

AGENDA

Denver Board of Water Commissioners

Denver Water Board Room, 1600 W 12th Avenue, Denver, CO 80204 and

Video Conference: <http://zoom.us/join>, Meeting ID: 882 3417 6376 - Passcode: 600590 or

Dial in (669) 900-6833 - Meeting ID: 882 3417 6376 - Passcode: 600590

Members of the public are welcome to attend either in person or by video conference

Wednesday, September 13, 2023 9:00 a.m.

I. INTRODUCTORY BUSINESS

A. Call to Order and Determination of Quorum

B. Public Comment and Communications

At this point in the agenda, the Board may allow members of the public to address the Board on any item of interest within the jurisdiction of the Board, and not on the agenda for action. Speakers wishing to address a specific Action Item will be invited to address the Board when the item is being considered. Three minutes are allowed for each person unless the President determines otherwise.

1. Distributor Communications
2. Citizen Advisory Committee Communications

C. Ceremonies, Awards, and Introductions

II. ACTION ITEMS

A. Consent Items

Items listed below are considered routine and may be enacted by one motion and vote. If any Board member desires discussion beyond explanatory questions, or corrections to the Minutes, the President may order that item to be considered in a separate motion and vote.

1. Minutes from August 9, 2023
2. Minutes from August 23, 2023
3. Third Amendment with RSI Company for Information Technology Support Services – Contract 503631
4. Fourth Amendment to Legal Services Agreement with Kutak Rock, LLP – Agreement 503216

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B. Individual Approval Items

- | | | |
|---|-----------------|------------|
| 1. Adoption of the Commercial Paper Note Authorizing Resolution | Angela Bricmont | 15 minutes |
|---|-----------------|------------|

III. POLICY MATTERS

IV. EXECUTIVE UPDATE

A. CEO Update

B. CFO Update

C. Operations Update

V. BRIEFING PAPERS & REPORTS

A. Briefing Paper

B. Report

VI. ADJOURNMENT

VII. TRUSTEE MATTERS

VIII. EXECUTIVE SESSION

The Board may adjourn the regular meeting and reconvene in executive session on topics authorized by D.R.M.C Sec. 2-34.

A. Confidential Report

DENVER BOARD OF WATER COMMISSIONERS

Meeting Date: September 13, 2023

Board Item: II-A-3

Third Amendment with RSI Company for Information Technology Support Services Contract 503631

Action by Consent

Individual Action

Purpose and Background:

The purpose of this Board item is to extend the existing contract with RSI Company. RSI Company specializes in software packages used in Denver Water's IT system. For several years, RSI Company has assisted Denver Water in expanding the capabilities of its hardware and software systems. Due to its unique qualifications, experience and familiarity with recent changes and upgrades of Denver Water's IT system, staff proposes to extend the existing contract.

Budget and Schedule:

The amount requested for this Third Amendment is \$180,000, bringing the total contract amount to \$477,150. This proposed amendment will also extend the contract with RSI Company through October 31, 2026. Funds for this contract will come from the 2023 approved budget for IT, which has sufficient funds to pay the \$20,000 needed in 2023. The remaining \$160,000 will be included in budget years 2024, 2025, and 2026.

Selection of Business Partner:

The Request for Proposal (RFP) for these IT services was publicly advertised on Bidnet on June 27, 2018, with the contract's Effective Date being October 1, 2018. The original contract amount with RSI Company was approved for \$150,000. Through two amendments, the contract amount has been increased to \$297,150.

S/MWBE Information:

RSI Company has designated that they are a Small Business per federal SBA guidelines but is not an MBE or WBE.

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Recommendation:

Staff recommends that the Board approve the Third Amendment to Contract 503631 with RSI Company for Denver Water's Information Technology support services for an extension of the contract period through October 31, 2026, and for an addition of \$180,000 for a total amended contract amount not to exceed \$477,150.

Approvals

- | | |
|---|---|
| <input checked="" type="checkbox"/> Alan Salazar, CEO/Manager | <input checked="" type="checkbox"/> Brian D. Good, Chief Administrative Officer |
| <input type="checkbox"/> Julie Anderson, Chief of Staff | <input type="checkbox"/> Richard B. Marsicek, Chief Water Resource Strategy Officer |
| <input type="checkbox"/> Jessica R. Brody, General Counsel | <input type="checkbox"/> Robert J. Mahoney, Chief Engineering Officer |
| <input checked="" type="checkbox"/> Angela C. Bricmont, Chief Finance Officer | <input type="checkbox"/> Thomas J. Roode, Chief Operations Officer |

DENVER BOARD OF WATER COMMISSIONERS

Meeting Date: September 13, 2023

Board Item: II-A-4

Fourth Amendment to Legal Services Agreement with Kutak Rock, LLP Agreement 503216

Action by Consent

Individual Action

Purpose and Background:

The purpose of this Board item is to add funds to Agreement 503216 and extend the time of performance to December 31, 2025 for continued legal services, including representation in the appeal of the verdict against Brown & Caldwell related to the Hillcrest facility, Wolford Reservoir litigation, and legal support in eminent domain, construction litigation and intellectual property matters.

Budget and Schedule:

The amount of this amendment is \$2,120,000, bringing the total contract value to \$4,600,000 while extending the term through December 31, 2025. Funds for this service/contract will come from the 2023 budget for Office of General Counsel, which is requesting a variance to pay the \$610,000 estimated to be needed in 2023. The amount of the variance is more than offset by litigation costs recovered by Kutak Rock earlier this year. The remaining \$1,510,000 will be budgeted in years 2024 and 2025.

S/MWBE Information:

Small/Minority and Women-owned Business Enterprise goals are not applicable for this item.

Recommendation:

Staff recommends that the Board approve the Fourth Amendment for Agreement 503216 with Kutak Rock, LLP for legal services for an extension of the contract period through December 31, 2025, and for an addition of \$2,120,000 for a total amended contract amount not to exceed \$4,600,000.

Approvals

- | | |
|---|---|
| <input checked="" type="checkbox"/> Alan Salazar, CEO/Manager | <input type="checkbox"/> Brian D. Good, Chief Administrative Officer |
| <input type="checkbox"/> Julie Anderson, Chief of Staff | <input type="checkbox"/> Richard B. Marsicek, Chief Water Resource Strategy Officer |
| <input checked="" type="checkbox"/> Jessica R. Brody, General Counsel | <input type="checkbox"/> Robert J. Mahoney, Chief Engineering Officer |
| <input checked="" type="checkbox"/> Angela C. Bricmont, Chief Finance Officer | <input type="checkbox"/> Thomas J. Roode, Chief Operations Officer |

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DENVER BOARD OF WATER COMMISSIONERS

Meeting Date: September 13, 2023

Board Item: II-B-1

Adoption of the Commercial Paper Note Authorizing Resolution

Action by Consent

Individual Action

Purpose and Background:

The purpose of this Board item is to recommend the Board adopt the Commercial Paper Program Note Authorizing Resolution (Resolution), which authorizes the Board to issue and sell from time to time a maximum of \$300 million of subordinate lien capital improvement notes (Series 2023A Notes) and delegates authority to issue the Series 2023A Notes, currently planned for September 20, 2023, within the stated parameters.

Staff began this process by working with Denver Water's financial advisor, Piper Sandler (Piper), on issuing a Request for Information regarding available variable rate debt instruments. Twelve firms responded, providing ideas on a range of variable rate debt instruments and pricing. After deciding to proceed with commercial paper, staff interviewed potential dealers based on their responses to the RFI. In April, Piper issued an RFP for a liquidity provider. Based on the terms in the responses to that RFP, staff began discussions with Bank of America on providing a Revolving Line of Credit to support the Commercial Paper Program. U.S. Bank has served as the Paying Agent for Denver Water's fixed rate bonds, and Piper recommended their service as the Issuing and Paying Agent for the Commercial Paper program as well. The Authorizing Resolution would not only authorize the Commercial Paper program but would approve the selection of these business partners by approving their contracts for service.

The Commercial Paper program is structured so that Denver Water can have up to \$300 Million of notes outstanding at one time. When the term of a series ends (no later than 270 days), Denver Water may either pay off the note or pay interest and allow the note to be remarketed by the Dealers. The Revolving Credit Agreement provides liquidity support to pay off principal due in the event that the market is such that the dealers cannot remarket a series of notes as expected.

The Resolution:

- Authorizes issuance of commercial paper notes in one or more sub-series, that are subordinate in priority to the parity bonds issued pursuant to the Master Bond Resolution. To maintain tax-exempt status, all proceeds from the commercial paper notes shall be used for capital improvements.
- Approves the forms of Dealer Agreements, Revolving Credit Agreement, Commitment and Fee Letter, Issuing and Paying Agent Agreement, and an Offering Memorandum.
- Delegates to any of the President, the CEO/Secretary, Chief Finance Officer, or the Treasurer, the authority to finalize and execute the Transaction Documents subject to the stated parameters; and
- Provides other details concerning the commercial paper notes and their sale.

The commercial paper notes are to be sold within the stated parameters. Some of the key parameters for the Series 2023A Notes are as follows:

- The Series 2023A Notes shall be sold on a negotiated basis.
- The principal amount of the Series 2023A Notes shall not exceed \$300 million outstanding at one time.
- Authorizing the commercial paper program for five years ending in 2028.
- The maximum interest rate on the Series 2023A Notes shall not exceed 10%.
- The maximum maturity date of the Series 2023A Notes shall not be greater than 270 days.

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Piper Sandler & Co., the Board's financial advisor, assisted staff in developing parameters for the Commercial Paper Note sale. The parameters in the Resolution were developed based on current market conditions and anticipated interest rates. Butler Snow LLP and Stradling Yocca Carlson & Rauth, P.C are providing legal services to the Board (bond counsel and disclosure counsel, respectively) in the preparation of the documents listed below and the legal opinions relating to the Commercial Paper Note issuance. Staff plans to provide regular updates to the Board on the municipal market through the date of sale.

Budget and Schedule:

The 2023 budget includes \$191 million in new debt issuance for capital improvements. With utilizing Denver Water's line of credit and issuing Commercial Paper Notes, we anticipate being in line with the 2023 Budget. The proposed commitment amount of \$300 million in Series 2023A Notes can be utilized for a five-year period for future budgeted debt issuances.

Recommendation:

Staff recommends that the Board adopt the attached Series 2023A Commercial Paper Note Authorizing Resolution to authorize the planned sale of a maximum of \$300 million of Series 2023A Notes.

Approvals

- | | |
|---|---|
| <input checked="" type="checkbox"/> Alan Salazar, CEO/Manager | <input type="checkbox"/> Brian D. Good, Chief Administrative Officer |
| <input checked="" type="checkbox"/> Julie Anderson, Chief of Staff | <input type="checkbox"/> Richard B. Marsicek, Chief Water Resource Strategy Officer |
| <input checked="" type="checkbox"/> Jessica R. Brody, General Counsel | <input type="checkbox"/> Robert J. Mahoney, Chief Engineering Officer |
| <input checked="" type="checkbox"/> Angela C. Bricmont, Chief Finance Officer | <input type="checkbox"/> Thomas J. Roode, Chief Operations Officer |

TITLE: COMMERCIAL PAPER NOTE AUTHORIZING RESOLUTION

A RESOLUTION DESIGNATED BY THE SHORT TITLE "COMMERCIAL PAPER NOTE AUTHORIZING RESOLUTION"; AUTHORIZING THE ISSUANCE OF SUBORDINATE LIEN WATER REVENUE COMMERCIAL PAPER NOTES, SERIES 2023A, IN ONE OR MORE SUB-SERIES, TO PROVIDE FOR THE EXTENSION, BETTERMENT, IMPROVEMENT, AND EQUIPMENT OF THE WATER WORKS SYSTEM; RATIFYING ACTION PREVIOUSLY TAKEN CONCERNING CERTAIN CAPITAL IMPROVEMENT PROJECTS AND THE COMMERCIAL PAPER NOTES; PROVIDING FOR THE SALE OF THE COMMERCIAL PAPER NOTES; APPROVING THE FORMS OF INDENTURE, ISSUING AND PAYING AGENT AGREEMENT, DEALER AGREEMENTS, REVOLVING CREDIT AGREEMENT AND RELATED FEE LETTER, AND AN OFFERING MEMORANDUM; PROVIDING FOR DELEGATION OF AUTHORITY TO THE PRESIDENT, THE CHIEF EXECUTIVE OFFICER/SECRETARY, THE CHIEF FINANCE OFFICER AND THE TREASURER IN CONNECTION WITH THE COMMERCIAL PAPER NOTES; AUTHORIZING THE CHIEF FINANCE OFFICER OR THE PRESIDENT TO EXECUTE THE COMMERCIAL PAPER NOTES AND THE OFFERING MEMORANDUM AND OTHER DOCUMENTS RELATING THERETO; PROVIDING OTHER DETAILS CONCERNING THE COMMERCIAL PAPER NOTES AND THEIR SALE; AUTHORIZING THE EXECUTION OF CERTAIN RELATED AGREEMENTS; AND PROVIDING FOR OTHER MATTERS RELATING THERETO.

ADOPTED AND APPROVED ON SEPTEMBER 13, 2023, BY THE CITY AND COUNTY OF DENVER ACTING BY AND THROUGH ITS BOARD OF WATER COMMISSIONERS

Board President

Secretary

1. The City and County of Denver, Colorado, acting by and through its Board of Water Commissioners (the “Board”), owns and operates a water works system and plant under the complete charge and control of the Board, which includes the property and personnel under control of the Board, referred to generally as “Denver Water”, all pursuant to Sections 10.1.1 through 10.1.22 of the Home Rule Charter of the City and County of Denver.

2. Denver Water is, and is operated as, an “enterprise” of the City as provided in Section 20, Article X of the constitution of the State and a “water activity enterprise” as provided in Section 37-45.1-102(4), C.R.S.

3. Pursuant to Section 10.1.15 of the Charter, the Board is authorized, in its sole discretion, to issue revenue bonds, the proceeds of which shall be placed in the Water Works Fund and expended for water purposes, secured and payable as to interest and principal solely from the Net Revenue.

4. The Board has adopted Resolution (06-28-23) Authorizing Amendment and Restatement of Master Bond Resolution, on June 28, 2023 (the “Master Bond Resolution”), which Master Bond Resolution is in full force and effect; and pursuant to which the Board has issued various series of water revenue bonds as described herein (the “Senior Obligations”).

5. Except for the Senior Obligations and the Credit Agreement with PNC Bank (the “Credit Agreement (PNC)”) (which lien thereon is junior and subordinate to the lien on the Senior Obligations), the Board has not pledged or in any way hypothecated revenues derived and to be derived directly or indirectly from the operation of the System to the payment of any securities or for any other purpose.

6. The Master Bond Resolution provides that for so long as no Event of Default shall have occurred and be continuing the Board may issue one or more series of additional bonds, notes, interim securities or other obligations payable from and having a lien on the Net Revenue that is subordinate or junior to the lien of the Senior Obligations.

7. The Master Bond Resolution also authorizes the issuance by the Board of any bonds or notes payable from and having an irrevocable lien upon all or a portion of the Net Revenue (a) which have a stated maturity date which is not more than 270 days after the date of issuance thereof and (b) are designated as Commercial Paper Notes in the resolution authorizing their issuance.

8. The Board has heretofore determined that in order to meet the present and future needs of the Board, it is necessary to extend, better, otherwise improve, and equip the System by implementing various capital projects (the “Capital Projects”).

9. The Board is desirous of issuing and incurring subordinate lien obligations pursuant to the Charter, the Master Bond Resolution, and Article 45.1 of Title 37, C.R.S., and Part 4 of Article 35 of Title 31, C.R.S., in the form of subordinate lien water revenue commercial paper notes to be designated as the Subordinate Lien Water Revenue Commercial Paper Notes, Series 2023A (the “Commercial Paper Notes”) for the purpose of financing a portion of the costs of the Capital Projects.

10. The Board has determined and hereby declares that, with respect to the Commercial Paper Notes herein authorized, the conditions in the Master Bond Resolution are satisfied or will be satisfied prior to the delivery of the Commercial Paper Notes, and accordingly the Commercial Paper Notes shall be issued with a lien on the Net Revenue which is in all respects subordinate and junior to the pledge and lien on the Senior Obligations.

11. The Board has determined to undertake a negotiated sale of the Commercial Paper Notes, pursuant to the provisions of (i) that certain Indenture (the “Indenture”) between the Board and U.S. Bank Trust Company, National Association, as trustee (the “Trustee”); (ii) that certain Issuing and Paying Agent Agreement between the Board and U.S. Bank Trust Company, National Association, as Issuing and Paying Agent (the “Issuing and Paying Agent Agreement”); (iii) that certain Commercial Paper Dealer Agreement between the Board and BofA Securities, Inc., also between the Board and Goldman Sachs & Co. LLC, (collectively, the “Dealer Agreements”); and (iv) that certain Revolving Credit Agreement between the Board and Bank of America, N.A., as the liquidity provider and any Fee Letter relating to same (collectively, the “Revolving Credit Agreement” and, together with the Indenture, the Issuing and Paying Agent Agreement, and the Dealer Agreements, the “Transaction Documents”).

12. The Board hereby determines to authorize the issuance of one or more subseries of Commercial Paper Notes to be designated as the “City and County of Denver, Colorado, acting by and through its Board of Water Commissioners, Subordinate Lien Water Revenue Commercial Paper Notes, Series 2023A” in an aggregate principal amount not to exceed \$300,000,000 outstanding at any one time, for the purposes of financing the Capital Projects and refinancing, renewing, or refunding any prior Commercial Paper Notes or Credit Facility Obligations, all in accordance with the terms of the Master Bond Resolution and the Indenture.

13. The Commercial Paper Notes shall be subordinate and junior in all respects to all Senior Obligations as described in the Indenture.

14. In connection with the issuance from time to time of the Commercial Paper Notes and the marketing thereof, there is to be distributed by the dealers for the Board’s Commercial Paper Notes a commercial paper offering memorandum to prospective and actual purchasers of the Commercial Paper Notes (the “Offering Memorandum”).

15. There have been presented for filing with the Board, the forms of the Transaction Documents and the Offering Memorandum to be used in connection with the offering and sale of the Commercial Paper Notes.

Based on the foregoing findings, the Board resolves:

SECTION 1. Short Title, Commercial Paper Note Authorizing Resolution. This resolution shall be known as and may be cited by the short title “Commercial Paper Note Authorizing Resolution.”

This resolution (referred to herein as “this Commercial Paper Note Authorizing Resolution”) is adopted in accordance with the provisions of, the Master Bond Resolution, as amended and supplemented from time to time.

SECTION 2. Definitions. All defined terms in this Commercial Paper Note Authorizing Resolution have the meanings set forth in the Master Bond Resolution or the Indenture, except as otherwise expressly provided herein. The terms defined in this section shall have the designated meanings for all purposes of this Commercial Paper Note Authorizing Resolution, except where the context by clear implication requires otherwise.

“Act” means, collectively, Article 45.1 of Title 37, C.R.S., and Part 4 of Article 35 of Title 31, C.R.S.

“Authorized Representative” means one or more of the following officers, officials, employees, or representatives of the Board, acting in concert or individually: the President, the Chief Executive Officer/Secretary, the Chief Finance Officer, the Treasurer, and any other officer or employee of the Board that is designated in writing by the President or the Chief Finance Officer.

“Bank” means Bank of America, N.A., and its successors and assigns under the Revolving Credit Agreement.

“Bank Note” means the promissory note issued by the Board to the order of the Bank, evidencing and securing the obligations of the Board to the Bank from the sources set forth in the Indenture, in substantially in the form set forth in Exhibit A to the Revolving Credit Agreement, with appropriate completions, and any and all renewals, extensions, and modifications thereof.

“Board” means the Board of Water Commissioners of the City and County of Denver, Colorado.

“Capital Improvements” means the acquisition of land, easements, facilities, water rights and equipment (other than ordinary repairs and replacements), and the construction or reconstruction of improvements, betterments and extensions, for use by or in connection with the System.

“Capital Projects” means the acquisition, construction and installation of Capital Improvements to be financed with the proceeds of the Commercial Paper Notes.

“Charter” means the home rule charter of the City, as amended and supplemented from time to time.

“Chief Finance Officer” means the Chief Finance Officer of the Board or the designee of the Chief Finance Officer.

“City” means the City and County of Denver, Colorado.

“Code” means the Internal Revenue Code of 1986, as amended and supplemented from time to time.

“Commercial Paper Notes” means the Subordinate Lien Water Revenue Commercial Paper Notes, Series 2023A, in one or more sub-series, issued under the terms of the Indenture.

“Commitment” means \$300,000,000, the maximum amount available to be drawn under the Revolving Credit Agreement for the payment of the principal of the Commercial Paper Notes.

“Credit Agreement (PNC)” means the Credit Agreement, as amended by the First Amendment to Credit Agreement, by and between the Board and PNC Bank, National Association, as may be hereafter amended.

“Credit Facility Obligations” means repayment or other obligations incurred by the Board in respect of draws or other payments or disbursements made under the Credit Agreement (PNC).

“C.R.S.” means the Colorado Revised Statutes, as amended and supplemented from time to time.

“Dealer” means, collectively, BofA Securities, Inc., and Goldman Sachs & Co. LLC.

“Dealer Agreement” means each of the agreements between the Board and the Dealer as the same may be amended, supplemented, extended, or restated from time to time by the parties thereto.

“Denver Water” means the property and personnel under control of the Board to be generally referred to as "Denver Water" as provided in Section 10.1.6 of the Charter.

“Fee Letter” means any fee letter or similar agreement by and between the Board and the Bank in connection with the Revolving Credit Agreement, as the same may be amended, supplemented, extended, or restated from time to time by the parties thereto.

“Indenture” means the Indenture between the Board and the Trustee, as originally executed and as may from time to time be amended or supplemented by any supplemental Indenture delivered pursuant to the provisions thereof.

“Issuing and Paying Agent” means U.S. Bank Trust Company, National Association, as the issuing and paying agent appointed hereunder, or any successor to such agent.

“Issuing and Paying Agent Agreement” means the agreement authorized to be entered into by and between the Board and the Issuing and Paying Agent, as the same may be amended, supplemented, extended, or restated from time to time by the parties thereto.

“Loan” means any revolving loan made by the Bank to the Board pursuant to the applicable section of the Revolving Credit Agreement.

“Master Bond Resolution” means Resolution (06-28-23) Authorizing Amendment and Restatement of Master Bond Resolution, adopted by the Board on June 28, 2023, as may be amended and restated from time to time in accordance with its terms.

“Offering Memorandum” means the Offering Memorandum relating to the Commercial Paper Notes, as the same may be amended or supplemented from time to time.

“Revolving Credit Agreement” means the Revolving Credit Agreement by and between the Board and the Bank, as the same may be amended, supplemented, extended, or restated from time to time by the parties thereto, providing a credit or liquidity facility supporting the Commercial Paper Notes.

“Senior Obligations” means, collectively, the Series 2012A Bonds, the Series 2012B Bonds, the Series 2014A Bonds, the Series 2016A Bonds, the Series 2016B Bonds, the Series 2017A Bonds, the Series 2017B Bonds, Series 2020A Bonds, the Series 2020B Bonds, the Series 2021A Bonds, the Series 2022A Bonds and the Series 2022 SRF Loan and any Securities hereafter issued on a parity with the Senior Obligations and includes any series or issue of bonds, notes, or similar obligations issued or incurred by the Board under the Master Bond Resolution, payable from and

secured solely by a lien on and pledge of the Net Revenue, superior in rank and dignity to the lien on and pledge of the Net Revenue securing the payment of the Commercial Paper Notes.

“Series 2012A Bonds” means the Master Resolution Water Revenue Bonds, Series 2012A, originally issued in the aggregate principal amount of \$36,555,000 and Outstanding as of August 1, 2023, in the aggregate principal amount of \$30,995,000.

“Series 2012B Bonds” means the Master Resolution Water Revenue Refunding Bonds, Series 2012B, originally issued in the aggregate principal amount of \$108,545,000 and Outstanding as of August 1, 2023, in the aggregate principal amount of \$10,365,000.

“Series 2014A Bonds” means the Master Resolution Water Revenue Bonds, Series 2014A, originally issued in the aggregate principal amount of \$48,670,000 and Outstanding as of August 1, 2023, in the aggregate principal amount of \$44,025,000.

“Series 2016A Bonds” means the Master Resolution Water Revenue Bonds, Series 2016A, originally issued in the aggregate principal amount of \$94,755,000 and Outstanding as of August 1, 2023, in the aggregate principal amount of \$68,110,000.

“Series 2016B Bonds” means the Master Resolution Water Refunding Revenue Bonds, Series 2016B, originally issued in the aggregate principal amount of \$63,470,000 and Outstanding as of August 1, 2023, in the aggregate principal amount of \$47,165,000.

“Series 2017A Bonds” means the Water Revenue Bonds, Series 2017A (Green Bonds), originally issued in the aggregate principal amount of \$142,665,000 and Outstanding as of August 1, 2023, in the aggregate principal amount of \$135,470,000.

“Series 2017B Bonds” means the Water Revenue Bonds, Series 2017B, originally issued and Outstanding as of August 1, 2023, in the aggregate principal amount of \$41,765,000.

“Series 2020A Bonds” means the Water Revenue Bonds, Series 2020A, originally issued and Outstanding as of August 1, 2023, in the aggregate principal amount of \$141,030,000.

“Series 2020B Bonds” means the Water Revenue Refunding Bonds, Series 2020B, originally issued in the aggregate principal amount of \$126,955,000 and Outstanding as of August 1, 2023, in the aggregate principal amount of \$113,180,000.

“Series 2021A Bonds” means the Water Revenue Bonds, Series 2021A, originally issued and Outstanding as of August 1, 2023, in the aggregate principal amount of \$316,785,000.

“Series 2022A Bonds” means the Water Revenue Bonds, Series 2022A, originally issued and Outstanding as of August 1, 2023, in the aggregate principal amount of \$189,515,000.

“Series 2022 SRF Loan” means the Loan from the Colorado Water Resources and Power Development Authority originally issued and currently outstanding as of August 1, 2023, in the aggregate principal amount of \$35,993,167.27.

“Series 2023 Notes” means “City and County of Denver, Colorado, acting by and through its Board of Water Commissioners, Subordinate Lien Water Revenue Commercial Paper Notes, Series 2023A” issued under the terms of the Indenture.

“State” means the State of Colorado.

“Supplemental Act” means the Supplemental Public Securities Act, constituting part 2 of article 57 of title 11, C.R.S.

“System” means the water works system and plant which is operated under the complete charge and control of the Board and which includes the property and personnel under control of the Board to be referred to generally as Denver Water, all pursuant to Sections 10.1.1 through 10.1.22 of the Charter.

“Trustee” means U.S. Bank Trust Company, National Association, or its successor, as Trustee under this Indenture.

“Water Works Fund” means the fund created and maintained pursuant to Section 10.1.7 of the Charter into which all revenues received from the operation of the System together with all moneys received by the Board from other sources is to be placed.

SECTION 3. Application of the Supplemental Act; Ratification and Approval of Prior Actions. The Board hereby determines to apply all of the provisions of the Supplemental Act to the Commercial Paper Notes. The Board hereby determines to issue and sell, from time to time, in one or more sub-series of the Commercial Paper Notes in an aggregate principal amount not to exceed \$300,000,000 outstanding at any one time, for the purpose of providing for the Capital Projects or paying and or refunding prior Commercial Paper Notes or Credit Facility Obligations. The Commercial Paper Notes shall be issued pursuant to the terms of the Indenture and the Issuing and Paying Agent Agreement.

All action heretofore taken (not inconsistent with the provisions of this Resolution) by the Board or the officers, agents or employees of the Board relating to the

Transaction Documents, the Offering Memorandum, the implementation of the Project, and the issuance of Commercial Paper Notes is hereby ratified, approved and confirmed.

SECTION 4. Finding of Best Interests. The Board hereby finds and determines, pursuant to the Constitution and the laws of the State of Colorado, the Charter, and the Act, that the implementation of the Capital Projects, including the payment of the costs of issuance in connection therewith, and financing the costs thereof pursuant to the terms set forth in the Indenture are necessary, convenient, and in furtherance of the Board's purposes and are in the best interests of the Board and the Board hereby authorizes and approves the same.

SECTION 5. Delegation of Authority. The Board hereby delegates to any of the President, the Chief Executive Officer/Secretary, the Chief Finance Officer or the Treasurer, the authority to finalize and execute the Transaction Documents as described below subject to the following:

- (a) The maximum interest rate borne by the Commercial Paper Notes, which rate shall not exceed 10.00%;
- (b) The final term shall not exceed (5) years from the date of execution; and
- (c) The principal amount of Commercial Paper Notes Outstanding at any one time shall not exceed \$300,000,000.

SECTION 6. Approval of the Indenture. The President and the appropriate officers of the Board are hereby authorized and directed to execute for and on behalf of the Board, an Indenture in connection with the issuance of the Commercial Paper Notes, in substantially the form as submitted to this meeting, with such changes therein and additions or completions thereto as the President, the Chief Executive Officer/Secretary, the Chief Finance Officer or the Treasurer shall approve after consultation with the Board's General Counsel and Bond Counsel (such approval to be evidenced by the execution and delivery thereof). The Indenture, as executed and delivered, and the form of such Indenture, is hereby approved.

SECTION 7. Approval of Issuing and Paying Agent Agreement. The President and the appropriate officers of the Board are hereby authorized and directed to execute for and on behalf of the Board, and the Secretary shall attest thereto, an Issuing and Paying Agent Agreement in connection with the issuance of the Commercial Paper Notes, in substantially the form as submitted to this meeting, with such changes therein and additions or completions thereto as the President, the Chief Executive Officer/Secretary, the Chief Finance Officer or the Treasurer shall approve after consultation with the General Counsel and Bond Counsel (such approval to be evidenced by the execution and delivery thereof). The Issuing and Paying Agent

Agreement, as executed and delivered, and the form of such Issuing and Paying Agent Agreement is hereby approved.

SECTION 8. Approval of Revolving Credit Agreement. The President and the appropriate officers of the Board are hereby authorized and directed to execute for and on behalf of the Board, and the Secretary shall attest thereto, the Revolving Credit Agreement and the Fee Letter with respect to the Commercial Paper Notes. The Revolving Credit Agreement and the Fee Letter entered into by the Board to be in substantially the forms of, or on substantially similar terms to, the Revolving Credit Agreement and Fee Letter submitted to this meeting, with such changes, insertions and omissions as the President, the Chief Executive Officer/Secretary, the Chief Finance Officer or the Treasurer shall approve after consultation with the General Counsel and Bond Counsel, such approval to be evidenced by the execution and delivery thereof. The forms of the Revolving Credit Agreement and Fee Letter are hereby approved.

SECTION 9. Appointment of Dealers; Execution of Dealer Agreements. Goldman Sachs & Co. LLC, and BofA Securities, Inc., are hereby appointed to serve as dealers for the Commercial Paper Notes. This appointment shall not preclude the Board from removing any dealer and/or appointing one or more additional dealers or successors thereto as the President, the Chief Executive Officer/Secretary, the Chief Finance Officer or the Treasurer shall determine. The President and the appropriate officers of the Board are hereby authorized and directed to execute for and on behalf of the Board, and the Secretary shall attest thereto, a Dealer Agreement with each of the appointed dealers in order to expand the services of such dealer to include services to be provided as dealers for the Commercial Paper Notes, in substantially the form of the Dealer Agreement submitted to this meeting, with such changes, insertions and omissions as the President, the Chief Executive Officer/Secretary, the Chief Finance Officer or the Treasurer shall approve after consultation with the General Counsel and Bond Counsel, such approval to be evidenced by the execution and delivery thereof.

SECTION 10. Approval of Offering Memorandum. The Board hereby approves the form of the Offering Memorandum relating to the Commercial Paper Notes, in substantially the form as submitted to this meeting, with such additions thereto and changes therein (including, without limitation, such additions and changes to reflect the subseries, Bank, the Revolving Credit Agreement and Dealers as selected by the President, the Chief Executive Officer/Secretary, the Chief Finance Officer or the Treasurer in accordance with the terms of this Resolution), any such additions and changes as approved by the President, the Chief Executive Officer/Secretary, the Chief Finance Officer or the Treasurer after consultation with the General Counsel and Bond Counsel. The President, the Chief Executive Officer/Secretary, the Chief Finance Officer or the Treasurer is hereby authorized and directed to approve the distribution or delivery (including by making available by electronic means) by the Dealers of the Offering Memorandum in final form in connection with the marketing of the Commercial Paper Notes. The President, the Chief Executive Officer/Secretary, the Chief Finance Officer or the Treasurer or the duly authorized designee of any of such officers is hereby

authorized to cause to be prepared and to authorize there to be distributed or delivered (including by making available by electronic means) from time to time an updated Offering Memorandum as may be reasonably requested by the Dealers or as may be necessary to comply with any applicable federal securities laws as the President, the Chief Executive Officer/Secretary, the Chief Finance Officer or the Treasurer shall approve after consultation with the General Counsel and Bond Counsel, and to authorize the Dealers to distribute or deliver (including by making available by electronic means) any such updated Offering Memorandum in connection with the ongoing marketing of the Commercial Paper Notes. The Offering Memorandum may include copies of the Board's most recent annual audited financial statements and such other information relating to the Board as the President, the Chief Executive Officer/Secretary, the Chief Finance Officer or the Treasurer shall require or approve.

SECTION 11. Additional Actions. The President, the Chief Executive Officer/Secretary, the Chief Finance Officer, the Treasurer and such other authorized designees of the Board are hereby authorized, individually and collectively, to take all such actions (including, but not limited to, giving or providing for the giving of written directions and notices or the securing of any required third party approvals required by the Indenture, the Issuing and Paying Agent Agreement, the Revolving Credit Agreement, the Dealer Agreements or other documents relating to the Commercial Paper Notes and to execute and deliver such instruments, agreements, documents and certificates in the name and on behalf of the Board (including, but not limited to: tax certificates and related documents and filings, the letter of representations to a bond depository, notices, consents, instructions, and closing certificates, extensions and amendments from time to time of the Revolving Credit Agreement and Fee Letter not inconsistent with the terms of this Resolution, and such documents or agreements as may be necessary or desirable in order to effect the engagement of U.S. Bank Trust Company, National Association, or another qualified financial institution as Issuing and Paying Agent for the Commercial Paper Notes or the appointment of additional or other Dealers for the Commercial Paper Notes or the appointment of additional or other qualified financial institutions to provide liquidity for the Commercial Paper Notes), in any case as shall be determined by the President, the Chief Executive Officer/Secretary, the Chief Finance Officer or the Treasurer to be necessary, convenient or advisable in connection with the offering, sale and issuance of the Commercial Paper Notes from time to time pursuant to the Issuing and Paying Agent Agreement and the delivery of Bank Note pursuant to the Revolving Credit Agreement, and to otherwise to carry out, give effect to and comply with the terms and intent of this Resolution and the Indenture, the Revolving Credit Agreement, the Dealer Agreements and other documents relating to the Commercial Paper Notes and the transactions herein and therein authorized. All actions heretofore taken by the officers, employees and agents of the Board in furtherance of the transactions contemplated by this Resolution are hereby approved, ratified and confirmed.

SECTION 12. Resolution Irrepealable. After any of the Commercial Paper Notes have been issued, this Resolution shall constitute an irrevocable contract between the

Board and the Holders and shall be and remain irrevocable until the Commercial Paper Notes and the interest accruing thereon shall have been fully paid, satisfied, and discharged as herein provided.

SECTION 13. Severability. If any section, paragraph, clause or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution, the intent being that the same are severable.

SECTION 14. Repealer. All orders, resolutions, by laws and regulations of the Board, or parts thereof, inconsistent with this Resolution are hereby repealed to the extent only of such inconsistency.

SECTION 15. Recording. This Resolution, immediately on its passage, shall be recorded in the books of resolutions of the Board, respectively, kept for that purpose, and shall be authenticated by the signatures of the President and Secretary.

SECTION 16. Electronic Transactions. The President, Chief Executive Officer/Secretary, Chief Finance Officer, Treasurer, or other employee or official of the Board that is authorized or directed to execute any agreement, document, certificate, instrument or other paper in accordance with this Resolution (collectively, the "Authorized Documents") are hereby authorized to execute Authorized Documents electronically via facsimile or email signature. Any electronic signature so affixed to any Authorized Document shall carry the full legal force and effect of any original, handwritten signature. This provision is made pursuant to Article 71.3 of Title 24, C.R.S., also known as the Uniform Electronic Transactions Act. It is hereby determined that the transactions described herein may be conducted and related documents may be stored by electronic means. Copies, telecopies, facsimiles, electronic files and other reproductions of original executed documents shall be deemed to be authentic and valid counterparts of such original documents for all purposes, including the filing of any claim, action or suit in the appropriate court of law.

SECTION 17. Effective Date. This Commercial Paper Note Authorizing Resolution shall take effect immediately upon its adoption and approval.

Adopted by the Board on September 13, 2023