

CERTIFIED RECORD
OF
PROCEEDINGS
OF THE
TOWN OF MINTURN, COLORADO
RELATING TO THE APPROVAL OF A
LEASE PURCHASE AGREEMENT
IN CONNECTION WITH THE TOWN HALL

STATE OF COLORADO)
)
EAGLE COUNTY)
)
TOWN OF MINTURN)

The Town Council of the Town of Minturn, Colorado, met in regular session in full conformity with law and the rules and regulations of the Town, at the Town Hall in Minturn, Colorado, on Wednesday, the 21st day of March, 2010, at the hour of 7:00 P.M.

Upon roll call, the following members were present, constituting a quorum:

| | |
|------------------|-----------------|
| Mayor: | Gordon Flaherty |
| Mayor Pro Tem: | George Brodin |
| Council Members: | Shelley Bellm |
| | Jerry Bumgarner |
| | Earle Bidez |
| | Aggie Martinez |
| | Matt Scherr |

Thereupon there was introduced on first reading and read by title the following ordinance, copies thereof being available for public information at the meeting:

ORDINANCE NO. 4 – SERIES 2010

APPROVING THE EXECUTION OF A GROUND LEASE, A LEASE PURCHASE AGREEMENT, AND RELATED DOCUMENTS PERTAINING TO THE REFINANCING OF THE TOWN HALL; DELEGATING TO CERTAIN AUTHORIZED OFFICERS OF THE TOWN THE DETERMINATION OF CERTAIN FINANCIAL PARAMETERS FOR THE REFINANCING; APPROVING THE FORM OF A PRELIMINARY OFFICIAL STATEMENT AND AUTHORIZING THE PREPARATION OF A FINAL OFFICIAL STATEMENT TO BE USED IN CONNECTION WITH THE SALE OF CERTAIN CERTIFICATES OF PARTICIPATION TO BE ISSUED EVIDENCING PROPORTIONATE INTERESTS IN CERTAIN REVENUES UNDER THE LEASE.

WHEREAS, the Town of Minturn, Colorado (the "Town"), is a duly and regularly created, organized, and existing home rule municipality under and by virtue of its Town Charter (the "Charter") and the constitution and laws of the State of Colorado; and

WHEREAS, pursuant to Section 9.11 of the Charter, in order to provide necessary land, buildings, equipment and other property for governmental and proprietary purposes, the Town may enter into long-term installment purchase contracts and rental or leasehold agreements, which agreements may include an option or options to purchase and acquire title to such property within a period not exceeding the useful life of such property; and

WHEREAS, pursuant to such authority and for the purposes of financing the construction, other acquisition, and equipping of a Town hall (the "Town Hall"), the Town has heretofore (a) entered into that certain Ground Lease Agreement, dated January 15, 2000 (the "2000 Ground Lease") whereby the Town, as lessor, has leased certain real property owned by the Town and described therein (the "Site"), to the Minturn Building Corporation, a Colorado nonprofit corporation (the "Building Corporation") as tenant, and (b) entered into that certain Town Hall Lease Purchase Agreement, dated as of January 15, 2000 (the "2000 Lease"), whereby the Town has subleased the Site from the Building Corporation, and has leased from the Building Corporation the Town Hall which was constructed thereon, and the Equipment (as defined in the 2000 Lease); and

WHEREAS, in order to provide funds for the construction, other acquisition, and equipping of the Town Hall, the Building Corporation as grantor, and the predecessor of UMB Bank, n.a., as trustee, entered into that certain Mortgage and Indenture of Trust, dated as of January 15, 2000 (the "2000 Indenture"), pursuant to which there were issued certain certificates of participation (the "2000 Certificates"), evidencing assignments of proportionate interests in rights to receive certain revenues under the 2000 Lease; and

WHEREAS, the Town is permitted by the 2000 Lease to pay the "Purchase Option Price" (as defined in the 2000 Lease) to acquire the Town Hall and Equipment, which Purchase Option Price is an amount sufficient to redeem the 2000 Certificates and pay related costs thereof; and

WHEREAS, redemption of the 2000 Certificates will result in (a) termination of the 2000 Indenture pursuant to Section 6.01 thereof, (b) conveyance of the Town Hall and Equipment to the Town pursuant to Article XII of the 2000 Lease, and termination of the "Lease Term" of the 2000 Lease pursuant to Section 4.2 thereof, and (c) termination of the 2000 Ground Lease pursuant to Section 4.2 thereof; and

WHEREAS, the 2000 Certificates were subject to prior redemption, at the option of the Town, beginning on December 1, 2009, and on any date thereafter, at a price of par, accrued interest, and for redemption dates prior to December 1, 2010, a redemption premium as set forth in the 2000 Indenture; and

WHEREAS, the Town Council of the Town (the "Town Council") has determined that it is in the best interests of the Town and its residents and taxpayers to refinance the 2000 Certificates in order to reduce the interest component of the 2000 Lease; and

WHEREAS, the Town Council has determined to (a) pay the Purchase Option Price under the 2000 Lease with the proceeds of the 2010 Certificates described below, (b) lease the Site and all improvements thereon, including without limitation the Town Hall, to the Trustee pursuant to a new Ground Lease (the "Ground Lease"), and (c) sublease the Site and all improvements thereon from the Trustee pursuant to a Lease Purchase Agreement (the "Lease"); and

WHEREAS, in order to produce the revenue necessary to pay the Purchase Option Price under the 2000 Lease, UMB Bank, n.a. (the "Trustee") will execute that certain Indenture of Trust (the "Indenture"), pursuant to which certain certificates of participation evidencing proportionate interests in certain revenues under the Lease (as more particularly defined in the Indenture, the "2010 Certificates") will be issued, and the proceeds thereof used to pay the Purchase Option Price under the 2000 Indenture; and

WHEREAS, the Base Rentals and Additional Rentals (both as defined in the Lease) payable by the Town shall constitute currently budgeted expenditures of the Town, and shall not constitute a general obligation or other indebtedness of the Town nor a mandatory charge or requirement against the Town in any ensuing fiscal year beyond the then-current fiscal year; and

WHEREAS, neither the Lease nor the Ground Lease shall directly or indirectly obligate the Town to make any payments beyond those appropriated for the Town's then current fiscal year; and

WHEREAS, the Council specifically elects to apply all of the provisions of Title 11, Article 57, Part 2, C.R.S., to the Lease and the Ground Lease; and

WHEREAS, none of the members of the Council have any potential conflicting interests in connection with the authorization or execution of the Lease or Ground Lease, nor are any of the members of the Council interested, directly or indirectly, in the profits of any contract or job for work or services to be performed for the Town in connection therewith; and

WHEREAS, the Council previously has authorized the preparation of a Preliminary Official Statement (the "Preliminary Official Statement"), for the purpose of distributing the same to prospective purchasers of the Certificates; and

WHEREAS, there has been presented to the Council (i) the form of the Lease; (ii) the form of the Ground Lease; and (iii) the Preliminary Official Statement, including therein the form of the Continuing Disclosure Certificate attached thereto as an exhibit; and

WHEREAS, the Council desires to approve the forms of such documents and authorize the execution and performance by the Town of the Lease and the Ground Lease, and the execution by any Authorized Officer of the Final Terms Certificate (both as defined herein);

THE TOWN OF MINTURN, COLORADO, ORDAINS:

Section 1. Definitions. Unless the context indicates otherwise, capitalized terms used herein and not defined shall have the meanings ascribed thereto by the Lease and the Ground Lease. In addition, the following capitalized terms shall have the following meanings:

Authorized Officer: the person or persons authorized to sign the Final Terms Certificate and other documents authorized hereby, which shall be any one of the Mayor, the Mayor Pro Tem, or the Town Administrator.

Delegated Authority: the authority delegated by this Ordinance to any Authorized Officer to make the following determinations in the Final Terms Certificate with respect to the Lease and the Ground Lease, which determinations shall be subject to the restrictions and parameters set forth below:

- (1) the interest component of the Base Rentals;
- (2) the conditions on which and the prices at which the Lease may be defeased before its final Renewal Term;
- (3) the existence and amount of any capitalized interest or reserve funds;
- (4) the principal component of the Base Rentals;
- (5) the amount of Base Rentals coming due in any particular year; and
- (6) the dates on which the Base Rentals shall be paid, including the maximum Lease Term.

The foregoing authority shall be subject to the following restrictions and parameters:

- (1) the interest component of the Lease shall be such that the maximum net effective interest rate of the Lease does not exceed 4.75%;
- (2) the maximum annual Base Rentals shall not exceed \$270,000;

(3) the minimum rental payment by the Trustee under the Ground Lease shall not be less than an amount which is 95% of the principal component of the Lease;

(4) the maximum Lease Term shall be not later than December 1, 2021; and

(5) the principal component of the Lease shall not exceed \$2,200,000.

Official Statement: the final version of the Preliminary Official Statement.

Preliminary Official Statement: the preliminary version of the document used by the Underwriter for the initial marketing of the 2010 Certificates, to be called the Preliminary Official Statement.

Final Terms Certificate: a certificate executed by an Authorized Officer pursuant to the Delegated Authority, dated on or before the date of delivery of the Lease and the Ground Lease, setting forth the matters to be determined pursuant to the Delegated Authority.

Section 2. Ratification of Actions. All action heretofore taken by the Council or the officers and employees of the Town not inconsistent with the provisions of this Ordinance which were directed toward the refinancing of the 2000 Lease, are hereby ratified, approved, and confirmed.

Section 3. Finding As To Governmental Purpose. The Council hereby finds and determines, pursuant to the Charter and the Constitution and laws of the State of Colorado, that the leasing of the Site to the Trustee pursuant to the Ground Lease, and the subleasing of the Site from the Trustee under the terms and provisions set forth in the Lease, is necessary, convenient, and in furtherance of the governmental purposes of the Town, and is in the best interests of the Town and its citizens and inhabitants; and the Council hereby authorizes such lease of Site pursuant to the Ground Lease and the sublease of the Site back to the Town under the terms and provisions of the Lease.

Section 4. Approval of Lease and Ground Lease; Final Terms Certificate. The Lease and Ground Lease are in all respects approved, authorized, and confirmed, and the Mayor is authorized and directed to affix his signature to such documents, and the Town Clerk is authorized and directed to attest such signature, such documents to be in substantially the forms and with substantially the same content as presented to this meeting of the Council, for and on behalf of the Town, and thereafter the Town shall be bound by the provisions thereof. The execution of the Final Terms Certificate by any Authorized Officer is hereby approved, authorized, and confirmed.

Section 5. Attestation; Authorization of Other Documents. The Town Clerk or any deputy or assistant Town Clerk is hereby authorized and directed to attest all signatures and acts of any official of the Town in connection with the matters authorized by this Ordinance, and to place the seal of the Town on the documents authorized and approved by this Ordinance. The Mayor and other officials and employees of the Town are hereby authorized to execute and deliver for and on behalf of the Town any and all additional certificates, documents, and other papers, and to perform all other acts that they may deem necessary or appropriate in order to implement and carry out the transactions and other matters authorized by this Ordinance.

The appropriate officers and employees of the Town are authorized to execute on behalf of the Town agreements concerning the deposit and investment of funds in connection with the transactions contemplated by this Ordinance.

Section 6. No Indebtedness. No provision of this Ordinance, the Lease, or the Ground Lease shall be construed as creating or constituting a general obligation or other indebtedness of the Town, nor a mandatory charge or requirement against the Town in any ensuing budget year beyond the then-current budget year. No provision of this Ordinance, the Lease, or the Ground Lease, shall be construed or interpreted as creating a multiple-fiscal year direct or indirect Town debt or other financial obligation whatsoever within the meaning of Article X, Section 20 of the Colorado Constitution. The Town shall have no obligation to make any payment with respect to the Lease except in connection with the payment of the Base Rentals and certain other payments under the Lease, which payments may be terminated by the Town in accordance with the provisions of the Lease.

Section 7. Base Rentals. The Council hereby determines and declares that the maximum Base Rentals permitted by the Delegated Authority do not place the Town under an economic compulsion to renew the Lease or to exercise its option to purchase the Trustee's interest in the Site pursuant to the Lease. The Council hereby determines and declares that the period during which the Town has an option to purchase the Trustee's interest in the Site (*i.e.*, the maximum permitted term of the Lease established pursuant to the Delegated Authority) does not exceed the useful life of the Site and improvements thereon. The Council hereby determines that the amount of rental payments to be received by the Town from the Trustee pursuant to the Ground Lease is reasonable consideration for the leasing of the Site to the Trustee for the Ground Lease Term as provided therein.

Section 8. Bank Qualified Designation. The Town hereby designates the Lease as a "qualified tax-exempt obligation" for purposes of Section 265(b)(3) of the Code.

Section 9. Supplemental Act. The Lease shall recite that it is issued under the authority of Title 11, Article 57, Part 2, C.R.S. Pursuant to §11-57-210, C.R.S., such recital shall be conclusive evidence of the validity and the regularity of the issuance of the Lease after its delivery for value.

Section 10. Charter Controls Over Inconsistent State Statutes. Pursuant to Article XX of the State Constitution and the Charter, all State statutes that might otherwise apply in connection with the provisions of this Ordinance are hereby superseded to the extent of any inconsistencies between the provisions of this Ordinance and such statutes. Any such inconsistency is intended by the Council and shall be deemed made pursuant to the Charter.

Section 11. Official Statement. The Preliminary Official Statement is hereby authorized and approved. The Preliminary Official Statement is hereby deemed by the Council to be final as of its date within the meaning of Rule 15c2-12(b)(1) of the U.S. Securities and Exchange Commission. The Council hereby authorizes the preparation and distribution of a final Official Statement in conjunction with an offer of the Certificates to the public. The Official Statement 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 Mayor is hereby authorized to execute copies of the Preliminary Official Statement and the Official Statement on behalf of the Town.

Section 12. Severability. If any section, paragraph, clause, or provision of this Ordinance 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 Ordinance, the intent being that the invalid or unenforceable section, paragraph, clause, or provision shall be severable from the remaining sections, paragraphs, clauses, or provisions.

Section 13. Repealer. All bylaws, orders, resolutions, and ordinances, or parts thereof, inconsistent with this Ordinance or with any of the documents hereby approved, are hereby repealed only to the extent of such inconsistency. This repealer shall not be construed as reviving any bylaw, order, resolution, or ordinance, or part thereof.

Section 14. Effective Date. This Ordinance shall be in full force and effect seven (7) days after publication following final passage.

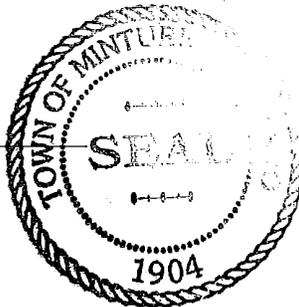
INTRODUCED AND READ ON FIRST READING on the 21st day of April, 2010, and published in full in accordance with law.

(S E A L)

Haukeye Flaherty
Mayor

ATTESTED:

[Signature]
Town Clerk



INTRODUCED A SECOND TIME AND APPROVED AFTER A PUBLIC HEARING on the 5th day of May, 2010, and published by title in accordance with law.

(S E A L)

Haukeye Flaherty
Mayor

ATTESTED:

[Signature]
Town Clerk



Thereupon, Council member Bellm moved that the foregoing ordinance be approved on first reading and published in accordance with law. The motion was duly seconded by Council member Martinez, put to a vote, and carried on the following recorded vote:

Those voting AYE:

Hawkeye Flaherty
George Brodin
Jerry Bumgarner
Shelley Bellm
Aggie Martinez
Matt Scherr
Earle Bidez

Those voting NAY:

Thereupon the Council set a day, hour, and place for a public hearing on the ordinance, and the Town Clerk was directed to publish the ordinance in full, along with notice of the day, hour, and place of the public hearing, all in accordance with law and the Charter.

After consideration of other business before the Council, the meeting was adjourned.

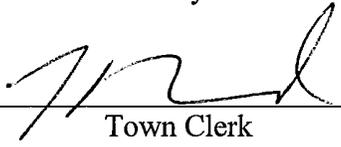
STATE OF COLORADO)
)
EAGLE COUNTY)
)
TOWN OF MINTURN)

The undersigned, the duly appointed and acting Town Clerk of the Town of Minturn, Colorado, do hereby certify that the foregoing pages constitute a full and correct copy of the record of proceedings of the Town Council of said Town, taken at a regular meeting held at the Town Hall in Minturn, Colorado, on Wednesday, the 21st day of April, 2010, at 7:00 P.M., insofar as said minutes relate to first reading of an ordinance authorizing the execution of a Lease Purchase Agreement and related documents pertaining to the Town Hall, a copy of which is therein set forth; that the proceedings were duly had and taken; that the meeting was duly held; that the persons therein named were present at said meeting and voted as shown therein; that full and timely notice of the meeting was given to the public in substantially the form set forth as Exhibit A attached hereto, which notice was duly posted in at least one designated public place within the boundaries of the Town not less than twenty-four (24) hours prior to the meeting; and that the full text of the ordinance was published in a newspaper of general circulation within the Town, the affidavit of publication being attached hereto as Exhibit A.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the official seal of the Town as of the 21st day of April, 2010.

(SEAL)





Town Clerk

EXHIBIT A

(Attach copy of notice of meeting, as posted)



Agenda

MEETING OF THE MINTURN TOWN COUNCIL
Minturn Town Center, 302 Pine Street
Minturn, CO 81645 • (970) 827-5645

Wednesday April 21, 2010

Work Session – 6:30 pm
Regular Session – 7:00 pm

MAYOR – Gordon “Hawkeye” Flaherty
MAYOR PRO TEM – George Brodin

Town Administrator – Jim White
TOWN CLERK/TREAS – Jay Brunvand

COUNCIL MEMBERS:

Shelley Bellm
Earl Bidez
Jerry Bumgarner
Aggie Martinez
Matt Scherr

When addressing the Council, please state your name and your address for the record prior to providing your comments. Please address the Council as a whole through the Mayor. All supporting documents are available for public review in the Town Offices – located at 302 Pine Street, Minturn CO 81645 – during regular business hours between 8:00 a.m. and 5:00 p.m., Monday through Friday, excluding holidays.

Work Session – 6:30 pm

- Energy Smart – White/Scherr (30 min)

Regular Session – 7:00 pm

1. Call to Order

- a. Roll Call
- b. Pledge of Allegiance

2. Approval of Agenda

- Items to be Pulled or Added

3. Approval of Minutes and Action Report

- April 7, 2010
- Action Item Report

4. Public comments on items, which are NOT on the agenda (5 minute time limit per person).

5. Special Presentations/Citizen Recognition

- Hidden Gems update – Susie Kincade (10min)

6. Town Administrator's report

7. Town Council Comments

PUBLIC HEARINGS AND ACTION ITEMS

8. Discussion/Action – Ordinance 4 – Series 2010 an Ordinance approving the execution of a Ground Lease, a Lease Purchase Agreement, and related documents pertaining to the refinancing of the Town Hall; delegating to certain authorized officers of the Town the determination of certain financial parameters for the refinancing; approving the form of a Preliminary Official Statement and authorizing the preparation of a Final Official Statement to be used in connection with the sale of certain Certificates of Participation to be issued evidencing proportionate interests in certain revenues under the lease. (White/Brunvand/Matlosz – 30 min)

- Financial Schedule
- Ordinance 4-2010
- Lease Purchase Agreement
- Ground Lease Agreement
- Indenture of Trust
- Preliminary Official Statement

9. Discussion/Action – Battle Mountain Resorts Annexation Proposal referral to Staff for calendar and compliance review – Christensen (15min)

10. Discussion/Action – Ordinance 5 – Series 2010 (First Reading) an Ordinance consenting to the improvement for renewable energy and energy efficiency purposes to any residential or commercial property within the Town by the County of Eagle – Brunvand (15min)

EXECUTIVE SESSION

11. Executive Session – Pursuant to CRS 24-6-402(4)(b) to receive legal advice on Battle Mountain Land Use/Annexation matters and Water Court litigation – Christensen

FUTURE AGENDA ITEMS

12. Next Meeting

- Budget Retreat Monday, May 3, 2010 5:00 p.m. location tbd. Send all projects/items to Town Manager. Jim to set up an agenda ahead of time.
- CML Overview – White/Mamet (Work session, 30 min) May 5, 2010
- CIRSA training – White/Tanoue (Work session, 1 hr 30 min) May 5, 2010

13. Future Meeting

- Use tax discussion – Brunvand/White (30min) May 19, 2010
- Sidewalk discussion – Brunvand/White
- Annexation Petition
- EPA Update

14. Set Future Meeting Dates

a) Council Meetings

- May 5, 2010
- May 19, 2010
- June 2, 2010

b) Planning & Zoning Commission Meetings

- April 28, 2010
- May 12, 2010
- May 26, 2010

c) Other

15. Adjournment

EXHIBIT B

(Attach affidavit of publication of ordinance after first reading)

TOWN OF MINTURN ORDINANCE CHECKLIST

FIRST READING

4/21 The ordinance shall be introduced and read by title at any regular or special meeting. Copies shall be available to the public.

4/21 If the ordinance is approved on first reading, Mayor and Clerk must sign ordinance after first reading. It shall be published in full in a newspaper of general circulation within the Town. The minutes shall reflect number of votes for and against each ordinance.

/ If the ordinance is tabled, it shall be reconsidered at subsequent meetings until it is approved with or without amendment or rejected by vote of the Council.

~~/~~ The Council shall set a day, hour and place at which the Council shall hold a public hearing on the ordinance, and notice of such day, hour and place shall be included in the first publication.

SECOND READING

5/5/10 The ordinance shall be introduced a second time at the meeting at which the public hearing on the ordinance is held. The ordinance may be read by title only on second reading. The ordinance may be amended before final approval or rejection by vote of the Council. The text of any such amendment or amendments shall be read in full.

_____ If the ordinance is substantially amended it shall be published in full after final passage. If not amended in substance, it may be published either by title or in full, as the Council may determine, after final passage.

✓ The minutes shall reflect the number of votes for and against the ordinance.

✓ A true copy of every ordinance shall be numbered and recorded in the official records of the Town. Its adoption and publication shall be authenticated by the signatures of the Mayor or Mayor Pro Tem and the Town Clerk and by the certificate of publication. Proof of publication for both readings shall be attached to the ordinance.

5/8/10 Publish Date The effective date of ordinances is seven (7) days after publication following final passage unless a later date is prescribed in the ordinance.

CERTIFIED RECORD OF PROCEEDINGS OF THE TOWN OF MINTURN, COLORADO RELATING TO THE APPROVAL OF A LEASE AGREEMENT IN CONNECTION WITH THE TOWN HALL

STATE OF COLORADO EAGLE COUNTY TOWN OF MINTURN

The Town Council of the Town of Minturn, Colorado, met in regular session in full conformity with law and the rules and regulations of the Town, at the Town Hall in Minturn, Colorado, on Wednesday, the 21st day of April, 2010, at the hour of 7:00 P.M. Upon roll call, the following members were present, constituting a quorum:

- Mayor: Gordon Fishery
Mayor Pro Tem: George Brodin
Council Members: Shelley Belin, Terry Bumpster, Earle Bizez, Aggie Martinez, Matt Scher

Thereupon there was introduced on first reading and read by title the following ordinance, copies thereof being available for public information at the meeting:

ORDINANCE NO. 4 - SERIES 2010
LEASE PURCHASE AGREEMENT, AND RELATED DOCUMENTS PERTAINING TO THE REFINANCING OF THE TOWN HALL; DELEGATING TO CERTAIN AUTHORIZED OFFICERS OF THE TOWN THE DETERMINATION OF CERTAIN FINANCIAL PARAMETERS FOR THE REFINANCING; APPROVING THE FORM OF A PRELIMINARY OFFICIAL STATEMENT AND AUTHORIZING THE PREPARATION OF A FINAL OFFICIAL STATEMENT TO BE USED IN CONNECTION WITH THE SALE OF CERTAIN CERTIFICATES OF PARTICIPATION TO BE ISSUED EVIDENCING PROPORTIONATE INTERESTS IN CERTAIN REVENUES UNDER THE LEASE.
WHEREAS, the Town of Minturn, Colorado (the "Town"), is a duly and regularly created, organized, and existing home rule municipality under and by virtue of its Town Charter (the "Charter") and the constitution and laws of the State of Colorado; and
WHEREAS, pursuant to Section 911 of the Charter, in order to provide necessary land, buildings, equipment and other property for governmental and proprietary purposes, the Town may enter into long-term installment purchase contracts and rental or leasehold agreements, which agreements may include an option or options to purchase and acquire title to such property within a period not exceeding the useful life of such property; and
WHEREAS, certain real property owned by the Town and described therein (the "Site"), to the Minturn Building Corporation, a Colorado non-profit corporation (the "Building Corporation") as tenant, and (b) entered into that certain Town Hall Lease Purchase Agreement, dated as of January 15, 2004 (the "2004 Lease"), whereby the Town has leased the Site from the Building Corporation, and has leased from the Building Corporation the Town Hall which was constructed thereon, and the Equipment (as defined in the 2004 Lease); and
WHEREAS, in order to provide funds for the construction, other acquisition, and equipping of the Town Hall, the Building Corporation as grantor, and the predecessor of UMB Bank, n.a., as trustee, entered into that certain Mortgage and Indenture of Trust, dated as of January 15, 2004 (the "2004 Indenture"), pursuant to which there were issued certain certificates of participation (the "2004 Certificates"), evidencing assignments of proportionate interests in rights to receive certain revenues under the 2004 Lease; and
WHEREAS, the Town is permitted by the 2004 Lease to pay the "Purchase Option Price" (as defined in the 2004 Lease) to acquire the Town Hall and Equipment, which Purchase Option Price is an amount sufficient to redeem the 2004 Certificates and pay related costs thereof; and
WHEREAS, redemption of the 2004 Certificates will result in (a) termination of the 2004 Indenture pursuant to Section 5.01 thereof, (b) conveyance of the Town Hall and Equipment to the Town pursuant to Article XII of the 2004 Lease, and termination of the "Lease Term" of the 2004 Lease pursuant to Section 4.2 thereof; and
WHEREAS, the 2004 Certificates were subject to prior redemption, at the option of the Town, beginning on December 1, 2009, and on any date thereafter, at a price of par, accrued interest, and for redemption dates prior to December 1, 2010, a redemption premium as set forth in the 2004 Indenture; and
WHEREAS, the Town Council has determined that it is in the best interests of the Town and its residents and taxpayers to refinance the 2004 Certificates in order to reduce the interest component of the 2004 Lease; and
WHEREAS, the Town Council has determined to (a) pay the Purchase Option Price under the 2004 Lease with the proceeds of the 2010 Certificates described below, (b) lease the Site and all improvements thereon to the Trustee pursuant to a Lease Purchase Agreement (the "Lease"); and
WHEREAS, in order to produce the revenue necessary to pay the Purchase Option Price under the 2004 Lease, UMB Bank, n.a. (the "Trustee") will execute that certain Indenture of Trust (the "Indenture"), pursuant to which certain certificates of participation evidencing proportionate interests in revenues under the Lease (as more particularly defined in the Indenture, the "2010 Certificates") will be issued, and the proceeds thereof used to pay the Purchase Option Price under the 2004 Indenture; and
WHEREAS, the Base Rentals and Additional Rentals (both as defined in the Lease) payable by the Town shall constitute currently budgeted expenditures of the Town, and shall not constitute a general obligation or other indebtedness of the Town nor a mandatory charge or requirement against the Town in any ensuing fiscal year beyond the then current fiscal year; and
WHEREAS, neither the Lease nor the Ground Lease shall directly or indirectly obligate the Town to make any payments beyond those appropriated for the Town's then current fiscal year; and
WHEREAS, the Council specifically elects to apply all of the provisions of Title 11, Article 57, Part 2, C.R.S., to the Lease and the Ground Lease; and
WHEREAS, none of the members of the Council have any potential conflicting interests in connection with the authorization or execution of the Lease or Ground Lease, nor are any of the members of the Council interested, directly or indirectly, in the profits of any contract or job for work or services to be performed for the Town in connection therewith; and
WHEREAS, the Council previously has authorized the preparation of a Preliminary Official Statement (the "Preliminary Official Statement"), for the purpose of financing the same to prospective purchasers of the Certificates; and
WHEREAS, there has been presented to the Council (i) the form of the Ground Lease, and (ii) the Preliminary Official Statement, including therein the form of its Continuing Disclosure Certificate attached thereto as an exhibit; and
WHEREAS, the Council desires to approve the forms of such documents and authorize the execution and performance by the Town of the Lease and the Ground Lease, and the execution by any Authorized Officer of the Final Terms Certificate (both as defined herein);

THE TOWN OF MINTURN, COLORADO, ORDAINS:
Section 1. Definitions. Unless the context indicates otherwise, capitalized terms used herein and not defined shall have the meanings ascribed thereto by the Lease and the Ground Lease. In addition, the following capitalized terms shall have the following meanings:
Authorized Officer: The person or persons authorized to sign the Final Terms Certificate and other documents authorized hereby, which shall be any one of the Mayor, the Mayor Pro Tem, or the Town Administrator.
Delegated Authority: The authority delegated by this Ordinance to any Authorized Officer to make the following determinations in the Final Terms Certificate with respect to the Lease and the Ground Lease, which determinations shall be subject to the restrictions and parameters set forth below:
(1) the interest component of the Base Rentals;
(2) the conditions on which and the prices at which the Lease may be redeemed before its final Renewal Term;
(3) the existence and amount of any capital assets, interest or assets funds;
(4) the principal component of the Base Rentals;
(5) the amount of Base Rentals coming due in any particular year; and
(6) the dates on which the Base Rentals shall be paid, including the maximum Lease Term.
The foregoing authority shall be subject to the following restrictions and parameters:
(1) the interest component of the Lease shall be such that the maximum net effective interest rate of the Lease does not exceed 4.75%;
(2) the maximum annual Base Rentals shall not exceed \$70,000;
(3) the minimum rental payment by the Trustee under the Ground Lease shall not be less than an amount which is 95% of the principal component of the Lease;
(4) the maximum Lease Term shall be not later than December 1, 2021; and
(5) the principal component of the Lease shall not exceed \$2,200,000.

Section 2. Official Statement. The final version of the Preliminary Official Statement of the document used by the Underwriter for the initial marketing of the 2010 Certificates, to be called the Preliminary Official Statement.
Section 3. Final Terms Certificate. A certificate executed by an Authorized Officer pursuant to the Delegated Authority, dated on or before the date of delivery of the Lease and the Ground Lease, setting forth the matters to be determined pursuant to the Delegated Authority.
Section 4. Ratification of Actions. All actions heretofore taken by the Council or other officers and employees of the Town not inconsistent with the provisions of this Ordinance which were directed toward the refinancing of the 2004 Lease, are hereby ratified, approved, and confirmed.
Section 5. Finding As To Governmental Purpose. The Council hereby finds and determines, pursuant to the Charter and the Constitution and laws of the State of Colorado, that the lease of the Site to the Trustee pursuant to the Ground Lease, and the sublease of the Site from the Trustee under the terms and provisions set forth in the Lease, is necessary, convenient, and in furtherance of the governmental purposes of the Town, and is in the best interests of the Town and its citizens and inhabitants; and the Council hereby authorizes such lease of Site pursuant to the Ground Lease and the sublease of the Site back to the Town under the terms and provisions of the Lease.
Section 6. Approval of Lease and Ground Lease. Final Terms Certificate. The Lease and Ground Lease are in all respects approved, authorized, and confirmed, and the Mayor is authorized and directed to sign such documents, and the Town Clerk is authorized and directed to attest such signatures, such documents to be in substantially the same form and with substantially the same content as presented to the Council, for and on behalf of the Town, and thereafter the Town shall be bound by the provisions thereof. The execution of the Final Terms Certificate by any Authorized Officer is hereby approved, authorized, and confirmed.
Section 7. Attestation; Authorization of Other Documents. The Town Clerk or any deputy or assistant Town Clerk is hereby authorized and directed to attest all signatures and acts of any official of the Town in connection with the matters authorized by this Ordinance, and to place the seal of the Town on the documents authorized and approved by this Ordinance. The Mayor and other officers and employees of the Town are hereby authorized to execute and deliver for and on behalf of the Town any and all additional certificates, documents, and other papers, and to perform all other acts that they may deem necessary or appropriate in order to implement and carry out the transactions and other matters authorized by this Ordinance. The appropriate officers and employees of the Town are authorized to execute on behalf of the Town agreements concerning the deposit and investment of funds in connection with the transactions contemplated by this Ordinance.
Section 8. No Indebtedness. No provision of this Ordinance, the Lease, or the Ground Lease shall be construed as creating or constituting a general obligation or other indebtedness of the Town, nor a mandatory charge or requirement against the Town in any ensuing budget year beyond the then-current budget year. No provision of this Ordinance, the Lease, or the Ground Lease, shall be construed or interpreted as creating a multiple-fiscal year direct or indirect Town debt or other financial obligation whatsoever within the meaning of Article X, Section 20 of the Colorado Constitution. The Town shall have no obligation to make any payment with respect to the Lease except in connection with the payment of the Base Rentals and certain other payments under the Lease, which payments may be terminated by the Town in accordance with the provisions of the Lease.
Section 9. Base Rentals. The Council hereby determines and declares that the maximum Base Rentals permitted by the Delegated Authority do not place the Town under an economic compulsion to renew the Lease or to exercise its option to purchase the Trustee's interest in the Site pursuant to the Lease. The Council hereby determines and declares that the period during which the Town has an option to purchase the Trustee's interest in the Site (i.e., the maximum permitted term of the Lease established pursuant to the Delegated Authority) does not exceed the useful life of the Site and improvements thereon. The Council hereby determines that the amount of rental payments to be received by the Town from the Trustee pursuant to the Ground Lease is reasonable consideration for the leasing of the Site to the Trustee for the Ground Lease Term as provided therein.
Section 10. Bank Qualified Designation. The Town hereby designates the Lease as a "qualified tax-exempt obligation" for purposes of Section 265(b)(3) of the Code.
Section 11. Supplemental Act. The Lease shall recite that it is issued under the authority of Title 11, Article 57, Part 2, C.R.S. Pursuant to §11-57-210, C.R.S., such recital shall be conclusive evidence of the validity and the regularity of the issuance of the Lease after its delivery for value.
Section 12. Charter Conflicts Over Inconsistent State Statutes. Pursuant to Article XX of the State Constitution and the Charter, all State statutes that might otherwise apply in connection with the provisions of the Ordinance are hereby superseded to the extent of any inconsistencies between the provisions of this Ordinance and such statutes. Any such inconsistency is intended by the Council and shall be deemed made pursuant to the Charter.
Section 13. Official Statement. The Preliminary Official Statement is hereby authorized and approved. The Preliminary Official Statement is hereby deemed by the Council to be true as of its date within the meaning of Rule 15c2-12(b)(1) of the U.S. Securities and Exchange Commission. The Council hereby authorizes the preparation and distribution of a final Official Statement in conjunction with an offer of the Certificates to the public. The Official Statement shall contain such corrections and additions or updated information as 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 Mayor is hereby authorized to execute copies of the Preliminary Official Statement and the Official Statement on behalf of the Town.
Section 14. Severability. If any section, paragraph, clause, or provision of this Ordinance 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 Ordinance, the intent being that the valid or enforceable sections, paragraphs, clauses, or provision shall survive from the remaining sections, paragraphs, clauses, or provisions.
Section 15. Repealed. All by-laws, orders, resolutions, and ordinances, or parts thereof, inconsistent with the ordinance or with any of the documents hereby approved, are hereby repealed only to the extent of such inconsistency. This repealer shall not be construed as reviving any bylaw, order, resolution, or ordinance, or part thereof.
Section 16. Effective Date. This Ordinance shall be in full force and effect seven (7) days after publication following final passage.

INTRODUCED AND READ ON FIRST READING on the 21st day of April, 2010, and published in full in accordance with law.
(SE A L) ATTESTED: Town Clerk Mayor
INTRODUCED A SECOND TIME AND APPROVED AFTER A PUBLIC HEARING ON the day of May, 2010, and published by title in accordance with law.
(SE A L) ATTESTED: Town Clerk Mayor

Published in the Vol 8 Daily April 29, 2010. (4957895)

Ad shown is not actual print size

Thereupon, Council member Shelley B. moved that the foregoing ordinance be approved on second reading and published in accordance with law. The motion was duly seconded by Council member Jerry B., put to a vote, and carried on the following recorded vote:

Those voting AYE:

Hawkeye Flaherty
George Brodin
Jerry Bumgarner
Shelley Bellm
Aggie Martinez
Matt Scherr
Earle Bidez

Those voting NAY:

After consideration of other business before the Council, the meeting was adjourned.

STATE OF COLORADO)
)
EAGLE COUNTY)
)
TOWN OF MINTURN)

The undersigned, the duly appointed and acting Town Clerk of the Town of Minturn, Colorado, do hereby certify that the foregoing pages constitute a full and correct copy of the record of proceedings of the Town Council of said Town, taken at a regular meeting held at the Town Hall in Minturn, Colorado, on Wednesday, the 5th day of April, 2010, at 7:00 P.M., insofar as said minutes relate to second reading of an ordinance authorizing the execution of a Lease Purchase Agreement and related documents pertaining to the Town Hall, a copy of which is therein set forth; that the proceedings were duly had and taken; that the meeting was duly held; that the persons therein named were present at said meeting and voted as shown therein; that full and timely notice of the meeting was given to the public in substantially the form set forth as Exhibit A attached hereto, which notice was duly posted in at least one designated public place within the boundaries of the Town not less than twenty-four (24) hours prior to the meeting; and that the full text of the ordinance was published in a newspaper of general circulation within the Town, the affidavit of publication being attached hereto as Exhibit A.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the official seal of the Town as of the 5th day of May, 2010.

(SEAL)



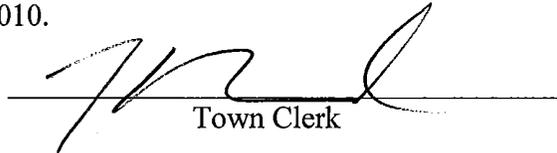

Town Clerk

EXHIBIT A

(Attach copy of notice of meeting, as posted)



Agenda

MEETING OF THE MINTURN TOWN COUNCIL
Minturn Town Center, 302 Pine Street
Minturn, CO 81645 • (970) 827-5645

Wednesday May 5, 2010

Work Session – 5:00 pm
Regular Session – 7:00 pm

MAYOR – Gordon “Hawkeye” Flaherty
MAYOR PRO TEM – George Brodin

Town Administrator – Jim White
TOWN CLERK/TREAS – Jay Brunvand

COUNCIL MEMBERS:

Shelley Bellm
Earle Bidez
Jerry Bumgarner
Aggie Martinez
Matt Scherr

When addressing the Council, please state your name and your address for the record prior to providing your comments. Please address the Council as a whole through the Mayor. All supporting documents are available for public review in the Town Offices – located at 302 Pine Street, Minturn CO 81645 – during regular business hours between 8:00 a.m. and 5:00 p.m., Monday through Friday, excluding holidays.

Work Session – 5:00 pm

- CML Overview – White/Mamet (30 min)
- CIRSA training – White/Tanoue (1 hr 30 min)

Regular Session – 7:00 pm

1. Call to Order

- a. Roll Call
- b. Pledge of Allegiance

2. Approval of Agenda

- Items to be Pulled or Added

3. Approval of Minutes and Action Report

- April 21, 2010
- Action Item Report

4. Public comments on items, which are NOT on the agenda (5 minute time limit per person).

5. Special Presentations/Citizen Recognition

6. Town Manager's Report

7. Town Council Comments

PUBLIC HEARINGS AND ACTION ITEMS

8. Discussion/Action – Ordinance 4 – Series 2010 (Second Reading) an Ordinance approving the execution of a Ground Lease, a Lease Purchase Agreement, and related documents pertaining to the refinancing of the Town Hall; delegating to certain authorized officers of the Town the determination of certain financial parameters for the refinancing; approving the form of a Preliminary Official Statement and authorizing the preparation of a Final Official Statement to be used in connection with the sale of certain Certificates of Participation to be issued evidencing proportionate interests in certain revenues under the lease.

- Cover Memo
- Ordinance 4-2010
- Preliminary Official Statement

9. Discussion/Action – Motion to authorize the Mayor to sign a letter of endorsement for Town Manager Jim White to serve on the Colorado Municipal League's Executive Board

10. Discussion/Action – Resolution 6 – Series 2010 A Resolution appointing a citizen to the Town of Minturn Planning and Zoning Commission. (Cerimele – 15 min.)

EXECUTIVE SESSION

11. Executive Session – Pursuant to CRS 24-6-402(4)(b) to receive legal advice on Battle Mountain Land Use/Annexation matters and Water Court litigation

FUTURE AGENDA ITEMS

12. Next Meeting

- Waterline easements update – Christensen
- Use tax discussion – Brunvand/White (30min)
- Board of County Commissioners – Joint Meeting (Worksession)
- Ordinance 5 – 2010: Renewable Energy Program - White/Palmer (15min)
- Battle Mountain Annexation Petition

13. Future Meeting

- Capital Improvement and Sidewalk discussion – Brunvand/White
- EPA Update – Mitchell
- 3-Mile Plan text Amendments - Cerimele

14. Set Future Meeting Dates

a) Council Meetings

- May 19, 2010
- June 2, 2010
- June 16, 2010

b) Planning & Zoning Commission Meetings

- April 28, 2010
- May 12, 2010
- May 26, 2010

c) Other

15. Adjournment

EXHIBIT B

(Attach affidavit of publication of title ordinance after second reading)

Thu, May 06, 2010
5001399

08:15:34

Ad Ticket #5

Acct: 1003134
Phone: (303)827-5645
E-Mail:
Client:
Caller: Jay
Receipt

Name: Town of Minturn
Address: 302 Pine

City: Minturn
State: CO
Zip: 81645

Ad Name: 5001399A
Editions: 8VD/8VDI/
Start: 05/08/10
Color:

Copyline: 5001399 Ordinance No 4-2010

Original Id: 0

Class: 0990

Stop: 05/08/10

Issue 1

Rep: Pam Schultz

ORDINANCE NO. 4 - SERIES 2010

| | |
|--------------|--------------|
| Lines: | 31 |
| Depth: | 2.6 |
| Columns: | 1 |
| Discount: | 0.00 |
| Commission: | 0.00 |
| Net: | 0.00 |
| Tax: | 0.00 |
| Total | 29.45 |
| Payment | 0.00 |

APPROVING THE EXECUTION OF A GROUND LEASE, A LEASE PURCHASE AGREEMENT, AND RELATED DOCUMENTS PERTAINING TO THE REFINANCING OF THE TOWN HALL; DELEGATING TO CERTAIN AUTHORIZED OFFICERS OF THE TOWN THE DETERMINATION OF CERTAIN FINANCIAL PARAMETERS FOR THE REFINANCING; APPROVING THE FORM OF A PRELIMINARY OFFICIAL STATEMENT AND AUTHORIZING THE PREPARATION OF A FINAL OFFICIAL STATEMENT TO BE USED IN CONNECTION WITH THE SALE OF CERTAIN CERTIFICATES OF PARTICIPATION TO BE ISSUED EVIDENCING PROPORTIONATE INTERESTS IN CERTAIN REVENUES UNDER THE LEASE.

INTRODUCED A SECOND TIME AND APPROVED AFTER A PUBLIC HEARING on the 5th day of May, 2010, and published by title in accordance with law.

(SEAL)

Mayor

ATTESTED:

Town Clerk
Jay Brunvand, MMC - Clerk/Treasurer

Published in the Vail Daily May 8, 2010. (5001399)

Ad shown is not actual print size

ORDINANCE NO. 4 - SERIES 2010

APPROVING THE EXECUTION OF A GROUND LEASE, A LEASE PURCHASE AGREEMENT, AND RELATED DOCUMENTS PERTAINING TO THE REFINANCING OF THE TOWN HALL; DELEGATING TO CERTAIN AUTHORIZED OFFICERS OF THE TOWN THE DETERMINATION OF CERTAIN FINANCIAL PARAMETERS FOR THE REFINANCING; APPROVING THE FORM OF A PRELIMINARY OFFICIAL STATEMENT AND AUTHORIZING THE PREPARATION OF A FINAL OFFICIAL STATEMENT TO BE USED IN CONNECTION WITH THE SALE OF CERTAIN CERTIFICATES OF PARTICIPATION TO BE ISSUED EVIDENCING PROPORTIONATE INTERESTS IN CERTAIN REVENUES UNDER THE LEASE.

INTRODUCED A SECOND TIME AND APPROVED AFTER A PUBLIC HEARING on the 5th day of May, 2010, and published by title in accordance with law.

(S E A L)

Mayor

ATTESTED:

Town Clerk
Jay Brunvand, MMC - Clerk/Treasurer

Published in the Vail Daily May 8, 2010. (5001399)