

## **RESOLUTION NO. 2015-04-01**

**A RESOLUTION OF THE CITY OF FORT MORGAN CONCERNING THE ISSUANCE AND SALE OF WATER REVENUE REFUNDING BONDS IN ONE OR MORE SERIES SECURED BY REVENUES OF THE WATER WORKS AND DISTRIBUTION ENTERPRISE AND AUTHORIZING STAFF AND DESIGNATED INDIVIDUALS TO PROCEED WITH DOCUMENT PREPARATION, THE EVALUATION AND SUBSEQUENT SELECTION OF ONE OR MORE UNDERWRITERS, PLACEMENT AGENTS, MUNICIPAL ADVISORS OR SIMILAR PERSONS, IF ANY, AND ANY AND ALL OTHER TASKS REQUIRED IN ANTICIPATION OF THE ISSUANCE AND SALE OF THE WATER REVENUE REFUNDING BONDS AND THE ASSOCIATED REFINANCING OF CERTAIN OUTSTANDING INDEBTEDNESS OF THE CITY**

**WHEREAS**, the City of Fort Morgan (the "City") is a municipal corporation duly organized and existing under the laws of the State of Colorado (the "State") and in particular under the provisions of Article XX of the Constitution of the State and the Charter of the City (together, collectively with the Enterprise Resolution, defined below, the "Act"); and

**WHEREAS**, pursuant to a resolution passed, approved and adopted by the Council of the City on November 2, 1993 (the "Enterprise Resolution"), the City has established the City of Fort Morgan, Colorado, Water Works and Distribution Enterprise (the "Enterprise") as an enterprise of the City within the meaning of Article X, § 20 of the State Constitution; and

**WHEREAS**, unless indicated otherwise, references to the City herein shall include references to the City and the City acting by and through the Enterprise as context requires; and

**WHEREAS**, the Act provides that the City shall have the power to borrow money and issue revenue and revenue refunding bonds and other obligations for the purpose of refunding any prior obligations of the City then outstanding whenever the same is deemed to be in the best interest of the City and to pledge revenues as provided in the Act to secure the payment of such bonds; and

**WHEREAS**, the City desires to refund and refinance outstanding indebtedness of the City including, but not limited to, the Loan Contract and Promissory Note, made August 7, 1995 (the "1995 CWCB Note") by and between the State, for the use and benefit of the Colorado Water Conservation Board, and the City; the Loan Contract and related Promissory Note each dated June 22, 1999 (the "1999 CWCB Note") by and between the State, for the use and benefit of the Colorado Water Conservation Board, and the City; and its Water Revenue Refunding Bonds Series 1999A and Series 1999B (the "Series 1999 Bonds," and together collectively with the 1995 CWCB Note and the 1999 CWCB Note, the "Refunded Obligations") for the purpose of interest cost savings

as well as alleviating the City from various burdensome and restrictive covenant requirements related to the Refunded Obligations (the "Refunding Project"); and

**WHEREAS**, the City has determined that it is necessary and advisable to issue one or more series of its water revenue refunding bonds for the purposes of financing the Refunding Project; and

**WHEREAS**, the City intends to issue and sell one or more series of its water revenue refunding bonds (collectively, the "Series 2015 Bonds") pursuant to the Act and plans to finance and refinance the Refunding Project; and

**WHEREAS**, the City has determined that it is in the best interests of the City to proceed with document preparation and other preliminary actions for the issuance and sale of the Series 2015 Bonds.

**NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF FORT MORGAN, COLORADO:**

**SECTION 1. Authorization.** The Mayor, City Treasurer, City Manager, City Attorney (each a "Designated Individual"), and any other individual designated by such Designated Individual, are hereby authorized, empowered and directed to take such preliminary actions as they deem necessary and appropriate with regard to the preparation of documents for the issuance and sale of the Series 2015 Bonds for the purposes of financing and refinancing the refunding of all or a part of the Refunded Obligations of the City as determined by a Designated Individual, including, but not limited to, the evaluation and selection of one or more underwriters, paying agents, municipal advisors or similar persons, the preparation of one or more trust indentures, loan agreements, purchase agreements, escrow agreements, offering documents, if any, and all other ancillary transaction documents and all other preliminary actions required to accomplish the Refunding Project and the issuance of the Series 2015 Bonds, including negotiating with various parties related to the terms of the transaction and selecting and formally engaging those professionals selected to participate in the Refunding Project. Furthermore, the Mayor is hereby authorized to execute all documents, including but not limited to placement agent agreements, engagement letters or other similar documents, related to such preliminary actions authorized herein. Prior to the issuance and sale of the Series 2015 Bonds and the execution of any documents related to the issuance of such Series 2015 Bonds, however, the staff shall present to the City for approval and authorization the issuance of such Series 2015 Bonds and the execution of documents related to the issuance of such Series 2015 Bonds.

**SECTION 2. Repeal of Inconsistent Resolutions.** All other resolutions of the City, or parts of resolutions, inconsistent with this Resolution are hereby repealed to the extent of such inconsistency.

**SECTION 3. Effective Date of Resolution.** This Resolution shall take effect from and after its passage and approval.

INTRODUCED, PASSED, APPROVED, AND ADOPTED this 7th day of April 2015, the vote upon role call being as follows:

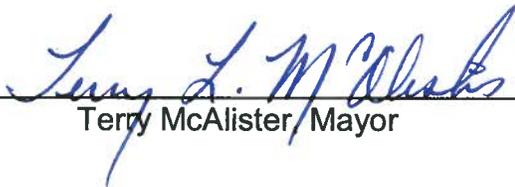
Ayes: Mayor McAlister, Councilmembers Castoe, Lindell and Mussman

Nays: None.

Absent: Councilmembers Segura and Shaver (excused)



THE CITY COUNCIL OF THE CITY OF  
FORT MORGAN, COLORADO

  
Terry McAlister, Mayor

ATTEST:

  
John Brennan, City Clerk

STATE OF COLORADO )  
COUNTY OF MORGAN ) ss.  
CITY OF FORT MORGAN)

## CERTIFICATE

I, John Brennan, City Clerk of the City of Fort Morgan, Colorado, do hereby certify that the above and foregoing **Resolution** is true, perfect and complete copy of the **Resolution** adopted by the City Council and is identical to the original thereof appearing in the official records of the City of Fort Morgan, Colorado, and that the same has not been, since its adoption, in any respect, rescinded or amended.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of the City of Fort Morgan this 7th day of April, 2015

  
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John Brennan, City Clerk