

OMNIBUS CERTIFICATE

IT IS HEREBY CERTIFIED by the undersigned, the duly chosen, qualified and acting Mayor, City Administrator, and the City Clerk of the City of Victor, Colorado (the “City”), acting by and through its water activity enterprise, that:

1. This Certificate is being delivered in connection with the execution and delivery to the Colorado Water Conservation Board (the “CWCB”) of the Loan Contract, as amended (the “Loan Contract”), the Security Agreement as amended (the “Security Agreement”), and the Promissory Note as amended in the aggregate principal amount of \$909,000 (the “Note” and together with the Loan Contract and the Security Agreement, the “2025 Financing Documents”), which 2025 Financing Documents were authorized by an ordinance duly adopted by the members of the City Council of the City (the “Council”) on January 16, 2025 (the “Ordinance”). Capitalized terms used herein and not otherwise defined have the meanings given to such terms in the Ordinance and the 2025 Financing Documents.

2. The City is duly organized and existing as a statutory city under the Constitution and the laws of the State of Colorado.

3. The City, as originally incorporated, has never been consolidated with or annexed to any other municipality.

4. No territory has been disconnected from the City as originally incorporated.

5. From at least December 1, 2024, up to and including the date of this Certificate, the following were the duly chosen, qualified and acting members of Council and officers of the City:

City Council	Barbara Manning, Mayor Byron L. Hakes Connie Dodrill Frankie Ashton Josh Mestas
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City Administrator:	Bobby Tech
City Clerk and Treasurer:	Brandy Davis

6. No litigation of any nature is now pending or, to the best of our knowledge, threatened (either in municipal, state or federal court):

a. restraining or enjoining the execution or delivery of the 2025 Financing Documents or the issuance of the Note or the imposition and collection of rates, fees and charges to make the payments due under the 2025 Financing Documents; or the use of the proceeds of the loan (the “Loan”) made pursuant to the 2025 Financing Documents for the purposes provided by the Ordinance; or affecting in any way the right or authority of the City to carry out the terms and provisions of the Ordinance and the 2025 Financing Documents and the

covenants and agreements therein and of other proceedings authorizing the execution of or otherwise concerning the 2025 Financing Documents; or

b. in any manner questioning, contesting or otherwise affecting the City or proceedings for the execution or delivery of the 2025 Financing Documents; or questioning, contesting or otherwise affecting, directly or indirectly, the validity thereof, or of any provisions made or authorized for their payment.

7. None of the corporate existence of the City, its present boundaries or the rights of the Council and officers of the City to hold their respective positions is being contested or challenged; and no proceedings or authority for the execution or delivery of the 2025 Financing Documents have or has been repealed, rescinded, revoked, modified, changed or altered in any manner.

8. All meetings of the Council relating to the execution and delivery of the 2025 Financing Documents have been open to the public at all times pursuant to Title 24, Article 6, Part 4, C.R.S.

9. To the best of our knowledge, none of the persons named in paragraph 5 above, nor any other officer of the City, has any pecuniary or other prohibited interest, direct or indirect, in the profits of any contract or job for work or services to be performed, nor have such persons solicited or received any pay, commission, money or anything of value or derived any benefit, profit or advantage, directly or indirectly, in connection with the 2025 Financing Documents or the uses of the proceeds of the Loan as provided in the Ordinance.

10. The Mayor and the City Clerk have duly manually executed and attested, respectively, the 2025 Financing Documents, and the seal of the City has been placed on the 2025 Financing Documents.

11. The City has complied with all the agreements and satisfied all the conditions on its part to be performed or satisfied under the 2025 Financing Documents at or prior to the date hereof.

12. The authorization, execution and delivery of the 2025 Financing Documents by the City, the observance and performance by the City of its duties, covenants, obligations and agreements thereunder and the consummation of the transactions contemplated therein do not and will not contravene any existing law or result in a breach or violation of any of the terms and provisions of, or constitute a default under, any outstanding instruments relating to the bonds, notes or other indebtedness of or relating to the City.

13. The City has previously executed and delivered a Loan Contract No. CT2021-3873 dated April 23, 2021 (the "2021 Loan Contract"), with the Colorado Water Conservation Board ("CWCB"), together with a promissory note (the "2021 Promissory Note") and security agreement (the "2021 Security Agreement") for a loan in the amount of \$378,750 (the "2021 Loan"). With the exception of the 2021 Loan, the City has not previously pledged the Net Revenue (as defined in the Ordinance), with the result that the Net Revenue may be pledged lawfully and irrevocably to secure the repayment of the 2025 Financing Documents.

14. The 2025 Financing Documents are within the parameters set forth therefor in the Ordinance, as shown below:

	<u>As Authorized</u>	<u>As Sold</u>
Maximum Interest Rate:	1.25%	1.25%
Maximum Principal Amount:	\$909,000	\$909,000
Latest Final Maturity:	20 years from the date of substantial completion of the Project	20 years from the date of substantial completion of the Project

15. There is no reason within our knowledge why the City may not deliver the 2025 Financing Documents.

16. This certificate is for the benefit of the owner of the 2025 Financing Documents.

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WITNESS our hands and the seal of the City of Victor, Colorado this January 17, 2025.

Barbara Manning
Mayor

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City Administrator

Nancy Stark
Deputy City Clerk



[Signature Page to Omnibus Cert.]