

ORDINANCE NO. 2591

INTRODUCED BY: CHACON, DOUGLAS, DOUGLAS, DUKES, FORD, KIM, MADERA,
NOBLE, TETER

AN ORDINANCE TO UTILIZE AVAILABLE FUNDS TO REDEEM, PAY AND DISCHARGE ALL OF THE OUTSTANDING CERTIFICATES OF PARTICIPATION, SERIES 2017B

WHEREAS, the City of Commerce City, 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;

WHEREAS, the members of the City Council (the “City Council”) have been duly elected or appointed and qualified;

WHEREAS, there have been previously executed and delivered certain Certificates of Participation, Series 2017B (the “2017B Certificates”), evidencing proportionate interests in the base rentals and other revenues under an annually renewable Lease Purchase Agreement dated as of October 19, 2017 (the “Lease”), between U.S. Bank National Association, solely in its capacity as trustee (the “Trustee”) under an Indenture of Trust dated as of October 19, 2017 (the “Indenture”), and the City;

WHEREAS, under the terms of the Lease, the City shall have the option to prepay rent under the Lease, in whole or in part, and exercise its option to purchase the Trustee’s leasehold interest in the Leased Property, at any time, subject to providing the Trustee with 45 days’ notice of its intention to prepay the Lease and purchase the Trustee’s interest in the Leased Property;

WHEREAS, under the terms of the Indenture, the 2017B Certificates may be called for redemption at any time prior to maturity at the option of the City, in whole, or in part, and in such order of redemption as the City shall determine, at a redemption price equal to the principal amount of the 2017B Certificates so redeemed plus accrued interest to the redemption date without prior redemption premium, upon 30 days’ prior written notice to the Initial Purchaser;

WHEREAS, in order for the City to exercise its option to prepay its rental obligations under the Lease, available amounts of the City shall be transferred to the Trustee to fully redeem, pay and discharge such 2017B Certificates on a date hereafter determined by the City, at which time the Trustee shall release its interest in the Indenture and the Lease; and

WHEREAS, the City Council has determined, and hereby declares, that it is advantageous and favorable to the City and its inhabitants that available revenue of the City be used to pay, defease and discharge the principal of and interest on the 2017B Certificates as the same become due upon maturity or prior redemption on or after July 15, 2024 (the “Bond Requirements”) (as determined to be to the best advantage of the City).

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

Section 1. Authorization to Prepay the 2017B Certificates. The City hereby authorizes and directs that there be deposited with U.S. Bank Trust Company, National Association, formerly known as U.S. Bank, National Association, as trustee (the “Trustee”) under that certain Indenture of Trust dated as of October 19, 2017 (the “Indenture”), relating to the execution and delivery of the 2017B Certificates, certain amounts from available revenue of the City which are sufficient to fully pay, defease and discharge all of the currently outstanding 2017B Certificates (the “Redeemed Certificates”) on any date after July 15, 2024, as hereafter determined by the City (the “Redemption Date”).

Section 2. Notice of Discharge. The Trustee is hereby authorized and directed to give notice concerning the redemption, payment and discharge of the Redeemed Certificates to the registered owners of such Redeemed Certificates by first-class, postage prepaid mail, to each registered owner of any Redeemed Certificates, such notice to be in substantially the form as on file with the City and attached hereto as **Appendix A**.

The City shall cause a material event notice to be provided pursuant to Rule 15c2-12, as amended, promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, to be filed with respect to the Redeemed Certificates.

Section 3. Ratification and Approval of Prior Action. All actions heretofore taken by the officers of the City and the members of the City Council, consistent with the provisions of this Ordinance relating to the redemption, defeasance and discharge of the 2017B Certificates are hereby ratified, approved, and confirmed.

Section 4. Severability. If any clause, sentence, paragraph or part of this Ordinance or the application thereof to any person or circumstances shall for any reason be adjudged by a court of competent jurisdiction invalid, such judgment shall not affect application to other persons or circumstances.

Section 5. Repealer. All orders, resolutions, bylaws, or regulations of the City, or parts thereof, inconsistent with this Ordinance are hereby repealed to the extent only of such inconsistency.

Section 6. 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 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.

Section 7. Safety Clause. The City Council hereby finds, determines and declares that this Ordinance is promulgated under the general police power of the City of Commerce City, that it is promulgated for the health, safety and welfare of the public, and that this Ordinance is necessary for the preservation of health and safety and for the protection of public convenience and welfare. The City Council further determines that the Ordinance bears a rational relation to the proper legislative object sought to be obtained.

Section 8. Recording and Authentication. This Ordinance upon passage shall be numbered and filed by the City Clerk in the official records of the City, and authenticated as required by the Charter. Following its passage on first and second reading, it shall be published in and posted in compliance with the requirements of the Charter. The Ordinance shall be published by title with a statement that this Ordinance is available for public inspection in the office of the City Clerk within ten (10) days, or as soon thereafter as possible, after first passage and before second passage and again within ten (10) days, or as soon thereafter as possible, after second and final passage, pursuant to Section 5.6 of the Charter.

Section 9. Effective Date. This Ordinance shall become effective five (5) days after both final posting and publication have been accomplished.

INTRODUCED, PASSED ON FIRST READING AND PUBLIC NOTICE ORDERED
THIS 3RD DAY OF JUNE 2024.

PASSED ON SECOND AND FINAL READING AND PUBLIC NOTICE ORDERED
THIS 1ST DAY OF JULY 2024.

CITY OF COMMERCE CITY, COLORADO

Steven J. Douglas, Mayor

ATTEST

Dylan A. Gibson, City Clerk

Appendix A

CONDITIONAL NOTICE OF

REDEMPTION, DEFEASANCE AND DISCHARGE

**CERTIFICATES OF PARTICIPATION, SERIES 2017B
Evidencing Proportionate Interests in the Base Rentals and other Revenues under an
Annually Renewable Lease Purchase Agreement dated as of October 19, 2017,
between U.S. BANK, NATIONAL ASSOCIATION,
solely in its capacity as trustee under the Indenture, as lessor, and
THE CITY OF COMMERCE CITY, COLORADO, as lessee**

CUSIP NOS. N/A

NOTICE IS HEREBY GIVEN by U.S. Bank Trust Company, National Association, formerly known as U.S. Bank, National Association, acting as Trustee for the above captioned Certificates of Participation, Series 2017B (the “2017B Trustee”), on behalf of the CITY OF COMMERCE CITY, COLORADO, that pursuant to that certain Indenture of Trust dated as of October 19, 2017 (the “Indenture”), the City has determined to exercise its option to redeem, pay, and discharge the principal of and interest on the above captioned certificates maturing on and after August 1, 2024, and caused to be deposited with the 2017B Trustee moneys available in an amount sufficient to pay, redeem and discharge all of the outstanding 2017B Certificates maturing on and after August 1, 2024, in the aggregate principal amount of \$4,185,639.46 (the “Redeemed Certificates”) as described below:

<u>Maturity Date</u>	<u>Principal Amt</u>	<u>Interest Rate</u>
08/1/2024	\$416,562.81	2.730%
08/1/2025	427,934.97	2.730
08/1/2026	439,617.60	2.730
08/1/2027	451,619.16	2.730
08/1/2028	463,948.36	2.730
08/1/2029	476,614.15	2.730
08/1/2030	489,625.72	2.730
08/1/2031	502,992.50	2.730
08/1/2032	516,724.19	2.730

The Redeemed Certificates will be called for redemption on July 15, 2024 (the “Redemption Date”) at a price equal to the principal amount thereof, plus accrued interest thereon, without premium. On the Redemption Date, the principal of such Redeemed Certificates and accrued interest to the Redemption Date will become due and payable at the office of the 2017B Trustee, and thereafter interest will cease to accrue.

This notice is conditional upon the deposit with the 2017B Trustee on or prior to the Redemption Date, moneys in an amount sufficient to call for prior redemption all of the currently outstanding Redeemed Certificates. If there shall not have been deposited with the 2017B Trustee moneys sufficient to redeem all of the Redeemed Certificates so called for redemption on July 15, 2024, then this notice shall be of no effect.

In compliance with the federal law, the Paying Agent is required to withhold at the current backup withholding rate a percentage from payments of principal to individuals who fail to furnish valid Taxpayer Identification Numbers. A completed Form W-9 should be presented with your bond.

Dated _____, 2024.

U.S. BANK TRUST COMPANY,
NATIONAL ASSOCIATION, formerly
known as U.S. BANK, NATIONAL
ASSOCIATION
Acting as Trustee for the Redeemed
Certificates

(End form of Notice)

STATE OF COLORADO)
)
 COUNTY OF ADAMS) SS. CERTIFICATE OF CITY CLERK
)
 CITY OF COMMERCE CITY)

I, Dylan Gibson, the duly appointed, qualified and acting City Clerk of the City of Commerce City, Colorado, do hereby certify:

1. That the foregoing pages are a true, correct, and complete copy of an Ordinance adopted by the City Council of the City of Commerce City, Colorado (the “City Council”), at regular meetings of the City Council held on June 3, 2024, and July 1, 2024. A quorum of the City Council was in attendance at each meeting.

2. That the passage of the Ordinance on first reading was duly moved and seconded at a regular meeting of the City Council on June 3, 2024, and the Ordinance was approved on first reading by a vote of a majority of the members of the City Council as follows:

<u>Council member</u>	<u>Voting Yes</u>	<u>Voting No</u>	<u>Absent</u>	<u>Abstaining</u>
Steve Douglas, Mayor				
Susan Noble, Mayor Pro Tem				
Oscar Madera, Ward I				
Rocky Teter, Ward II				
Renée M. Chacon, Ward III				
Kristi Douglas, At-Large				
Sean Ford, At-Large				
Craig Kim, At-Large				
Charles Dukes, At-Large				

3. That the passage of the Ordinance on second and final reading, which is no earlier than ten (10) days after the first reading, and no earlier than seven (7) days after first publication and posting, was duly moved and seconded at a regular meeting of the City Council on July 1, 2024 and the Ordinance was approved on second and final reading by a vote of a majority of the members of the City Council as follows:

<u>Council member</u>	<u>Voting Yes</u>	<u>Voting No</u>	<u>Absent</u>	<u>Abstaining</u>
Steve Douglas, Mayor				
Susan Noble, Mayor Pro Tem				
Oscar Madera, Ward I				
Rocky Teter, Ward II				
Renée M. Chacon, Ward III				
Kristi Douglas, At-Large				
Sean Ford, At-Large				
Craig Kim, At-Large				
Charles Dukes, At-Large				

4. That the Ordinance has been authenticated by the Mayor and sealed with the corporate seal of the City, attested by me as the City Clerk, and duly recorded in the official records of the City.

5. That notices of the meetings of June 3, 2024, and July 1, 2024, in the forms attached hereto as **Exhibit A**, were duly given to the City Council members and were posted in a designated public place within the boundaries of the City no less than twenty-four hours prior to the meetings as required by law.

6. That the Ordinance was published by title and with a statement that the Ordinance is on file in the City Clerk’s office for public inspection, within ten (10) days, or as soon as possible, after first reading on the City’s website as authorized by Section 19.5 of the Charter, on _____, 2024. The Ordinance was published again by title and with a statement that the Ordinance is on file in the City Clerk’s office for public inspection, within ten (10) days, or as soon as possible, after second and final reading on the City’s website, on _____, 2024.

WITNESS my hand and the seal of said City affixed this July ___, 2024.

(SEAL)

City Clerk

EXHIBIT A
(Notices of Meetings)