

**GUNNISON COUNTY BOARD OF COUNTY COMMISSIONERS
REGULAR MEETING MINUTES
September 15, 2020**

The September 15, 2020 meeting was held in the Board of County Commissioners' meeting room located at 200 E. Virginia Avenue, Gunnison, Colorado. Present, either in person or via Zoom, were:

Jonathan Houck, Chairperson
Roland Mason, Vice-Chairperson
Liz Smith, Commissioner

Matthew Birnie, County Manager
Katherine Haase, Deputy County Clerk
Others Present as Listed in Text

CALL TO ORDER: Chairperson Houck called the meeting to order at 8:30 am.

AGENDA REVIEW: There were no changes made to the agenda.

CONSENT AGENDA: **Moved** by Commissioner Mason, seconded by Commissioner Smith to approve the Consent Agenda as presented. Motion carried unanimously.

1. Memorandum of Agreement; Gunnison Valley Animal Welfare League
2. Acknowledgment of Updated Exhibit; City of Gunnison Large Solar Contract
3. First Amendment; Voting Systems & Managed Services Agreement; Dominion Voting Systems, Inc.
4. Memorandum of Agreement; West Region Wildfire Council; Title III Awards
5. Region 10 Agreement; Gunnison County Senior Resource Office; \$45,833
6. Tax Sale Internet Auction Services Agreement; SRI, Inc.
7. Grant Agreement; Federal Aviation Administration; Gunnison-Crested Butte Regional Airport; Project No. 3-08-0030-056-2020
8. Express Grant of Avigation Easement & Right of Way; Gunnison Valley Properties, LLC
9. Core Services Plan; Gunnison & Hinsdale Counties
10. LEAP Outreach Incentive Program Agreement; Colorado Office of Economic Security – Division of Food & Energy Assistance; \$26,000

SCHEDULING: The Upcoming Meetings Schedule was discussed and updated.

COLORADO COUNTIES, INC. (CCI) LEGISLATIVE COMMITTEE APPOINTMENT: **Moved** by Commissioner Smith, seconded by Commissioner Mason to appoint Commissioner Houck to the Colorado Counties, Inc. Legislative Committee. Motion carried unanimously.

COUNTY MANAGER'S REPORTS:

1. Broadband Project Funding Match. CM Birnie explained that this opportunity, which is related to the Region 10 Broadband project, will result in a separate fiber run between Gunnison and Crested Butte. This is a \$5M project and two grants are involved; one is a DOLA grant, and the other is available to hospitals and requires approximately \$500,000 match between all local partners. Many of the local partners are hesitant to designate funding for this during the pandemic, since budgets and income streams have been impacted. GCEA has verbally approved \$280,000, the Town of Crested Butte will try to commit \$75,000, and Mt. Crested Butte is evaluating its ability to contribute and at what level. The school district may also be able to contribute toward the project. CM Birnie asked the Board to make a tentative commitment of \$100,000 from the County's 2021 budget, and the Board provided initial verbal support for considering this expense in the 2021 budget.
2. Resolution; A Resolution of the Board of County Commissioners of Gunnison County, Colorado Authorizing the Execution and Delivery of a Ground and Improvement Lease Agreement, a Lease Purchase Agreement, an Escrow Agreement, a Continuing Disclosure Certificate, an Official Statement, and Certain Related Documents by the County; Approving the Forms of Related Documents; and Providing for Other Matters Relating Thereto. CM Birnie explained that passage of this resolution will authorize him to refinance the 2013 Certificates of Participation under specific parameters. He hopes to refinance with no extension of the term, annual savings of at least \$50,000, and approximately \$1M total savings over the entire term. **Moved** by Commissioner Houck, seconded by Commissioner Mason to adopt Resolution #2020-32, a Resolution of the Board of County Commissioners of Gunnison County, Colorado Authorizing the Execution and Delivery of a Ground and Improvement Lease Agreement, a Lease Purchase Agreement, an Escrow Agreement, a Continuing Disclosure Certificate, an Official Statement, and Certain Related Documents by the County; Approving the Forms of Related Documents; and Providing for Other Matters Relating Thereto as described within the full resolution, and to authorize the Chair's signature on the document. Motion carried unanimously.
3. GOCO Grant Funding Awards. CM Birnie informed the Board that funding had been awarded due to the fantastic work performed by Community & Economic Development Director Cathie Pagano and her team to bring outside resources into Gunnison County. GOCO awarded \$266k for the Shady Island project, \$100k for the Sustainable Tourism and Outdoor Recreation Committee, \$70k for trailhead bathrooms, \$10k for Slate River trailheads and \$4k for winter trails. These combined awards represent the largest award in the grant cycle.

4. Airport Terminal Update. CM Birnie informed the Board that we received an additional \$3.9M in FAA Funding, which brings the total between all CARES Act, AIP and discretionary funds of approximately \$26M for this project. Operations and maintenance will require \$4M of those funds.
5. Geothermal Project Update. CM Birnie informed the Board that the County will begin drilling the wells between the O'Leary and Blackstock buildings either this week or next. Approximately 30 wells will be drilled to a depth of approximately 400 feet, and the work will take about a month to complete.
6. Pay It Forward Loan Program. CM Birnie received word from Region 10 that the first recipients of the business loans have repaid their balances in full, which enabled them to receive Gunnison Greenback incentive certificates. All other loan recipients have been making payments on their loans, and there haven't been any collection issues noted.

BREAK: The meeting recessed from 9:07 until 9:30 am in order to hold the below Public Hearing.

CONTINUED PUBLIC HEARING; PETITION FOR ABATEMENT OR REFUND OF TAXES; PROPERTY TAX YEAR 2019; R071215, LOT 3 RE SUBDIVISION LOT 80 VANTUYL VILLAGE SUBD #624097: Appraiser III Bob Blackett was present for discussion, and CTMI, LLC Tax Agent Dalton Burns participated in the discussion via telephone.

1. Open Public Hearing. Chairperson Houck opened the continued Public Hearing at 9:07 am. He reminded all parties that this hearing initially opened on 9/1/2020, and that the Board continued the hearing to today with the hope that Mr. Burns and the Assessor's Office would be able to come to agreement prior to today's continued hearing.
2. Applicant Presentation. Mr. Burns informed the Board that he and Appraiser III Blackett had the chance to discuss this issue after the previous Board meeting, and that he offered a value of \$1,483,000 to Appraiser III Blackett. This offer represented a value of \$200 per square foot, which he felt was a fair valuation. However, an agreement has not been reached. At the request of Appraiser III Blackett, he reached out to his client to gather bid analysis documentation from the 2014 build, which obtained construction pricing from three different construction companies. The successful bid was awarded at \$785,599, which did not include costs relative to permitting fees and the HVAC system. Thus, he felt that, using this information, the value would be in the range of \$1,150,000.
3. Staff Presentation. Appraiser III Blackett explained that the property was valued using the Assessor's Office mass-appraisal approach. For today's discussion, he included comparable sales of larger properties within the City of Gunnison, as well as like properties located outside of Gunnison County. Using the market approach, the Assessor's Office felt it was able to find the best quality and quantity of data. He also stated that the bid value supplied by Mr. Burns did not include any change orders that may have been created throughout the building process, and it also did not include the value of the land. He confirmed that the Assessor's Office still recommended denial of this abatement.
4. Board Questions.
 - a. Commissioner Mason. Commissioner Mason stated his opinion that the Assessor's Office valuation was still too high. He also opined that the valuation supplied by Mr. Burns was too low. He felt that a valuation of \$2,000,000, which equates to approximately \$270 per square foot, would be more appropriate.
 - b. Commissioner Smith. Commissioner Smith stated her hope that the parties would have been able to come to agreement since they are the experts in their fields. She also noted her concerns with the discrepancy in comparable valuations.
 - c. Commissioner Houck. Commissioner Houck stated the Board of Adjustments and Appeals (BAA) would be the proper authority to consider a single property assessment, rather than this Board trying to rule on a valuation between Mr. Burns and the Assessor's Office different approaches to valuation. He suggested that the Board deny the petition for abatement so that the petition could advance to the BAA level for decision.
5. Applicant Response. Mr. Burns stated that, of the properties provided by the Assessor's Office as comparable sales, the three properties are 90, 90 and 140 miles in distance from the subject property.
6. Board Questions.
 - a. Commissioner Smith. Commissioner Smith asked for the Assessor's Office reasoning for the discrepancy between price per square foot in the comparable properties. Assessor III Blackett explained that the Tractor Supply sale at \$209 per square foot considers a building that is three times the size with land being five times the size of the subject property, and that the price per square foot decreases as size increases.
7. Decision. **Moved** by Chairperson Houck, seconded by Commissioner Smith to deny the Petition for Abatement or Refund of Taxes for Property Tax Year 2019; R071215, Lot 3 Subdivision Lot 80 VanTuyl Village Subdivision #624097.

DEPUTY COUNTY MANAGER'S REPORT AND PROJECT UPDATES: Deputy County Manager Marlene Crosby was present for discussion.

1. Extension of Pitkin Plow Agreement. DCM Crosby noted that this is a one-year agreement. **Moved** by Commissioner Mason, seconded by Commissioner Smith to approve the amendment and extension of the Pitkin Plow Agreement as presented and authorize the Chairperson's signature. Motion carried unanimously.
2. Mt. Crested Butte Plow Agreement. DCM Crosby noted that this is a five-year agreement. **Moved** by Commissioner Mason, seconded by Commissioner Smith to approve the Mt. Crested Butte plow agreement as presented. Motion carried unanimously.
3. Marble Area Traffic Enforcement. DCM Crosby noted that the excessive traffic speeds on CR #3 has gotten out of hand. As well, paddleboards are interfering with water fowl nesting areas at the lake, and Colorado Parks and Wildlife is considering making the area a wildlife preserve that would not allow public use of the lake. Speed signage was posted, but Sheriff's Office personnel only patrol the area on Tuesday afternoon when public use is relatively low. Residents are also concerned about the noise level of Razor ATVs in the area. Area residents would prefer to schedule a meeting with County officials to discuss the issue. The Board noted that the Town of Marble will also need to be included since the Town has shared responsibility for resolving this issue.
4. Kebler Pass Trailhead. DCM Crosby stated that she and others met with a citizens advisory group to discuss this issue. Plans for the trailhead were presented, and it is being constructed for maximum use of the land. Permitting will be discussed during a future Board meeting.

2021-2025 DRAFT CAPITAL IMPROVEMENT PLAN: Finance Director Linda Nienhueser was present for discussion, and she presented the draft five-year, forwarding-looking planning document. The draft document was discussed. The Board asked that the Shady Island project should be added to the plan before adoption during a future meeting.

CONTRACT AGREEMENT; SPALLONE CONSTRUCTION, INC. - SHADY ISLAND RIVER PARK PROJECT: Sustainable Operations Director John Cattles was present for discussion, and he explained that the project has been evolving as new funding sources have been identified, such as the grant dollars expected from the Gates Family Foundation and Great Outdoors Colorado. To date, over \$700,000 in grant funding has been received. This contract will enable construction of at least the basic services. Most of the work will begin in the October/November timeframe. **Moved** by Commissioner Smith, seconded by Commissioner Mason to approve the Contract Agreement between the Board of County Commissioners of the County of Gunnison, Colorado and Spallone Construction as stated in this document and to authorize the appropriate signatures. Motion carried unanimously.

COMMISSIONER ITEMS: This discussion began earlier than scheduled due to a gap in the meeting.

Commissioner Mason:

1. Housing Authority. Commissioner Mason stated that he attended a recent meeting, during which the HA Board received solicited feedback from some private developers who are working with affordable housing in the valley. The HA Board members appreciated the feedback. Also, a subcommittee is evaluating properties on the market that may be capable of rehabilitation and designation of affordable housing.
2. Tourism and Prosperity Partnership. Commissioner Mason met with the TAPP Board President, and discussions about transparency were had.
3. Air Command. Commissioner Mason will attend his first AC meeting on Monday.

Commissioner Smith:

1. Airport. Commissioner Smith recently met with Airport Manager Rick Lampion to acquaint herself with operations at the facility. She has now met with every director in the organization, which she feels has been valuable to her as a commissioner.
2. Colorado River Water Conservation District Seminars. Commissioner Smith has been attending these seminars, and she plans to continue to gain insight about local water issues.
3. Community Storm Clean Up. Commissioner Smith participated in this event last week.
4. Town of Crested Butte Black Lives Matter Committee. Commissioner Smith has been participating on this committee as a representative from the Board. In the near future, "Black Lives Matter" will be painted on Elk Avenue.
5. Club 20. Commissioner Smith will participate in the fall meeting this Friday.
6. Tourism and Prosperity Partnership. Commissioner Smith also met with John Norton recently to discuss transparency.

Commissioner Houck:

1. Gunnison Sage-grouse. Commissioner Houck has been working with others on the draft Sage-grouse Recovery Plan.
2. Colorado River Basin Roundtable. Commissioner Houck is working to finalize the process to assign someone from the north end of the valley as the County's representative on this Roundtable.

- 3. KBUT Community Matters Show. Commissioner Houck participated in this as the Board Chairperson, along with the local mayors. He felt it there were good discussions with varying topics of interest. It is archived on KBUT's website.

UNSCHEDULED CITIZENS: There were no Unscheduled Citizens present for discussion.

ADJOURN: Moved by Commissioner Houck, seconded by Commissioner Mason to adjourn this session of the Board of County Commissioners. Motion carried unanimously. The meeting adjourned at 10:42 am.

Jonathan Houck, Chairperson

Roland Mason, Vice-Chairperson

Liz Smith, Commissioner

Minutes Prepared By:

Katherine Haase, Deputy County Clerk

Attest:

Kathy Simillion, County Clerk

GUNNISON COUNTY BOARD OF COMMISSIONERS TEXT INCLUSION INTO MINUTES

**GUNNISON COUNTY, COLORADO
RESOLUTION NO. 2020-32**

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF GUNNISON COUNTY, COLORADO AUTHORIZING THE EXECUTION AND DELIVERY OF A GROUND AND IMPROVEMENT LEASE AGREEMENT, A LEASE PURCHASE AGREEMENT, AN ESCROW AGREEMENT, A CONTINUING DISCLOSURE CERTIFICATE, AN OFFICIAL STATEMENT, AND CERTAIN RELATED DOCUMENTS BY THE COUNTY; APPROVING THE FORMS OF RELATED DOCUMENTS; AND PROVIDING FOR OTHER MATTERS RELATING THERETO.

WHEREAS, Gunnison County, Colorado (the "County"), is a duly organized and existing county, existing as such under and by virtue of the Constitution and laws of the State of Colorado; and

WHEREAS, the County has the power, pursuant to Sections 30-11-101(b) and (c) and 30-11-104.1, of the Colorado Revised Statutes, as amended, to lease, as lessor or as lessee, real and personal property, together with any facilities thereon, and to enter into lease-purchase agreements for the purpose of financing County buildings or equipment used or to be used for governmental purposes; and

WHEREAS, the County owns, in fee title, certain real property and the improvements constructed thereon more particularly described in the hereinafter defined Ground Lease (collectively, the "Leased Property"); and

WHEREAS, the Board of County Commissioners of Gunnison County, Colorado (the "Board"), has determined, and now hereby determines, that it is in the best interest of the County and its inhabitants that the Board, on behalf of the County, as lessor, subject to the termination of the similar lease relating to the 2013 Certificates (as defined in the hereinafter defined Lease), lease the Leased Property to Zions Bancorporation, National Association (the "Trustee"), solely in its capacity as trustee under the Indenture described herein, as lessee, pursuant to a Ground and Improvement Lease Agreement (the "Ground Lease"), and, subject to the termination of the similar lease relating to the 2013 Certificates, simultaneously sublease the Leased Property back from the Trustee pursuant to the terms of a Lease Purchase Agreement (the "Lease") between the Trustee, as lessor, and the Board, on behalf of the County, as lessee; and

WHEREAS, pursuant to the Lease, and subject to the right of the County to terminate the Lease and other limitations as therein provided, the County will pay certain Base Rentals and Additional Rentals (as such terms are defined in the Lease) in consideration for the right of the County to use the Leased Property; and

WHEREAS, the County's obligation under the Lease to pay Base Rentals and Additional Rentals shall be from year to year only; shall constitute currently budgeted expenditures of the County; shall not constitute a mandatory charge or requirement in any ensuing budget year; and shall not constitute a general obligation or other indebtedness or a multiple fiscal year financial obligation of the County within the meaning of any constitutional or statutory limitation or requirement concerning the creation of indebtedness or any multiple fiscal year financial obligation, nor a mandatory payment obligation of the County in any ensuing fiscal year beyond any fiscal year during which the Lease shall be in effect; and

WHEREAS, the Trustee will enter into an Indenture of Trust (the "Indenture"), pursuant to which the Trustee will execute and deliver one or more series of taxable certificates of participation, dated as of their date of delivery, in an aggregate principal amount not to exceed \$9,700,000 (the "Certificates"); and

WHEREAS, the net proceeds of the Certificates will be used to refund the 2013 Certificates and pay certain costs of executing and delivering the Certificates (collectively, the "Project"); and

WHEREAS, the Certificates represent assignments of the right to receive certain Revenues (as defined in the Lease), shall be payable solely from the sources therein provided and shall not directly or indirectly obligate the County to make any payments beyond those appropriated for any fiscal year during which the Lease shall be in effect; and

WHEREAS, there are on file at the County offices the proposed form of the following: (a) the Ground Lease; (b) the Lease; (c) an Escrow Agreement among the Board, the County, and the Trustee, as escrow bank (the "Escrow Agreement"), relating to the refunding of the 2010B Certificates; (d) the Continuing Disclosure Certificate (the "Disclosure Certificate") with respect to the Certificates; and (e) the Preliminary Official Statement (the "Preliminary Official Statement") with respect to the Certificates; and

WHEREAS, capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Lease; and

WHEREAS, Section 11-57-204 of the Supplemental Public Securities Act, constituting Title 11, Article 57, Part 2 of the Colorado Revised Statutes, as amended (the "Supplemental Act"), provides that a public entity, including the County, may elect in an act of issuance to apply all or any of the provisions of the Supplemental Act.

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

Section 1. Ratification and Approval of Prior Actions. All action heretofore taken (not inconsistent with the provisions of this resolution) by the Board or the officers or agents of the Board or the County relating to the Ground Lease, the Lease, or the Project is hereby ratified, approved and confirmed. The designation of the Preliminary Official Statement by the County Manager as a "nearly final Official Statement" for purposes of Rule 15c2-12 of the U.S. Securities and Exchange Commission is hereby ratified, approved and confirmed.

Section 2. Finding of Best Interests. The Board hereby finds and determines, pursuant to the Constitution and laws of the State of Colorado, that the Project and the financing of the costs thereof pursuant to the terms set forth in the Ground Lease and the Lease is necessary, convenient, and in furtherance of the County's purposes and is in the best interests of the inhabitants of the County and the Board hereby authorizes and approves the same.

Section 3. Supplemental Act; Parameters. The Board hereby elects to apply all of the Supplemental Act except Section 11-57-211 thereof to the Ground Lease and the Lease and in connection therewith delegates to each of the Chair of the Board (the "Chair") and the County Manager the authority to make any determination delegable pursuant to Section 11-57-205(1)(a-i) of the Colorado Revised Statutes, as amended, in relation to the Ground Lease and the Lease, and to execute a sale certificate (the "Sale Certificate") setting forth such determinations, including, without limitation, the term of the Ground Lease, the rental amount to be paid by the County pursuant to the Lease, and the term of the Lease, subject to the following parameters and restrictions: (a) the term of the Ground Lease shall not extend beyond December 31, 2050; (b) the aggregate principal amount of the Base Rentals payable by the County pursuant to the Lease shall not exceed \$9,700,000; (c) the maximum amount of Base Rentals payable by the County in any fiscal year shall not exceed \$650,000; (d) the Lease Term shall not extend beyond December 31, 2040; and (e) the maximum net effective interest rate on the interest component of the Base Rentals relating to the Certificates shall not exceed 4.00%.

Pursuant to Section 11-57-205 of the Supplemental Act, the Board hereby delegates to each of the Chair and the County Manager the authority to sign a contract for the purchase of the Certificates or to accept a binding bid for the Certificates and to execute any agreement or agreements in connection therewith. In addition, each of the Chair or the County Manager is hereby authorized to determine if obtaining an insurance policy for all or any portion of the Certificates is in the best interests of the County, and if so, to select an insurer to issue an insurance policy, execute a commitment relating to the same and execute any related documents or agreements required by such commitment. Each of the Chair or the County Manager is hereby authorized to determine if obtaining a reserve fund insurance policy for the Certificates is in the best interests of the County, and if so, to select a surety provider to issue a reserve fund insurance policy and execute any related documents or agreements required by such commitment.

Section 5. Approval of Documents. The Ground Lease, the Lease, the Escrow Agreement, and the Disclosure Certificate, in substantially the forms on file with the County, are in all respects approved, authorized and confirmed, and the Chair or the County Manager is hereby authorized and directed, for and on behalf of the County, to execute and deliver the Ground Lease, the Lease, the Escrow Agreement, and the Disclosure Certificate in substantially the forms on file with the County, provided that such documents may be completed, corrected or revised as deemed necessary by the parties thereto in order to carry out the purposes of this resolution.

Section 6. Approval of Official Statement. A final Official Statement, in substantially the form of the Preliminary Official Statement on file with the County, is in all respects approved and authorized. The Chair or the County Manager is hereby authorized and directed, for and on behalf of the County, to execute and deliver the final Official Statement in substantially the form and with substantially the same content as the Preliminary Official Statement on file with the County, with such changes as may be approved by the County Manager. The distribution of the Preliminary Official Statement and the final Official Statement to all interested persons in connection with the sale of the Certificates is hereby ratified, approved and authorized.

Section 7. Authorization to Execute Collateral Documents. The County Clerk and Recorder (the "Clerk") or Deputy County Clerk and Recorder (the "Deputy Clerk") is each hereby authorized and directed to attest all signatures and acts of any official of the County in connection with the matters authorized by this resolution and to place the seal of the County on any document authorized and approved by this resolution. The Chair, the County Manager and the Clerk or Deputy Clerk and other appropriate officials or employees of the County are hereby authorized to execute and deliver, for and on behalf of the County, any and all additional certificates, documents, instruments and other papers, and to perform all other acts that they deem necessary or appropriate, in order to implement and carry out the transactions and other matters authorized by this resolution. The approval hereby given to the various documents referred to above includes an approval of such additional details therein as may be necessary and appropriate for their completion, deletions therefrom and additions thereto as may be approved by bond counsel prior to the execution of the documents. The execution of any instrument by the aforementioned officers or members of the Board shall be conclusive evidence of the approval by the County of such instrument in accordance with the terms hereof and thereof.

Section 8. No General Obligation Debt. No provision of this resolution, the Ground Lease, the Lease, the Indenture, the Certificates, the Preliminary Official Statement, or the final Official Statement shall be construed as creating or constituting a general obligation or other indebtedness or multiple fiscal year financial obligation of the County within the meaning of any constitutional or statutory provision, nor a mandatory charge or requirement against the County in any ensuing fiscal year beyond the then current fiscal year. The County shall have no obligation to make any payment with respect to the Certificates except in connection with the payment of the Base Rentals (as defined in the Lease) and certain other payments under the Lease, which payments may be terminated by the County in accordance with the provisions of the Lease. Neither the Lease nor the Certificates shall constitute a mandatory charge or requirement of the County in any ensuing fiscal year beyond the then current fiscal year or constitute or give rise to a general obligation or other indebtedness or multiple fiscal year financial obligation of the County within the meaning of any constitutional or statutory debt limitation and shall not constitute a multiple fiscal year direct or indirect County debt or other financial obligation whatsoever. No provision of the Ground Lease, the Lease or the Certificates shall be construed or interpreted as creating an unlawful delegation of governmental powers nor as a donation by or a lending of the credit of the County within the meaning of Sections 1 or 2 of Article XI of the Colorado Constitution. Neither the Lease nor the Certificates shall directly or indirectly obligate the County to make any payments beyond those budgeted and appropriated for the County's then current fiscal year.

Section 9. Reasonableness of Rentals. The Board hereby determines and declares that the Base Rentals do not exceed a reasonable amount so as to place the County under an economic compulsion to renew the Lease or to exercise its option to purchase the Trustee's leasehold interest in the Leased Property pursuant to the Lease. The Board hereby determines and declares that the period during which the County has an option to purchase the Trustee's leasehold interest in the Leased Property (i.e., the entire maximum term of the Lease) does not exceed the useful life of the Leased Property. The Board hereby determines that the amount of rental payments to be received by the County from the Trustee pursuant to the Ground Lease, together with the leasing of the Leased Property back to the County pursuant to the Lease, is reasonable consideration for the leasing of the Leased Property to the Trustee for the term of the Ground Lease.

Section 10. No Recourse against Officers and Agents. Pursuant to Section 11-57-209 of the Supplemental Act, if a member of the Board, or any officer or agent of the County acts in good faith, no civil recourse shall be available against such member, officer, or agent for payment of the principal, interest or prior redemption premiums on the Certificates. Such recourse shall not be available either directly or indirectly through the Board or the County, or otherwise, whether by virtue of any constitution, statute, rule of law, enforcement of penalty, or otherwise. By the acceptance of the Certificates and as a part of the consideration for their sale or purchase, any person purchasing or selling such Certificate specifically waives any such recourse.

Section 11. Repealer. All bylaws, orders, and resolutions of the County, or parts thereof, inconsistent with this resolution or with any of 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 or resolution of the County, or part thereof, heretofore repealed.

Section 12. Severability. If any section, subsection, paragraph, clause or provision of this resolution or the documents hereby authorized and approved (other than provisions as to the payment of Base Rentals during the Lease Term, provisions for the quiet enjoyment of the Leased Property by the County during the Lease Term and provisions for the conveyance of the Leased Property to the County under the conditions provided in the Lease) shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, subsection, paragraph, clause or provision shall not affect any of the remaining provisions of this resolution or such documents, the intent being that the same are severable.

Section 13. Effective Date. This resolution shall be in full force and take effect immediately upon its passage and approval.

PASSED, ADOPTED AND APPROVED this September 15, 2020.

Houck – yes; Mason – yes; Smith – yes.

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

I, Kathy Simillion, 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 September 15, 2020.

2. The Resolution was duly moved and seconded and the Resolution was adopted at the regular meeting of September 15, 2020, by an affirmative vote of a majority of the members of the Board as follows:

Name	"Yes"	"No"	Absent	Abstain
Jonathan Houck, Chair				
Roland Mason				
Elizabeth Smith				

3. The members of the Board participated either physically or electronically at such meeting in accordance with law 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 September 15, 2020, which notice was posted at least 24 hours before such meeting as provided by law.