

**State of Colorado  
Rural Colorado  
Certificates of Participation  
Series 2021A**

**CERTIFICATE AS TO RESOLUTION**

The undersigned Chief Financial Officer of the State of Colorado hereby certifies that the attached is a full, true and correct copy of a resolution duly adopted and executed by the Deputy Treasurer of the State of Colorado and countersigned by the Controller of the State of Colorado on March \_\_, 2021 (the "Resolution").

The undersigned further certifies that the Resolution has not been amended, modified or rescinded since the date of its adoption and is now in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand as of this \_\_\_\_ day of \_\_\_\_\_, 2021.

By \_\_\_\_\_  
Charles Scheibe  
Chief Financial Officer  
Department of the Treasury  
State of Colorado

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**TREASURER OF THE STATE OF COLORADO  
AUTHORIZING RESOLUTION FOR**

**State of Colorado  
Rural Colorado  
Certificates of Participation  
Series 2021A**

WHEREAS, the General Assembly of the State of Colorado has found and declared in the Act (capitalized terms in these preambles having the meanings ascribed therefor below, except as otherwise indicated) that due to insufficient funding, necessary high-priority rural State highway projects and State rural capital construction projects, in all areas of the State have been delayed, and that by entering into lease-purchase agreements using State buildings and other assets as collateral as authorized by the Act, the State can generate sufficient funds to accelerate the completion of many of the necessary high-priority rural State highway projects and rural capital construction projects that have been delayed; and

WHEREAS, the Act authorizes the Treasurer, on behalf of the State, to enter into lease-purchase agreements for State facilities and other assets from time to time, payable from the general fund, subject to annual appropriation, and from moneys under the control of the Transportation Commission, in order to accomplish any of the purposes of the Act; and

WHEREAS, pursuant to the Act, the State and the Trustee entered into that certain Series 2018A Lease Purchase Agreement dated as of September 1, 2018 (the “Series 2018A Lease”), and the Series 2020A Lease Purchase Agreement dated as of June 1, 2020 (the “Series 2020A Lease”) in order to finance certain necessary high-priority rural State highway projects, State rural capital construction projects and controlled maintenance of State capital assets; and

WHEREAS, in order to effect the Series 2021A Projects (defined below), the Treasurer, on behalf of the State, desires to demise to Zions Bancorporation, National Association, formerly known as ZB, National Association, dba Zions Bank, as trustee (the “Trustee”) under the Master Indenture (defined below) and the Series 2021A Supplemental Indenture (defined below), pursuant to that certain Site Lease (the “Series 2021A Site Lease”) by and between the State, as site lessor, and the Trustee, as site lessee, a leasehold interest in the Series 2021A Leased Property and sublease the Series 2021A Leased Property back from the Trustee pursuant to that certain Series 2021A Lease Purchase Agreement (the “Series 2021A Lease”) by and between the Trustee as lessor, and the State, as lessee; and

WHEREAS, the Trustee has executed a Master Trust Indenture (the “Master Indenture”) and will execute a Supplemental Indenture (the “Series 2021A Supplemental Indenture”) pursuant to which there will be issued by the Trustee the State of Colorado Rural Colorado Certificates of Participation, Series 2021A (the “Series 2021A Certificates”) evidencing undivided interests in the right to receive certain revenues pursuant to the Series 2021A Lease, in an aggregate principal amount not to exceed \$500,000,000, which Series 2021A Certificates will be delivered pursuant to the Series 2021A Supplemental Indenture, to finance the Series 2021A Projects; and

WHEREAS, the Series 2021A Certificates shall evidence undivided interests in the right to receive Lease Revenues, shall be payable solely from the Trust Estate (defined below) and no provision of the Series 2021A Certificates, the Master Indenture, the Series 2021A Supplemental Indenture, or the Series 2021A Lease shall be construed or interpreted (a) to directly or indirectly obligate the State to make any payment in any Fiscal Year in excess of amounts appropriated for such Fiscal Year; (b) as creating a debt or multiple fiscal year direct or indirect debt or other financial obligation whatsoever of the State within the meaning of Section 3 of Article XI, or Section 20 of Article X of the Colorado Constitution or any other constitutional or statutory limitation or provision; (c) as a delegation of governmental powers by the State; (d) as a loan or pledge of the credit or faith of the State or as creating any responsibility by the State for any debt or liability of any person, company, or corporation within the meaning of Section 1 of Article XI of the Colorado Constitution; or (e) as a donation or grant by the State to, or in aid of, any person, company, or corporation within the meaning of Section 2 of Article XI of the Colorado Constitution; and

WHEREAS, the State conducted a solicitation for proposals for underwriting services in connection with the sale of the State of Colorado Rural Colorado Certificates of Participation, Series 2018A and the State of Colorado Rural Colorado Certificates of Participation, Series 2020A and as a result of that solicitation process has selected JP Morgan Securities LLC as the Senior Manager, with BofA Securities, Inc., Wells Fargo Securities, UBS Financial Services, Inc. and RBC Capital Markets LLC, and such other underwriting firms as the State shall select, as Co-Managers (collectively, the “Underwriters”) in connection with the sale of the Series 2021A Certificates; and

WHEREAS, the Series 2021A Certificates will be offered for sale pursuant to a Preliminary Official Statement (the “Preliminary Official Statement”); and

WHEREAS, the Treasurer, on behalf of the State, desires that the Series 2021A Certificates will be purchased by the Underwriters pursuant to a Certificate Purchase Agreement among the State, the Trustee, and the Underwriters (the “Certificate Purchase Agreement”); and

WHEREAS, the Treasurer has been presented with or made available to him forms and drafts of the Master Indenture, the Series 2021A Supplemental Trust Indenture, the Series 2021A Site Lease, the Series 2021A Lease, the Preliminary Official Statement and the Certificate Purchase Agreement; and

WHEREAS, the Treasurer hereby further determines and declares that the State has not previously entered into any lease-purchase agreements during the Current Fiscal Year pursuant to the Act; and

WHEREAS, in order to implement the transactions above, the Treasurer, on behalf of the State, desires (a) to authorize and approve the execution and delivery by the State of, and the performance by the State of its obligations under the Series 2021A Site Lease, the Series 2021A Lease, the Certificate Purchase Agreement and certain other documents described herein, (b) to authorize, and approve the use of the Preliminary Official Statement in the offering and sale of the Series 2021A Certificates, (c) to approve the Series 2021A Supplemental Indenture, and the

Series 2021A Certificates, and (d) to authorize, approve, ratify, make findings, and take other actions with respect to the foregoing and related matters.

NOW, THEREFORE, BE IT RESOLVED BY THE TREASURER OF THE STATE OF COLORADO:

**Section 1. Definitions.** The terms defined in this Section 1 shall have the designated meanings for all purposes of this Resolution, except where the context by clear implication requires otherwise. Capitalized terms not otherwise defined herein or in the preamble shall have the meaning ascribed to such term in the Master Indenture.

*“Act”* means part 13 of article 82 of title 24, Colorado Revised Statutes, amended.

*“Additional Rent”* means (a) when used with respect to amounts payable by the State pursuant to the 2021A Lease, the costs and expenses incurred by the State in performing its obligations under the 2021A Lease other than its obligations with respect to Base Rent payable thereunder and the State’s Purchase Option Price; and (b) when used with respect to amounts payable by the State pursuant to the other Leases, similar costs and expenses.

*“Attorney General”* means the Attorney General of the State, or any successor in function.

*“Base Rent”* means the amounts designated and paid as Base Rent under each of the Leases.

*“Certificates”* means the Series 2021A Certificates and all other certificates executed and delivered pursuant to the Master Indenture.

*“Controller”* means the Controller of the State, or any successor in function.

*“Current Fiscal Year”* means the fiscal year of the State commencing on July 1, 2020 and ending June 30, 2021.

*“General Assembly”* means the State of Colorado General Assembly.

*“Interagency Agreement”* means that certain agreement dated as of the date of the Series 2021A Lease by and between the Treasurer, on behalf of the State, and the Colorado Department of Transportation.

*“Land”* means (a) with respect to the land included in the Leased Property subject to the Series 2021A Lease, the land described in exhibits to the Series 2021A Site Lease and the Series 2021A Lease, subject to the terms of the Series 2021A Site Lease and the Series 2021A Lease relating to modifications and substitutions of Leased Property; and (b) with respect to the land included in the Leased Property subject to any other Lease or Site Lease, the land described in such Lease or Site Lease on the date such Lease or Site Lease is executed and delivered, subject to the terms of such Lease or Site Lease relating to modifications and substitutions of Leased Property.

“*Leases*” means collectively, the Series 2018A Lease, the Series 2020A Lease, the Series 2021A Lease and any other lease purchase agreement entered into by the State pursuant to the Act and in connection with a Supplemental Indenture, revenues from which are to be used to pay principal of, premium, if any, and interest on the Certificates.

“*Lease Revenues*” means, with respect to the Series 2018A Lease, the Series 2020A Lease and the 2021A Lease (a) the Base Rent (as defined in each such Lease); (b) the State’s Purchase Option Price (as defined in each such Lease), if paid (including any Net Proceeds (as defined in each Lease) applied to the payment of the State’s Purchase Option Price, as defined in and pursuant to each Lease); (c) earnings on moneys on deposit in the Certificate Fund, the Capital Construction Fund and the State Expense Fund (as each such term is defined in each Lease) but not the Rebate Fund or any defeasance escrow account; and (d) any other moneys to which the Trustee may be entitled for the benefit of the Owners.

“*Leased Property*” means (a) when the term is used in a particular Lease or to refer to property leased pursuant to a particular Lease, the Land and the buildings, structures and improvements now or hereafter located on such Land (including any fee interest, leasehold estate or other interest therein) and any other assets that are leased by the Trustee to the State pursuant to such Lease, subject to the terms of such Lease relating to modifications and substitutions of Leased Property; (b) when the term is used in a particular Site Lease, the Land and the buildings, structures and improvements located on such Land (including any fee interest, leasehold estate or other interest therein) and any other assets that are leased by the State to the Trustee pursuant to such Site Lease; (c) when the term is used together with a possessive reference to a particular Site Lease, the Land and the buildings, structures and improvements now or hereafter located on such Land (including any fee interest, leasehold estate or other interest therein) and any other assets leased by the State under a Site Lease; and (d) when the term is used in all other contexts, all the property (including any fee interest, leasehold estate or other interest therein and the Land and the buildings, structures and improvements now or hereafter located on such Land) and any other assets leased to the State pursuant to all the Leases, subject to the terms of the Leases relating to modifications and substitutions of Leased Property.

“*Official Statement*” means the final Official Statement used in connection with the sale of the Series 2021A Certificates.

“*Owner*” or “*owner*” of a Certificate means the registered owner of such Certificate as shown in the registration records of the Trustee.

“*Projects*” means, collectively the State Building Projects and the Transportation Projects.

“*Series 2021A Leased Property*” means the Leased Property subject to the 2021A Site Lease and the 2021A Lease.

“*Series 2021A Projects*” means the Projects financed with proceeds of the Series 2021A Certificates.

“*State*” means (a) when used with respect to a party to a Lease or any other document set forth in this Resolution, the State of Colorado, acting by and through the Treasurer; and (b) when

used in any other context, the State of Colorado including CDOT and all other departments and agencies of the State.

*“State Building Project”* means a capital construction project as described in Section 24-82-1303(4)(a) C.R.S., as amended.

*“State’s Purchase Option Price”* means (a) when the term is used to refer to the State’s Purchase Option Price under the Series 2021A Lease, the amount that the State must pay to purchase the interest of the Trustee in all the Leased Property subject to the Series 2021A Lease pursuant to Section 7.01 of the Series 2021A Lease; and (b) when the term is used to refer to the State’s Purchase Option Price under any other Lease, the amount that the State must pay to purchase the interest of the Trustee in all the Leased Property subject to such Lease or a portion of the Leased Property subject to such Lease, as applicable, pursuant to any similar provision(s) of that Lease.

*“Transportation Commission”* means the Transportation Commission of the Colorado Department of Transportation, created by Section 43-1-106, C.R.S.

*“Transportation Project”* means a highway construction project as described in Section 24-82-1303(4)(b), C.R.S., and Section 43-3-206(1)(b)(v), C.R.S.

*“Treasurer”* means the Treasurer of the State, or any successor in function.

*“Trust Estate”* means the property placed in trust by the Trustee pursuant to Section 1.01 of the Master Indenture.

**Section 2. Ratification of Actions.** All actions heretofore taken, not inconsistent with the provisions of this resolution (the “Resolution”), by the Treasurer, on behalf of the State, directed toward the implementation of the Series 2021A Projects, including without limitation the preparation of the forms of the Series 2021A Site Lease, the Series 2021A Lease, the Preliminary Official Statement, and a Certificate Purchase Agreement, are hereby ratified, approved, and confirmed.

**Section 3. Authorization.** The Treasurer, on behalf of the State, hereby finds and determines, pursuant to the Act and the laws of the State, that the Series 2021A Projects are necessary, convenient, and in furtherance of the governmental purpose of the State and in the best interests of the people of the State; and the Treasurer, on behalf of the State hereby authorizes the execution and delivery of the Series 2021A Site Lease, and the Series 2021A Lease, the Interagency Agreement, and the Certificate Purchase Agreement in furtherance of the Series 2021A Projects. The Treasurer, on behalf of the State, hereby elects to apply all of the provisions of the Supplemental Public Securities Act, part 2 of article 57, title 11, C.R.S., to the extent applicable and not inconsistent herewith, to the transactions contemplated by and authorized by this Resolution.

**Section 4. Approvals, Authorized Officers, and Amendments.** The Series 2021A Site Lease, the Series 2021A Lease, and the Certificate Purchase Agreement, in substantially the forms presented to the Treasurer prior to the adoption of this Resolution, are in all respects approved, authorized, and confirmed, and the Treasurer and the Deputy Treasurer are hereby

authorized and directed to execute and deliver, and to affix the seal of the State to, with such changes not inconsistent with the intent of this Resolution and approved by the Attorney General. Each of the Series 2021A Site Lease and Series 2021A Lease shall not be valid until countersigned by the Trustee, and shall bear the approving signatures of the Controller, the Attorney General, and the State of Colorado acting by and through the Department of Personnel & Administration, Office of State Architect, Real Estate Programs.

**Section 5. Additional Documents.** The Treasurer and the Deputy Treasurer are hereby authorized to execute and deliver for and on behalf of the State 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 Resolution.

**Section 6. Lease Terms.** The Series 2021A Lease shall provide for the payment of Base Rent consisting of an interest component and a principal component, and the schedule of Base Rent incorporated in the Series 2021A Lease shall be approved by execution of the Certificate Purchase Agreement, subject to the following limitations:

(a) The aggregate amount of the principal component of Base Rent shall not exceed \$500,000,000;

(b) The interest component of Base Rent shall accrue at a net effective interest rate not to exceed 5.5% per annum;

(c) the annual State-funded payments for Base Rent payable under the Leases shall not exceed \$112,500,000;

(d) the Series 2021A Lease, including all renewal terms thereof, shall terminate not later than twenty years from the date of the Series 2021A Lease, and may also be made subject to prepayment limitations and termination provisions as provided in the Series 2021A Lease; and

(e) the State shall have the option to purchase the interest of the Trustee in the Series 2021A Leased Property in the manner provided in the Series 2021A Lease and the Series 2021A Site Lease.

**Section 7. Acknowledgement of Indentures and Series 2021A Certificates.** The Treasurer, on behalf of the State, hereby approves the terms and provisions of the Master Indenture, the Series 2021A Supplemental Indenture, and the Series 2021A Certificates, the forms of which have been provided to the Treasurer, and acknowledges the execution of the Master Indenture, the Series 2021A Supplemental Indenture, and the Series 2021A Certificates by the Trustee, subject to the direction of the Treasurer that: (a) the aggregate principal amount of the Series 2021A Certificates will not exceed \$500,000,000; (b) the final maturity of the Series 2021A Certificates will be no later than twenty years from the date of the Series 2021A Lease; (c) the maximum net effective interest rate on the Series 2021A Certificates will not exceed 5.5% per annum; and (d) the annual State-funded payments for Base Rent under the Leases in accordance with the Act are not to exceed \$112,500,000 in the aggregate.



**Section 8. No General Obligation or Other Indebtedness.** Payment of Base Rent, Additional Rent, and all other payments under the Series 2021A Lease constitute currently appropriated expenditures of the General Assembly or currently allocated expenditures of the Transportation Commission on behalf of the Colorado Department of Transportation. The obligations to pay Base Rent, Additional Rent, and all other payments under the Series 2021A Lease are subject to both annual appropriation by the General Assembly in its sole discretion and annual allocation by the Transportation Commission in its sole discretion, and shall not be deemed or construed as creating an indebtedness of the State or the Colorado Department of Transportation within the meaning of any provision of the Colorado Constitution or the laws of the State and shall not constitute a multiple fiscal year direct or indirect debt or other financial obligation of the State or the Colorado Department of Transportation within the meaning of Section 3 of Article XI or Section 20(4) of Article X of the Colorado Constitution or any other limitation or provision of the Colorado Constitution, State statutes or other State law. No provision of this Resolution, the Series 2021A Site Lease, or the Series 2021A Lease shall be construed as constituting or giving rise to a general obligation or other indebtedness or multiple fiscal year financial obligation of the State within the meaning of any constitutional or statutory debt limitation nor a mandatory charge or requirement against the State in any ensuing fiscal year beyond the current fiscal year. The State shall have no obligation to make any payment except in connection with the payment of Base Rent and Additional Rent which obligations shall be subject to termination and nonrenewal by the State in accordance with the provisions of the Series 2021A Lease.

**Section 9. Findings; Expression of Need; Reasonable Rentals.** The Treasurer, on behalf of the State, hereby declares the current need for the Series 2021A Leased Property. It is hereby declared to be the present intention and expectation of the Treasurer that the Series 2021A Lease will be renewed annually until all of the Series 2021A Leased Property is acquired by the State pursuant to the Series 2021A Lease, but this declaration shall not be construed as contractually obligating or otherwise binding the State.

The Treasurer, on behalf of the State, hereby determines and declares that the Base Rent due under the Series 2021A Lease, so long as it is within the parameters provided in this Resolution, will represent the fair market value of the use of the Series 2021A Leased Property during the term of the Series 2021A Lease, and that the State's Purchase Option Price will represent, as of the date upon which the State may exercise its option to purchase the Trustee's interest in such Series 2021A Leased Property, the fair purchase price thereof. The Treasurer, on behalf of the State, further hereby determines and declares that the Base Rent due under the Series 2021A Lease will not exceed a reasonable amount so as to place the State under an economic or practical compulsion to renew the Series 2021A Lease or to exercise its option to purchase the Series 2021A Leased Property pursuant to the Series 2021A Lease. In making such determinations, the Treasurer, on behalf of the State, has given consideration to the uniqueness of the Series 2021A Leased Property, the cost of acquiring title to the Series 2021A Leased Property, the uses and purposes for which the Series 2021A Leased Property will be employed by the State, the benefits to the citizens of the State by reason of the acquisition and use of the Series 2021A Leased Property pursuant to the terms and provisions of the Series 2021A Site Lease and the Series 2021A Lease, the State's option to purchase the Trustee's interest in the Series 2021A Leased Property, the State's right to cause the termination of the Series 2021A Lease by declining to appropriate funds, the State's fee ownership of the Series 2021A Leased

Property, subject to the Series 2021A Site Lease, and the expected eventual receipt, by the State, of possession of the Series 2021A Leased Property following termination of the Series 2021A Site Lease. The Treasurer, on behalf of the State, hereby determines and declares that the acquisition of the Series 2021A Leased Property and the leasing of the Series 2021A Leased Property pursuant to the Series 2021A Lease, will result in facilities of comparable quality and meeting the same requirements and standards as would be necessary if the acquisition of the Series 2021A Leased Property were performed by the State other than pursuant to the Series 2021A Lease. The Treasurer, on behalf of the State, hereby determines and declares that, after execution and delivery of the Series 2021A Lease, the maximum duration of the Series 2021A Lease, or the portion thereof allocable to any item of Series 2021A Leased Property separately identified in the Series 2021A Lease, will not exceed the weighted average useful life of such item or items of Series 2021A Leased Property.

**Section 10. Official Statement.** The Treasurer, on behalf of the State, hereby:

(a) ratifies and authorizes the preparation of and approves the Preliminary Official Statement in the form made available to the Treasurer, with such changes therein, not inconsistent herewith, as are approved by bond counsel, disclosure counsel and the Attorney General;

(b) authorizes the use of the Preliminary Official Statement in connection with the offering and sale of the Series 2021A Certificates;

(c) authorizes and approves the execution and delivery by the Treasurer or the Deputy Treasurer of a certificate that shall “deem final” the Preliminary Official Statement for purposes of Rule 15c2-12 under the Securities Exchange Act of 1934;

(d) authorizes the preparation of the Official Statement in substantially the form of the Preliminary Official Statement, with such changes therein, not inconsistent herewith, as are approved by bond counsel, disclosure counsel and the Attorney General;

(e) authorizes the use of the Official Statement in connection with the sale of the Series 2021A Certificates; and

(f) authorizes the Treasurer or the Deputy Treasurer to execute the Official Statement.

**Section 11. Repealer.** All acts, orders, and resolutions of the Treasurer, on behalf of the State, in conflict with this Resolution are hereby rescinded, annulled and repealed. This repealer shall not be construed to revive any act or resolution, or part thereof, heretofore repealed.

**Section 12. Irrepealable; Resolution as Contract.** This Resolution shall be and remain irrepealable and unalterable until the Series 2021A Site Lease and the Series 2021A Lease shall have been terminated.

**Section 13. Limitation of Actions.** In accordance with Section 11-57-212, Colorado Revised Statutes, no legal or equitable action can be brought with respect to any legislative acts

or proceedings in connection with the issuance of the Series 2021A Certificates, or the authorization or the execution of the Series 2021A Site Lease and the Series 2021A Lease more than 30 days after the adoption of this Resolution.

**Section 14. 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.

**Section 15. Effectiveness.** This Resolution shall take effect upon its adoption and approval. This Resolution shall not be deemed valid until it has been approved by the Controller of the State.

[Signature page follows]

IN WITNESS WHEREOF, the Treasurer hereby adopts this Resolution and hereunto subscribes his name and affixes his seal.

Dated: March \_\_, 2021.

[SEAL OF THE TREASURER]

*State of Colorado*  
*Jared S. Polis, Governor*  
*Department of the Treasury*  
*David L. Young, Treasurer*

By \_\_\_\_\_  
Eric Rothaus  
Deputy Treasurer of the State of Colorado

APPROVED AND COUNTERSIGNED:

*State of Colorado*  
*Jared S. Polis, Governor*  
*Department of Personnel & Administration*  
*Kara Veitch, Executive Director*

By \_\_\_\_\_  
Robert Jaros, CPA, MBA, JD  
Controller of the State of Colorado

Date: \_\_\_\_\_