

**CERTIFIED RECORD**  
**OF**  
**PROCEEDINGS OF**  
**THE BOARD OF DIRECTORS**  
**OF**

**COLORADO CROSSING METROPOLITAN DISTRICT NO. 2**  
**(IN THE CITY OF COLORADO SPRINGS, COLORADO)**

Relating to a resolution authorizing the issuance of the following bonds:

**Up to \$ \_\_\_\_\_**  
**LIMITED PROPERTY TAX SUPPORTED REVENUE BONDS, SERIES 2017**

Adopted on \_\_\_\_\_, 2017

*This cover page is not a part of the following resolution and is included solely for the convenience of the reader.*

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(Attach copy of notice of meeting, as posted)

STATE OF COLORADO )  
 EL PASO COUNTY )  
 ) ss  
 COLORADO CROSSING )  
 METROPOLITAN DISTRICT NO. 2 )

I, the Secretary of the Colorado Crossing Metropolitan District No. 2, in the City of Colorado Springs, El Paso County, Colorado (the “**District**”), do hereby certify that:

1. Attached hereto is a true and correct copy of a resolution (the “**Resolution**”) adopted by the Board of Directors (the “**Board**”) of the District at a special meeting held on \_\_\_\_\_, 2017, at \_\_\_\_ [a.m./p.m.] at \_\_\_\_\_, Colorado \_\_\_\_\_.

2. Notice of such meeting was posted in three public places within the District, and at the office of the Clerk and Recorder of El Paso County, Colorado, respectively, at least seventy-two (72) hours prior to the meeting, in accordance with law.

3. Upon roll call, the members of the Board not marked absent below, were present, constituting a quorum, and the Resolution was duly introduced, moved, seconded and adopted at such meeting by the affirmative vote of a majority of the members of the Board as follows (attendance, where indicated, being via telephone):

<b>Board Member</b>	<b>Yes</b>	<b>No</b>	<b>Absent</b>	<b>Abstaining</b>
Otis C. Moore	_____	_____	_____	_____
Andrew R. Klein	_____	_____	_____	_____
Kevin J. Smith	_____	_____	_____	_____

4. The Resolution was duly approved by the Board, signed by the President of the District, sealed with the District’s seal, attested by the Secretary of the District and recorded in the minutes of the Board.

5. The meeting at which the Resolution was adopted was noticed, and all proceedings relating to the adoption of the Resolution were conducted in accordance with all applicable bylaws, rules, regulations and resolutions of the District, in accordance with the normal procedures of the District relating to such matters, and in accordance with applicable constitutional provisions and statutes of the State of Colorado.

WITNESS my hand and the seal of the District this \_\_\_\_ day of \_\_\_\_\_, 2017.

[SEAL]

By \_\_\_\_\_  
 Name: \_\_\_\_\_  
 Title: Secretary

## RESOLUTION

**WHEREAS**, Colorado Crossing Metropolitan District No. 2 (the “**District**”) was formed pursuant to Colorado Revised Statutes §32-1-101 *et seq.*, as amended (the “**Act**”), by an order and decree of the District Court of El Paso County, Colorado, issued on November 28, 2006 and recorded in the real property records of El Paso County, Colorado on December 5, 2006 at Reception No. 206176527, and after approval of the eligible electors of the District at an organizational election duly called for and held on November 7, 2006 (the “**2006 Election**”) for the purpose of providing certain improvements and facilities described in the hereinafter defined Service Plan; and

**WHEREAS**, on August 1, 2006, the City of Colorado Springs (the “**City**”) approved the Consolidated Service Plans for the District, Colorado Crossing Metropolitan District No. 1 (“**District No. 1**”), and Colorado Crossing Metropolitan District No. 3 (“**District No. 3**” and together with the District and District No. 1, the “**Districts**”), as amended by the First Amendment approved by the City on October 25, 2016 (the “**Service Plan**”); and

**WHEREAS**, at the 2006 Election and an election of the qualified electors of the District duly called for and held on November 8, 2016 (the “**2016 Election**” and together with the 2006 Election, the “**Elections**” and each, an “**Election**”), in accordance with law and pursuant to due notice, a majority of eligible electors who voted in favor of, *inter alia*, the issuance of general obligation indebtedness and the imposition of taxes for the payment thereof, for the purpose of, among other things, funding certain improvements and facilities [*note: determination as to which election will be used for the bonds to be made once the title company completes the search*]; and

**WHEREAS**, the returns of each Election were duly canvassed and the result thereof duly declared; and

**WHEREAS**, the results of each Election were certified by the District by certified mail to the board of county commissioners of each county in which the District is located or to the governing body of a municipality that has adopted a resolution of approval of the special district pursuant to Section 32-1-204.5, C.R.S., and with the division of securities created by Section 11- 51-701, C.R.S.; and

**WHEREAS**, the Districts previously entered into an Intergovernmental Agreement dated November 28, 2007 (the “**2007 IGA**”) to allocate responsibility for the financing, construction, ownership, operation and maintenance of public infrastructure within the Districts (“**District Services**”); and

**WHEREAS**, in conjunction with the issuance of the Bonds, the Districts have determined it is appropriate to terminate the 2007 IGA and will enter into a Termination Agreement (“**Termination Agreement**”) concurrent herewith and to enter into a Master Intergovernmental Agreement to reflect the new allocation of responsibility for the District Services within the boundaries and service area of the Districts (the “**Master IGA**”);

**WHEREAS**, the Board has heretofore determined that it is necessary to pay the costs of acquiring, constructing, and installing a portion of the facilities the debt for which was approved by the [2006] [2016] Election (the “**Project**”); and

**WHEREAS**, the Board has determined that it is in the best interests of the District, and the residents and taxpayers thereof, that the Project be financed by the issuance of bonds, and that for such purpose there shall be issued bonds in the total principal amount of not to exceed \$\_\_\_\_\_ (as more particularly defined hereafter, the “**Bonds**”); and

**WHEREAS**, the Bonds will be issued pursuant to the Trust Indenture to be dated as of \_\_\_\_\_ 1, 2017 (the “**Indenture**”) between the District and UMB Bank, n.a., as trustee for the Bonds (the “**Trustee**”); and

**WHEREAS**, the Bonds shall be limited tax and special revenue obligations of the District, and shall be payable solely from and to the extent of the Pledged Revenue (as defined in the Indenture); and

**WHEREAS**, in order to further provide for the payment of the Bonds, the District will agree to impose the Required Mill Levy (as defined in the Indenture) and pay the proceeds thereof to the Trustee, along with the other components of the Pledged Revenue; and

**WHEREAS**, the principal amount of the Bonds shall be allocated to the District’s electoral authorization as provided in the Indenture; and

**WHEREAS**, for the purpose of funding costs of the Project, the District has previously entered into the Facilities Funding and Acquisition Agreement dated October 10, 2016, with an effective date of October 5, 2016 as it may be amended from time to time (the “**Facilities Funding and Acquisition Agreement**”) between the District and Interquest Westside LLC, a Delaware limited liability company (the “**Developer**”); and

**WHEREAS**, the District proposes to enter into a Capital Pledge Agreement to be dated as of \_\_\_\_\_, 2017 among the Districts and the Trustee (the “**Capital Pledge Agreement**”), pursuant to which District No. 1 and District No. 3 will agree to impose Capital Levies (as defined in the Indenture) and to remit revenues generated therefrom and certain other revenues to the Trustee for the purpose of paying the Bonds and District No. 1 will agree to pledge and assign to the District the PIF Revenue for the purpose of paying the Bonds; and

**WHEREAS**, for the purpose of financing costs of the Project and to provide additional security for the Bonds, the Developer has imposed the PIF on the PIF Property pursuant to the PIF Covenant (each as defined in the Indenture);

**WHEREAS**, the District proposes to enter into the PIF Collection Agreement to be dated as of \_\_\_\_\_, 2017 (the “**PIF Collection Agreement**”), among the Districts, CliftonLarsonAllen LLP (the “**PIF Collection Agent**”) and the Trustee to provide for collection of the PIF Revenue (as defined in the Indenture) and remittance of the same for purposes of paying the Bonds; and

**WHEREAS**, the District proposes to enter into the Inclusion Agreement to be dated as of \_\_\_\_\_, 2017 (the “**Inclusion Agreement**”) among the Districts and \_\_\_\_\_ to provide for the exclusion of certain commercial property from the District upon determination of use of such property as commercial, if at all, in the future and inclusion thereof into District No. 1; and

**WHEREAS**, D.A. Davidson & Co., Denver, Colorado (the “**Underwriter**”) has proposed to purchase the Bonds in accordance with the terms and conditions set forth in a Bond Purchase Agreement (the “**Bond Purchase Agreement**”) in a form presented to the Board at this meeting; and

**WHEREAS**, the District proposes to enter into a Continuing Disclosure Agreement (the “**Continuing Disclosure Agreement**”) with UMB Bank, n.a., as a dissemination agent, and the Developer in order to provide certain periodic disclosures to the owners of the Bonds; and

**WHEREAS**, the Bonds shall be issued pursuant to the provisions of Title 32, Article 1, Part 11, C.R.S., and all other laws thereunto enabling; and

**WHEREAS**, the Board specifically elects to apply all of the provisions of Title 11, Article 57, Part 2, C.R.S., to the Bonds; and

**WHEREAS**, the Bonds initially shall be issued in denominations of \$500,000 each, and in integral multiples above \$500,000 of not less than \$1,000 each, and will be exempt from registration under the Colorado Municipal Bond Supervision Act; and

**WHEREAS**, pursuant to the provisions of Section 32-1-1101(6)(a)(VI), C.R.S., the Bonds are being issued only to “financial institutions or institutional investors” as such terms are defined in Section 32-1-103(6.5), C.R.S.; and

**WHEREAS**, pursuant to Section 32-1-902(3), C.R.S., and Section 18-8-308, C.R.S., all known potential conflicting interests of the Board were disclosed to the Colorado Secretary of State and to the Board in writing at least 72 hours in advance of this meeting; additionally, in accordance with Section 24-18-110, C.R.S., the appropriate Board members have made disclosure of their personal and private interests in relation to the execution and delivery of the District Documents (as defined herein) in writing to the Secretary of State and the Board; finally, the Board members have stated for the record immediately prior to the adoption of this Resolution the fact that they have such interests and the summary nature of such interests and the participation of those Board members is necessary to obtain a quorum or otherwise enable the Board to act; and

**WHEREAS**, there has been presented at this meeting of the Board substantially final forms of the following (all as defined herein): Termination Agreement/the Master IGA, the Indenture, the Bond Purchase Agreement, the Continuing Disclosure Agreement, the Capital Pledge Agreement, the PIF Collection Agreement, and the Inclusion Agreement (collectively, the “**District Documents**”), the Preliminary Limited Offering Memorandum dated \_\_\_\_\_, 2017 prepared in connection with the offer and sale of the Bonds (the “**Preliminary Limited Offering Memorandum**”); and the Post Issuance Tax Compliance Policy of the District related to the Bonds (the “**Post Issuance Tax Compliance Policy**”); and

**WHEREAS**, the Board desires to (i) authorize the issuance and sale of the Bonds and the execution and performance by the District of the District Documents; (ii) approve the Preliminary Limited Offering Memorandum and the use and distribution thereof by the Underwriter; and (iii) approve the Post Issuance Tax Compliance Policy.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF COLORADO CROSSING METROPOLITAN DISTRICT NO. 2, IN THE CITY OF COLORADO SPRINGS, EL PASO COUNTY, COLORADO:

**Section 1. Ratification and Approval of Prior Actions.** All actions heretofore taken by the officers of District and the members of the Board, not inconsistent with the provisions of this Resolution, relating to the authorization and issuance of the Bonds and the execution and delivery of the District Documents, the funding of the Project, and any other documents in connection therewith, are hereby ratified, approved, and confirmed. Without limiting the foregoing, the execution and delivery of the Facilities Funding and Acquisition Agreement is hereby ratified, approved, and confirmed.

**Section 2. Approval and Authorization of District Documents.** The District Documents in substantially the forms presented to the Board at this meeting are incorporated herein by reference and hereby in all respects ratified, confirmed and approved, and the President, the Treasurer, the Secretary, and any Assistant Secretary of the District (each an “**Authorized Representative**”) are hereby authorized individually in such respective capacities to execute and deliver, and to affix the seal of the District to and attest, when appropriate, such District Documents, in substantially such forms and upon the terms and conditions set forth herein and therein, with such changes therein as such officers shall approve (including changes in dates and amounts necessary to conform such documents to the final terms as approved by an Authorized Representative) in order to carry out the purposes of this Resolution, such approval to be evidenced by their execution thereof.

Each Authorized Representative is further authorized to execute and authenticate such other documents, instruments, or certificates as are deemed necessary or desirable in order to issue, secure, sell, deliver and administer the Bonds, and to accomplish the Project (to the extent of proceeds available therefor), including to authorize the payment of net proceeds of the Bonds after payment of the Underwriter’s discount in accordance with the Bond Purchase Agreement, for costs of issuance of the Bonds, in addition to the other uses contemplated by the Indenture. Copies of all of the District Documents shall be delivered, filed, and recorded as provided therein.

Upon execution of the District Documents, the covenants, agreements, recitals, and representations of the District therein shall be effective with the same force and effect as if specifically set forth herein, and such covenants, agreements, recitals, and representations are hereby adopted and incorporated herein by reference.

Each Authorized Representative is hereby authorized and directed to prepare and furnish to any interested person certified copies of all proceedings and records of the District relating to the Bonds and such other affidavits and certificates as may be required to show the facts relating to the authorization and issuance thereof.

The execution of any instrument by the Authorized Representative of the District in connection with the issuance, sale, or delivery of the Bonds not inconsistent with this Resolution shall be conclusive evidence of the approval by the District of such instrument in accordance with the terms thereof and hereof.

**Section 3. Authorization of the Bonds.** In accordance with the Constitution of the State of Colorado; the Act; the Supplemental Act; the Elections; and all other laws of the State of Colorado thereunto enabling, there shall be issued the Bonds for the purpose of paying the costs of the Project and paying the costs of issuance of the Bonds, all as further provided in the Indenture. The Bonds shall constitute limited tax and special revenue obligations of the District as provided in the Indenture, payable solely from and to the extent of the Pledged Revenue (as defined in the Indenture) and the other components of the Trust Estate (as defined in the Indenture).

**Section 4. Details of the Bonds; Delegation of Authority.**

(a) The Bonds shall be issued only as fully registered bonds in the aggregate principal amount of up to \$\_\_\_\_\_, and dated the date of their delivery. The Bonds shall mature and shall be subject to optional and mandatory redemption prior to maturity, and shall bear interest, as provided in the Indenture. The Bonds shall be issued in Authorized Denominations (as defined in the Indenture), and be payable, shall be registered, numbered and subject to transfer and exchange, and shall otherwise be subject to the terms and conditions as provided in the Indenture.

(b) Pursuant to § 11-57-205, C.R.S., the Board hereby delegates to any Authorized Representative for a period of 90 days from the date of adoption of this Resolution, the authority to determine (i) the matters set forth in subsection (c) of this Section, subject to the applicable parameters set forth in subsection (d) of this Section; and (ii) any other matters that, in the judgment of such Authorized Representative, are necessary or convenient to be set forth in the Bond Purchase Agreement and the Indenture and are not inconsistent with the Act, the Supplemental Act or the parameters set forth in subsection (d) of this Section. The Board hereby authorizes and directs any Authorized Representative to prepare and execute the Bond Purchase Agreement and the Indenture, in accordance with such determinations.

(c) The Board hereby delegates to any Authorized Representative the authority to make the following determinations with respect to the Bonds and the Indenture, provided that such determinations must fall within the applicable parameters set forth in subsection (d) of this Section:

- (i) the rates of interest on the Bonds;
- (ii) the terms on which and the prices at which the Bonds may be redeemed prior to maturity;
- (iii) the price or prices at which the Bonds will be sold;
- (iv) the principal amounts and denominations of the Bonds;
- (v) the date or dates on which principal and interest shall be paid;
- (vi) the date of issuance and delivery of the Bonds;
- (vii) the dated date of the Bonds; and



(viii) the voted authorization of the Election[s] initially allocated to the principal amount of the Bonds.

(b) The authority delegated to any such Authorized Representative by this Section shall be subject to the following parameters:

(i) the final maturity date of the Bonds shall not exceed December 1, [2047];

(ii) the aggregate principal amount of the Bonds shall not exceed \$ \_\_\_\_\_;

(iii) the interest rate borne by the Bonds shall not exceed \_\_\_% per annum;

(iv) the sale price of the Bonds shall be an amount not less than \_\_\_% of the aggregate principal amount of the Bonds;

(v) the total repayment cost of the Bonds and the maximum annual repayment cost thereof, respectively, shall not exceed the limitations of the District's voted authorization as set forth in the Election[s]; and

(vi) any redemption premium shall not be in excess of \_\_\_% of the principal amount so redeemed.

**Section 5. Permitted Amendments to Bond Resolution.** Except as otherwise provided herein, the District may amend this Resolution in the same manner, and subject to the same terms and conditions, as apply to an amendment or supplement to the Indenture.

**Section 6. Appointment of District Representatives.** The District's President is hereby appointed as a District Representative, as defined in the Indenture. A different District Representative may be appointed by resolution adopted by the Board and a certificate filed with the Trustee in accordance with the provisions of the Indenture.

**Section 7. Sale of the Bonds to the Underwriter.** The Board hereby approves the sale of the Bonds to the Underwriter upon the terms and conditions set forth in the Bond Purchase Agreement and authorizes the President or Vice President of the District to execute the Bond Purchase Agreement on behalf of the District.

**Section 8. Appointment of the Trustee.** The District hereby confirms the appointment of UMB Bank, n.a., as a trustee under the Indenture.

**Section 9. Pledge of Revenues.** The creation, perfection, enforcement, and priority of the revenues pledged to secure or pay the Bonds as provided herein and in the Indenture shall be governed by Section 11-57-208 of the Supplemental Act, this Resolution, and the Indenture. The revenues pledged for the payment of the Bonds, as received by or otherwise credited to the District or the trustee for the Bonds, shall immediately be subject to the lien of such pledge without any physical delivery, filing, or further act. The lien of such pledge on the revenues of the District and the obligation to perform the contractual provisions made herein and in the Indenture shall have

priority over any or all other obligations and liabilities of the District. The lien of such pledge shall be valid, binding, and enforceable as against all persons having claims of any kind in tort, contract, or otherwise against the District irrespective of whether such persons have notice of such liens.

**Section 10. Service Plan.** The District acknowledges and confirms that, as of the date of this Resolution, its Service Plan remains in full force and effect.

**Section 11. Post Issuance Tax Compliance Policy.** The Board hereby approves and adopts the Post Issuance Tax Compliance Policy and designates Otis C. Moore as the “Responsible Person.”

**Section 12. Costs and Expenses.** All costs and expenses incurred in connection with the issuance and payment of the Bonds shall be paid either from the proceeds of the Bonds or from legally available moneys of the District, or from a combination thereof, and such moneys are hereby appropriated for that purpose.

**Section 13. Limited Offering Memorandum.** The Preliminary Limited Offering Memorandum and its use and distribution in connection with the sale of the Bonds is hereby ratified and approved, with such changes as may be deemed necessary and appropriate by the President of the District. The Board hereby authorizes the preparation and distribution of a supplement to the Preliminary Limited Offering Memorandum if deemed necessary by the Underwriter in connection with its marketing of the Bonds. The Board hereby authorizes the preparation and distribution of a final Limited Offering Memorandum. The Limited Offering Memorandum shall contain such corrections and additional or updated information so that it will not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made therein, in light of the circumstances under which they were made, not misleading. The President of the District is hereby authorized to execute copies of the Limited Offering Memorandum on behalf of the District.

**Section 14. Incidental Action.** Each of the Authorized Representatives is hereby authorized and directed to execute and deliver such other documents and certificates, and to take such other action as may be necessary or appropriate in order to effectuate the delivery of the District Documents, the performance of the District’s obligations thereunder, the issuance of the Bonds and the funding of the Project. Notwithstanding any other provisions of this Resolution, each of the Authorized Representatives is hereby authorized to make or approve such revisions in such documents as may be necessary or convenient to carry out or assist in carrying out the purposes of this Resolution.

**Section 15. Elections to Apply Supplemental Act.** The members of the Board hereby elect to have all provisions of Title 11, Article 57, Part 2, C.R.S. (the “**Supplemental Act**”) apply to the Bonds; provided, however, that such election shall not operate to modify or limit the rights conferred on the District, the members of the Board and the officers of the District by any other provisions of State law.

**Section 16. No Personal Liability.** Neither the members of the Board nor any person executing the District Documents shall be liable personally for any obligations thereunder or be subject to any personal liability or accountability by reason of the issuance the Bonds.

**Section 17. Limitation of Actions.** Pursuant to Section 11-57-212 of the Supplemental Act, no legal or equitable action brought with respect to any legislative acts or proceedings in connection with the authorization of the Bonds shall be commenced more than thirty (30) days after the authorization of the Bonds.

**Section 18. Various Findings and Determinations.** The Board, having been fully informed of and having considered all the pertinent facts and circumstances, hereby finds and determines that the execution and delivery of the District Documents is in material compliance with all applicable terms of the Service Plan and all other agreements by which the District is bound.

**Section 19. Conclusive Recital.** Pursuant to Section 11-57-210 of the Supplemental Act, the Bonds shall contain a recital that they are issued pursuant to certain provisions of the Supplemental Act. Such recital shall be conclusive evidence of the validity and the regularity of the issuance of the Bonds after their delivery for value.

**Section 20. Resolution Irrepealable.** After any of the Bonds have been issued, this Resolution shall constitute a contract between the District and the owners of the Bonds, and shall be and remain irrepealable until the Bonds and the interest accruing thereon shall have been fully paid, satisfied and discharged as therein provided.

**Section 21. 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 22. Repealer.** All orders, bylaws, and resolutions of the District, or parts thereof, inconsistent or in conflict with this Resolution, are hereby repealed to the extent only of such inconsistency or conflict. This repealer shall not be construed as reviving any bylaw, order, or resolution or part thereof previously repealed.

**Section 23. Effective Date.** This Resolution shall take effect immediately upon its adoption and approval.

[Signatures on following page]

ADOPTED AND APPROVED this \_\_\_\_ day of \_\_\_\_\_, 2017.

COLORADO CROSSING METROPOLITAN  
DISTRICT NO. 2

[SEAL]

By \_\_\_\_\_  
Otis C. Moore, President

ATTEST:

By \_\_\_\_\_  
\_\_\_\_\_, Secretary