

**RESOLUTION NO. 18-159**

**THE BOARD OF COUNTY COMMISSIONERS  
OF PUEBLO COUNTY, COLORADO**

**A RESOLUTION AUTHORIZING AND APPROVING AN AMENDED AND  
RESTATED LEASE PURCHASE AGREEMENT FOR CERTAIN PROPERTY AND, IN  
CONNECTION THEREWITH, AN AMENDED AND RESTATED INDENTURE OF  
TRUST, AN AMENDED AND RESTATED AGREEMENT TO CONSTRUCT, A  
NOTICE OF SALE, AN OFFICIAL STATEMENT, COMMITMENTS FOR  
INSURANCE AND A RESERVE POLICY TO BE ISSUED BY ASSURED GUARANTY  
MUNICIPAL CORP. AND RELATED DOCUMENTS AND TRANSACTIONS**

**WHEREAS**, Pueblo County, Colorado (the "County") is a political subdivision of the State of Colorado (the "State") duly organized and validly existing under the laws of the State; and

**WHEREAS**, the County is authorized by Section 30-11-101.1, Colorado Revised Statutes, as amended ("C.R.S.") to sell, convey, or exchange any real or personal property owned by the County and make such order respecting the same as may be deemed conducive to the interests of the inhabitants; and to lease any real or personal property, either as lessor or lessee, together with any facilities thereon, when deemed by the Board of County Commissioners of the County (the "Board") to be in the best interest of the County and its inhabitants; and

**WHEREAS**, the Board is authorized by Section 30-11-104.1, C.R.S. to enter into lease purchase agreements in order to provide for financing of a public park, a public trail, a public golf course, or public open space, or a courthouse, jail or other county building; and

**WHEREAS**, the County has previously conveyed certain property (as defined in the Lease defined herein, the "2008 Acquired Property") to Wells Fargo Bank, N.A., as trustee under the Original Indenture (as defined herein) (the "Trustee"); and

**WHEREAS**, the County has, in connection therewith, entered into a Lease Purchase Agreement dated as of November 18, 2008 (as further amended and restated in 2009 and 2012, as described herein, the "Original Lease") between the Trustee, as lessor, and the County, as lessee, pursuant to which the County has leased, with an option to purchase, the 2008 Acquired Property and the 2008 Improvements (as defined in the Lease), which, together, constitute the 2008 Leased Property under the Original Lease; and

**WHEREAS**, the Trustee financed the acquisition of the 2008 Acquired Property from the County and the construction of the 2008 Improvements from the proceeds of "Certificates of Participation, Series 2008 (County Health Department Building Project) evidencing undivided interests in the right to receive certain revenues payable by Pueblo County, Colorado under a Lease Purchase Agreement between the County and Wells Fargo Bank, N.A." (the "2008 Certificates"), which 2008 Certificates were delivered pursuant to the Indenture of Trust dated as of November 18, 2008 (as further amended and restated in 2009 and 2012, as described herein, the "Original Indenture"); and

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**WHEREAS**, the County constructed the 2008 Improvements pursuant to an Agreement to Construct dated as of November 18, 2008 (as further amended and restated in 2012, as described herein, the "Original Agreement to Construct"), between the Trustee, as owner, and the County, as contractor; and

**WHEREAS**, the County has previously conveyed certain additional property (as defined in the Lease defined herein, the "2009 Acquired Property") to the Trustee under the Amended and Restated Indenture of Trust, dated as of December 29, 2009; and

**WHEREAS**, the County has, in connection therewith, entered into an Amended and Restated Lease Purchase Agreement dated as of December 29, 2009 between the Trustee, as lessor, and the County, as lessee, pursuant to which the County has leased, with an option to purchase, the 2009 Acquired Property, which constitutes the 2009 Leased Property under the Original Lease; and

**WHEREAS**, the Trustee financed the acquisition of the 2009 Acquired Property from the County with the proceeds of "Taxable Certificates of Participation (County Judicial Complex Project) Series 2009A ("Build America Bonds"—Direct Payment to Issuer), evidencing undivided interests in the right to receive certain revenues payable by Pueblo County, Colorado under an Amended and Restated Lease Purchase Agreement dated as of December 29, 2009 between the County and Wells Fargo Bank, N.A." (the "2009A Certificates") and "Taxable Certificates of Participation (County Judicial Complex Project) Series 2009B, evidencing undivided interests in the right to receive certain revenues payable by Pueblo County, Colorado under an Amended and Restated Lease Purchase Agreement dated as of December 29, 2009 between the County and Wells Fargo Bank, N.A." (the "2009B Certificates," and together with the 2009A Certificates, the 2009 Certificates"), which 2009 Certificates were delivered pursuant to the Original Indenture; and

**WHEREAS**, the County previously conveyed certain additional property (as defined in the Lease defined herein, the "2012 Acquired Property") to the Trustee under the Amended and Restated Indenture of Trust, dated as of March 15, 2012; and

**WHEREAS**, the County has, in connection therewith, entered into an Amended and Restated Lease Purchase Agreement dated as of March 15, 2012 between the Trustee, as lessor, and the County, as lessee, pursuant to which the County has leased, with an option to purchase, the 2012 Acquired Property, which constitutes the 2012 Leased Property under the Original Lease; and

**WHEREAS**, the Trustee financed the acquisition of the 2012 Acquired Property from the County and the construction of the 2012 Improvements from the proceeds of "Certificates of Participation (County Judicial Complex Project), Series 2012, evidencing undivided interests in the right to receive certain revenues payable by Pueblo County, Colorado under an Amended and Restated Lease Purchase Agreement dated as of March 15, 2012 between the County and Wells Fargo Bank, N.A." (the "2012 Certificates"), which 2012 Certificates were delivered pursuant to the Original Indenture; and

**WHEREAS**, the County constructed the 2012 Improvements pursuant to the Original Agreement to Construct; and

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**WHEREAS**, the Board desires to amend and restate the Original Lease (as so amended and restated, the "Lease") to provide for the financing of the 2018 Improvements (as defined in the Lease); and

**WHEREAS**, the Board desires to amend and restate the Original Agreement to Construct (as so amended and restated, the "Agreement to Construct") to provide for the construction of the 2018 Improvements (as defined in the Lease); and

**WHEREAS**, the Trustee will finance the construction of the 2018 Improvements from the proceeds of a series of Certificates denominated the "Certificates of Participation, Series 2018 (Old Judicial Building Project), evidencing undivided interests in the right to receive certain revenues payable by Pueblo County, Colorado under an Amended and Restated Lease Purchase Agreement between the County and Wells Fargo Bank, N.A." (the "2018 Certificates"), which 2018 Certificates will be delivered pursuant to the Original Indenture as amended and restated as of August 1, 2018 (as so amended and restated, the "Indenture"); and

**WHEREAS**, the Lease shall expire on December 31 of any County fiscal year (a "Fiscal Year") if the County has, on such date, failed, for any reason, to appropriate sufficient amounts authorized and directed to be used to pay all Base Rentals (as defined in the Lease) scheduled to be paid and all Additional Rentals (as defined in the Lease) estimated to be payable in the next ensuing Fiscal Year, and in certain other circumstances set forth in the Lease, and shall not constitute a mandatory charge or requirement against the County in any ensuing budget year unless the County decides to renew the Lease by appropriating the necessary such amounts; and

**WHEREAS**, the 2008 Certificates, the 2009 Certificates, the 2012 Certificates, the 2018 Certificates and any Additional Certificates (as defined in the Indenture) (collectively, the "Certificates") shall evidence assignments of proportionate undivided interests in certain revenues payable pursuant to the annually renewable Lease, shall be payable solely from the sources provided in the Lease, and shall not be construed or interpreted (a) to directly or indirectly obligate the County to make any payment in any Fiscal Year in excess of amounts appropriated for such Fiscal Year; (b) as creating a debt or multiple fiscal year direct or indirect debt or other financial obligation whatsoever of the County within the meaning of Article XI, Section 6 or Article X, Section 20 of the Colorado Constitution or any other constitutional or statutory limitation or provision; (c) as a delegation of governmental powers by the County; (d) as a loan or pledge of the credit or faith of the County or as creating any responsibility by the County for any debt or liability of any person, company or corporation within the meaning of Article XI, Section 1 of the Colorado Constitution; or (e) as a donation or grant by the County to, or in aid of, any person, company or corporation within the meaning of Article XI, Section 2 of the Colorado Constitution; and

**WHEREAS**, Assured Guaranty Corp. (the "2008/2009 Certificate Insurer") has insured the payment of the principal of and interest on the 2008 Certificates and issued the 2008 Reserve Policy (as defined in the Indenture) to fund the account of the Reserve Fund (as defined in the Indenture) established for the 2008 Certificates; and

**WHEREAS**, the 2008/2009 Certificate Insurer has insured the payment of the principal of and interest on the 2009 Certificates and issued the 2009 Reserve Policy (as defined in the

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Indenture) to fund the account of the Reserve Fund (as defined in the Indenture) established for the 2009 Certificates; and

**WHEREAS**, Assured Municipal Guaranty Corp. (the “2012 Certificate Insurer”) the 2012 Certificate Insurer has insured the payment of the principal of and interest on the 2012 Certificates and issued the 2012 Reserve Policy (as defined in the Indenture) to fund the account of the Reserve Fund (as defined in the Indenture) established for the 2012 Certificates; and

**WHEREAS**, Assured Guaranty Municipal Corp. (the “2018 Certificate Insurer”) will insure the payment of the principal of and interest on the 2018 Certificates and will issue the 2018 Reserve Policy (as defined in the Indenture) to fund the account of the Reserve Fund established for the 2018 Certificates; and

**WHEREAS**, the 2018 Certificates will be offered for sale pursuant to a Preliminary Official Statement (as defined herein) and an Official Statement (as defined herein) and will be sold by competitive sale pursuant to the terms of a Notice of Sale (the “Notice of Sale”); and

**WHEREAS**, in order to implement the transactions described above, the Board desires (a) to authorize and approve the execution and delivery by the County of, and the performance by the County of its obligations under the Lease, the Agreement to Construct, the Notice of Sale and certain other documents described herein, (b) to authorize, and approve the use in the offering and sale of the 2018 Certificates of, the Preliminary Official Statement and the Official Statement, (c) to authorize the execution of the Official Statement, (d) to approve the Indenture and the 2018 Certificates and (e) to authorize, approve, ratify, make findings and take other actions with respect to the foregoing and related matters;

**NOW, THEREFORE, BE IT RESOLVED** by the Board of County Commissioners of Pueblo County, Colorado:

**Section 1.** The Board hereby approves the following documents, copies of which have been made available to the Board, authorizes the Chairman of the Board, any Commissioner of the Board and all other appropriate officers and employees of the County to execute and deliver, and to affix the seal of the County to, such documents in the respective forms made available to the Board, with such changes therein, not inconsistent herewith, as are approved by the persons executing the same (whose signature thereon shall constitute conclusive evidence of such approval) and authorizes and directs the performance by the County of its obligations under such documents in the form in which they are executed and delivered:

(a) the Lease; provided that the portion of the Base Rentals to which the 2018 Certificates relate that is payable by the County pursuant to the Lease shall not exceed \$800,000.00 per year and the Scheduled Lease Term (as defined in the Lease) shall not extend beyond December 31, 2028;

(b) the Agreement to Construct dated as of the date of delivery of the 2018 Certificates, between the County and the Trustee; provided that the Fixed Price (as defined in the Agreement to Construct) payable by the Trustee to the County pursuant to the Agreement to Construct shall not be less than \$6,000,000.00;

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(c) the Notice of Sale relating to the 2018 Certificates and the sale of the 2018 Certificates to an underwriter (the "Underwriter");

(d) the Insurance Agreements (the "Insurance Agreements") dated as of the date of delivery of the 2018 Certificates, between the County and the 2018 Certificate Insurer; and

(e) the Continuing Disclosure Undertaking of the County (the "Continuing Disclosure Undertaking") dated as of the date of delivery of the 2018 Certificates.

**Section 2.** The Board hereby ratifies the execution and delivery by the County, and authorizes the performance by the County of its obligations under, the Municipal Bond Insurance Commitment dated June 15, 2018, in connection with the 2018 Certificates (the "Certificate Insurance Policy Commitment") between the County and the 2018 Certificate Insurer and the Municipal Bond Debt Service Reserve Insurance Commitment dated June 15, 2018, in connection with the 2018 Certificates (the "Reserve Policy Commitment"), between the County and the 2018 Certificate Insurer, copies of which have been made available to the Board.

**Section 3.** The Board hereby approves the Indenture, a copy of which has been made available to the Board, with such changes therein, not inconsistent herewith, as are approved by the persons executing the 2018 Certificates (whose signature thereon shall constitute conclusive evidence of such approval); provided that: the aggregate principal amount of the 2018 Certificates authorized thereby shall not exceed \$7,000,000 and the final maturity of the 2018 Certificates authorized thereby shall be not later than December 31, 2028.

**Section 4.** The Board hereby acknowledges and approves the assignment and delivery by the Trustee pursuant to the Indenture of interests in rights to receive certain revenues payable under the Lease. The Board hereby approves the 2018 Certificates, authorizes the preparation of the 2018 Certificates in a form not inconsistent with the Indenture or this resolution and authorizes the Chairman of the Board to authenticate, and to affix the seal of the County to, the 2018 Certificates.

**Section 5.** The Board hereby: ratifies the preparation of and approves the Preliminary Official Statement relating to the 2018 Certificates (the "Preliminary Official Statement"); ratifies and approves the use of the Preliminary Official Statement in connection with the offering and sale of the 2018 Certificates; authorizes and approves the execution and delivery by the Chairman of the Board of a certificate that shall "deem final" the Preliminary Official Statement for purposes of Rule 15c2-12 under the Securities Act of 1934; authorizes the preparation of a final Official Statement (the "Official Statement") in substantially the form of the Preliminary Official Statement, with such changes therein, not inconsistent herewith, as are approved by the Chairman of the Board; authorizes the use of the Official Statement in connection with the sale of the 2018 Certificates; and authorizes the Chairman of the Board to execute the Official Statement.

**Section 6.** The Board hereby adopts, as if set forth in full herein, all the representations, covenants, agreements, findings, determinations and statements of or by the County set forth in the documents described in Section 1 hereof, in the Preliminary Official Statement and the Official Statement.

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**Section 7.** The officers, employees and agents of the County are authorized and directed to take all action necessary or appropriate to carry out the provisions of this resolution and the documents referred to herein and to carry out the transactions described herein or in such documents, including, without limitation, the execution and delivery of such certificates as may reasonably be required by the Underwriter, relating, among other matters, to the tenure and identity of the officials of the County, the receipt of the purchase price for the 2018 Certificates, the absence of litigation, pending or threatened, expectations and covenants relating to the exclusion from gross income for federal income tax purposes of the portion of Base Rentals which is designated in the Lease and paid as interest on the 2018 Certificates, the sale and delivery of the 2018 Certificates, and the investment of the proceeds of the 2018 Certificates.

**Section 8.** All actions previously taken by the Board and the officers, employees and agents of the County directed toward the transactions described herein or in the documents referred to herein are hereby ratified, approved and confirmed.

**Section 9.** All bylaws, orders, resolutions, and other instruments, or parts thereof that are in conflict with this resolution are hereby repealed only to the extent of such conflict. This repealer shall not be construed to revive any bylaw, order, resolution, or other instrument, or part thereof, heretofore repealed.

**Section 10.** If any section, paragraph, clause or provision of this resolution or any of the documents referred to herein (other than provisions as to the payment of Base Rentals and Additional Rentals by the County during the Lease Term (as defined in the Lease), including the requirement that the obligations of the County to pay Base Rentals and Additional Rentals under the Lease are conditioned upon the prior appropriation by the County of amounts for such purposes in accordance with the requirements of the laws of the State, provisions for the quiet enjoyment of the Leased Property by the County during the Lease Term and provisions for the transfer of the Leased Property to the County or its designee) 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.

**Section 11.** The Board hereby elects to apply all provisions of Part 2 of Article 57, Title 11, C.R.S. (the "Supplemental Public Securities Act") to the 2018 Certificates. The 2018 Certificates shall recite that they are issued under the authority of the Supplemental Public Securities Act and this resolution. The final terms of the 2018 Certificates shall be approved by a certificate executed by an authorized member of the Board determining any details necessary or appropriate in connection with the issuance of the 2018 Certificates in order to effectuate or clarify the provisions of this resolution and consummate the transactions contemplated hereby.

**Section 12.** This resolution shall be in full force and effect upon its passage and adoption.

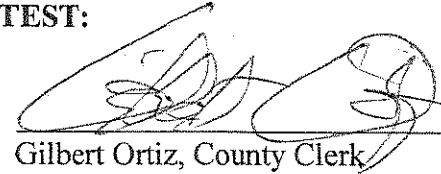
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PASSED AND ADOPTED this 18<sup>th</sup> day of June, 2018, in Pueblo County, Colorado.

THE BOARD OF COUNTY COMMISSIONERS  
OF PUEBLO COUNTY, COLORADO

By:   
Terry A. Hart, Chairman

ATTEST:

By:   
Gilbert Ortiz, County Clerk