

ORDINANCE NO. 16-82

AN ORDINANCE OF THE CITY OF COLORADO SPRINGS, COLORADO APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY OF THE STANDBY BOND PURCHASE AGREEMENT AMONG THE CITY OF COLORADO SPRINGS, COLORADO, WELLS FARGO BANK, NATIONAL ASSOCIATION, AS TENDER AGENT, AND LANDESBANK HESSEN-THÜRINGEN GIROZENTRALE, THE STANDBY LETTER OF CREDIT AND REIMBURSEMENT AGREEMENT BETWEEN THE CITY OF COLORADO SPRINGS, COLORADO AND SUMITOMO MITSUI BANKING CORPORATION, THE FEE AGREEMENTS BETWEEN THE CITY OF COLORADO SPRINGS, COLORADO AND SUCH BANKING ORGANIZATIONS, AND THE OFFICIAL STATEMENTS FOR THE UTILITIES SYSTEM REVENUE BONDS PREVIOUSLY ISSUED BY THE CITY TO WHICH THE AGREEMENTS RELATE; RATIFYING CERTAIN ACTION HERETOFORE TAKEN

WHEREAS, the City of Colorado Springs, Colorado (the "City") is a municipal corporation and a home rule city duly organized and existing under the laws of the State of Colorado and, in particular, under the provisions of Article XX of the Constitution of the State of Colorado and the Charter of the City (the "Charter"); and

WHEREAS, the City now owns and operates a municipal water system, electric light and power system, gas system, wastewater system and certain other systems heretofore designated by the City Council (the "Council") of the City, constituting the Utilities created by the Charter; and

WHEREAS, pursuant to Ordinance No. 06-137, as amended by Ordinance No. 13-51 (collectively, the "2006B Bond Ordinance"), the City has previously issued its City of Colorado Springs, Colorado, Variable Rate Demand Utilities System Subordinate Lien Improvement Revenue Bonds, Series 2006B (the "2006B Bonds"); and

WHEREAS, the 2006B Bonds currently bear interest at the Weekly Interest Rate (as defined in the 2006B Bond Ordinance), and pursuant to Section 1210 of the 2006B Bond Ordinance, the City has covenanted to maintain a Liquidity Facility (as defined in

the 2006B Bond Ordinance) in full force and effect at any time the 2006B Bonds bear interest at a Weekly Interest Rate; and

WHEREAS, pursuant to Section 1210 of the 2006B Bond Ordinance, the City may elect to replace the Liquidity Facility for 2006B Bonds; and

WHEREAS, the City desires to obtain a Substitute Liquidity Facility (as defined in the 2006B Bond Ordinance) for the 2006B Bonds from Landesbank Hessen-Thüringen Girozentrale, acting by and through its New York Branch ("Helaba"); and

WHEREAS, the City will enter into a Standby Bond Purchase Agreement with Helaba and Wells Fargo Bank, National Association, as tender agent (the "Tender Agent") to be dated the date of its execution and delivery (the "2006B Credit Facility Agreement") as a Substitute Liquidity Facility for the 2006B Bonds; and

WHEREAS, the City will additionally enter into a fee agreement with Helaba to be dated the date of its execution and delivery (the "2006B Fee Agreement"), which will set forth the fees and charges payable by the City to Helaba in connection with the 2006B Credit Facility Agreement; and

WHEREAS, pursuant to Section 504 of the 2006B Bond Ordinance, the execution and delivery of the 2006B Credit Facility Agreement will result in the mandatory tender and remarketing of the 2006B Bonds; and

WHEREAS, the City will prepare and distribute an Official Statement relating to the 2006B Bonds (the "2006B Official Statement") to be used in connection with the remarketing of the 2006B Bonds; and

WHEREAS, pursuant to Ordinance No. 07-126, as amended by Ordinance No. 13-51 (collectively, the "2007B Bond Ordinance"), the City has previously issued its City of Colorado Springs, Colorado, Variable Rate Demand Utilities System Improvement and Refunding Revenue Bonds, Series 2007B (the "2007B Bonds"); and

WHEREAS, the 2007B Bonds currently bear interest at the Weekly Interest Rate (as defined in the 2007B Bond Ordinance), and pursuant to Section 1210 of the 2007B

Bond Ordinance, the City has covenanted to maintain a Liquidity Facility (as defined in the 2007B Bond Ordinance) in full force and effect at any time the 2007B Bonds bear interest at a Weekly Interest Rate; and

WHEREAS, pursuant to Section 1210 of the 2007B Bond Ordinance, the City may elect to replace the Liquidity Facility for 2007B Bonds; and

WHEREAS, the City desires to obtain a Substitute Liquidity Facility (as defined in the 2007B Bond Ordinance) for the 2007B Bonds from Sumitomo Mitsui Banking Corporation (“Sumitomo”); and

WHEREAS, the City will enter into a Standby Letter of Credit and Reimbursement Agreement with Sumitomo to be dated September 1, 2016 (the "2007B Credit Facility Agreement" and, together with the 2006B Credit Facility Agreement, the “Credit Facility Agreements”) as a Substitute Liquidity Facility for the 2007B Bonds; and

WHEREAS, the City will additionally enter into a fee agreement with Sumitomo to be dated the date of its execution and delivery (the "2007B Fee Agreement" and, together with the 2006B Fee Agreement, the “Fee Agreements”), which will set forth the fees and charges payable by the City to Sumitomo in connection with the 2007B Credit Facility Agreement; and

WHEREAS, pursuant to Section 504 of the 2007B Bond Ordinance, the execution and delivery of the 2007B Credit Facility Agreement will result in the mandatory tender and remarketing of the 2007B Bonds; and

WHEREAS, the City will prepare and distribute an Official Statement relating to the 2007B Bonds (the "2007B Official Statement" and, together with the 2006B Official Statement, the “Official Statements”) to be used in connection with the remarketing of the 2007B Bonds; and

WHEREAS, the Council has determined that the public interest and necessity require the City to enter into the Credit Facility Agreements and the Fee Agreements; and

WHEREAS, there have been presented to the Council the proposed forms of the Credit Facility Agreements, the Fee Agreements and the Official Statements.

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF COLORADO SPRINGS:

Section 1. Ratification and Approval of Prior Actions. The Council hereby ratifies, approves and confirms all action heretofore taken (not inconsistent with the provisions of this ordinance) with respect to (a) obtaining a Substitute Liquidity Facility under the 2006B Ordinance in the form of the 2006B Credit Facility Agreement, and (b) obtaining a Substitute Liquidity Facility under the 2007B Ordinance in the form of the 2007B Credit Facility Agreement.

Section 2. Approval of the Credit Facility Agreements and the Fee Agreements. The forms, terms and provisions of the Credit Facility Agreements and the Fee Agreements are hereby approved. The City shall enter into the Credit Facility Agreements and the Fee Agreements in the forms presented to the Council at this meeting, in each case with only such changes therein, if any, as are not inconsistent herewith. The Chief Executive Officer of the Utilities and the Chief Planning and Finance Officer of the Utilities are hereby authorized and directed to execute and deliver the Credit Facility Agreements and the Fee Agreements.

Section 3. Substitute Liquidity Facilities. The officers and employees of the City and the Utilities of the City are hereby authorized and directed to take all action necessary or appropriate to effectuate the provisions of this ordinance, including, without limitation, all action necessary to (a) institute the 2006B Credit Facility Agreement as a Substitute Liquidity Facility under the 2006B Ordinance, and (b) institute the 2007B Credit Facility Agreement as a Substitute Liquidity Facility under the 2007B Ordinance.

Section 4. Official Statements. The preparation, electronic posting and distribution of the Official Statements in substantially the form presented to the Council at this meeting is hereby authorized. The Chief Executive Officer of the Utilities and the

Chief Planning and Finance Officer of the Utilities are hereby authorized to approve, on behalf of the City, the Official Statements. The execution of the Official Statements by such persons shall be conclusively deemed to evidence the approval of the form and contents thereof by the City.

Section 5. Repealer. All bylaws, orders, resolutions and ordinances of the City, or parts thereof, inconsistent herewith are hereby repealed to the extent only of such inconsistency. This repealer shall not be construed to revive any other such bylaw, order, resolution or ordinance of the City, or part thereof, heretofore repealed.

Section 6. Severability. If any section, subsection, paragraph, clause or other provision of this ordinance for any reason is invalid or unenforceable, the invalidity or unenforceability of such section, subsection, paragraph, clause or other provision shall not affect any of the remaining provisions of this ordinance.

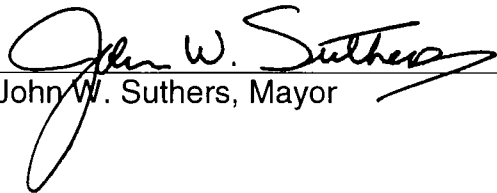
Section 7. Effective Date and Publication. This ordinance upon passage shall be entered upon the journal of the Council's proceedings, shall be kept in the book marked "Ordinance Record" and authenticated as required by the Charter, shall be published twice in a legal newspaper of general circulation in the City in compliance with the requirements of the Charter with the first publication to be at least ten (10) days before final passage by Council of this ordinance, and the second publication to be any time after its final adoption. The Council hereby determines that it is appropriate that publication of this ordinance by title with a summary written by the City Clerk, together with a statement that this ordinance is available for public inspection and acquisition in the office of the City Clerk, shall be sufficient publication pursuant to Section 3-80 of the Charter and this ordinance shall be so published. This ordinance shall be in full force and effective five (5) days after its final publication.

INTRODUCED, READ, PASSED ON FIRST READING, APPROVED AND ORDERED PUBLISHED BY TITLE AND SUMMARY THIS 9TH DAY OF AUGUST, 2016.

FINALLY PASSED: August 23, 2016

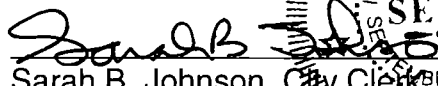


Merv Bennett, Council President




John W. Suthers, Mayor

ATTEST:

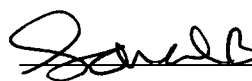


Sarah B. Johnson, City Clerk

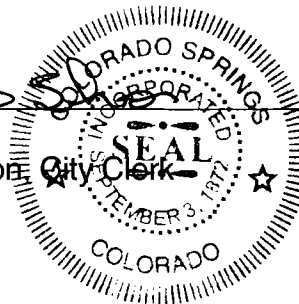


I HEREBY CERTIFY, that the foregoing ordinance entitled “AN ORDINANCE OF THE CITY OF COLORADO SPRINGS, COLORADO APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY OF THE STANDBY BOND PURCHASE AGREEMENT AMONG THE CITY OF COLORADO SPRINGS, COLORADO, WELLS FARGO BANK, NATIONAL ASSOCIATION, AS TENDER AGENT, AND LANDESBANK HESSEN-THÜRINGEN GIROZENTRALE, THE STANDBY LETTER OF CREDIT AND REIMBURSEMENT AGREEMENT BETWEEN THE CITY OF COLORADO SPRINGS, COLORADO AND SUMITOMO MITSUI BANKING CORPORATION, THE FEE AGREEMENTS BETWEEN THE CITY OF COLORADO SPRINGS, COLORADO AND SUCH BANKING ORGANIZATIONS, AND THE OFFICIAL STATEMENTS FOR THE UTILITIES SYSTEM REVENUE BONDS PREVIOUSLY ISSUED BY THE CITY TO WHICH THE AGREEMENTS RELATE; RATIFYING CERTAIN ACTION HERETOFORE TAKEN” was introduced and read at a regular meeting of the City Council of the City of Colorado Springs, held on August 9, 2016; that said ordinance was finally passed at a regular meeting of the City Council of said City, held on the 23rd day of August, 2016, and that the same was published by title and summary, in accordance with Section 3-80 of Article III of the Charter, in the Transcript, a newspaper published and in general circulation in said City, at least ten days before its passage.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the City, this 25th day of August, 2016.



Sarah B. Johnson



1st Publication Date: August 12, 2016

2nd Publication Date: August 31, 2016

Effective Date: September 5, 2016 Initial: SB
City Clerk

THE TRANSCRIPT
Colorado Springs, Colorado

STATE OF COLORADO, } ss.
COUNTY OF EL PASO }

I, Jenifer Furda, Publisher, or the undersigned Authorized Agent of the Publisher, do solemnly swear that I am the Publisher, or Authorized Agent of the Publisher of The Transcript; that the same is a tri-weekly newspaper and published in the County of El Paso, State of Colorado, and has a general circulation therein; that said newspaper has been published continuously and uninterruptedly in said County of El Paso for a period of more than fifty-two consecutive weeks prior to the first publication of the annexed legal notice or advertisement; that said newspaper has been admitted to the United States mails as second-class matter under the provisions of the Act of March 3, 1879, or any amendments thereof, and that said newspaper is a tri-weekly newspaper duly qualified for publishing legal notices and advertisements within the meaning of the laws of the State of Colorado.

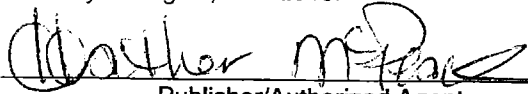
That the annexed legal notice or advertisement was published in the regular and entire issue of every number of said tri-weekly newspapers for the period of 1 consecutive insertion(s), and/or once each week and on the same days of each week; and that the first publication of said notice was in the issue of said newspaper dated:

12, AUGUST, A.D. 2016.

And that the last publication of said notice was in the issue of said newspaper dated:

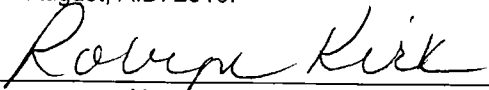
12, AUGUST, A.D. 2016.

In witness whereof, I have hereunto set my hand this 12th day of August, A.D. 2016.



Publisher/Authorized Agent

Subscribed and sworn to before me, a notary public in and for the County of El Paso, State of Colorado, this 12th day of August, A.D. 2016.



Notary Public

ROBYN KIRK
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20114063677
MY COMMISSION EXPIRES OCTOBER 5, 2019

Ordinance No. 16-82

AN ORDINANCE OF THE CITY OF COLORADO SPRINGS, COLORADO APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY OF THE STANDBY BOND PURCHASE AGREEMENT AMONG THE CITY OF COLORADO SPRINGS, COLORADO, WELLS FARGO BANK, NATIONAL ASSOCIATION, AS TENDER AGENT, AND LANDESBANK HESSEN-THÜRINGEN GIROZENTRALE, THE STANDBY LETTER OF CREDIT AND REIMBURSEMENT AGREEMENT BETWEEN THE CITY OF COLORADO SPRINGS, COLORADO AND SUMITOMO MITSUI BANKING CORPORATION, ACTING THROUGH ITS NEW YORK BRANCH, THE FEE AGREEMENTS BETWEEN THE CITY OF COLORADO SPRINGS, COLORADO AND SUCH BANKING ORGANIZATIONS, AND THE OFFICIAL STATEMENTS FOR THE UTILITIES SYSTEM REVENUE BONDS PREVIOUSLY ISSUED BY THE CITY TO WHICH THE AGREEMENTS RELATE; RATIFYING CERTAIN ACTION HERETOFORE TAKEN.

The above entitled ordinance ("Ordinance") was introduced and passed on first reading at the regular meeting of the City Council (the "Council") held on August 9, 2016 and is scheduled to be considered for final passage on second reading at the regular meeting of the City Council to be held on August 23, 2016. The Ordinance is available for public inspection and acquisition in the office of the City Clerk in the City Administration building at 30 South Nevada Avenue, Colorado Springs, Colorado 80903. The following is a summary of the Ordinance:

PREAMBLES

The preambles recite the legal organization and existence of the City; its ownership of a municipal water system, electric light and power system, gas system, wastewater system and certain other systems; the City's desire to replace existing liquidity facilities by entering into (a) a Standby Bond Purchase Agreement (the "2006B Credit Facility Agreement") between the City, Wells Fargo Bank, National Association, as tender agent and paying agent (the "Tender Agent") and Landesbank Hessen-Thüringen Girozentrale, acting by and through its New York Branch ("Helaba") and a fee agreement (the "2006B Fee Agreement") between the City and Helaba with respect to the City of Colorado Springs, Colorado, Variable Rate Demand Utilities System Subordinate Lien Improvement Revenue Bonds, Series 2006B (the "2006B Bonds"), and (b) a Standby Letter of Credit and Reimbursement Agreement (the "2007B Credit Facility Agreement") between the City, Sumitomo Mitsui Banking Corporation, acting through its New York Branch ("SMBC") and a fee agreement (the "2007B Letter Agreement") between the City and Sumitomo with respect to the City of Colorado Springs, Colorado, Variable Rate Demand Utilities System Improvement and Refunding Revenue Bonds, Series 2007B (the "2007B Bonds") and the City's preparation of Official Statements relating to the 2006B Bonds and the 2007B Bonds (collectively, the "Official Statements") to be used in connection with the respective remarketings of the 2006B Bonds and the 2007B Bonds.

SECTION 1: This section ratifies previous actions of the Council with respect to obtaining substitute liquidity facilities in the forms of the 2006B Credit Facility Agreement and the 2007B Credit Facility Agreement (collectively, the "Credit Facility Agreements").

SECTION 2: This section approves the Credit Facility Agreements and the 2006B Fee Agreement and the 2007B Fee Agreement (collectively, the "Fee Agreements") and authorizes their execution and delivery by the City.

SECTION 3: This section authorizes the officers of the City and the Utilities to take all action necessary or appropriate to effectuate the provisions of the Credit Facility Agreements and Letter Agreements.

SECTION 4: This section authorizes the preparation, electronic posting and distribution of the Official Statement and authorizes the approval and execution of the Official Statements.

SECTION 5: This section repeals inconsistent action heretofore taken to the extent only of such inconsistency.

SECTION 6: This section provides that if any portion of the Ordinance is for any reason invalid or unenforceable, that portion shall not affect any of the remaining provisions of the Ordinance.

SECTION 7: This section provides that the Ordinance shall be published twice, with the first publication to be at least ten days before final passage by Council, and the second publication to be any time after the final adoption of the Ordinance; provides that the Ordinance shall be in full force and effect five days after its final publication; and provides for the publications of the Ordinance by title with the summary written by me pursuant to the Charter.

This statement and summary were written by me on August 9, 2016.

/s/ Sarah B. Johnson
Sarah B. Johnson, City Clerk
City of Colorado Springs
Publication Date: August 12, 2016
Published in The Transcript
DT30014

Proof of Publication

THE TRANSCRIPT
Colorado Springs, Colorado

STATE OF COLORADO, } ss.
COUNTY OF EL PASO }

I, Jenifer Furda, Publisher, or the undersigned Authorized Agent of the Publisher, do solemnly swear that I am the Publisher, or Authorized Agent of the Publisher of The Transcript; that the same is a tri-weekly newspaper and published in the County of El Paso, State of Colorado, and has a general circulation therein; that said newspaper has been published continuously and uninterruptedly in said County of El Paso for a period of more than fifty-two consecutive weeks prior to the first publication of the annexed legal notice or advertisement; that said newspaper has been admitted to the United States mails as second-class matter under the provisions of the Act of March 3, 1879, or any amendments thereof, and that said newspaper is a tri-weekly newspaper duly qualified for publishing legal notices and advertisements within the meaning of the laws of the State of Colorado.

That the annexed legal notice or advertisement was published in the regular and entire issue of every number of said tri-weekly newspapers for the period of 1 consecutive insertion(s), and/or once each week and on the same days of each week; and that the first publication of said notice was in the issue of said newspaper dated:

31, AUGUST, A.D. 2016.

And that the last publication of said notice was in the issue of said newspaper dated:

31, AUGUST, A.D. 2016.

In witness whereof, I have hereunto set my hand this 31st day of August, A.D. 2016



Publisher/Authorized Agent

Subscribed and sworn to before me, a notary public in and for the County of El Paso, State of Colorado, this 31st day of August, A.D. 2016.



Notary Public

ROBYN KIRK
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20114063677
MY COMMISSION EXPIRES OCTOBER 5, 2019

Ordinance No. 16-82

AN ORDINANCE OF THE CITY OF COLORADO SPRINGS, COLORADO APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY OF THE STANDBY BOND PURCHASE AGREEMENT AMONG THE CITY OF COLORADO SPRINGS, COLORADO, WELLS FARGO BANK, NATIONAL ASSOCIATION, AS TENDER AGENT, AND LANDESBANK HESSEN-THÜRINGEN GIROZENTRALE, THE STANDBY LETTER OF CREDIT AND REIMBURSEMENT AGREEMENT BETWEEN THE CITY OF COLORADO SPRINGS, COLORADO AND SUMITOMO MITSUI BANKING CORPORATION, ACTING THROUGH ITS NEW YORK BRANCH, THE FEE AGREEMENTS BETWEEN THE CITY OF COLORADO SPRINGS, COLORADO AND SUCH BANKING ORGANIZATIONS, AND THE OFFICIAL STATEMENTS FOR THE UTILITIES SYSTEM REVENUE BONDS PREVIOUSLY ISSUED BY THE CITY TO WHICH THE AGREEMENTS RELATE; RATIFYING CERTAIN ACTION HERETOFORE TAKEN.

The above entitled ordinance ("Ordinance") was passed on second reading at the regular meeting of the City Council (the "Council") held on August 23, 2016. The Ordinance is available for public inspection and acquisition in the office of the City Clerk in the City Administration building at 30 South Nevada Avenue, Colorado Springs, Colorado 80903. The following is a summary of the Ordinance:

PREAMBLES

The preambles recite the legal organization and existence of the City; its ownership of a municipal water system, electric light and power system, gas system, wastewater system and certain other systems; the City's desire to replace existing liquidity facilities by entering into (a) a Standby Bond Purchase Agreement (the "2006B Credit Facility Agreement") between the City, Wells Fargo Bank, National Association, as tender agent and paying agent (the "Tender Agent") and Landesbank Hessen-Thüringen Girozentrale, acting by and through its New York Branch ("Helaba") and a fee agreement (the "2006B Fee Agreement") between the City and Helaba with respect to the City of Colorado Springs, Colorado, Variable Rate Demand Utilities System Subordinate Lien Improvement Revenue Bonds, Series 2006B (the "2006B Bonds"), and (b) a Standby Letter of Credit and Reimbursement Agreement (the "2007B Credit Facility Agreement") between the City, Sumitomo Mitsui Banking Corporation, acting through its New York Branch ("SMBC") and a fee agreement (the "2007B Letter Agreement") between the City and Sumitomo with respect to the City of Colorado Springs, Colorado, Variable Rate Demand Utilities System Improvement and Refunding Revenue Bonds, Series 2007B (the "2007B Bonds") and the City's preparation of Official Statements relating to the 2006B Bonds and the 2007B Bonds (collectively, the "Official Statements") to be used in connection with the respective remarketings of the 2006B Bonds and the 2007B Bonds.

SECTION 1: This section ratifies previous actions of the Council with respect to obtaining substitute liquidity facilities in the forms of the 2006B Credit Facility Agreement and the 2007B Credit Facility Agreement (collectively, the "Credit Facility Agreements").

SECTION 2: This section approves the Credit Facility Agreements and the 2006B Fee Agreement and the 2007B Fee Agreement (collectively, the "Fee Agreements") and authorizes their execution and delivery by the City.

SECTION 3: This section authorizes the officers of the City and the Utilities to take all action necessary or appropriate to effectuate the provisions of the Credit Facility Agreements and Letter Agreements.

SECTION 4: This section authorizes the preparation, electronic posting and distribution of the Official Statement and authorizes the approval and execution of the Official Statements.

SECTION 5: This section repeals inconsistent action heretofore taken to the extent only of such inconsistency.

SECTION 6: This section provides that if any portion of the Ordinance is for any reason invalid or unenforceable, that portion shall not affect any of the remaining provisions of the Ordinance.

SECTION 7: This section provides that the Ordinance shall be published twice, with the first publication to be at least ten days before final passage by Council, and the second publication to be any time after the final adoption of the Ordinance; provides that the Ordinance shall be in full force and effect five days after its final publication; and provides for the publications of the Ordinance by title with the summary written by me pursuant to the Charter.

This statement and summary were written by me on August 23, 2016.

/s/ Sarah B. Johnson
Sarah B. Johnson, City Clerk
City of Colorado Springs
Publication Date: August 31, 2016
Published in The Transcript
DT30103