

ORDINANCE NO. 17-__

AN ORDINANCE OF THE CITY OF COLORADO SPRINGS, COLORADO APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY OF AMENDMENTS TO STANDBY BOND PURCHASE AGREEMENTS BY AND AMONG THE CITY OF COLORADO SPRINGS, COLORADO AND WELLS FARGO BANK, NATIONAL ASSOCIATION, AS TENDER AGENT AND PAYING AGENT AND CERTAIN CREDIT FACILITY BANKS AND AMENDMENTS TO FEE AGREEMENTS BETWEEN THE CITY OF COLORADO SPRINGS, COLORADO AND SUCH CREDIT FACILITY BANKS RELATING TO CERTAIN OUTSTANDING UTILITIES REVENUE BONDS; AND PROVIDING OTHER MATTERS RELATING THERETO.

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, the City has previously entered into a Standby Bond Purchase Agreement dated September 15, 2011 among the City, Wells Fargo Bank, N.A., as tender agent and paying agent (the "Tender Agent") and JPMorgan Chase Bank, National Association (the "2006A Bank"), which was previously amended pursuant to a First Amendment to Standby Bond Purchase Agreement dated August 1, 2013 (as so amended, the "2006A Agreement") and an amended and restated letter agreement dated August 1, 2013 (the "2006A Fee Agreement") between the City and the 2006A Bank with respect to the City of Colorado Springs, Colorado, Variable Rate Demand Utilities System Subordinate Lien Improvement and Refunding Revenue Bonds, Series 2006A (the "2006A Bonds"); and

WHEREAS, the 2006A Bonds are subject to purchase from time to time at the option of the owners thereof and are required to be purchased in certain events and,

to further assure the availability of funds for the payment of the purchase price therefor, the City has provided for the remarketing of such 2006A Bonds, only to the extent such remarketing may not be successful, for the purchase of such 2006A Bonds by the Bank pursuant to the 2006A Agreement; and

WHEREAS, the 2006A Agreement expires on September 15, 2017, unless extended; and

WHEREAS, the City wishes to amend the 2006A Agreement and the 2006A Fee Agreement to provide, among other things, for the extension of the 2006A Agreement by entering into the Second Amendment to Standby Bond Purchase Agreement (the "2006A SBPA Amendment") among the City, the Tender Agent and the 2006A Bank and the amended and restated letter agreement (the "2006A Fee Agreement Amendment" and together with the 2006A SBPA Amendment, the "2006A Amendments") between the City and the 2006A Bank; and

WHEREAS, the City has previously entered into a Standby Bond Purchase Agreement dated September 1, 2011 among the City, the Tender Agent and Wells Fargo Bank, National Association (the "2007A Bank"), which was previously amended pursuant to a First Amendment to Standby Bond Purchase Agreement dated August 1, 2013 (as so amended, the "2007A Agreement") and a fee agreement relating thereto (the "2007A Fee Agreement") between the City and the 2007A Bank with respect to the City of Colorado Springs, Colorado, Variable Rate Demand Utilities System Improvement Revenue Bonds, Series 2007A (the "2007A Bonds"); and

WHEREAS, the 2007A Bonds are subject to purchase from time to time at the option of the owners thereof and are required to be purchased in certain events and, to further assure the availability of funds for the payment of the purchase price therefor, the City has provided for the remarketing of such 2007A Bonds, only to the extent such remarketing may not be successful, for the purchase of such 2007A Bonds by the Bank pursuant to the 2007A Agreement; and

WHEREAS, the 2007A Agreement expires on September 22, 2017, unless extended; and

WHEREAS, the City wishes to amend the 2007A Agreement and the 2007A Fee Agreement to provide, among other things, for the extension of the 2007A

Agreement by entering into the Second Amendment to Standby Bond Purchase Agreement (the “2007A SBPA Amendment”) among the City, the Tender Agent and the 2007A Bank and the Second Amended and Restated Fee Agreement (the “2007A Fee Agreement Amendment” and together with the 2007A SBPA Amendment, the “2007A Amendments”) between the City and the 2007A Bank; and

WHEREAS, the City has previously entered into a Standby Bond Purchase Agreement dated September 1, 2014 (the “2008A Agreement” and, together with the 2006A Agreement and the 2007A Agreement, the “Agreements”) among the City, the Tender Agent and U.S. Bank National Association (the “2008A Bank”), and Fee Agreement dated September 2, 2014 (the “2008A Fee Agreement” and, together with the 2006A Fee Agreement and the 2007A Agreement, the “Fee Agreements”) between the City and the 2008A Bank with respect to the City of Colorado Springs, Colorado, Variable Rate Demand Utilities System Improvement Revenue Bonds, Series 2008A (the “2008A Bonds”); and

WHEREAS, the 2008A Bonds are subject to purchase from time to time at the option of the owners thereof and are required to be purchased in certain events and, to further assure the availability of funds for the payment of the purchase price therefor, the City has provided for the remarketing of such 2008A Bonds, only to the extent such remarketing may not be successful, for the purchase of such 2008A Bonds by the Bank pursuant to the 2008A Agreement; and

WHEREAS, the 2008A Agreement expires on September 1, 2017, unless extended; and

WHEREAS, the City wishes to amend the 2008A Agreement and the 2008A Fee Agreement to provide, among other things, for the extension of the 2008A Agreement by entering into the First Amendment to Standby Bond Purchase Agreement (the “2008A SBPA Amendment”) among the City, the Tender Agent and the 2008A Bank and the Amended and Restated Fee Agreement (the “2008A Fee Agreement Amendment” and together with the 2008A SBPA Amendment, the “2008A Amendments” which, together with the 2006A Amendments and 2007A Amendments are referred to herein as the “Amendments”) between the City and the 2008A Bank; and

WHEREAS, the Council has determined that the public interest and necessity require the City to enter into the Amendments; and

WHEREAS, there has been presented to the Council proposed forms of the Amendments.

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 Agreements, the Fee Agreements and the Amendments.

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

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 Amendments.

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 other 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.

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, READ, PASSED ON FIRST READING, APPROVED AND ORDERED PUBLISHED BY TITLE AND SUMMARY THIS 25TH DAY OF JULY, 2017.

FINALLY PASSED: _____, 2017.

Richard Skorman, Council President

John W. Suthers, Mayor

ATTEST:

Sarah B. Johnson, City Clerk

(Attach Affidavit of Publication, by Title and Summary, of Ordinance No. 17-__
upon First Reading)

(Attach Affidavit of Publication, by Title and Summary, of Ordinance No. 17-__
after Second Reading)