

NOTICE OF BOND SALE

\$43,480,000*

**CITY OF BOULDER, COLORADO
(Acting through its Water Utility Enterprise
and its Wastewater Utility Enterprise)
WATER AND SEWER REVENUE BONDS
SERIES 2022**

PUBLIC NOTICE IS HEREBY GIVEN that electronic bids will be received for the purchase of the City of Boulder, Colorado (Acting through its Water Utility Enterprise and its Wastewater Utility Enterprise) Water and Sewer Revenue Bonds, Series 2022 (the “2022 Bonds”), more particularly described below. As more fully described in the Preliminary Official Statement, dated on or about May 6, 2022 (the “Preliminary Official Statement”), the City of Boulder, Colorado (the “City”), is causing the 2022 Bonds to be offered and issued pursuant to the Bond Ordinance of the City adopted on April 5, 2022 (the “Ordinance”) and the City’s Resolution adopted on April 19, 2022 (the “Resolution”) authorizing the public sale of the 2022 Bonds and approving the form of this Notice of Bond Sale. Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Ordinance.

Bids for the purchase of the 2022 Bonds must be submitted by means of the i-Deal Parity electronic bidding system (“PARITY”). No other method of submitting bids will be accepted. The use of PARITY shall be at the bidder’s risk and expense, and none of the City, its Municipal Advisor or Bond Counsel shall have any liability with respect thereto. Electronic bids via PARITY must be submitted in accordance with PARITY’s Rules of Participation, as well as the provisions of this Notice of Bond Sale. To the extent that provisions of this Notice of Bond Sale conflict with PARITY’s Rules of Participation or any instruction or directions set forth by PARITY, the provisions of this Notice of Bond Sale shall control. The date and time for submitting bids will be as follows:

Bid Date: **May 17, 2022**

Bid Time: **Between 11:00 a.m. and 11:30 a.m. Eastern Time (Between 9:00 a.m. and 9:30 a.m. Mountain Time)**

Submit Bid to: **PARITY electronic bidding system as set forth in “TERMS OF SALE—Submission of Bids”**

Delivery Date: **June 1, 2022**

Information relating to the City and the 2022 Bonds may be obtained from the City’s Municipal Advisor, Hilltop Securities, Attention: Jason Simmons, 8055 E. Tufts Avenue, Suite 500, Denver, Colorado 80237, (telephone: (303) 771-0217; e-mail: Jason.Simmons@hilltopsecurities.com).

Neither the City, the Paying Agent, the Municipal Advisor, nor Bond Counsel shall be responsible for, and each bidder expressly assumes the risk of, any incomplete, inaccurate, or untimely bid submitted by Internet transmission by such bidder, including, without limitation, by reason of garbled transmissions, mechanical failure, engaged telephone or telecommunications lines, or any other cause arising from delivery by Internet transmission. Additionally, the PARITY time stamp will govern the receipt of all electronic bids. The official bid clock does not

*Preliminary; subject to adjustment as set forth herein.

automatically refresh. Bidders must refresh the auction page periodically to monitor the progression of the bid clock and to ensure that their bid will be submitted prior to the termination of the bond sale. All bids will be deemed to incorporate the provisions of this Notice of Bond Sale.

This Notice of Bond Sale and the information set forth herein are not to be treated as a complete disclosure of all relevant information with respect to the 2022 Bonds. The information set forth herein is subject, in all respects, to a more complete description of the 2022 Bonds and the security therefor set forth in the Preliminary Official Statement.

BOND DETAILS

Terms. The City of Boulder, Colorado Water and Sewer Revenue Bonds, Series 2022 will be issued in the aggregate principal amount set forth in the caption of this Notice of Bond Sale, and will be dated the date of delivery. The proceeds of the 2022 Bonds are being used to (a) construct, acquire, improve and equip certain capital improvements to the City’s Water System and Sewer System; (b) purchase a reserve fund surety bond for the Reserve Fund; and (c) pay all necessary, incidental and appurtenant expenses in connection therewith, including the costs of issuance of the 2022 Bonds. Interest on the 2022 Bonds will be payable on each June 1 and December 1, commencing on December 1, 2022. The 2022 Bonds will mature on December 1 in each of the designated amounts and years as follows:

Maturity Schedule*

Maturity Date (December 1)	Principal Amount
2022	\$2,140,000
2023	1,285,000
2024	1,350,000
2025	1,420,000
2026	1,490,000
2027	1,565,000
2028	1,640,000
2029	1,725,000
2030	1,810,000
2031	1,900,000
2032	1,995,000
2033	2,095,000
2034	2,180,000
2035	2,265,000
2036	2,355,000
2037	2,450,000
2038	2,550,000
2039	2,650,000
2040	2,760,000
2041	2,870,000
2042	2,985,000

*Preliminary; subject to adjustment as set forth in “TERMS OF SALE—Adjustment of Principal Amount and of Maturities After Determination of Best Bid” herein.

The 2022 Bonds will be issued in registered form, in denominations of \$5,000 or integral multiples thereof. The 2022 Bonds will be issued in book-entry form utilizing the services of The Depository Trust Company, New York, New York (“DTC”) as securities depository.

Adjustment of Aggregate Principal Amount and of Maturities After Determination of Best Bid. The aggregate principal amount and the principal amount of each maturity of the 2022 Bonds described above are subject to adjustment by the City, after the determination of the best bid. Changes to be made will be communicated to the successful bidder by the time of award of the 2022 Bonds, and will not reduce or increase the aggregate principal amount of the 2022 Bonds by more than 25% in total principal amount. The successful bidder may not withdraw its bid as a result of any changes made within these limits.

By submitting its bid, each bidder agrees to purchase the 2022 Bonds in such adjusted principal amounts and to modify the purchase price for the 2022 Bonds to reflect such adjusted principal amounts. The bidder further agrees that the interest rates for the various maturities as designated by the bidder in its bid will apply to any adjusted principal amounts designated by the City for such maturities.

Amendment of Notice. The date and time of the sale may be changed at the discretion of the City, and the City also reserves the right to make other changes to the provisions of this Notice of Bond Sale prior to the date and time of the sale; any such changes may be posted through PARITY. Prospective bidders are advised to check for such PARITY postings prior to the stated sale time.

Interest Rates and Limitations. Interest from the date of delivery of the 2022 Bonds will be payable on December 1, 2022, and semiannually thereafter on June 1 and December 1 in each year, as calculated based on a 360-day year of twelve 30-day months.

Only one interest rate shall be specified for any one maturity of the 2022 Bonds.

Each interest rate specified must be stated in a multiple of 1/8 or 1/20 of 1 percent per annum.

The maximum differential between the lowest and highest interest rates permitted for the issue is three percent (3.0%) (*i.e.*, the maximum rate of interest accruing on any 2022 Bond prior to its maturity may not exceed the lowest rate of interest accruing on any other 2022 Bond prior to its maturity by more than three percent (3.0%)).

A zero rate is not permitted. No supplemental or “B” interest shall be allowed.

Purchase Price. The purchase price bid shall not be less than 100% of the par amount of the 2022 Bonds, nor will any net discount or commission be allowed or paid on the sale of the 2022 Bonds.

Optional Redemption. The 2022 Bonds maturing on and after December 1, 2033 are callable for redemption at the option of the City, in whole or in part in such order of maturities as the City shall determine and by lot within a maturity, on December 1, 2032 and on any date thereafter, at a redemption price equal to the principal amount thereof plus accrued interest to the redemption date.

Term Bonds; Mandatory Sinking Fund Redemption. A bidder may request that any 2022 Bonds be aggregated to form one or more term bonds. Any such term bond will be subject to mandatory sinking fund redemption in the same amounts and on the same dates as the 2022 Bonds would have matured if they were not included in a term bond. 2022 Bonds redeemed pursuant to mandatory sinking fund redemption will be redeemed at a redemption price equal to 100% of the principal amount thereof,

plus accrued interest to the redemption date, in the manner as otherwise provided in the Ordinance. Any election to designate 2022 Bonds as being included in a term bond must be made at the time the prospective bidder submits a bid for the 2022 Bonds via PARITY. See “TERMS OF SALE—Submission of Bids.”

Security. The 2022 Bonds will be payable from, and will constitute a first and prior (but not exclusive) lien on the Net Income (hereinafter defined) of the municipal Water System and the Sewer System (together, the “Facilities”) and moneys on deposit in the Bond Fund and the Reserve Fund established and continued by the Ordinance. Net Income of the municipal Water System and Sewer System means the gross income derived from the operation and use of the Facilities as may be designated after the deduction of the operation and maintenance expenses as more fully described in the Ordinance and the Preliminary Official Statement with respect to the 2022 Bonds. Reference is made to the Preliminary Official Statement for a more complete description of the security for the 2022 Bonds.

Reserve Fund. A Reserve Fund is established by the Ordinance. Upon delivery of the 2022 Bonds, the City will utilize a reserve fund surety policy from Build America Mutual Assurance Company (“BAM”) to fund the Reserve Fund in an amount equal to the Minimum Bond Reserve. The Reserve Fund will be used to pay debt service on the 2022 Bonds to the extent that the net income of the Facilities is insufficient therefor. Notwithstanding the foregoing, as further described in the Preliminary Official Statement, each holder of any of the 2022 Bonds shall, by its purchase of such 2022 Bond or 2022 Bonds, be deemed to have agreed that at such time as (i) each series of Parity Bonds issued by the City prior to the issuance of the 2022 Bonds is no longer Outstanding (through maturity, refunding, redemption, defeasance or otherwise) or (ii) in accordance with Section 11.01 of the Prior Ordinances, the holders of more than 50% of the remaining Outstanding Parity Bonds issued by the City prior to the issuance of the 2022 Bonds shall have consented to the following clauses (A) and (B) as proposed amendments to the Prior Ordinances, then: (A) the requirement of establishing or maintaining the Reserve Fund for the 2022 Bonds and the amount of the Minimum Bond Reserve, if any, for the 2022 Bonds shall be at the election of the City, in its sole discretion, and (B) the requirement in Section 7.03(e) hereof to establish and maintain a reserve fund, if any, for additional Parity Bonds and the minimum amount of any such reserve fund, if established, shall be at the election of the City, in its sole discretion.

Additional Bonds; Outstanding Parity Bonds. The Ordinance permits the issuance of additional bonds of the City, payable from a lien on the Net Income on a parity with, or subordinate to, the lien thereof of the 2022 Bonds. As of April 1, 2022, the following Parity Bonds are Outstanding and payable from the Net Income on a parity with the 2022 Bonds:

<i>Outstanding Parity Bonds</i>	<i>Principal Outstanding (4/1/22)</i>
Water and Sewer Revenue Refunding Bonds, Series 2012	\$11,045,000
Water and Sewer Revenue Bonds, Series 2015	7,590,000
Water and Sewer Revenue Bonds, Series 2016	25,935,000
Water and Sewer Revenue Bonds, Series 2018	34,335,000
Water and Sewer Revenue Refunding Note, Series 2020	<u>4,635,000</u>
Total	\$ <u>83,540,000</u>

Rating. S&P Global Ratings, a business unit of Standard & Poor’s Financial Services LLC have assigned the 2022 Bonds a municipal bond rating of “AAA.” See “RATING” in the Preliminary Official Statement.

Authorization. The 2022 Bonds are authorized to be issued by the Constitution of the State of Colorado, the Charter of the City, the laws of the State of Colorado, the Ordinance and the Supplemental Public Securities Act.

TERMS OF SALE

Submission of Bids. A prospective bidder must electronically submit a bid for the 2022 Bonds via PARITY. Bids may be submitted electronically via PARITY in accordance with this Notice of Bond Sale, until 9:30 a.m. Mountain Time, but no bid will be received after the time for receiving bids specified above. To the extent any instructions or directions set forth in PARITY conflict with this Notice of Bond Sale, the terms of this Notice of Bond Sale shall control. For further information about PARITY, potential bidders may contact the City's Municipal Advisor, Hilltop Securities, Attention: Jason Simmons, 8055 E. Tufts Avenue, Suite 500, Denver, Colorado 80237 (telephone: (303) 771-0217; e-mail: Jason.Simmons@hilltopsecurities.com, or PARITY at 1359 Broadway, 2nd Floor, New York, New York 10018, Telephone (212) 404 8153; Fax (212) 849 5021).

Bidding Parameters. Bidders are required to submit unconditional bids specifying the rate of interest and premium, if any, at which the bidder will purchase all and not less than all of the 2022 Bonds.

Information Regarding Bids. Bidders may change and submit bids as many times as they wish during the bidding. During the bidding, no bidder will see any other bidder's bid, but each bidder will be able to see its own ranking (i.e., "Leader," "Cover," "3rd," etc.).

Bids Constitute an Irrevocable Offer. Each bid submitted through PARITY shall be deemed an irrevocable offer to purchase the 2022 Bonds on the terms provided in this Notice of Bond Sale and shall be binding upon the bidder.

Basis of Award. The 2022 Bonds will be sold to the bidder offering to purchase the 2022 Bonds at the lowest true interest cost ("TIC"). The actuarial yield on the 2022 Bonds using the TIC method will be computed at that yield which, if used to compute the present value of all payments of principal and interest on the 2022 Bonds as of the delivery date of the 2022 Bonds (i.e., June 1, 2022), produces an amount equal to the aggregate bid price. Such calculation will be made based upon a 360-day year composed of twelve 30-day months and a semi-annual interval for compounding.

The winning bid will be indicated on PARITY and the auction results, as posted on such website, will be subject to verification by the City and the Municipal Advisor. The City and the Municipal Advisor will verify the auction results immediately following the close of the bidding period and notice of confirmation by the City and the Municipal Advisor of the winning bidder will be made by a posting on PARITY under the "Results" link.

If two or more bids have the same TIC, the first bid submitted, as determined by reference to the time stamp displayed on PARITY, shall be deemed to be the leading bid.

Sale Reservations. The City reserves the right (a) to reject any and all bids for any 2022 Bonds, (b) to reoffer any 2022 Bonds for public or negotiated sale and (c) to waive any irregularity or informality in any bid.

Good Faith Deposit. A good faith deposit will not be required in connection with the submission of a bid for the 2022 Bonds. The winning bidder will be required to wire \$450,000 to the City as bid security by 3:00 p.m. Mountain Time on May 17, 2022. The City will provide wire instructions to the winning bidder. The bid security will be retained by the City and: (a) will be applied, without allowance

for interest, against the purchase price when the 2022 Bonds are delivered to and paid for by such winning bidder; (b) will be retained by the City as liquidated damages if the bidder defaults with respect to the bid; or (c) will be returned to the bidder if the 2022 Bonds are not issued by the City for any reason which does not constitute a default by the bidder.

Manner and Time of Delivery. The 2022 Bonds will be delivered to DTC for the account of the winning bidder at the expense of the City on June 1, 2022 or such later date as the City and the winning bidder may agree. The winning bidder will not be required to accept delivery of the 2022 Bonds if they are not tendered for delivery by the City on June 1, 2022, or such later date as the City and the winning bidder may agree; provided that delivery of any 2022 Bonds is conditioned upon the receipt by the City of a certificate as to their issue price. See “—Establishment of Issue Price” below. Payment of the purchase price due at delivery must be made in Federal Reserve funds for immediate and unconditional credit to the City.

Establishment of Issue Price

(a) The winning bidder shall assist the City in establishing the issue price of the 2022 Bonds and shall execute and deliver to the City at closing an “issue price” or similar certificate setting forth the reasonably expected Initial Offering Price (as defined herein) to the Public (as defined herein) or the sales price or prices of the 2022 Bonds, together with the supporting pricing wires or equivalent communications, substantially in the form attached hereto as *APPENDIX A*, with such modifications as may be appropriate or necessary, in the reasonable judgment of the winning bidder, the City and Bond Counsel. All actions to be taken by the City under this Notice of Bond Sale to establish the issue price of the 2022 Bonds may be taken on behalf of the City by the Municipal Advisor. At the written request of the City, Bond Counsel or the Municipal Advisor (including via e-mail), any notice or report to be provided to the City under this Notice of Bond Sale shall be provided to, as applicable pursuant to such written request, the City, Bond Counsel, or the Municipal Advisor.

(b) The City intends that the provisions of Treasury Regulation Section 1.148-1(f)(3)(i) (defining “competitive sale” for purposes of establishing the issue price of the 2022 Bonds) will apply to the initial sale of the 2022 Bonds (the “Competitive Sale Requirements”) because:

- (1) the City shall disseminate this Notice of Bond Sale to potential Underwriters (as defined herein) in a manner that is reasonably designed to reach potential Underwriters;
- (2) all bidders shall have an equal opportunity to bid;
- (3) the City anticipates receiving bids from at least three bidders with established industry reputations for underwriting new issuances of municipal bonds; and
- (4) the City anticipates awarding the sale of the 2022 Bonds to the bidder who submits a firm offer to purchase the 2022 Bonds at the lowest interest cost, as set forth in this Notice of Bond Sale.

The City shall take all reasonable steps that are appropriate so that the initial sale of the 2022 Bonds to the Public will satisfy the Competitive Sale Requirements. Any bid submitted pursuant to this Notice of Bond Sale shall be considered a firm offer for the purchase of the 2022 Bonds, as specified in the bid.

(c) In the event that the Competitive Sale Requirements are not satisfied, the City shall so advise the winning bidder. The City may determine to treat (i) the first price at which 10% of a maturity of the 2022 Bonds (the “10% Test”) is sold to the Public as the issue price of that maturity and/or (ii) the Initial Offering Price to the Public as of the Sale Date (as defined herein) of any maturity of the 2022 Bonds as the issue price of that maturity (the “Hold-the-Offering-Price Rule”), in each case applied on a maturity-by-maturity basis. The City intends to apply the Hold-the-Offering-Price Rule if the Competitive Sale Requirements are not satisfied but may, in its discretion, apply the 10% Test if necessary. The winning bidder shall advise the City if any maturity of the 2022 Bonds satisfies the 10% Test as of the date and time of the award of the 2022 Bonds. The City (or the Municipal Advisor) shall promptly advise the prospective winning bidder, at or before the time of award of the 2022 Bonds, which maturities of the 2022 Bonds shall be subject to the 10% Test or shall be subject to the Hold-the-Offering-Price Rule. **Bids will not be subject to cancellation in the event that the Competitive Sale Requirements are not satisfied. Bidders should prepare their bids on the assumption that all of the maturities of the 2022 Bonds will be subject to the Hold-the-Offering-Price Rule in order to establish the issue price of the 2022 Bonds.**

(d) By submitting a bid, the winning bidder shall (i) confirm that the Underwriter(s) have offered or will offer the 2022 Bonds to the Public on or before the date of award at the offering price or prices (the “Initial Offering Price”), or at the corresponding yield or yields, set forth in the bid submitted by the bidder and (ii) agree, on behalf of the Underwriter(s) participating in the purchase of the 2022 Bonds, that the Underwriter(s) will neither offer nor sell unsold 2022 Bonds of any maturity to which the Hold-the-Offering-Price Rule shall apply to any person at a price that is higher than the Initial Offering Price to the Public during the period starting on the Sale Date and ending on the earlier of the following:

- (1) the close of the fifth (5th) business day after the Sale Date; or
- (2) the date on which the Underwriter(s) have sold at least 10% of that maturity of the 2022 Bonds to the Public at a price that is no higher than the Initial Offering Price to the Public.

The winning bidder shall promptly advise the City or the Municipal Advisor when the Underwriter(s) have sold 10% of that maturity of the 2022 Bonds to the Public at a price that is no higher than the Initial Offering Price to the Public, if that occurs prior to the close of the fifth (5th) business day after the Sale Date.

(e) If the Competitive Sale Requirements are not satisfied, then until the 10% Test has been satisfied as to each maturity of the 2022 Bonds, the winning bidder agrees to promptly report to the City the prices at which the unsold 2022 Bonds of that maturity have been sold to the Public. That reporting obligation shall continue, whether or not the closing date has occurred, until the 10% Test has been satisfied as to the 2022 Bonds of that maturity or until all 2022 Bonds of that maturity have been sold.

(f) The City acknowledges that, in making the representation set forth above, the winning bidder will rely on (i) the agreement of each Underwriter to comply with the Hold-the-Offering-Price Rule, as set forth in any agreement among underwriters and the related pricing wires, (ii) in the event a selling group has been created in connection with the initial sale of the 2022 Bonds to the Public, the agreement of each dealer who is a member of the selling group to comply with the Hold-the-Offering-Price Rule, as set forth in a selling group agreement and the related pricing wires, and (iii) in the event that an Underwriter is a party to a retail distribution agreement that was employed in connection with the initial sale of the 2022 Bonds to the Public, the agreement of each broker-dealer that is a party to such agreement to comply with the Hold-the-Offering-Price Rule, as set forth in the retail distribution agreement and the related pricing wires. The City further acknowledges that each Underwriter shall be

solely liable for its failure to comply with its agreement regarding the Hold-the-Offering-Price Rule and that no Underwriter shall be liable for the failure of any other Underwriter, or of any dealer who is a member of a selling group, or of any broker-dealer that is a party to a retail distribution agreement to comply with its corresponding agreement regarding the Hold-the-Offering-Price Rule as applicable to the 2022 Bonds.

(g) By submitting a bid, each bidder confirms that: (i) any agreement among underwriters, any selling group agreement and each retail distribution agreement (to which the bidder is a party) relating to the initial sale of the 2022 Bonds to the Public, together with the related pricing wires, contains or will contain language obligating each Underwriter, each dealer who is a member of the selling group, and each broker-dealer that is a party to such retail distribution agreement, as applicable, to (A) report the prices at which it sells to the Public the unsold 2022 Bonds of each maturity allotted to it until it is notified by the winning bidder that either the 10% Test has been satisfied as to the 2022 Bonds of that maturity or all 2022 Bonds of that maturity have been sold to the Public and (B) comply with the Hold-the-Offering-Price Rule, if applicable, in each case if and for so long as directed by the winning bidder and as set forth in the related pricing wires; and (ii) any agreement among underwriters relating to the initial sale of the 2022 Bonds to the Public, together with the related pricing wires, contains or will contain language obligating each Underwriter that is a party to a retail distribution agreement to be employed in connection with the initial sale of the 2022 Bonds to the Public to require each broker-dealer that is a party to such retail distribution agreement to (A) report the prices at which it sells to the Public the unsold 2022 Bonds of each maturity allotted to it until it is notified by the winning bidder or such Underwriter that either the 10% Test has been satisfied as to the 2022 Bonds of that maturity or all 2022 Bonds of that maturity have been sold to the Public and (B) comply with the Hold-the-Offering-Price Rule, if applicable, in each case if and for so long as directed by the winning bidder or such Underwriter and as set forth in the related pricing wires.

(h) Sales of any 2022 Bonds to any person that is a Related Party (as defined herein) to an Underwriter shall not constitute sales to the Public for purposes of this Notice of Bond Sale. Further, for purposes of this Notice of Bond Sale:

- (i) “Public” means any person other than an Underwriter or a Related Party,
- (ii) “Underwriter” means (A) any person that agrees pursuant to a written contract with the City (or with the lead Underwriter to form an underwriting syndicate) to participate in the initial sale of the 2022 Bonds to the Public and (B) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (A) to participate in the initial sale of the 2022 Bonds to the Public (including a member of a selling group or a party to a retail distribution agreement participating in the initial sale of the 2022 Bonds to the Public),
- (iii) a purchaser of any of the 2022 Bonds is a “Related Party” to an Underwriter if the Underwriter and the purchaser are subject, directly or indirectly, to (i) at least 50% common ownership of the voting power or the total value of their stock, if both entities are corporations (including direct ownership by one corporation of another), (ii) more than 50% common ownership of their capital interests or profits interests, if both entities are partnerships (including direct ownership by one partnership of another), or (iii) more than 50% common ownership of the value of the outstanding stock of the corporation or the capital interests or profit interests of the partnership, as applicable, if one entity is a corporation and the other entity is a partnership (including direct ownership of the applicable stock or interests by one entity of the other), and

- (iv) “Sale Date” means the date that the 2022 Bonds are awarded by the City to the winning bidder.

Failure to provide the reoffering prices and yields, and to certify the same in a form satisfactory to Bond Counsel, may result in cancellation of the sale and/or forfeiture of the winning bidder’s good faith deposit.

Official Statement. The Preliminary Official Statement, dated on or about May 6, 2022, and the information contained therein has been deemed final by the City as of its date within the meaning of Rule 15c2-12 of the Securities and Exchange Commission (“Rule 15c2-12”) with permitted omissions, but is subject to change without notice and to completion or amendment in the Final Official Statement in final form (the “Final Official Statement” or the “Official Statement”). The Notice of Bond Sale and the Preliminary Official Statement may be viewed and downloaded at www.meritos.com and at www.i-dealprospectus.com or a physical copy may be obtained by contacting the City’s Municipal Advisor. See “—Information” below.

The City, at its expense, will make available to the winning bidder, within seven (7) business days after the award of the sale of the 2022 Bonds, up to 10 physical copies of the Final Official Statement, and additional copies of the Final Official Statement may be provided at the winning bidder’s expense. The winning bidder must cooperate in providing the information required to complete the Final Official Statement. The City will also provide the Final Official Statement to the winning bidder in electronic form.

The winning bidder shall comply with the requirements of Rule 15c2-12 and the rules of the Municipal Securities Rulemaking Board.

Continuing Disclosure Undertaking. Pursuant to Rule 15c2-12, the City has covenanted to provide, in a timely manner, to the municipal securities information repository at <http://emma.msrb.org> notice of the occurrence of specified events and to provide certain financial information on an annual basis as more fully set forth in the Preliminary Official Statement. Reference is made to the Preliminary Official Statement for a more complete description of the City’s continuing disclosure obligations.

State Securities Laws. The City has taken no action to qualify the offer or sale of the 2022 Bonds under the securities laws of any state. Should any such qualification be necessary, the City agrees to cooperate with the winning bidder in such matters, provided that the City reserves the right not to consent to service of process outside its boundaries and expenses related to any such qualification shall be the responsibility of the winning bidder.

CUSIP Numbers. CUSIP numbers will be issued and printed on the 2022 Bonds. Any error or omission in printing such numbers on the 2022 Bonds will not constitute cause for the winning bidder to refuse delivery of any 2022 Bond. All expenses in relation to obtaining the CUSIP numbers and printing of the CUSIP numbers on the 2022 Bonds shall be paid for by the winning bidder.

Legal Opinion, 2022 Bonds and Transcript. The validity and enforceability of the 2022 Bonds will be approved by the City’s Bond Counsel:

Kutak Rock LLP
1801 California Street
Suite 3000
Denver, Colorado 80202
(303) 297-2400
FAX: (303) 292-7799
www.kutakrock.com

The purchaser of the 2022 Bonds will receive a certified transcript of legal proceedings which will include, among other items:

(a) a certificate of the City to the effect that, as of its date, the Preliminary Official Statement was deemed final within the meaning of Rule 15c2-12, except for the omissions permitted under Rule 15c2-12;

(b) a certificate executed by officials of the City to the effect that there is no litigation pending or, to their knowledge, threatened affecting the validity of the 2022 Bonds as of the date of their delivery;

(c) a certificate of the City to the effect that, as of the date of the Official Statement and at all times to and including the date of delivery of the 2022 Bonds, the Official Statement did not contain any untrue statement of a material fact or omit any statement of a material fact necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading; and

(d) the letter dated the date of the delivery of the 2022 Bonds, of Butler Snow LLP, Special Counsel to the City, addressed to the City but not to the purchaser of the 2022 Bonds, to the effect that although they have made no independent investigation or verification of the correctness and completeness of the information included in the Official Statement, nothing that came to their attention in rendering legal services in connection with the preparation of the Official Statement causes them to believe that the Official Statement (excepting financial, demographic, economic and statistical information, any forecasts, estimates and assumptions, and any expressions of opinion, as to which they will express no belief), as of its date, contained any untrue statement of a material fact or omitted to state any material fact necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading.

(e) the opinion of Kutak Rock LLP, Bond Counsel, in substantially the form set forth as Appendix E to the Preliminary Official Statement.

Right To Modify or Amend Notice of Bond Sale. The City reserves the right to modify or amend this Notice of Bond Sale and the Bid Form, prior to the bid date. If any modifications occur, supplemental information with respect to the 2022 Bonds will be communicated by posting on the PARITY website not later than 3:00 p.m. Mountain Time on the day preceding the day on which proposals may be submitted, and bidders shall bid upon the 2022 Bonds based upon the terms thereof set forth in this Notice of Bond Sale, as so modified by such supplemental information.

Postponement of Sale. The City reserves the right to postpone the date and time established for the receipt of bids. Any such postponement will be announced by posting on PARITY prior to commencement of the bidding. If any date and time fixed for the receipt of bids and the sale of the 2022 Bonds is postponed, an alternative sale date and time will be announced at least one business day prior to such alternative sale date. On any such alternative sale date and time, any bidder may submit bids

electronically as described above for the purchase of the 2022 Bonds in conformity in all respects with the provision of this Notice of Bond Sale, except for the date and time of sale and except for any changes announced by posting on PARITY at the time the sale date and time are announced.

By order of the City Council of the City of Boulder, Colorado, dated this 6th day of May, 2022.

By /s/ Aaron Brockett
Mayor, City of Boulder, Colorado

By /s/ Kara Skinner
Interim Chief Financial Officer
City of Boulder, Colorado

APPENDIX A

FORM OF ISSUE PRICE CERTIFICATE

\$43,480,000*

**CITY OF BOULDER, COLORADO
(Acting through its Water Utility Enterprise
and its Wastewater Utility Enterprise)
WATER AND SEWER REVENUE BONDS
SERIES 2022**

The undersigned, on behalf of [NAME OF UNDERWRITER] (“[SHORT NAME OF UNDERWRITER]”), hereby certifies as set forth below with respect to the sale of the above-captioned obligations (the “Series 2022 Bonds”) by the City of Boulder, Colorado, acting by and through its Water Utility Enterprise and its Wastewater Utility Enterprise (the “City”) [*Sections 1 and 2 and schedules to be adjusted in execution version as necessary if all of the requirements of a “competitive sale” are not satisfied.*]

1. Reasonably Expected Initial Offering Price.

(a) As of [THE SALE DATE], the reasonably expected initial offering prices of the Series 2022 Bonds to the Public by [SHORT NAME OF UNDERWRITER] are the prices listed in Schedule A (the “Expected Offering Prices”). The Expected Offering Prices are the prices for the Maturities of the Series 2022 Bonds used by [SHORT NAME OF UNDERWRITER] in formulating its bid to purchase the Series 2022 Bonds. Attached as Schedule B is a true and correct copy of the bid provided by [SHORT NAME OF UNDERWRITER] to purchase the Series 2022 Bonds.

(b) [SHORT NAME OF UNDERWRITER] was not given the opportunity to review other bids prior to submitting its bid.

(c) The bid submitted by [SHORT NAME OF UNDERWRITER] constituted a firm offer to purchase the Series 2022 Bonds.

2. Defined Terms.

(a) “*Maturity*” means Series 2022 Bonds with the same credit and payment terms. Series 2022 Bonds with different maturity dates, or Series 2022 Bonds with the same maturity date but different stated interest rates, are treated as separate Maturities.

(b) “*Public*” means any person (including an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter or a related party to an Underwriter. The term “related party” for purposes of this certificate generally means any two or more persons who have greater than 50 percent common ownership, directly or indirectly.

(c) “*Underwriter*” means (i) any person that agrees pursuant to a written contract with the City (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Series 2022 Bonds to the Public, and (ii) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (i) of this paragraph to participate in the initial sale of the

*Preliminary; subject to change.

Series 2022 Bonds to the Public (including a member of a selling group or a party to a retail distribution agreement participating in the initial sale of the Series 2022 Bonds to the Public).

The representations set forth in this certificate are limited to factual matters only. Nothing in this certificate represents [SHORT NAME OF UNDERWRITER]'s interpretation of any laws, including specifically Sections 103 and 148 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder. The undersigned understands that the foregoing information will be relied upon by the City with respect to certain of the representations set forth in the Tax Compliance Certificate and with respect to compliance with the federal income tax rules affecting the Series 2022 Bonds, and by Kutak Rock LLP in connection with rendering its opinion that the interest on the Series 2022 Bonds is excluded from gross income for federal income tax purposes, the preparation of the Internal Revenue Service Form 8038-G, and other federal income tax advice that it may give to the City from time to time relating to the Series 2022 Bonds.

IN WITNESS WHEREOF, the undersigned, on behalf of [SHORT NAME OF UNDERWRITER], has set his or her hand as of the date first written above.

[UNDERWRITER]

By: _____
Name: _____
Title: _____

SCHEDULE A
EXPECTED OFFERING PRICES
[ATTACH]

SCHEDULE B
UNDERWRITER'S BID
[ATTACH]