



RESOLUTION

WHEREAS, the Board of Trustees for the Gunnison Valley Hospital (the “Issuer”) is a duly and regularly created, established, organized, and existing public hospital board created by Gunnison County, Colorado (the “County”) pursuant to Title 25, Article 3, Part 3, C.R.S. (the “Hospital Act”), and existing as such under and pursuant to the constitution and laws of the State of Colorado; and

WHEREAS, pursuant to the Hospital Act, the Issuer operates certain hospital facilities and properties (the “Hospital”); and

WHEREAS, pursuant to Section 25-3-304 (4), C.R.S., the Issuer is authorized to issue revenue bonds, secured by any revenues of the hospital other than property tax revenues, upon the approval of two-thirds of the entire membership of the Issuer, subject to a review of such bond issue by the Gunnison County Board of County Commissioners (the “Board”); and

WHEREAS, pursuant to Section 25-3-304 (4)(b), C.R.S., the Issuer has provided to the Board written notice (the “Notice”) of a pending revenue refunding bond issue in the aggregate principal amount not to exceed \$6,250,000 (the “2012 Bond”), and has further provided the Board with the Issuer’s resolution (the “Bond Resolution”) and all documents and other information requested in connection therewith; and

WHEREAS, also pursuant to such statute, and except as provided therein, the 2012 Bond may not become effective for a period of thirty days following the adoption of the Bond Resolution authorizing such issuance for the purpose of allowing the Board to review such pending 2012 Bond issue; during said thirty days, the Board may file a written notice with the Issuer stating that the Board has no objection to the pending 2012 Bond issue, and upon receipt of such notice of no objection, the issuance of such revenue bonds shall become effective prior to the expiration of the thirty day period; and

WHEREAS, it is the intent of the County to authorize the execution and delivery of the Bond Resolution and the and the delivery of the foregoing notice of no objection, and to further authorize such issuance and delivery prior to the thirty day period described above so as to facilitate the issuance of the 2012 Bond in a timely fashion, and to that end this resolution shall constitute the notice of no objection referred to in Section 25-3-304 (4)(b), C.R.S.; and

WHEREAS, CoBiz Bank, a Colorado corporation, d/b/a Colorado Business Bank, Denver, Colorado (the “Bank”), has submitted a written proposal to purchase the 2012 Bonds subject to terms and conditions set forth in its proposal (the “Proposal”); and

WHEREAS, pursuant to the terms of the Proposal and a Pledge Agreement between the County and the Bank (the “Pledge Agreement”), the County will establish a County Reserve



Fund (the "County Reserve Fund"), which County Reserve Fund will be separate and distinct from the Issuer's reserve fund created pursuant to the terms of the Bond Resolution, but will serve as additional security for the 2012 Bond; and

WHEREAS, pursuant to the terms of an Intergovernmental Cooperation Agreement between the Issuer and the County (the "Cooperation Agreement"), the County makes a non-binding pledge to replenish the County Reserve Fund, subject to annual appropriation, should the County Reserve Fund be utilized to pay the principal and/or interest on the 2012 Bond, and the Issuer pledges to reimburse the County, on a subordinate basis to the 2012 Bond and the 2010 Bond (as defined in the Bond Resolution), to repay the County; and

WHEREAS, the Cooperation Agreement contemplates that if, at any time, the County Reserve Fund is not funded at the required amount, the Bank shall notify the County Manager of any deficiency and the County Manager shall request that the Board advance sufficient to restore the Bond Reserve Fund to the Bond Reserve Requirement immediately thereafter; and

WHEREAS, the Board wishes to make a non-binding statement of its present intent with respect to the appropriation of funds for the replenishment of the County Reserve Fund, and to authorize and direct the County Manager to take certain actions for the purpose of causing requests for such appropriations to be presented to the Board for consideration; and

WHEREAS, there is on file with the County the form of Bond Resolution, Cooperation Agreement, and Pledge Agreement.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF GUNNISON COUNTY, COLORADO:

Section 1. Approval of the 2012 Bond. It is hereby found and determined by the Board that the execution and delivery of the Bond Resolution and the 2012 Bond as described in the Notice is necessary and appropriate and in the best interests of the County and the residents thereof, and the issuance of the 2012 Bond is hereby approved and authorized. The Board hereby determines that: (i) upon adoption this resolution shall constitute the notice of no objection provided for in Section 25-3-304 (4)(b), C.R.S.; (ii) the Issuer shall be entitled to rely upon executed or certified copies hereof as such notice; and (iii) the Bond Resolution and the 2012 Bond may be executed and delivered at any time after the adoption hereof without regard to the thirty day period referred to in such statute. For the purposes of Section 265(b)(3)(B) of the Internal Revenue Code of 1986, as amended, the Board hereby designates the 2012 Bond as qualified tax-exempt obligations.

Section 2. Appropriations to Replenish County Reserve Fund. The County Manager shall, upon notice from the Bank that the County Reserve Fund is not funded at the required amount, prepare and submit to the Board a request for an appropriation of a sufficient amount to replenish the County Reserve Fund to the required amount. It is the present intention and expectation of the Board to appropriate such funds as requested, within the limits of available funds



and revenues, but this declaration of intent shall not be binding upon the Board or any future Boards in any future fiscal year. The Board may determine in its sole discretion, but shall never be required, to make the appropriations so requested. All sums appropriated by the Board for such purpose shall be deposited by or on behalf of the Issuer in the County Reserve Fund. Nothing provided in this Section 2 shall create or constitute a debt, liability or multiple fiscal year financial obligation of the County.

Section 3. Repayment of Amounts Appropriated. In the event that Board appropriates funds as contemplated by Section 2 hereof, any amounts actually advanced shall be treated as an obligation under the Cooperation Agreement and shall be repaid by the Issuer, with interest thereon as specified in the Cooperation Agreement, but shall be payable from and secured solely by the Pledged Revenues of the Issuer, as provided in the Cooperation Agreement, on a basis expressly subordinate and junior to that of the 2010 Bonds, the 2012 Bond, and any obligations.

Section 4. Limitation to 2012 Bond. Unless otherwise expressly provided by a subsequent resolution of the Board, the provisions of this Resolution shall apply only to the County Reserve Fund originally established in connection with the 2012 Bond, and shall not apply to any other additional obligations.

Section 5. Approval and Authorization of the Cooperation Agreement. The form of the Cooperation Agreement is hereby approved. The Board shall enter into and perform its obligations under the Cooperation Agreement, in the form of such document as is on file with the County Clerk, with only such changes therein as are not inconsistent herewith. Any member of the Board or the County Manager are hereby authorized and directed to execute the Cooperation Agreement on behalf of the County, and the County Clerk is hereby authorized to attest to the Cooperation Agreement.

Section 6. Approval of the Pledge Agreement. The form of the Pledge Agreement is hereby approved. The Board shall enter into and perform its obligations under the Pledge Agreement, in the form of such document as is on file with the County Clerk, with only such changes therein as are not inconsistent herewith. Any member of the Board or the County Manager are hereby authorized and directed to execute the Cooperation Agreement on behalf of the County, and the County Clerk is hereby authorized to attest to the Cooperation Agreement.

Section 7. Ratification and Approval of Prior Actions. All actions heretofore taken by the officers of the Issuer and of the County, not inconsistent with the provisions of this resolution, relating to the authorization, execution, and delivery of the Bond Resolution, the 2012 Bond, the Cooperation Agreement, the Pledge Agreement, or other documents in connection with the Bond Resolution and 2012 Bond, are hereby ratified, approved, and confirmed.

Section 8. Repealer. All orders, bylaws, and resolutions of the Issuer, or parts thereof, inconsistent or in conflict with this resolution, are hereby repealed to the extent only of such inconsistency or conflict.



Section 9. Severability. 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, the intent being that the same are severable.

Section 10. Effective Date. This resolution shall take effect immediately upon its adoption and approval.

ADOPTED AND APPROVED this December 18, 2012.

GUNNISON COUNTY, COLORADO

Chairperson, Board of County  
Commissioners, Gunnison County

  
County Clerk



STATE OF COLORADO )  
 ) SS. CERTIFICATE OF COUNTY CLERK  
COUNTY OF GUNNISON )

I, Stella Dominguez, the Clerk and Recorder of Gunnison County, Colorado (the “County”), do hereby certify as follows:

1. The foregoing pages are a true and correct copy of a resolution (the “Resolution”) passed and adopted by the Board of County Commissioners of the County (the “Board”) at a regular meeting held on December 18, 2012.

2. The Resolution was duly moved and seconded and the Resolution was adopted at the regular meeting of December 18, 2012, by an affirmative vote of a majority of the members of the Board as follows:

Name	“Yes”	“No”	Absent	Abstain
Hap Channell, Chair	X			
Paula Swenson	X			
Phil Chamberland	X			

3. The members of the Board were present at such meeting and voted on the passage of such Resolution as set forth above.

4. The Resolution was approved and authenticated by the signature of the Chair of the Board, sealed with the County seal, attested by the County Clerk and recorded in the minutes of the Board.

5. There are no bylaws, rules or regulations of the Board which might prohibit the adoption of said Resolution.

6. Attached hereto as Exhibit A is a copy of the notice of the regular meeting on December 18, 2012, which notice was posted at least 24 hours before such meeting as provided by law.



WITNESS my hand and the seal of the County affixed this 18<sup>th</sup> day of December,  
2012.



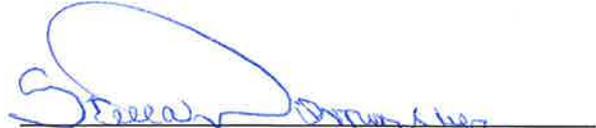
  
Clerk and Recorder  
Gunnison County, Colorado

Exhibit A

(Form of Notice of Meeting)

S Dominguez Gunnison County, CO  
12/20/2012 2:49:56 PM  
967

617422  
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R 0.00 D 0.00



**GUNNISON COUNTY BOARD OF COMMISSIONERS**  
**REGULAR MEETING AGENDA – Revision #1**

**DATE:** Tuesday, December 18, 2012  
**PLACE:** Commissioners Meeting Room at Courthouse

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**REGULAR MEETING:**

S Dominguez Gunnison County, CO  
12/20/2012 2:49:56 PM  
967

617422  
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R 0.00 D 0.00

- 8:30 am • Call to Order; Agenda Review 
- 8:35 • Consent Agenda: These items will not be discussed unless requested by a Commissioner or citizen. Items removed from consent agenda for discussion may be rescheduled later in this meeting, or at a future meeting.
1. Resolution; Amending Certain Charges and Fees for Integrated Solid Waste Services Effective July 1, 2012; This Resolution Supersedes Resolution 11-50
  2. Resolution; Establishing the Schedule of Fees and Rates for Water Service Within the Dos Rios Division of the Gunnison County Water and Sewer District; This Resolution Supersedes Resolution 11-59
  3. Resolution; Establishing the Schedule of Fees and Rates for Sewer Service Within the Dos Rios Division of the Gunnison County Water and Sewer District; This Resolution Supersedes Resolution 11-60
  4. Resolution; Establishing the Schedule of Fees and Rates for Sewer Service Within the Antelope Hills Division of the Gunnison County Water and Sewer District; This Resolution Supersedes Resolution 11-61
  5. Resolution; Establishing the Schedule of Fees and Rates for Sewer Service Within the Somerset Division of the Gunnison County Water and Sewer District; This Resolution Supersedes Resolution 11-62
  6. Resolution; Establishing the Schedule of Fees and Rates for Sewer Service Within the North Gunnison Division of the Gunnison County Water and Sewer District; This Resolution Supersedes Resolution 11-63
  7. Acknowledgment of County Manager Approval to Submit; Colorado Department of Public Health and Environment; Budget Narrative, FY 12-13 Federal Title X & CFPI Family Planning Grants; 1/1/13 thru 6/30/13
  8. Acknowledgement of County Manager Signature; Colorado Department of Public Health and Environment Grant Application; Women's Wellness Connection Program; 6/30/13 thru 6/29/14; \$31,008
  9. Acknowledgement of County Manager Signature; Corporate Membership Agreement; Peak Fitness, LLC; 1/1/13 thru 12/31/13
  10. Acknowledgement of County Manager Signature; Memorandum of Understanding between Rocky Mountain Health Plans Foundation (RMHPF) and Gunnison County Public Health (GCPH); Baby & Me – Tobacco Free Program Diaper Vouchers
  11. 2013 Agreement between the Office for Resource Efficiency and Board of County Commissioners of the County of Gunnison, Colorado; 1/1/13 thru 12/31/13; \$12,000
  12. Acknowledgement of County Manager Signature; Aflac Continental American Insurance Company Group Master Application; Group Critical Illness and Group Accident; Effective 1/1/13
  13. Consulting Agreement; Cochran Fish and Wildlife Consulting, LLC; 1/1/13 thru 12/31/13; \$80,000
  14. Acknowledgement of County Manager Signature; Consulting Agreement; Dr. Marie Matthews, MD; Professional Services Regarding Medical Consultation for the Gunnison County Public Health Family Planning Program; 1/1/13 thru 12/31/13; \$1,200
  15. Consulting Agreement; Dr. John Tarr, MD; Professional Services Regarding Medical Consultation for the Public Health Nurse and the Environmental Health Official and Other Duties of the Gunnison County Medical Officer; 1/1/13 thru 12/31/13; \$1,200
  16. Lease Agreement; Gunnison Valley Regional Housing Authority; 1/1/13 thru 12/31/15; \$30,600
  17. Broadband Initiative Funding Approval; Board of County Commissioners Discretionary Fund; \$2,500
  18. Contract for Services; OMNI Institute; Healthy Kids of Colorado Survey; \$998.50

*NOTE: This agenda is subject to change, including the addition of items up to 24 hours in advance or the deletion of items at any time. All times are approximate. The County Manager and Assistant County Manager's reports may include administrative items not listed. Regular Meetings, Public Hearings, and Special Meetings are recorded and **ACTION MAY BE TAKEN ON ANY ITEM**. Work Sessions are not recorded and formal action cannot be taken. For further information, contact the County Administration office at 641-0248. If special accommodations are necessary per ADA, contact 641-0248 or TTY 641-3061 prior to the meeting. Meeting agendas and approved meeting minutes are posted at [http://www.gunnisoncounty.org/commissioners\\_meetings.html](http://www.gunnisoncounty.org/commissioners_meetings.html).*

**GUNNISON COUNTY BOARD OF COMMISSIONERS  
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19. Out-of-State Travel Request; Gunnison County Substance Abuse Prevention Project Staff; National Community Anti-Drug Coalitions of America Annual Conference; Washington, DC; 2/4/13 thru 2/7/13; \$5,944
20. Colorado Division of Criminal Justice Statement of Grant Award (SOGA); Grant Number 12-VA-7-36; Crime Victim Assistance Program; 1/1/13 thru 12/31/13; \$40,643
21. 2012-2015 Community Services Block Grant (CSBG) Application; State of Colorado, Department of Local Affairs; 3/1/13 thru 2/28/14; \$26,503
22. Service Agreement; WisconsinRx Cooperative (d/b/a WisconsinRx and d/b/a National CooperativeRx); Administration of Insurance Coverage on Medical Prescriptions Dispensed to Gunnison County Health Insurance Participants; 1/1/12 thru 12/31/13
23. Second Amendment to Gunnison County Manager Employment Agreement
24. Acknowledgment of County Manager Signature; Contractor Agreement; Carl Colby; Oil & Gas Inspections; \$50/Hour
25. Resolution; Establishing the Schedule of Fees and Rates for Sewer Service within the Tomichi Division of the Gunnison County Water and Sewer District
26. Gunnison County Purchase of Service Agreement; Montrose County Department of Health and Human Services; Restaurant Inspections; 1/1/13 thru 12/31/13; \$12,720
27. Draft Regular Meeting Minutes; 9/4/12
28. Draft Regular Meeting Minutes; 10/2/12
29. Draft Special Meeting Minutes; 10/15/12
30. Draft Regular Meeting Minutes; 10/16/12
31. Draft Special Meeting Minutes; 12/11/12
32. Draft Special Meeting Minutes; 12/14/12

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|-------|---|--|--|
| 8:40  | • Scheduling  | <b>S Dominguez Gunnison County, CO</b><br><b>12/20/2012 2:49:56 PM</b><br><b>967</b> | <b>617422</b><br><b>Page 9 of 10</b><br><b>R 0.00 D 0.00</b> |
| 8:50  | • County Manager's Reports  |  |  |
| 9:05  | • Assistant County Manager's Reports and Project Updates:   |  |  |
|       | 1. Funding Request; Crested Butte Land Trust; Sage Grouse Mitigation Funds to Secure a Conservation Easement on a 184-Acre Parcel near the Hartman Rocks Recreation Area; \$20,035            |  |  |
| 9:20  | • Colorado Counties, Inc. (CCI) 2013 Voting Proxy   |  |  |
| 9:25  | • Vouchers and Transfers  |  |  |
| 9:35  | • Treasurer's Report  |  |  |
| 9:45  | • Appeal of Planning Commission Decision; John Nichols, LUC2012-23, Lot 4, Riverland Industrial Park, Filing No. 1; Appellant William J. Lacy, Jr., Represented by Wilderson Lock & Hill, LLC |  |  |
| 10:15 | • Break   |  |  |
| 10:30 | • Gunnison/Hinsdale Board of Human Services (see separate agenda)   |  |  |
| 11:00 | • <b>MOVED FROM 2:15 PM:</b> Correspondence; Gunnison Home Association  |  |  |
| 11:05 | • <b>MOVED FROM 2:20 PM:</b> Stop Loss Insurance Proposal for the Gunnison County Employee Medical Plan; HM Life Insurance Company; 1/1/13 thru 12/31/13                                      |  |  |

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- 11:10 • **MOVED FROM 2:25 PM:** Authorization to Staff to Request Party Status before the Colorado Water Quality Control Commission Regarding Rulemaking on Potential New Regulation # 43 Which Would: A. Repeal Guidelines on Individual Sewage Disposal Systems; and B. Adopt a New On-Site Waste Water Treatment Regulation
- 11:30 • Unscheduled Citizens: Limit to 5 minutes per item. No formal action can be taken at this meeting.  
• Commissioner Items: Commissioners will discuss among themselves activities that they have recently participated in that they believe other Commissioners and/or members of the public may be interested in hearing about.
- 11:45 • **MOVED FROM 2:45 PM:** Gunnison Valley Health Debt Refinance:  
1. Resolution; Gunnison Valley Health 2012 Bond Issue  
2. Intergovernmental Cooperation Agreement Between Gunnison County, Colorado, and the Board of Trustees for the Gunnison Valley Hospital  
3. Pledge Agreement; Board of Trustees for the Gunnison Valley Hospital, Gunnison County, Colorado and CoBiz Bank d/b/a Colorado Business Bank
- 12:05 pm • **MOVED FROM 3:05 PM:** Adjourn **S Dominguez Gunnison County, CO** **617422**  
**12/20/2012 2:49:56 PM** **Page 10 of 10**  
**967** **R 0.00 D 0.00**
- 11:45 • **DELETED:** Travel Break 
- 12:00 pm • **DELETED:** Luncheon; Public Works Department
- 2:00 • **DELETED:** Travel Break
- 2:15 • **MOVED TO 11:00 AM:** Correspondence; Gunnison Home Association
- 2:20 • **MOVED TO 11:05 AM:** Stop Loss Insurance Proposal for the Gunnison County Employee Medical Plan; HM Life Insurance Company; 1/1/13 thru 12/31/13
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1. Resolution; Gunnison Valley Health 2012 Bond Issue  
2. Intergovernmental Cooperation Agreement Between Gunnison County, Colorado, and the Board of Trustees for the Gunnison Valley Hospital  
3. Pledge Agreement; Board of Trustees for the Gunnison Valley Hospital, Gunnison County, Colorado and CoBiz Bank d/b/a Colorado Business Bank
- 3:05 • **MOVED TO 11:45 AM:** Adjourn

**WORK SESSION:**

- 3:15 pm • Facility Tour; Gunnison-Crested Butte Regional Airport
- Adjourn

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