

## PARITY LIEN BONDS CERTIFICATE

The undersigned hereby certifies pursuant to (i) Section 27 of the Resolution of the Board adopted on October 10, 2012, as amended (the “2012 Bond Resolution”) authorizing the issuance of the Authority’s Water and Wastewater Revenue Refunding Bonds, Series 2012 (the “2012 Bonds”), (ii) Section 28 of the Resolution of the Board adopted on October 4, 2016 (the “2016 Bond Resolution”) authorizing the issuance of the Authority’s Water and Wastewater Revenue Refunding Bonds, Series 2016 (the “2016 Bonds”), (iii) Section 28 of the Resolution of the Board adopted on July 19, 2017 (the “2017 Bond Resolution”) authorizing the issuance of the Authority’s Water and Wastewater Revenue Refunding Bonds, Series 2017 (the “2017 Bonds”), and (iv) Section 28 of the Resolution of the Board adopted on September 11, 2019 (the “2019 Bond Resolution”, and with the 2012 Bond Resolution, the 2016 Bond Resolution, the 2017 Bond Resolution and the 2019 Bond Resolution, the “Prior Parity Bond Resolutions”) authorizing the issuance of the Authority’s Water and Wastewater Revenue Refunding Bonds, Series 2019 (the “2019 Bonds”, and with the 2012 Bonds, the 2016 Bonds, the 2017 Bonds and the 2019 Bonds, the “Prior Parity Bonds”), and in connection with the execution and delivery by the Authority of its Loan Contract with the Colorado Water Conservation Board (the “Proposed Parity Obligations”), that:

- 1) All capitalized terms herein not otherwise defined have the meaning provided in the Prior Parity Bond Resolutions.
- 2) The undersigned is the General Manager of the Authority.
- 3) As of the date hereof, the Authority is in substantial compliance with all of the covenants of the Prior Parity Bond Resolutions.
- 4) Pursuant to the terms of the Prior Parity Bond Resolutions, the Net Revenue for any 12 consecutive months out of the 18 months preceding the month in which the Proposed Parity Bonds are issued is sufficient, after deduction of 100% of the amount thereof required to be paid or accumulated by the terms of the Senior Bonds Resolutions, to pay an amount representing not less than 125% of the Combined Maximum Annual Principal and Interest Requirements for the Prior Parity Bonds, and the Proposed Parity Bonds.
- 5) The Net Revenue of the System for any 12 consecutive months out of the 18 months preceding the date hereof (from February 28, 2019 through January 31, 2020) as shown in **Exhibit A** were \$20,009,845.
- 6) The Combined Maximum Annual Principal and Interest Requirements for the Prior Parity Bonds and the Proposed Parity Bonds is \$8,219,375 occurring in 2022, as shown in **Exhibit B** hereto.
- 7) The Net Revenue as shown in 5) above is an amount at least equal to the sum of 125% of the Combined Maximum Annual Debt Service Requirements of the Prior Parity Bonds and the Proposed Parity Bonds.
- 8) All provisions of the Prior Parity Bond Resolutions required for the issuance of the Proposed Parity Bonds have been satisfied.

Dated: July 29, 2020

**ARAPAHOE COUNTY WATER AND  
WASTEWATER AUTHORITY**

By:   
Title: **General Manager (as to Items 3 and 8)**

**SIMMONS & WHEELER, CERTIFIED PUBLIC  
ACCOUNTANT**

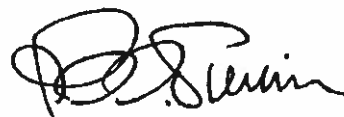
By:   
Title: **Authorized Officer (as to Items 4 through 7)**

EXHIBIT A

History of Net Pledged Revenues and Pro-Forma Debt Service Coverage

	Jan-20	Dec-19	Nov-19	Oct-19	Sep-19	Aug-19	Jul-19	Jun-19	May-19	Apr-19	Mar-19	Feb-19	Jan-19	Dec-18	Nov-18	Oct-18	Sep-18	Aug-18
Total Operating Revenues	1,712,588	2,520,636	1,340,048	1,666,484	2,213,416	2,346,813	1,980,317	1,984,290	1,714,773	1,464,494	2,176,168	1,434,260	1,422,888	1,470,148	1,458,124	1,673,047	2,182,158	2,074,098
Total Nonoperating Revenues	437,702	1,083,343	(82,032)	464,905	355,956	1,833,679	543,611	2,644,848	783,616	686,154	770,033	387,712	332,967	1,929,816	429,110	397,122	940,119	721,177
Total Revenue	2,150,290	3,603,979	1,258,016	2,131,389	2,569,372	4,180,492	2,523,928	4,629,138	2,498,389	2,150,648	2,946,201	1,821,972	1,755,855	3,399,964	1,887,234	2,070,168	3,122,277	2,795,275
Total Operating Expenses	1,047,029	802,589	549,820	897,448	810,337	1,034,150	2,311,854	1,748,685	1,082,385	638,027	762,225	769,420	820,007	934,202	865,965	930,801	840,168	840,169
Nonoperating Expenses																		
Interest and fiscal charges	349,783	449,097	549,487	593,487	549,487	549,487	549,487	549,487	549,487	549,487	549,487	549,487	549,488	549,487	568,463	568,463	568,463	568,463
Bond principal payments	—	—	—	—	—	—	—	—	—	—	—	—	—	3,295,000	—	—	—	—
Total Nonoperating Expenses	349,783	449,097	549,487	593,487	549,487	549,487	549,487	549,487	549,487	549,487	549,487	549,487	549,488	3,844,487	568,463	568,463	568,463	568,463
Total Capital Expenditures	1,359,051	(13,469,545)	1,253,097	2,411,337	968,383	1,585,994	1,338,649	1,551,472	1,383,009	1,798,635	2,724,208	946,934	189,714	1,848,126	652,270	1,949,959	317,517	317,517
Total Expenditures	2,755,863	(12,217,859)	2,352,404	3,902,272	2,328,207	3,169,631	4,199,989	3,849,644	3,014,881	2,986,150	4,035,920	2,265,841	1,559,209	6,626,815	2,086,698	3,449,223	1,726,149	1,726,149
Change In Net Position	(605,573)	15,821,838	(1,094,388)	(1,770,883)	241,165	1,010,861	(1,676,062)	779,494	(516,493)	(835,502)	(1,089,719)	(443,869)	196,646	(3,226,851)	(199,465)	(1,379,055)	1,396,128	1,069,126
RECAP for DS Coverage																		
Operating revenues	1,712,588	2,520,636	1,340,048	1,666,484	2,213,416	2,346,813	1,980,317	1,984,290	1,714,773	1,464,494	2,176,168	1,434,260	1,422,888	1,470,148	1,458,124	1,673,047	2,182,158	2,074,098
Non-operating revenues	437,702	1,083,343	(82,032)	464,905	355,956	1,833,679	543,611	2,644,848	783,616	686,154	770,033	387,712	332,967	1,929,816	429,110	397,122	940,119	721,177
Gross revenues	2,150,290	3,603,979	1,258,016	2,131,389	2,569,372	4,180,492	2,523,928	4,629,138	2,498,389	2,150,648	2,946,201	1,821,972	1,755,855	3,399,964	1,887,234	2,070,168	3,122,277	2,795,275
Less Operations & Maintenance	(1,047,029)	(802,589)	(549,820)	(897,448)	(810,337)	(1,034,150)	(2,311,854)	(1,748,685)	(1,082,385)	(638,027)	(762,225)	(769,420)	(820,007)	(934,202)	(865,965)	(930,801)	(840,168)	(840,169)
Net Revenue	1,103,261	2,801,390	708,196	1,233,941	1,759,035	3,146,342	212,074	2,880,453	1,416,004	1,512,621	2,183,976	1,052,552	935,848	2,465,763	1,021,269	1,139,367	2,282,109	1,955,106
Annual Net Revenue																		
Last 12 of 18 Months	20,009,845	19,842,432																
Maximum Debt Service - Exhibit B	8,219,375	8,219,375																
COVERAGE FACTOR	2.43	2.41																

## EXHIBIT B

(Attach Calculation of Maximum Annual Debt Service)

**Arapahoe County Water and Wastewater Authority, Colorado**  
**Combined Maximum Annual Principal and Interest Requirements**  
**Series 2020, 2019, 2017, 2012 and 2016**  
**For the Years ended December 31, 2020 through December 31, 2039**

	Series 2020 Principal	Coupon	Interest	Annual Total	Series 2019 Principal	Coupon	Interest	Annual Total	Series 2017 Principal	Coupon	Interest	Annual Total	Series 2012 Principal	Coupon	Interest	Annual Total	Series 2016 Principal	Coupon	Interest	Annual Total	Grand Total
6/1/2020							1,567,808				227,925								283,450		
12/1/2020	104,960	1.90%	47,975	152,935	1,635,000	5.000%	1,533,725	4,736,533	130,000	2.000%	227,925	585,850	1,105,000	2.160%	36,558	1,178,116	435,000	3.000%	283,450	1,001,900	7,655,333
6/1/2021							1,492,850				226,625					24,624			276,925		
12/1/2021	106,954	1.90%	45,981	152,935	1,750,000	5.000%	1,492,850	4,735,700	130,000	4.000%	226,625	583,250	1,130,000	2.160%	24,624	1,179,248	450,000	3.000%	276,925	1,003,850	7,654,983
6/1/2022							1,449,100				224,025					12,420			270,175		
12/1/2022	108,986	1.90%	43,949	152,935	1,835,000	5.000%	1,449,100	4,733,200	705,000	4.000%	224,025	1,153,050	1,150,000	2.160%	12,420	1,174,840	465,000	3.000%	270,175	1,005,350	8,219,375
6/1/2023							1,403,225				209,925								263,200		
12/1/2023	111,057	1.90%	41,878	152,935	1,920,000	5.000%	1,403,225	4,726,450	860,000	4.000%	209,925	1,279,850					975,000	4.000%	263,200	1,501,400	7,660,635
6/1/2024							1,355,225				192,725								243,700		
12/1/2024	113,167	1.90%	39,768	152,935	2,015,000	5.000%	1,355,225	4,725,450	900,000	2.000%	192,725	1,285,450					1,015,000	4.000%	243,700	1,502,400	7,666,235
6/1/2025							1,304,850				183,725								223,400		
12/1/2025	115,317	1.90%	37,618	152,935	2,115,000	5.000%	1,304,850	4,724,700	915,000	4.000%	183,725	1,282,450					1,055,000	4.000%	223,400	1,501,800	7,661,885
6/1/2026							1,251,975				165,425								202,300		
12/1/2026	117,508	1.90%	35,427	152,935	2,215,000	5.000%	1,251,975	4,718,950	950,000	4.000%	165,425	1,280,850					1,100,000	4.000%	202,300	1,504,600	7,657,335
6/1/2027							1,196,600				146,425								180,300		
12/1/2027	119,741	1.90%	33,194	152,935	2,325,000	5.000%	1,196,600	4,718,200	1,000,000	4.000%	146,425	1,292,850					1,140,000	4.000%	180,300	1,500,600	7,664,585
6/1/2028							1,138,475				126,425								157,500		
12/1/2028	122,016	1.90%	30,919	152,935	2,440,000	5.000%	1,138,475	4,716,950	1,035,000	4.000%	126,425	1,287,850					1,190,000	4.000%	157,500	1,505,000	7,662,735
6/1/2029							1,077,475				105,725								133,700		
12/1/2029	124,334	1.90%	28,601	152,935	2,555,000	5.000%	1,077,475	4,709,950	1,085,000	4.000%	105,725	1,296,450					1,235,000	4.000%	133,700	1,502,400	7,661,735
6/1/2030							1,013,600				84,025								109,000		
12/1/2030	126,696	1.90%	26,238	152,935	2,680,000	4.000%	1,013,600	4,707,200	1,135,000	4.000%	84,025	1,303,050					1,285,000	4.000%	109,000	1,503,000	7,666,185
6/1/2031							960,000				61,325								83,300		
12/1/2031	129,103	1.90%	23,831	152,935	2,785,000	4.000%	960,000	4,705,000	1,180,000	4.000%	61,325	1,302,650					1,335,000	4.000%	83,300	1,501,600	7,662,185
6/1/2032							904,300				37,725								56,600		
12/1/2032	131,556	1.90%	21,378	152,935	2,895,000	4.000%	904,300	4,703,600	1,235,000	3.000%	37,725	1,310,450					1,385,000	4.000%	56,600	1,498,200	7,665,185
6/1/2033							846,400				19,200								28,900		
12/1/2033	134,056	1.90%	18,879	152,935	3,000,000	4.000%	846,400	4,692,800	1,280,000	3.000%	19,200	1,318,400					1,445,000	4.000%	28,900	1,502,800	7,666,935
6/1/2034							786,400														
12/1/2034	136,603	1.90%	16,331	152,935	5,930,000	4.000%	786,400	7,502,800													7,655,735
6/1/2035							667,800														
12/1/2035	139,199	1.90%	13,736	152,935	6,160,000	4.000%	667,800	7,495,600													7,648,535
6/1/2036							544,600														
12/1/2036	141,843	1.90%	11,091	152,935	6,395,000	4.000%	544,600	7,484,200													7,637,135
6/1/2037							416,700														
12/1/2037	144,538	1.90%	8,396	152,935	6,640,000	4.000%	416,700	7,473,400													7,626,335
6/1/2038							283,900														
12/1/2038	147,285	1.90%	5,650	152,935	6,895,000	4.000%	283,900	7,462,800													7,615,735
6/1/2039							146,000													**	
12/1/2039	150,083	1.90%	2,852	152,935	7,300,000	4.000%	146,000	7,592,000													7,744,935
	<u>2,525,000</u>		<u>533,691</u>	<u>3,058,691</u>	<u>71,485,000</u>		<u>39,580,483</u>	<u>111,065,483</u>	<u>12,720,000</u>		<u>5,047,855</u>	<u>17,767,855</u>	<u>3,385,000</u>		<u>147,204</u>	<u>3,532,204</u>	<u>14,510,000</u>		<u>5,024,900</u>	<u>19,534,900</u>	<u>153,753,727</u>