



BOARD OF COUNTY COMMISSIONERS OF GUNNISON COUNTY

RESOLUTION NO. 12-13

A RESOLUTION AUTHORIZING THE ISSUANCE BY GUNNISON COUNTY, COLORADO OF ITS GUNNISON COUNTY, COLORADO REVENUE REFUNDING BOND (WESTERN STATE COLLEGE FOUNDATION PROJECT) SERIES 2012A AND GUNNISON COUNTY, COLORADO REVENUE REFUNDING BOND (WESTERN STATE COLLEGE FOUNDATION PROJECT) SERIES 2012B IN THE COLLECTIVE AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED \$8,000,000; RATIFYING CERTAIN ACTIONS HERETOFORE TAKEN; AUTHORIZING THE EXECUTION AND DELIVERY BY THE COUNTY OF AN INDENTURE AND A LOAN AGREEMENT, A TAX REGULATORY AGREEMENT, CLOSING DOCUMENTS AND SUCH BONDS IN CONNECTION THEREWITH; APPROVING THE FORM OF CERTAIN ANCILLARY DOCUMENTS; AND REPEALING ANY ACTION HERETOFORE TAKEN IN CONFLICT HEREWITH.

WHEREAS, Gunnison County, Colorado (the "County"), is a duly organized and existing political subdivision of the State of Colorado (the "State"); and

WHEREAS, the Board of County Commissioners of the County (the "Board") is authorized by the County and Municipality Development Revenue Bond Act, Sections 29-3-101, *et seq.*, Colorado Revised Statutes, as amended (the "Act") and by the Supplemental Public Securities Act, Section 11-57-201 *et seq.*, Colorado Revised Statutes, as amended (the "Supplemental Public Securities Act"), to issue industrial revenue development bonds; and

WHEREAS, the Western State College Foundation ("WSCF") has requested that the County assist in (a) current refunding the City of Gunnison, Colorado Revenue Bond (Western State College Foundation Project) Series 2006, issued in an aggregate amount of \$6,000,000 (the "Series 2006 Bond") to finance the construction of the Borick Business Building located on the northwest corner of Georgia Avenue and Adams Street on the Western State College of Colorado campus, in Gunnison, Colorado 81231 (the "2006 Facilities"), (b) current refunding its Gunnison County, Colorado Revenue Bond (Western State College Foundation Project) Series 2009, issued in an aggregate amount of \$6,000,000 (the "Series 2009 Bond" and together with the 2006 Bond, the "Refunded Bonds") to finance a portion of the construction of the student center building located at 600 North Adams, on the Western State College of Colorado campus, in Gunnison, Colorado 81231 (the "2009 Facilities" and together with the 2006 Facilities the "Refinanced Facilities" and (c) paying costs of issuance of the Series 2012 Bonds authorized by this Resolution (collectively, the "Refunding Project") and the County hereby determines that such financing and refinancing will be consistent with the Act and the Supplemental Public Securities Act; and



WHEREAS, the County proposes to undertake the Refunding Project under the Act and the Supplemental Public Securities Act by the issuance of its "Gunnison County, Colorado Revenue Refunding Bond (Western State College Foundation Project) Series 2012A," (the "Series 2012A Bond") and its "Gunnison County, Colorado Revenue Refunding Bond (Western State College Foundation Project) Series 2012B," (the "Series 2012B Bond" and together with the Series 2012A Bond, the "Series 2012 Bonds") pursuant to the terms of an Indenture of Trust, dated on or about April 1, 2012 (the "Indenture"), by and between the County and Wells Fargo Bank, N.A., as Trustee (the "Trustee") and by loaning the proceeds thereof to WSCF; and WSCF desires to borrow the proceeds of the Series 2012 Bonds upon the terms and conditions set forth in the Loan Agreement, dated on or about April 1, 2012 (the "Loan Agreement"), by and among the County and WSCF; and

WHEREAS, Wells Fargo Bank, N.A. as the purchaser (the "Purchaser") proposes to purchase the Series 2012 Bonds from the County; and

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

Section 1. All action not inconsistent with the provisions of this Resolution heretofore taken by any of the County's officials and the efforts of the County directed toward the Refunding Project, the issuance and sale of the Series 2012 Bonds therefor, and loaning the proceeds thereof to WSCF therefor be, and the same hereby are, ratified, approved and confirmed.

Section 2. The County shall undertake the financing of the Refunding Project by causing the proceeds of the Series 2012 Bonds to be used to undertake the Refunding Project and to pay certain costs incurred in connection with the issuance of the Series 2012 Bonds, all in accordance with the provisions and conditions of the Loan Agreement, the Act and the Supplemental Public Securities Act. The County hereby elects to have the provisions of the Supplemental Public Securities Act apply to the Bond.

Section 3. To defray the cost of the Refunding Project, there is hereby authorized and created two series of revenue bonds designated as "Gunnison County, Colorado Revenue Refunding Bond (Western State College Foundation Project) Series 2012A" and "Gunnison County, Colorado Revenue Refunding Bond (Western State College Foundation Project) Series 2012B," in an aggregate amount not to exceed \$8,000,000 to be dated the date of issuance and delivery. The Series 2012 Bonds shall bear interest at a fixed or variable rate and the maximum net effective interest rate on the Series 2012 Bonds shall not exceed 10.000%.

The Series 2012A Bond will mature no later than August 15, 2013 and the Series 2012B Bond will mature no later than July 15, 2019. Principal and interest on the Series 2012 Bonds shall be payable semiannually on the dates provided in the Indenture. The Series 2012 Bonds will be issuable as fully registered bonds in accordance with the provisions of the Act, the Supplemental Public Securities Act and the Loan Agreement.

The Series 2012A Bond shall not be subject to redemption prior to maturity and the Series 2012B Bond shall be subject to redemption prior to maturity and each shall be in



substantially the form provided as an exhibit to the Indenture. The Series 2012 Bonds shall be sold to the Purchaser in a negotiated, private sale at a purchase price equal to the original outstanding principal amount of the Series 2012 Bonds plus net original issue premium, if any.

Section 4. The following determinations and findings, based upon information supplied and representations made by WSCF are hereby made:

(a) The maximum amount necessary to pay the principal and interest on the Series 2012 Bonds will not be more than \$8,000,000.

(b) The terms of the Indenture and the Loan Agreement pursuant to which the County will loan the proceeds of the Series 2012 Bonds to WSCF provide that WSCF shall cause the facilities being financed to be maintained in good repair and shall carry all proper insurance with respect thereto.

(c) The revenues payable by WSCF under the Loan Agreement are sufficient to pay all requirements of the Indenture, the Loan Agreement and this Resolution.

(d) No reserve funds shall be established for the Series 2012 Bonds or the Refunding Project.

Section 5. The form, terms and provisions of the Indenture and the Loan Agreement be and they hereby are approved, and the Board shall enter into the Indenture and the Loan Agreement substantially in the form of the Indenture and Agreement presented at this meeting, but with such changes therein as the officers of the Board executing the Indenture and the Loan Agreement shall approve, their execution thereof being deemed conclusive of their approval of any such changes, and the Chairperson, or in the absence thereof, the Vice-Chairperson of the Board, is hereby authorized and directed to execute and deliver the Loan Agreement and the County Clerk or, in the absence thereof, the Deputy County Clerk, is hereby authorized and directed to affix the seal of the County to, and to attest the Loan Agreement in substantially the form of the Loan Agreement attached hereto.

Section 6. The form, terms and provisions of the Series 2012 Bonds, in substantially the forms contained in the Indenture, be and they hereby are approved; and the Chairperson or, in the absence thereof, the Vice-Chairperson of the Board, is hereby authorized and directed to execute the Series 2012 Bonds, the County Clerk or, in the absence thereof, the Deputy County Clerk, is hereby authorized and directed to attest the Series 2012 Bonds and is authorized to deliver the Series 2012 Bonds in the form contained in the Indenture but with such changes therein as the officer of the Board executing the Series 2012 Bonds shall approve, his or her execution thereof being deemed conclusive of his or her approval of any such changes. The seal of the County is hereby authorized and directed to be affixed to or imprinted on the Series 2012 Bonds. The signature of the Chairperson or Vice-Chairperson, as the case may be, or the signature of the County Clerk or Deputy County Clerk, as the case may be, on the Series 2012 Bonds, and the County seal, may be a facsimile.

Section 7. The officers of the Board shall take all action which they deem necessary or reasonably required in conformity with the Act and the Supplemental Public Securities Act to undertake the Refunding Project which is hereby authorized, and for carrying out, giving effect



to and consummating the transactions contemplated by this Resolution, the Indenture and the Loan Agreement, including without limitation the execution and delivery of any tax documents and closing documents to be delivered in connection with the sale and delivery of the Series 2012 Bonds.

Section 8. The cost of the Refunding Project will be paid out of the proceeds of the Series 2012 Bonds. THE SERIES 2012 BONDS AND THE INTEREST THEREON SHALL NEVER CONSTITUTE A MULTIPLE-FISCAL YEAR DIRECT OR INDIRECT DEBT OR OTHER FINANCIAL OBLIGATION WHATSOEVER OF THE COUNTY OR THE DEBT OR INDEBTEDNESS OF THE COUNTY WITHIN THE MEANING OF ANY PROVISION OR LIMITATION OF THE CONSTITUTION OR STATUTES OF THE STATE OF COLORADO AND SHALL NEVER CONSTITUTE OR GIVE RISE TO A PECUNIARY LIABILITY OF THE COUNTY OR A CHARGE AGAINST ITS GENERAL CREDIT OR TAXING POWER.

Section 9. Pursuant to Section 147(f) of the Internal Revenue Code of 1986, as amended, the Board hereby approves the issuance of the Series 2012 Bonds and the Refunding Project and hereby requests that the Chairperson or, in the absence thereof, the Vice-Chairperson of the Board execute a public approval certificate which approves the issuance of the Series 2012 Bonds and the Refunding Project.

Section 10. After the Series 2012 Bonds are issued, this Resolution shall be and remain irrevocable until the Series 2012 Bonds and interest thereon shall have been fully paid, cancelled and discharged.

Section 11. 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.

Section 12. All bylaws, orders, resolutions and ordinances, or parts thereof, inconsistent herewith or with the documents hereby approved are hereby repealed to the extent only of such inconsistency. This repealer shall not be construed as reviving any bylaw, order, resolution or ordinance, or part thereof.

Section 13. This Resolution shall be in full force and effect upon adoption. This Resolution shall be recorded in a book kept for that purpose, shall be authenticated by the signatures of the Chairperson or Vice-Chairperson of the Board, as the case may be, and the County Clerk or Deputy County Clerk, as the case may be, and shall be published in accordance with law.



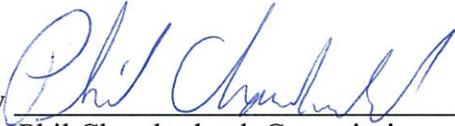
ADOPTED this 17th day of April, 2012.

[SEAL]



BOARD OF COUNTY COMMISSIONERS OF
GUNNISON COUNTY, COLORADO

By 
Hap Channell, Chairperson

By 
Phil Chamberland, Commissioner

By 
Paula Swenson, Commissioner

Attest:

By , Deputy
Stella Dominguez, County Clerk

