

ORDINANCE NO. 14-____

AN ORDINANCE OF THE CITY OF COLORADO SPRINGS, COLORADO APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY OF A REMARKETING AGREEMENT BETWEEN THE CITY OF COLORADO SPRINGS, COLORADO AND BARCLAYS CAPITAL INC. RELATING TO UTILITIES REVENUE BONDS; AND 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 (the "System"), constituting the Utilities created by the Charter; and

WHEREAS, the City has heretofore issued its City of Colorado Springs, Colorado, Variable Rate Demand Utilities System Improvement Revenue Bonds, Series 2007A in the aggregate principal amount of \$75,000,000 (the "Bonds") pursuant to an Ordinance adopted by the City Council of the City on August 28, 2007 (the "Bond Ordinance"); and

WHEREAS, the Bonds are special obligations of the City payable solely from the Net Pledged Revenues (as defined in the Bond Ordinance) of the System; and

WHEREAS, the Bonds and the Bond Ordinance provide, among other things, that the owners of the Bonds (the "Owners") may elect (or may be required) in certain instances to tender their Bonds for purchase upon the terms and conditions contained in the Bonds and the Bond Ordinance; and

WHEREAS, the Bond Ordinance provides for the appointment of a remarketing agent to perform certain duties, including the use of its best efforts to remarket any Bonds tendered for purchase by the Owners; and

WHEREAS, the City has heretofore appointed George K. Baum & Company ("Baum") to act as remarketing agent under the Bond Ordinance and under a Remarketing Agreement dated as of September 13, 2007; and

WHEREAS, Baum, pursuant to the provisions of the Bond Ordinance, notified the City it will resign as remarketing agent effective September 23, 2014 and the City, pursuant to the

provisions of the Bond Ordinance, will appoint Barclays Capital Inc. (“Barclays”) to act as successor remarketing agent for the Bonds, effective September 23, 2014; and

WHEREAS, Barclays has agreed to accept the duties and responsibilities of the remarketing agent under the Bond Ordinance for the Bonds; and

WHEREAS, in connection with such appointment of Barclays as Remarketing Agent for the Bonds, it is necessary for the City to enter into new Remarketing Agreement with the Barclays, dated as of September 1, 2014 (the “Barclays Remarketing Agreement”); and

WHEREAS, there has been presented to the Council the proposed form of the Barclays Remarketing Agreement.

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 the appointment of Barclays as successor Remarketing Agent for the Bonds.

Section 2. Approval of the Barclays Remarketing Agreement. The form, terms and provisions of the Barclays Remarketing Agreement are hereby approved and the City shall enter into the Barclays Remarketing Agreement in the form presented to the Council at this meeting, in each case with only such changes therein, if any, as are not inconsistent herewith; and the Mayor, the Chair of the Board of Directors for the Utilities and the Chief Executive Officer of the Utilities are each hereby authorized and directed to execute and deliver the Barclays Remarketing Agreement, and the City Clerk and any Deputy City Clerk are each hereby authorized and directed to affix the City seal to and to attest the Barclays Remarketing Agreement.

Section 3. Other Actions. The officers of the City and the officers of the Utilities of the City shall take all action necessary or reasonably required to effectuate the provisions of the Barclays Remarketing Agreement, the resignation of Baum as remarketing agent for the Bonds and the appointment of Barclays as successor Remarketing Agent for the Bonds.

Section 4. 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 such bylaw, order, resolution or ordinance of the City, or part thereof, heretofore repealed.

Section 5. 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, the intent being that the same are severable.

Section 6. 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, PASSED, ON FIRST READING, APPROVED AND ORDERED
PUBLISHED BY TITLE AND SUMMARY this 12th day of August, 2014.

INTRODUCED, FINALLY PASSED ON SECOND READING, APPROVED AND ORDERED PUBLISHED BY TITLE AND SUMMARY this 26th day of August, 2014.

Keith King, Council President

ATTEST:

Sarah Johnson, City Clerk

Steve Bach, Mayor

(Attach Affidavit of Publication, by Title and Summary,
of Ordinance No. 14-__ upon First Reading)

(Attach Affidavit of Publication, by Title and Summary,
of Ordinance No. 14-__ upon Second Reading)