I worked in private consulting as a Recreation Planner for EDAW/AECOM. My primary job with them was to work with local communities throughout the US West in developing park, open space and trails master plans. In fact, one of the fir

HAVE YOU EVER SERVED, OR ARE YOU CURRENTLY ON A BOARD/COMMISSION/COMMITTEE AND IF SO, WHICH ONE? HOW LONG?

Yes. I was a Board Member and Secretary for the Society of Outdoor Recreation Professionals (SORP) from 2012 - 2016.

ARE THERE ANY CONFLICTS WHICH WOULD INTERFERE WITH REGULAR ATTENDANCE OR DUTIES?

No other than the occasional out of town work trip or evening meeting.

PRINT NAME

Chad Schneckenburger

ADDRESS

7481 W. 46th Ave., Wheat Ridge, CO 80033

HOME PHONE 970.217.9624

BUSINESS PHONE 303.239.3738

E-MAIL ADDRESS chadschneck@gmail.com

☒ **Checking here completes your application, constitutes your signature and affirmation that the statements made are true.**

APPLICATION WILL BE KEPT ON FILE FOR ONE YEAR
City Clerk's Office, 7500 W. 29th Ave., Wheat Ridge CO 80033

Submit

1-31-17

RECEIVED

2017 JAN 18 A 3:24

City of Wheat Ridge
Board & Commission
Application for Reappointment



Please circle one of the following:

Yes, I would like to reapply for another three-year term (Go to Section A)

No, I do not wish to serve another term (Go to Section B)

A. APPLICATION FOR REAPPOINTMENT TO THE:

Parks and Recreation

(BOARD/COMMISSION/COMMITTEE)

DATE: 1/4/17 DISTRICT 11

ARE THERE ANY CONFLICTS WHICH WOULD INTERFERE WITH REGULAR ATTENDANCE OR DUTIES? occasional business travel

B. INFORMATION - PLEASE COMPLETE TO UPDATE RECORDS

NAME: Patricia (Trish) Ennis

ADDRESS: 7030 W. 42nd Ave

HOME PHONE: 303-921-8749

BUSINESS PHONE: 720-622-8255

E-MAIL ADDRESS: trishennis@comcast.net

SIGNATURE Patricia Ennis

APPLICATION WILL BE KEPT ON FILE FOR ONE YEAR



City of Wheat Ridge Municipal Building 7500 W. 29th Ave. Wheat Ridge, CO 80033-8001 P: 303.235.2823 F: 303.234.5924

December 31, 2016

Patricia Ennis
7030 W 42nd Ave.
Wheat Ridge, CO 80033

Dear Patricia,

Happy New Year! It is that time of year where we reappoint/appoint members serving on the City's various Boards and Commissions.

In 1997, the Council passed a Resolution that outlined the process to be followed for reappointment when Board and Commission members complete their term. When their term expires, each Board and Commission member must complete an application form and formally reapply for the same Board or Commission or for any other Board or Commission.

According to our records, your term on the Parks & Recreation Commission will expire on March 2, 2017. Please let us know if you are interested in reapplying for another three-year term. If you are interested, an application is enclosed for your convenience. We ask that you complete this letter below and return it along with the application for reappointment no later than **January 31, 2017**. A stamped, return address envelope has been included for your convenience.

The City Council plans to meet with commission candidates on a date to be determined in February, with appointments made shortly thereafter.

Thank you for your dedication to serve on the Parks & Recreation Commission. Wheat Ridge is very fortunate to have citizens like you who volunteer their time and expertise to serve the City.

Sincerely,

A handwritten signature in black ink, appearing to read "Robin L. Eaton".

Robin L. Eaton
Deputy City Clerk

Please circle one of the following:

☒ Yes, I would like to reapply for another three-year term (application attached)

☐ No, I do not wish to serve another term.

RECEIVED

Board & Commission Application City of Wheat Ridge



2017 FEB -2 P 3:48

PLEASE APPLY ONLY FOR ONE BOARD OR COMMISSION

APPLICATION FOR APPOINTMENT TO THE:

Planning

(BOARD/COMMISSION/COMMITTEE)

DATE: 1/30/2017 DISTRICT: II

HOW LONG HAVE YOU BEEN A RESIDENT OF WHEAT RIDGE: 18 years

ARE YOU A REGISTERED VOTER? X

WHY ARE YOU SEEKING THIS APPOINTMENT? to be involved with the city growth: economic & societal

DO YOU HAVE EXPERIENCE IN THIS AREA? a concerned active citizen in the City & able to develop ideas for the City

HAVE YOU EVER SERVED, OR ARE YOU CURRENTLY ON A BOARD/COMMISSION/COMMITTEE AND IF SO, WHICH ONE? HOW LONG?

outside agency task force: term 2 years

ARE YOU EMPLOYED BY THE CITY OF WHEAT RIDGE? N

ARE THERE ANY CONFLICTS WHICH WOULD INTERFERE WITH REGULAR ATTENDANCE OR DUTIES? N

SIGNATURE

Vivian Vos

PLEASE PRINT OR TYPE NAME: Vivian Vos

ADDRESS: 6920 W 47 Place ZIP: 80033

HOME PHONE: cell 720-217-1340

BUSINESS PHONE: NA

E-MAIL ADDRESS: VLvos@yahoo.com

APPLICATION WILL BE KEPT ON FILE FOR ONE YEAR

RECEIVED

2017 JAN 28 A 3:56

**City of Wheat Ridge
Board & Commission
Application for Reappointment**



Please circle one of the following:

Yes, I would like to reapply for another three-year term (Go to Section A)

No, I do not wish to serve another term (Go to Section B)

A. APPLICATION FOR REAPPOINTMENT TO THE:

(BOARD/COMMISSION/COMMITTEE)

DATE: _____ DISTRICT: _____

ARE THERE ANY CONFLICTS WHICH WOULD INTERFERE WITH REGULAR
ATTENDANCE OR DUTIES? _____

B. INFORMATION – PLEASE COMPLETE TO UPDATE RECORDS

NAME: Stephen Timms

ADDRESS: 3850 Easton Street

HOME PHONE: 303-476-0068

BUSINESS PHONE: 303-289-3683

E-MAIL ADDRESS: sttimms@aol.com

SIGNATURE _____

APPLICATION WILL BE KEPT ON FILE FOR ONE YEAR



City of Wheat Ridge Municipal Building 7500 W. 29th Ave. Wheat Ridge, CO 80033-8001 P: 303.235.2823 F: 303.234.5924

December 31, 2016

Steve Timms
3850 Eaton St.
Wheat Ridge, CO 80033
212

Hello Steve,

Happy New Year! It is that time of year where we reappoint/appoint members serving on the City's various Boards and Commissions.


In 1997, the Council passed a Resolution that outlined the process to be followed for reappointment when Board and Commission members complete their term. When their term expires, each Board and Commission member must complete an application form and formally reapply for the same Board or Commission or for any other Board or Commission.

According to our records, your term on the Planning Commission will expire on March 2, 2017. Please let us know if you are interested in reapplying for another three-year term. If you are interested, an application is enclosed for your convenience. We ask that you complete this letter below and return it along with the application for reappointment no later than **January 31, 2017**. A stamped, return address envelope has been included for your convenience.

The City Council plans to meet with commission candidates on a date to be determined in February, with appointments made shortly thereafter.

Thank you for your dedication to serve on the Planning Commission. Wheat Ridge is very fortunate to have citizens like you who volunteer their time and expertise to serve the City.

Sincerely,


Robin L. Eaton
Deputy City Clerk

Please circle one of the following:

Yes, I would like to reapply for another three-year term (application attached)

No, I do not wish to serve another term.

Thanks for letting me serve. I would like to try something new at this time.

RECEIVED
2017 JAN 10 A 2:47
CITY OF WHEAT RIDGE
**City of Wheat Ridge
Board & Commission
Application for Reappointment**



Please circle one of the following:

Yes, I would like to reapply for another three-year term (Go to Section A)

No, I do not wish to serve another term (Go to Section B)

A. APPLICATION FOR REAPPOINTMENT TO THE:

Board of Adjustment

(BOARD/COMMISSION/COMMITTEE)

DATE: 01/04/2017

DISTRICT 3

ARE THERE ANY CONFLICTS WHICH WOULD INTERFERE WITH REGULAR ATTENDANCE OR DUTIES? No

B. INFORMATION – PLEASE COMPLETE TO UPDATE RECORDS

NAME: _____

ADDRESS: _____

HOME PHONE: _____

BUSINESS PHONE: _____

E-MAIL ADDRESS: _____

SIGNATURE [Signature]

APPLICATION WILL BE KEPT ON FILE FOR ONE YEAR



City of Wheat Ridge Municipal Building 7500 W. 29th Ave. Wheat Ridge, CO 80033-8001 P: 303.235.2823 F: 303.234.5924

December 31, 2016

Michael Griffeth
8833 W. 32nd Avenue.
Wheat Ridge, CO 80033

Hello Michael,

Happy New Year! It is that time of year where we reappoint/appoint members serving on the City's various Boards and Commissions.

In 1997, the Council passed a Resolution that outlined the process to be followed for reappointment when Board and Commission members complete their term. When their term expires, each Board and Commission member must complete an application form and formally reapply for the same Board or Commission or for any other Board or Commission.

According to our records, your term on the Board of Adjustment will expire on March 2, 2017. Please let us know if you are interested in reapplying for another three-year term. If you are interested, an application is enclosed for your convenience. We ask that you complete this letter below and return it along with the application for reappointment no later than **January 31, 2017**. A stamped, return address envelope has been included for your convenience.

The City Council plans to meet with commission candidates on a date to be determined in February, with appointments made shortly thereafter.

Thank you once again, for your dedication to serve on the Housing Authority. Wheat Ridge is very fortunate to have citizens like you who volunteer their time and expertise to serve the City.

Sincerely,


Robin L. Eaton
Deputy City Clerk

Please circle one of the following:

☒ Yes, I would like to reapply for another three-year term (application attached)

☐ No, I do not wish to serve another term.

City of Wheat Ridge
Board & Commission
Application for Reappointment



2017 JAN 28 A 3:30
Please circle one of the following:

☒ Yes, I would like to reapply for another Five-year term (Go to Section A)
☐ not wish to serve another term (Go to Section B)

A. APPLICATION FOR REAPPOINTMENT TO THE:

BOARD OF ADJUSTMENT

(BOARD/COMMISSION/COMMITTEE)

DATE: 1/18/17

DISTRICT: III

ARE THERE ANY CONFLICTS WHICH WOULD INTERFERE WITH REGULAR ATTENDANCE OR DUTIES? n/o

B. INFORMATION – PLEASE COMPLETE TO UPDATE RECORDS

NAME: TOM ABBOTT

ADDRESS: 10780 W. 35TH AVE.

HOME PHONE: 303-233-9655

BUSINESS PHONE: _____

E-MAIL ADDRESS: tomisaabbatt@aol.com

SIGNATURE: Tom Abbott

APPLICATION WILL BE KEPT ON FILE FOR ONE YEAR



City of Wheat Ridge Municipal Building 7500 W. 29th Ave. Wheat Ridge, CO 80033-8001 P: 303.235.2823 F: 303.234.5924

December 31, 2016

Thomas L. Abbott
10780 W 35th Ave.
Wheat Ridge, CO 80033

Hello Thomas,

Happy New Year! It is that time of year where we reappoint/appoint members serving on the City's various Boards and Commissions.

In 1997, the Council passed a Resolution that outlined the process to be followed for reappointment when Board and Commission members complete their term. When their term expires, each Board and Commission member must complete an application form and formally reapply for the same Board or Commission or for any other Board or Commission.

According to our records, your term on the Board of Adjustment will expire on March 2, 2017. Please let us know if you are interested in reapplying for another three-year term. If you are interested, an application is enclosed for your convenience. We ask that you complete this letter below and return it along with the application for reappointment no later than **January 31, 2017**. A stamped, return address envelope has been included for your convenience.

The City Council plans to meet with commission candidates on a date to be determined in February, with appointments made shortly thereafter.

Thank you for your dedication to serve on the Board of Adjustment. Wheat Ridge is very fortunate to have citizens like you who volunteer their time and expertise to serve the City.

Sincerely,

A handwritten signature in black ink, appearing to read "Robin L. Eaton".

Robin L. Eaton
Deputy City Clerk

Please circle one of the following:

☒ Yes, I would like to reapply for another three-year term (application attached)

☐ No, I do not wish to serve another term.

RECEIVED
2017 JAN 21 A 4:51
CITY OF WHEAT RIDGE
City of Wheat Ridge
Board & Commission
Application for Reappointment



Please circle one of the following:

☒ Yes, I would like to reapply for another three-year term (Go to Section A)

☐ No, I do not wish to serve another term (Go to Section B)

A. APPLICATION FOR REAPPOINTMENT TO THE:

Cultural Commission

(BOARD/COMMISSION/COMMITTEE)

DATE: 1/18/17

DISTRICT: III

ARE THERE ANY CONFLICTS WHICH WOULD INTERFERE WITH REGULAR ATTENDANCE OR DUTIES? None

B. INFORMATION – PLEASE COMPLETE TO UPDATE RECORDS

NAME: Jerith L. Gronski

ADDRESS: 10545 W. 36th Place, Wheat Ridge, CO 80033

HOME PHONE: 303.424.8510

BUSINESS PHONE: 303.226.9642

E-MAIL ADDRESS: jjgronski@aol.com

SIGNATURE

Jerith L. Gronski

APPLICATION WILL BE KEPT ON FILE FOR ONE YEAR



City of Wheat Ridge Municipal Building 7500 W. 29th Ave. Wheat Ridge, CO 80033-8001 P: 303.235.2823 F: 303.234.5924

December 31, 2016

Jerith Gronski
10545 W 36th Place.
Wheat Ridge, CO 80033

Hello Jerith,

Happy New Year! It is that time of year where we reappoint/appoint members serving on the City's various Boards and Commissions.

In 1997, the Council passed a Resolution that outlined the process to be followed for reappointment when Board and Commission members complete their term. When their term expires, each Board and Commission member must complete an application form and formally reapply for the same Board or Commission or for any other Board or Commission.

According to our records, your term on the Cultural Commission will expire on March 2, 2017. Please let us know if you are interested in reapplying for another three-year term. If you are interested, an application is enclosed for your convenience. We ask that you complete this letter below and return it along with the application for reappointment no later than **January 31, 2017**. A stamped, return address envelope has been included for your convenience.

The City Council plans to meet with commission candidates on a date to be determined in February, with appointments made shortly thereafter.

Thank you for your dedication to serve on the Cultural Commission. Wheat Ridge is very fortunate to have citizens like you who volunteer their time and expertise to serve the City.

Sincerely,

A handwritten signature in black ink, appearing to read "Robin L. Eaton".

Robin L. Eaton
Deputy City Clerk

Please circle one of the following:

☒ Yes, I would like to reapply for another three-year term (application attached)

☐ No, I do not wish to serve another term.



Board and Commission Application

APPLICATION FOR APPOINTMENT TO THE:

Cultural Commission

(Board/Commission/Committee)

DATE: 2/1/17

DISTRICT: III

HOW LONG HAVE YOU BEEN A RESIDENT OF WHEAT RIDGE? 1 year

ARE YOU A REGISTERED VOTER? Yes

WHY ARE YOU SEEKING THIS APPOINTMENT?

I believe in public service, and I have a professional interest (architect) in the arts and culture for the public. Since moving to Wheat Ridge we are very interested in being active here.

DO YOU HAVE EXPERIENCE IN THIS AREA?

I've worked with several municipalities as clients, helping them with a variety of public projects and programs.

HAVE YOU EVER SERVED, OR ARE YOU CURRENTLY ON A BOARD/COMMISSION/COMMITTEE AND IF SO, WHICH ONE? HOW LONG?

Currently the Secretary for the Board of Directors for the Colorado chapter of the American Institute of Architects (AIA). Term started January 2016 and ends December 2017.

ARE THERE ANY CONFLICTS WHICH WOULD INTERFERE WITH REGULAR ATTENDANCE OR DUTIES?

I'm employed full time at an architecture firm. Work duties would take precedence, although our firm similarly believes in public service and time can be made for volunteer activities.

PRINT NAME

Nathan Huyler

ADDRESS

3740 Holland St, Wheat Ridge CO 80033

HOME PHONE 917-572-1822

BUSINESS PHONE 303-607-0040

E-MAIL ADDRESS natehuyler@gmail.com



Checking here completes your application, constitutes your signature and affirmation that the statements made are true.

APPLICATION WILL BE KEPT ON FILE FOR ONE YEAR

City Clerk's Office, 7500 W. 29th Ave., Wheat Ridge CO 80033

Submit



RECEIVED

RECEIVED

2017 FEB - 2

Board and Commission Application

8:20

CITY OF WHEAT RIDGE

CITY OF WHEAT RIDGE

APPLICATION FOR APPOINTMENT TO THE:

Cultural Commission, District III

(Board/Commission/Committee)

DATE: February 1, 2017

DISTRICT: III

HOW LONG HAVE YOU BEEN A RESIDENT OF WHEAT RIDGE? 2 years

ARE YOU A REGISTERED VOTER? yes

WHY ARE YOU SEEKING THIS APPOINTMENT?

I love the arts and I am looking for opportunities to actively contribute to my new community.

DO YOU HAVE EXPERIENCE IN THIS AREA?

It depends upon what you define as experience and what skills you are seeking. I'm an English literature major who enjoys all things literary along with music and the arts. I'm a part-time antiques dealer. I'm also a highly skilled public relations professional and can contribute in that arena.

HAVE YOU EVER SERVED, OR ARE YOU CURRENTLY ON A BOARD/COMMISSION/COMMITTEE AND IF SO, WHICH ONE? HOW LONG?

No

ARE THERE ANY CONFLICTS WHICH WOULD INTERFERE WITH REGULAR ATTENDANCE OR DUTIES?

I do not believe so. There will be a few months out of the year where my work travel schedule may conflict with a meeting (s) and cause me to be unavailable.

PRINT NAME

Alicia D. Bennett

ADDRESS

8805 West 32nd Avenue

HOME PHONE 208-731-9331

BUSINESS PHONE 303-275-5934

E-MAIL ADDRESS



Checking here completes your application, constitutes your signature and affirmation that the statements made are true.

APPLICATION WILL BE KEPT ON FILE FOR ONE YEAR

City Clerk's Office, 7500 W. 29th Ave., Wheat Ridge CO 80033

Submit



RECEIVED
2017 FEB - **Board and Commission Application**

CITY OF WHEAT RIDGE

APPLICATION FOR APPOINTMENT TO THE:

Parks & Recreation Commission

(Board/Commission/Committee)

DATE: 2/1/17

DISTRICT: III

HOW LONG HAVE YOU BEEN A RESIDENT OF WHEAT RIDGE? 1 year

ARE YOU A REGISTERED VOTER? Yes

WHY ARE YOU SEEKING THIS APPOINTMENT?

I believe in public service, and I have a professional interest (architect) in the built environment. Since moving to Wheat Ridge we are very interested in being active here.

DO YOU HAVE EXPERIENCE IN THIS AREA?

I've worked with several municipalities as clients, helping them with a variety of public projects and programs.

HAVE YOU EVER SERVED, OR ARE YOU CURRENTLY ON A BOARD/COMMISSION/COMMITTEE AND IF SO, WHICH ONE? HOW LONG?

Currently the Secretary for the Board of Directors for the Colorado chapter of the American Institute of Architects (AIA). Term started January 2016 and ends December 2017.

ARE THERE ANY CONFLICTS WHICH WOULD INTERFERE WITH REGULAR ATTENDANCE OR DUTIES?

I'm employed full time at an architecture firm. Work duties would take precedence, although our firm similarly believes in public service and time can be made for volunteer activities.

PRINT NAME

Nathan Huyler

ADDRESS

3740 Holland St, Wheat Ridge CO 80033

HOME PHONE 917-572-1822

BUSINESS PHONE 303-607-0040

E-MAIL ADDRESS natehuyler@gmail.com

☒ **Checking here completes your application, constitutes your signature and affirmation that the statements made are true.**

APPLICATION WILL BE KEPT ON FILE FOR ONE YEAR
City Clerk's Office, 7500 W. 29th Ave., Wheat Ridge CO 80033

Submit

RECEIVED
2017 JAN 21 A 4:57
CITY OF WHEAT RIDGE

City of
Wheat Ridge

Board and Commission Application

APPLICATION FOR APPOINTMENT TO THE:

Parks & Recreation Commission

(Board/Commission/Committee)

DATE: January 16, 2017

DISTRICT: III

HOW LONG HAVE YOU BEEN A RESIDENT OF WHEAT RIDGE?

8 years

ARE YOU A REGISTERED VOTER?

Yes

WHY ARE YOU SEEKING THIS APPOINTMENT?

I'm a regular user of the Recreation Center and the city open spaces. Would like to contribute back to the city.

DO YOU HAVE EXPERIENCE IN THIS AREA?

Have a great deal of business experience to provide the balance between user needs/wants and financial responsibility to provide those services.

HAVE YOU EVER SERVED, OR ARE YOU CURRENTLY ON A BOARD/COMMISSION/COMMITTEE AND IF SO, WHICH ONE? HOW LONG?

Cambridge Park Homeowners Association (2012 - present); City of Houston Parking Commission (2006 - 2009); South Main Center Association, Houston (2004 - 2009)

ARE THERE ANY CONFLICTS WHICH WOULD INTERFERE WITH REGULAR ATTENDANCE OR DUTIES?

No

PRINT NAME

Joyce H. Camp

ADDRESS

4050 Miller Street, Wheat Ridge, CO 80033

HOME PHONE

303.423.1905

BUSINESS PHONE

303.512.3230 (cell)

E-MAIL ADDRESS

ECamp9019@aol.com

Checking here completes your application, constitutes your signature and affirmation that the statements made are true.

Joyce H. Camp

APPLICATION WILL BE KEPT ON FILE FOR ONE YEAR

City Clerk's Office, 7500 W. 29th Ave., Wheat Ridge CO 80033



RECEIVED

2017 JAN 12 P 4:30

City of Wheat Ridge
Board & Commission
Application for Reappointment



Please circle one of the following:

☒ Yes, I would like to reapply for another three-year term (Go to Section A)

☐ No, I do not wish to serve another term (Go to Section B)

A. APPLICATION FOR REAPPOINTMENT TO THE:

Parks & Rec

(BOARD/COMMISSION/COMMITTEE)

DATE: 1-9-17 DISTRICT: 4

ARE THERE ANY CONFLICTS WHICH WOULD INTERFERE WITH REGULAR ATTENDANCE OR DUTIES? _____

B. INFORMATION - PLEASE COMPLETE TO UPDATE RECORDS

NAME: Liz Veeder

ADDRESS: 4181 Everett Dr

HOME PHONE: 303 882 9707

BUSINESS PHONE: NA

E-MAIL ADDRESS: msliz777@comcast.net

SIGNATURE Liz Veeder

APPLICATION WILL BE KEPT ON FILE FOR ONE YEAR



City of Wheat Ridge Municipal Building 7500 W. 29th Ave. Wheat Ridge, CO 80033-8001 P: 303.235.2823 F: 303.234.5924

December 31, 2016

Liz Veeder
4181 Everett Dr.
Wheat Ridge, CO 80033

Dear Liz,

Happy New Year! It is that time of year where we reappoint/appoint members serving on the City's various Boards and Commissions.

In 1997, the Council passed a Resolution that outlined the process to be followed for reappointment when Board and Commission members complete their term. When their term expires, each Board and Commission member must complete an application form and formally reapply for the same Board or Commission or for any other Board or Commission.

According to our records, your term on the Parks & Recreation Commission will expire on March 2, 2017. Please let us know if you are interested in reapplying for another three-year term. If you are interested, an application is enclosed for your convenience. We ask that you complete this letter below and return it along with the application for reappointment no later than **January 31, 2017**. A stamped, return address envelope has been included for your convenience.

The City Council plans to meet with commission candidates on a date to be determined in February, with appointments made shortly thereafter.

Thank you for your dedication to serve on the Parks & Recreation Commission. Wheat Ridge is very fortunate to have citizens like you who volunteer their time and expertise to serve the City.

Sincerely,

A handwritten signature in black ink, appearing to read "Robin L. Eaton".

Robin L. Eaton
Deputy City Clerk

Please circle one of the following:

☒ Yes, I would like to reapply for another three-year term (application attached)

☐ No, I do not wish to serve another term.

RECEIVED

2017 JAN -9 P 8:55

City of Wheat Ridge
Board & Commission
Application for Reappointment



Please circle one of the following:

☒ Yes I would like to reapply for another three-year term (Go to Section A)

☐ No, I do not wish to serve another term (Go to Section B)

A. APPLICATION FOR REAPPOINTMENT TO THE:

Parks & Recreation
(BOARD/COMMISSION/COMMITTEE)

DATE: 1-3-2017 DISTRICT 3

ARE THERE ANY CONFLICTS WHICH WOULD INTERFERE WITH REGULAR ATTENDANCE OR DUTIES? No

B. INFORMATION – PLEASE COMPLETE TO UPDATE RECORDS

NAME: Kathy Koniz

ADDRESS: 10100 W. 33rd Avenue

HOME PHONE: 303 238-3904

BUSINESS PHONE: _____

E-MAIL ADDRESS: KKoniz@comcast.net

SIGNATURE Kathy Koniz

APPLICATION WILL BE KEPT ON FILE FOR ONE YEAR



City of Wheat Ridge Municipal Building 7500 W. 29th Ave. Wheat Ridge, CO 80033-8001 P: 303.235.2823 F: 303.234.5924

December 31, 2016

Kathy Koniz
10100 W. 33rd Ave.
Wheat Ridge, CO 80033

Dear Kathy,

Happy New Year! It is that time of year where we reappoint/appoint members serving on the City's various Boards and Commissions.


In 1997, the Council passed a Resolution that outlined the process to be followed for reappointment when Board and Commission members complete their term. When their term expires, each Board and Commission member must complete an application form and formally reapply for the same Board or Commission or for any other Board or Commission.

According to our records, your term on the Parks & Recreation Commission will expire on March 2, 2017. Please let us know if you are interested in reapplying for another three-year term. If you are interested, an application is enclosed for your convenience. We ask that you complete this letter below and return it along with the application for reappointment no later than **January 31, 2017**. A stamped, return address envelope has been included for your convenience.

The City Council plans to meet with commission candidates on a date to be determined in February, with appointments made shortly thereafter.

Thank you for your dedication to serve on the Parks & Recreation Commission. Wheat Ridge is very fortunate to have citizens like you who volunteer their time and expertise to serve the City.

Sincerely,


Robin L. Eaton
Deputy City Clerk

Please circle one of the following:

☒ Yes, I would like to reapply for another three-year term (application attached)

☐ No, I do not wish to serve another term.

RECEIVED

2017 JAN 28 A 3:31

City of Wheat Ridge
Board & Commission
Application for Reappointment



Please circle one of the following:

☒ Yes, I would like to reapply for another three-year term (Go to Section A)

☐ No, I do not wish to serve another term (Go to Section B)

A. APPLICATION FOR REAPPOINTMENT TO THE:

W.R. Housing Authority

(BOARD/COMMISSION/COMMITTEE)

DATE: 1-18-17 DISTRICT: III

ARE THERE ANY CONFLICTS WHICH WOULD INTERFERE WITH REGULAR ATTENDANCE OR DUTIES? No

B. INFORMATION – PLEASE COMPLETE TO UPDATE RECORDS

NAME: TOM ABBOTT

ADDRESS: 10780 W. 35TH AVE.

HOME PHONE: 303-233-9655

BUSINESS PHONE: _____

E-MAIL ADDRESS: tomisabbott@aol.com

SIGNATURE Tom Abbott

APPLICATION WILL BE KEPT ON FILE FOR ONE YEAR



City of Wheat Ridge Municipal Building 7500 W. 29th Ave. Wheat Ridge, CO 80033-8001 P: 303.235.2823 F: 303.234.5924

December 31, 2016

Thomas L. Abbott
10780 W. 35th Ave.
Wheat Ridge, CO 80033

Hello Thomas,

Happy New Year! It is that time of year where we reappoint/appoint members serving on the City's various Boards and Commissions.

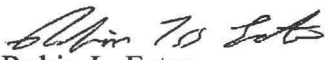
In 1997, the Council passed a Resolution that outlined the process to be followed for reappointment when Board and Commission members complete their term. When their term expires, each Board and Commission member must complete an application form and formally reapply for the same Board or Commission or for any other Board or Commission.

According to our records, your term on the Housing Authority will expire on March 2, 2017. Please let us know if you are interested in reapplying for another five-year term. If you are interested, an application is enclosed for your convenience. We ask that you complete this letter below and return it along with the application for reappointment no later than **January 31, 2017**. A stamped, return address envelope has been included for your convenience.

The City Council plans to meet with commission candidates on a date to be determined in February, with appointments made shortly thereafter.

Thank you once again, for your dedication to serve on the Housing Authority. Wheat Ridge is very fortunate to have citizens like you who volunteer their time and expertise to serve the City.

Sincerely,


Robin L. Eaton
Deputy City Clerk

Please circle one of the following:

☒ Yes, I would like to reapply for another three-year term (application attached)

☐ No, I do not wish to serve another term.

**Board & Commission Application
City of Wheat Ridge**



PLEASE APPLY ONLY FOR ONE BOARD OR COMMISSION

APPLICATION FOR APPOINTMENT TO THE:

Cultural Commission

(BOARD/COMMISSION/COMMITTEE)

DATE: February 1, 2017 DISTRICT IV

HOW LONG HAVE YOU BEEN A RESIDENT OF WHEAT RIDGE: 57 years

ARE YOU A REGISTERED VOTER? yes

WHY ARE YOU SEEKING THIS APPOINTMENT? I have experience in organizing and promoting functions and events and I believe that I could make a positive contribution to the City of Wheat Ridge in this area.

DO YOU HAVE EXPERIENCE IN THIS AREA? Yes. I was an art major at DU-CU. I taught art grades 3-9 at Shepard of the Valley Lutheran School. I received art awards while a student at Wheat Ridge High.

HAVE YOU EVER SERVED, OR ARE YOU CURRENTLY ON A BOARD/COMMISSION/COMMITTEE AND IF SO, WHICH ONE? HOW LONG? No

ARE YOU EMPLOYED BY THE CITY OF WHEAT RIDGE? No

ARE THERE ANY CONFLICTS WHICH WOULD INTERFERE WITH REGULAR ATTENDANCE OR DUTIES? No

SIGNATURE Carol Anne Mathews

PLEASE PRINT OR TYPE NAME: Carol Anne Mathews

ADDRESS: 3851 Hoyt Street, Wheat Ridge, CO ZIP: 80033

HOME PHONE: 303-420-8753

BUSINESS PHONE: NA cell 720-271-5083

E-MAIL ADDRESS: harry-mathews@msn.com

APPLICATION WILL BE KEPT ON FILE FOR ONE YEAR

RECEIVED
2017 JAN 13 10:15
City of Wheat Ridge
Board & Commission
Application for Reappointment



Please circle one of the following:

Yes, I would like to reapply for another three-year term (Go to Section A)

No, I do not wish to serve another term (Go to Section B)

A. APPLICATION FOR REAPPOINTMENT TO THE:

(BOARD/COMMISSION/COMMITTEE)

DATE: _____ DISTRICT: _____

ARE THERE ANY CONFLICTS WHICH WOULD INTERFERE WITH REGULAR ATTENDANCE OR DUTIES? _____

B. INFORMATION – PLEASE COMPLETE TO UPDATE RECORDS

NAME: Suzanne Teale

ADDRESS: 4079 Field Dr.

HOME PHONE: 303-940-0678

BUSINESS PHONE: _____

E-MAIL ADDRESS: stealela@msn.com

SIGNATURE Suzanne Teale

APPLICATION WILL BE KEPT ON FILE FOR ONE YEAR

RECEIVED

2017 JAN 13 P 13 16

City of Wheat Ridge
Board & Commission
Application for Reappointment



Please circle one of the following:

☒ Yes, I would like to reapply for another three-year term (Go to Section A)

☐ No, I do not wish to serve another term (Go to Section B)

A. APPLICATION FOR REAPPOINTMENT TO THE:

Parks and Recreation

(BOARD/COMMISSION/COMMITTEE)

DATE: Jan 6, 2017

DISTRICT 4

ARE THERE ANY CONFLICTS WHICH WOULD INTERFERE WITH REGULAR ATTENDANCE OR DUTIES? _____

B. INFORMATION – PLEASE COMPLETE TO UPDATE RECORDS

NAME: CHRISTINE TARASKIEWICZ

ADDRESS: 4565 EVERETT CT

HOME PHONE: 303 903 2547

BUSINESS PHONE: _____

E-MAIL ADDRESS: ctaraskiewicz1@gmail.com

SIGNATURE CTaraskiewicz

APPLICATION WILL BE KEPT ON FILE FOR ONE YEAR

RECEIVED

2017 JAN -9 P 8:55

City of Wheat Ridge
Board & Commission
Application for Reappointment



CITY OF WHEAT RIDGE
Please circle one of the following:

☒ Yes, I would like to reapply for another three-year term (Go to Section A)

☐ No, I do not wish to serve another term (Go to Section B)

A. APPLICATION FOR REAPPOINTMENT TO THE:

Board of Adjustment
(BOARD/COMMISSION/COMMITTEE)

DATE: 01-04-2017 DISTRICT 4

ARE THERE ANY CONFLICTS WHICH WOULD INTERFERE WITH REGULAR ATTENDANCE OR DUTIES? no, not usually

B. INFORMATION – PLEASE COMPLETE TO UPDATE RECORDS

NAME: PAUL HOVLAND

ADDRESS: 4090 EVERETT ST

HOME PHONE: 303-456-9033

^{cell}
BUSINESS PHONE: 720-427-9034

E-MAIL ADDRESS: knphovland@yahoo.com

SIGNATURE Paul M Hovland

APPLICATION WILL BE KEPT ON FILE FOR ONE YEAR



City of Wheat Ridge Municipal Building 7500 W. 29th Ave. Wheat Ridge, CO 80033-8001 P: 303.235.2823 F: 303.234.5924

December 31, 2016

Paul M. Hovland
4090 Everett St.
Wheat Ridge, CO 80033

Hello Paul,

Happy New Year! It is that time of year where we reappoint/appoint members serving on the City's various Boards and Commissions.


In 1997, the Council passed a Resolution that outlined the process to be followed for reappointment when Board and Commission members complete their term. When their term expires, each Board and Commission member must complete an application form and formally reapply for the same Board or Commission or for any other Board or Commission.

According to our records, your term on the Board of Adjustment will expire on March 2, 2017. Please let us know if you are interested in reapplying for another three-year term. If you are interested, an application is enclosed for your convenience. We ask that you complete this letter below and return it along with the application for reappointment no later than **January 31, 2017**. A stamped, return address envelope has been included for your convenience.

The City Council plans to meet with commission candidates on a date to be determined in February, with appointments made shortly thereafter.

Thank you for your dedication to serve on the Board of Adjustment. Wheat Ridge is very fortunate to have citizens like you who volunteer their time and expertise to serve the City.

Sincerely,


Robin L. Eaton
Deputy City Clerk

Please circle one of the following:

☒ Yes, I would like to reapply for another three-year term (application attached)

☐ No, I do not wish to serve another term.

RECEIVED

2017 JAN -9 P 8:55

City of Wheat Ridge
Board & Commission
Application for Reappointment



Please circle one of the following:

Yes, I would like to reapply for another three-year term (Go to Section A)

No, I do not wish to serve another term (Go to Section B)

A. APPLICATION FOR REAPPOINTMENT TO THE:

PLANNING COMMISSION

(BOARD/COMMISSION/COMMITTEE)

DATE: 1-3-17 DISTRICT 4

ARE THERE ANY CONFLICTS WHICH WOULD INTERFERE WITH REGULAR ATTENDANCE OR DUTIES? no

B. INFORMATION – PLEASE COMPLETE TO UPDATE RECORDS

NAME: DONNA KIMSEY

ADDRESS: 3920 HOLLAND ST.

HOME PHONE: 303.421.6118

BUSINESS PHONE: _____

E-MAIL ADDRESS: kmsy-dnn@yahoo.com

SIGNATURE Donna Kimsey

APPLICATION WILL BE KEPT ON FILE FOR ONE YEAR



City of Wheat Ridge Municipal Building 7500 W. 29th Ave. Wheat Ridge, CO 80033-8001 P: 303.235.2823 F: 303.234.5924

December 31, 2016

Donna Kimsey
3920 Holland St.
Wheat Ridge, CO 80033

Dear Donna,

Happy New Year! It is that time of year where we reappoint/appoint members serving on the City's various Boards and Commissions.

In 1997, the Council passed a Resolution that outlined the process to be followed for reappointment when Board and Commission members complete their term. When their term expires, each Board and Commission member must complete an application form and formally reapply for the same Board or Commission or for any other Board or Commission.

According to our records, your term on the Planning Commission will expire on March 2, 2017. Please let us know if you are interested in reapplying for another three-year term. If you are interested, an application is enclosed for your convenience. We ask that you complete this letter below and return it along with the application for reappointment no later than **January 31, 2017**. A stamped, return address envelope has been included for your convenience.

The City Council plans to meet with commission candidates on a date to be determined in February, with appointments made shortly thereafter.

Thank you for your dedication to serve on the Planning Commission. Wheat Ridge is very fortunate to have citizens like you who volunteer their time and expertise to serve the City.

Sincerely,

A handwritten signature in black ink, appearing to read "Robin L. Eaton".

Robin L. Eaton
Deputy City Clerk

Please circle one of the following:

☒ Yes, I would like to reapply for another three-year term (application attached)

☐ No, I do not wish to serve another term.



Board and Commission Application

APPLICATION FOR APPOINTMENT TO THE:

Parks and Recreation

(Board/Commission/Committee)

DATE: 02/02/2017

DISTRICT: 4

HOW LONG HAVE YOU BEEN A RESIDENT OF WHEAT RIDGE? 10 years

ARE YOU A REGISTERED VOTER? Y

WHY ARE YOU SEEKING THIS APPOINTMENT?

In order to represent and improve the parks I utilize daily.

DO YOU HAVE EXPERIENCE IN THIS AREA?

With Denver Public Schools I would frequently advise on how to design the bus and parking situations for playground and other Denver Public School properties

HAVE YOU EVER SERVED, OR ARE YOU CURRENTLY ON A BOARD/COMMISSION/COMMITTEE AND IF SO, WHICH ONE? HOW LONG?

No I am not currently on a board nor have I served on one

ARE THERE ANY CONFLICTS WHICH WOULD INTERFERE WITH REGULAR ATTENDANCE OR DUTIES?

No

PRINT NAME

Michael Gay

ADDRESS

10430 w 47th pl, Wheatridge CO 80033

HOME PHONE 7204221924

BUSINESS PHONE 7202709619

E-MAIL ADDRESS michaelsanalytics@gmail.com



Checking here completes your application, constitutes your signature and affirmation that the statements made are true.

APPLICATION WILL BE KEPT ON FILE FOR ONE YEAR
City Clerk's Office, 7500 W. 29th Ave., Wheat Ridge CO 80033

Submit

Robin Eaton

From: Tim Fitzgerald
Sent: Friday, February 3, 2017 9:57 AM
To: Robin Eaton; Genevieve Wooden; Larry Mathews
Subject: Application for Cultural Commission
Attachments: Michael Gay application for Cult Com Dist 4.pdf

Folks,

I received this from Michael Gay.

Tim Fitzgerald, Councilor
District III
720-360-0871



City of
Wheat Ridge

RECEIVED

2017 FEB -6 P 4:39

CITY OF WHEAT RIDGE

Board & Commission Application

PLEASE APPLY ONLY FOR ONE BOARD OR COMMISSION PER APPLICATION

APPLICATION FOR APPOINTMENT TO THE:

PLANNING Commission

(BOARD/COMMISSION/COMMITTEE)

DATE: _____ DISTRICT 2

HOW LONG HAVE YOU BEEN A RESIDENT OF WHEAT RIDGE: 14

ARE YOU A REGISTERED VOTER? YES

WHY ARE YOU SEEKING THIS APPOINTMENT? To Represent the City AND its Future

DO YOU HAVE EXPERIENCE IN THIS AREA? YES - Construction / Planning SIGNAGE

HAVE YOU EVER SERVED, OR ARE YOU CURRENTLY ON A BOARD/COMMISSION/COMMITTEE AND IF SO, WHICH ONE? HOW LONG? YES WASHA 3 YEARS - Cultural Commission - 5 years

ARE THERE ANY CONFLICTS WHICH WOULD INTERFERE WITH REGULAR ATTENDANCE OR DUTIES? NO

SIGNATURE

PLEASE PRINT OR TYPE NAME: CHAD HARR

ADDRESS: 7190 W. 48th AVE ZIP: 80033

HOME PHONE: _____

BUSINESS PHONE: 3-489-5748

E-MAIL ADDRESS: CHAD@LAKOTASKYE.COM

APPLICATION WILL BE KEPT ON FILE FOR ONE YEAR

RECEIVED

2017 FEB 17 AM 10:55

CITY OF WHEAT RIDGE

**Board & Commission Application
City of Wheat Ridge**



PLEASE APPLY ONLY FOR ONE BOARD OR COMMISSION

APPLICATION FOR APPOINTMENT TO THE:

Planning Commission
(BOARD/COMMISSION/COMMITTEE)

DATE: 2-17-17 DISTRICT IV

HOW LONG HAVE YOU BEEN A RESIDENT OF WHEAT RIDGE: 1.5 yrs

ARE YOU A REGISTERED VOTER? Yes

WHY ARE YOU SEEKING THIS APPOINTMENT? Because I want to help design the future Wheat Ridge.

DO YOU HAVE EXPERIENCE IN THIS AREA? I have a BS in Civil Engineering from Northwestern University

HAVE YOU EVER SERVED, OR ARE YOU CURRENTLY ON A BOARD/COMMISSION/COMMITTEE AND IF SO, WHICH ONE? HOW LONG? No

ARE YOU EMPLOYED BY THE CITY OF WHEAT RIDGE? No

ARE THERE ANY CONFLICTS WHICH WOULD INTERFERE WITH REGULAR ATTENDANCE OR DUTIES? No

SIGNATURE Andrew S. Rasmussen

PLEASE PRINT OR TYPE NAME: Andrew S Rasmussen

ADDRESS: 4465 Moore Ct ZIP: 80033

HOME PHONE: (Cell) 970-403-2665

BUSINESS PHONE: _____

E-MAIL ADDRESS: andyras76@gmail.com

APPLICATION WILL BE KEPT ON FILE FOR ONE YEAR

REQUEST FOR CITY COUNCIL ACTION


**TITLE: MOTION TO RATIFY MAYORAL REAPPOINTMENT OF
THOMAS ABBOTT TO THE HOUSING AUTHORITY
REPRESENTING DISTRICT III, TERM TO EXPIRE MARCH
2, 2022**

☐ PUBLIC HEARING
☒ BIDS/MOTIONS
☐ RESOLUTIONS

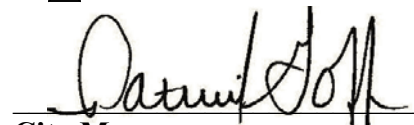
☐ ORDINANCES FOR 1ST READING
☐ ORDINANCES FOR 2ND READING

QUASI-JUDICIAL: ☐ YES

☒ NO



City Clerk



City Manager

ISSUE:

The members of the Housing Authority are appointed by the Mayor and ratified by City Council.

Thomas Abbott has served as the District III representative on the Housing Authority since July of 2013. His appointment was to fill a vacant seat so the Housing Authority could continue to conduct business. This seat is set to expire March 2, 2017.

Mr. Abbott has reapplied to the seat he currently holds and there are no other applicants for this position.

PRIOR ACTION:

None

FINANCIAL IMPACT:

None

BACKGROUND:

Members of the Housing Authority are appointed by the Mayor and ratified by City Council.

RECOMMENDATIONS:

Mayor Jay is recommending that Thomas Abbott be reappointed to the Housing Authority representing District III.

RECOMMENDED MOTION:

“I move to ratify the Mayoral reappointment of Thomas Abbott to the Housing Authority representing District III, term to expire March 2, 2022.”

Or

“I move to deny the reappointment of Thomas Abbott to the Housing Authority, representing District III, for the following reason(s) _____.”

REPORT PREPARED BY:

Robin Eaton, Deputy City Clerk

Patrick Goff, City Manager

ATTACHMENTS:

1. Abbott Application

RECEIVED
2017 JAN 28 A 3 30
City of Wheat Ridge
Board & Commission
Application for Reappointment



Please circle one of the following:

☒ Yes, I would like to reapply for another Five-year term (Go to Section A)

☐ not wish to serve another term (Go to Section B)

A. APPLICATION FOR REAPPOINTMENT TO THE:

BOARD OF ADJUSTMENT

(BOARD/COMMISSION/COMMITTEE)

DATE: 1/18/17

DISTRICT: III

ARE THERE ANY CONFLICTS WHICH WOULD INTERFERE WITH REGULAR ATTENDANCE OR DUTIES? no

B. INFORMATION – PLEASE COMPLETE TO UPDATE RECORDS

NAME: TOM ABBOTT

ADDRESS: 10780 W. 35TH AVE.

HOME PHONE: 303-233-9655

BUSINESS PHONE: _____

E-MAIL ADDRESS: tomisaabbott@aol.com

SIGNATURE Tom Abbott

APPLICATION WILL BE KEPT ON FILE FOR ONE YEAR



City of Wheat Ridge Municipal Building 7500 W. 29th Ave. Wheat Ridge, CO 80033-8001 P: 303.235.2823 F: 303.234.5924

December 31, 2016

Thomas L. Abbott
10780 W 35th Ave.
Wheat Ridge, CO 80033

Hello Thomas,

Happy New Year! It is that time of year where we reappoint/appoint members serving on the City's various Boards and Commissions.

In 1997, the Council passed a Resolution that outlined the process to be followed for reappointment when Board and Commission members complete their term. When their term expires, each Board and Commission member must complete an application form and formally reapply for the same Board or Commission or for any other Board or Commission.

According to our records, your term on the Board of Adjustment will expire on March 2, 2017. Please let us know if you are interested in reapplying for another three-year term. If you are interested, an application is enclosed for your convenience. We ask that you complete this letter below and return it along with the application for reappointment no later than **January 31, 2017**. A stamped, return address envelope has been included for your convenience.

The City Council plans to meet with commission candidates on a date to be determined in February, with appointments made shortly thereafter.

Thank you for your dedication to serve on the Board of Adjustment. Wheat Ridge is very fortunate to have citizens like you who volunteer their time and expertise to serve the City.

Sincerely,

A handwritten signature in black ink, appearing to read "Robin L. Eaton".

Robin L. Eaton
Deputy City Clerk

Please circle one of the following:

☒ Yes, I would like to reapply for another three-year term (application attached)

☐ No, I do not wish to serve another term.