$1,288,000
GUNNISON COUNTY, COLORADO
TAXABLE WATER REVENUE BOND
(ANTELOPE HILLS WATER DIVISION PROJECT)
SERIES 2013

OMNIBUS CERTIFICATE

IT IS HEREBY CERTIFIED by the undersigned, the duly chosen, qualified and acting Chairperson of the Board of County Commissioners, County Clerk, County Manager and County Attorney of Gunnison County, Colorado (the "County") that:

1. This Certificate is being delivered in connection with the issuance by the County on the date hereof of the Gunnison County, Colorado Water Revenue Bond (Antelope Hills Water Division Project) Series 2013 (the "Bond"). The issuance of the Bond was authorized by the Board of County Commissioners of the County (the "Board") pursuant to a resolution adopted at the regular meeting of the Board held on September 3, 2013 (the "Bond Resolution"). Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Bond Resolution.

2. The County is a county duly organized and existing under the Constitution and laws of the State of Colorado.

3. From June 1, 2013, up to and including the date of this certificate, the following were continuously the duly chosen, qualified and acting members of the Board of County Commissioners of the County (the "Board") and officers of the County with full authority to authorize the execution and delivery of the Bond Documents:

Commissioner**:**	Phil Chamberland
Commissioner:	Jonathan Houck
Commissioner:	Paula Swenson
County Manager:	Matthew Birnie
County Clerk:	Stella Dominguez
County Attorney:	David Baumgarten
Finance Director:	Linda Neinhueser

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

(a) Restraining or enjoining the issuance of the Bond or the levy and collection of rates, fees and charges to pay the principal of or interest on the Bond; or the use of the proceeds of the Bond pursuant to the Bond Resolution; or affecting in any way the right or authority of the County to make the payments required under the Bond or the Bond Resolution, or otherwise to carry out the terms and provisions of the Bond or the Bond Resolution and the covenants and agreements therein and of other proceedings authorizing the issuance of or otherwise concerning the Bond.

(b) In any manner questioning, contesting or otherwise affecting the authority or proceedings for the issuance of the Bond; or questioning, contesting or otherwise affecting, directly or indirectly, the validity thereof, or of any provisions made or authorized for its payment.

5. None of the corporate existence of the County, its present boundaries or the rights of the Board and officers to hold their respective positions is being contested or challenged; and no proceedings or authority for the issuance of the Bond have or has been repealed, rescinded, revoked, modified, changed or altered in any manner.

6. All meetings of the Board relating to the issuance of the Bond have been open to the public at all times pursuant to Title 24, Article 6, Part 4, C.R.S.

7. To the best of our knowledge, none of the persons named in paragraph 3 above, nor any other officer of the County, 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 Bond or the uses of the proceeds of the Bond as provided in the Bond Resolution.

8. The undersigned Chairperson of the Board and County Clerk have duly manually executed and attested, respectively, the Bond, and the seal of the County has been placed on the Bond.

9. The County has complied with all the agreements and satisfied all the conditions on its part to be performed or satisfied under the Bond Resolution at or prior to the date hereof.

10. The authorization, issuance and delivery of the Bond by the County, the observance and performance by the County of its duties, covenants, obligations and agreements under the Bond Resolution 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 contract, order or decree which is binding upon the County or any outstanding instruments relating to the bonds, notes or other indebtedness of or relating to the County.

11. On the date hereof, the County is refunding and discharging its Taxable Bond Anticipation Note (Antelope Hills Water Division Project) Series 2011 (the "Note"), which, other than the Bond, represents the County's only outstanding pledge of the Net Revenues of the Antelope Hills Water Division. Upon the discharge of the Note, the Bond will be the only outstanding obligation of the County with a lien upon the Net Revenues of the Antelope Hills Water Division.

12. There is no reason within our knowledge why the County may not issue and deliver the Bond.

13. This certificate is for the benefit of the owner of the Bond.

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WITNESS our hands and the seal of the Gunnison County, Colorado this September 18, 2013.

(SEAL)

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Chairperson, Board of County Commissioners

_____
County Clerk

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County Manager

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County Attorney