

RESOLUTION 04-2026

A RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF A SITE LEASE, A LEASE PURCHASE AGREEMENT, AND RELATED DOCUMENTS IN CONNECTION WITH THE ACQUISITION AND IMPROVEMENT OF CERTAIN FACILITIES FOR COUNTY PURPOSES; APPROVING THE FORMS OF SUCH DOCUMENTS; AND PROVIDING FOR OTHER MATTERS RELATING THERETO.

WHEREAS, Washington County, Colorado (the "County") is a duly and regularly created, organized and existing political subdivision and public body corporate and politic, existing as such under and by virtue of the Constitution and laws of the State of Colorado (the "State"); and

WHEREAS, the County has the authority pursuant to Section 30-11-104.1, Colorado Revised Statutes, to enter into lease purchase agreements to provide for the financing of a county building or equipment used, or to be used, for governmental purposes; and

WHEREAS, the Board of County Commissioners of the County (the "Board") has determined and now hereby determines that it is in the best interests of the County and its inhabitants that the County finance the acquisition, construction, installation, equipping of a County building, specifically a new office, shop, and storage building and related public improvements, including any legally permitted costs and expenditures in connection therewith, all for public purposes, and as authorized by law (the "Project"); and

WHEREAS, the Board has determined, and now hereby determines, that it is in the best interests of the County and its residents and taxpayers that the County lease certain property of the County (the "Leased Property") to a lender hereafter named (the "Lender") pursuant to the terms of a Site Lease Agreement (the "Site Lease"), and lease that same property back from the Lender pursuant to the terms of a Lease Purchase Agreement (the "Lease"), and utilize the proceeds of such Site Lease to finance the Project; and

WHEREAS, the County owns or will own, in fee title, the Leased Property; and

WHEREAS, the Lender shall be (a) an "accredited investor," as defined in Rule 501(A)(1), (2), (3) or (7) of Regulation D promulgated under the Securities Act of 1933, as amended (an "Institutional Accredited Investor") or (b) a "qualified institutional buyer," as defined in Rule 144A promulgated under the Securities Act of 1933, as amended (a "Qualified Institutional Buyer"); and

WHEREAS, pursuant to the Lease, and subject to the right of the County to terminate the Lease and other limitations as therein provided, the County will pay certain rental payments ("Rent" as such terms are defined in the Lease) in consideration for the right of the County to use the Leased Property; and

WHEREAS, pursuant to the terms of the Site Lease, the Lender will advance funds for the Project to the County; and

WHEREAS, the County's obligation under the Lease to pay Rent shall be from year to year only; shall constitute currently budgeted expenditures of the County; shall not constitute a

mandatory charge or requirement in any ensuing budget year; and shall not constitute a general obligation or other indebtedness or multiple fiscal year financial obligation of the County within the meaning of any constitutional or statutory limitation or requirement concerning the creation of indebtedness or multiple fiscal year financial obligation, nor a mandatory payment obligation of the County in any ensuing fiscal year beyond any fiscal year during which the Lease shall be in effect; and

WHEREAS, there has been presented to the Board and is on file at the County offices a form of Site Lease and a proposed form of Lease; and

WHEREAS, a copy of the Site Lease and Lease, in substantially the forms to be executed by the County and the Lender, are on file with the County; and

WHEREAS, capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Lease and the Site Lease; and

WHEREAS, Section 11-57-204 of the Supplemental Public Securities Act, constituting Title 11, Article 57, Part 2, Colorado Revised Statutes (the "Supplemental Act"), provides that a public entity, including the County, may elect in an act of issuance to apply all or any of the provisions of the Supplemental Act to the Lease and the financing.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF WASHINGTON COUNTY, COLORADO, THAT:

Section 1. Ratification and Approval of Prior Actions. All action heretofore taken not inconsistent with the provisions of this Resolution by the Board, or the officers or agents of the Board or the County, relating to the Site Lease, the Lease, or to the acquisition, installation or financing of the Project, is hereby ratified, approved and confirmed.

Section 2. Finding of Best Interest. The Board hereby finds and determines, pursuant to the Supplemental Act, the Constitution and the laws of the State, that the implementation of the Project and the financing of the costs thereof pursuant to the terms set forth in the Lease and the Site Lease is necessary, convenient, and in furtherance of the purposes of the County and is in the best interests of the County and its citizens and inhabitants, and the Board hereby authorizes and approves the same.

Section 3. Supplemental Act; Parameters. The Board hereby elects to apply all of the provisions of the Supplemental Act to the Lease and in connection therewith delegates to the Chair, the County Administrator of the County (the "County Administrator") or the Finance Director of the County (the "Finance Director") the independent authority to make any determination delegable pursuant to Section 11-57-205(1)(a-i) of the Supplemental Act in relation to the Lease, including without limitation the date of the Lease, the rental amount to be paid by the County pursuant to the Lease and the term of the Lease, subject to the following parameters and restrictions:

- (a) the Site Lease term shall not extend beyond December 31, 2056;
- (b) the Lease Term shall not extend beyond December 31, 2046;

(c) the principal amount Rent payable by the County under the Lease shall not exceed \$3,750,000;

(d) the maximum net effective interest rate on the interest component of the Rent shall not exceed 12.0%, provided that this limitation does not apply to any interest rate reset that may occur after December 31, 2036 or upon the occurrence of an Event of Default (as defined in the Lease), in which case the interest component of the Rent may increase, provided that in no event shall the interest component of the Rent exceed a maximum net effective interest rate of 12.0%; and

(e) the maximum annual repayment amount of Rent payable by the County pursuant to the Lease shall not exceed \$450,000;

(f) the maximum total repayment amount of Rent payable by the County pursuant to the Lease shall not exceed \$8,500,000;

(g) the Lease shall be subject to prepayment at the option of the County as specified in the Lease.

Section 4. Approval of Documents. The Site Lease and the Lease, in substantially the forms presented to this meeting of the Board, are in all respects approved, authorized and confirmed, and the Chair, the County Administrator or the Finance Director are hereby authorized and directed, for and on behalf of the County, to execute and deliver the Site Lease, the Lease and related documents (collectively, the "Financing Documents") in substantially the forms on file with the County, with such changes thereto as are not inconsistent with the provisions of this Resolution. The approval hereby given to the Financing Documents includes an approval of such additional details therein as may be necessary and appropriate for their completion, deletions therefrom and additions thereto as may be approved prior to the execution of the Financing Documents. The execution of any instrument by the appropriate officers of the County herein authorized shall be conclusive evidence of the approval by the County of such instrument in accordance with the terms hereof.

Section 5. Authorization to Execute Collateral Documents and to Perform Additional Acts. The Chair, the County Administrator, the Finance Director, the County Clerk, and other appropriate officials or agents of the Board or the County, are hereby authorized and directed to execute and deliver for and on behalf of the County any and all additional certificates, documents, instruments 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. The execution of any instrument by the aforementioned officers or members of the Board shall be conclusive evidence of the approval by the County of such instrument in accordance with the terms hereof and thereof.

Section 6. No General Obligation Debt. No provision of this Resolution or the Financing Documents shall be construed as creating or constituting a general obligation or other indebtedness or multiple fiscal year direct or indirect County debt or other financial obligation whatsoever of the County within the meaning of any home rule charter, constitutional or statutory provision, nor a mandatory charge or requirement against the County in any ensuing fiscal year beyond the then

current fiscal year. The County shall not have any obligation to make any payment with respect to the Lease except in connection with the payment of the Rent (as defined in the Lease) and certain other payments under the Lease, which payments may be terminated by the County in accordance with the provisions of the Lease. Neither the Site Lease or the Lease shall constitute a mandatory charge or requirement of the County in any ensuing fiscal year beyond the then current fiscal year, or constitute or give rise to a general obligation or other indebtedness or multiple fiscal year financial obligation of the County within the meaning of any constitutional or statutory debt limitation and shall not constitute a multiple fiscal year direct or indirect County debt or other financial obligation whatsoever. No provision of the Financing Documents shall be construed or interpreted as creating an unlawful delegation of governmental powers nor as a donation by or a lending of the credit of the County within the meaning of Sections 1 or 2 of Article XI of the Colorado Constitution. None of the Financing Documents shall directly or indirectly obligate the County to make any payments beyond those budgeted and appropriated for the County's then current fiscal year.

Section 7. Reasonableness of Rentals. The Board hereby determines and declares that the Rent, as provided in the Lease and as subject to the parameters set forth in Section 3 hereof, does not exceed a reasonable amount so as to place the County under an economic compulsion to renew the Lease or to exercise its option to prepay the Lease. The Board hereby determines and declares that the period during which the County has an option to prepay the Lease does not exceed the useful life of the Leased Property. The Board hereby further determines that the lump-sum rent to be paid by the Lender to the County under the Site Lease is reasonable consideration for the leasing of the Leased Property to the Lender for the term of the Site Lease as provided therein.

Section 8. No Recourse Against Officers and Agents. Pursuant to Section 11-57-209 of the Supplemental Act, if a member of the Board, or any officer or agent of the County acts in good faith, no civil recourse shall be available against such member, officer, or agent for payment of the Rent. Such recourse shall not be available either directly or indirectly through the Board or the County, or otherwise, whether by virtue of any constitution, statute, rule of law, enforcement of penalty, or otherwise.

Section 9. Severability. If any one or more sections, sentences, clauses or parts of this Resolution shall for any reason be held invalid, such judgment shall not affect, impair, or invalidate the remaining provisions of this Resolution, but shall be confined in its operation to the specific sections, sentences, clauses or parts of this Resolution so held unconstitutional or invalid, and the inapplicability and invalidity of any section, sentence, clause or part of this Resolution in any one or more instances shall not affect or prejudice in any way the applicability and validity of this Resolution in any other instances.

Section 10. Repealer. All bylaws, orders, and Resolutions of the County, or parts thereof, inconsistent with this Resolution or with any of the Financing Documents hereby approved, are hereby repealed only to the extent of such inconsistency. This repealer shall not be construed as reviving any bylaw, order, or Resolution of the County, or part thereof, heretofore repealed.

Section 11. Electronic Signatures; Electronic Transactions. In the event the Chair, the County Administrator, the Finance Director, the County Clerk or other employee or official of the County that is authorized or directed to execute any agreement, document, certificate, instrument

or other paper in accordance with this Resolution (collectively, the “Authorized Documents”) is not able to be physically present to manually sign any such Authorized Document, such individual or individuals are hereby authorized to execute the Authorized Documents electronically via facsimile or email signature. Any electronic signature so affixed to any Authorized Document shall carry the full legal force and effect of any original, handwritten signature. This provision is made pursuant to Article 71.3 of Title 24, C.R.S., also known as the Uniform Electronic Transactions Act. It is hereby determined that the transactions described herein may be conducted and related documents may be stored by electronic means. Copies, telecopies, facsimiles, electronic files and other productions of original executed documents shall be deemed to be authentic and valid counterparts of such original documents for all purposes, including the filing of any claim, action or suit in the appropriate court of law.

Section 12. Effective Date and Disposition. This resolution shall be in full force and effect upon its passage and adoption.

[Signature Page Follows]

ADOPTED AND APPROVED this 6 day of January 2026.

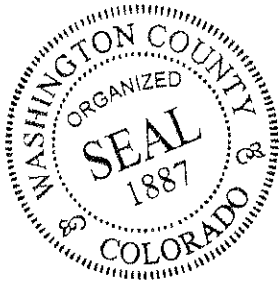
BOARD OF COUNTY COMMISSIONERS,
WASHINGTON COUNTY, COLORADO

Stacie Jefferson
Chair

STATE OF COLORADO)
)§
COUNTY OF WASHINGTON)

I, Annie Kuntz, County Clerk and Recorder, do hereby certify that the above and foregoing is a true and complete copy of the resolution as adopted by the Board of County Commissioners on the date stated.

WITNESS, my hand and the seal of said County this 6 day of Jan, 2026.



Annie Kuntz
County Clerk and Recorder, Washington
County, State of Colorado

STATE OF COLORADO)
)
COUNTY OF WASHINGTON) SS.

I, Annie Kuntz, the Clerk and Recorder of Washington County, Colorado (the “County”) do hereby certify:

1. That the foregoing pages are a true, correct, and complete copy of a resolution (the “Resolution”) passed and adopted by the Board of County Commissioners of the County (the “Board”) at a regular meeting of the Board held on [1-6], 202~~5~~.

2. The Resolution was duly moved and seconded, and the Resolution was adopted by an affirmative vote of a majority of the members of the Board as follows:

Name	“Yes”	“No”	Absent	Abstain
Gisele Jefferson, District 1	X			
Brandy Ward, District 2	X			
Scott Ramey, District 3	X			

3. The members of the Board were present at such meeting and voted on the passage of such Resolution as set forth above.

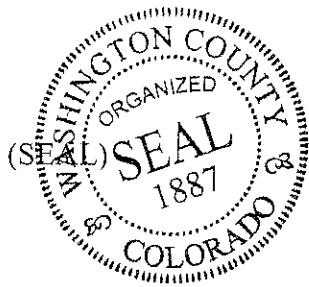
4. The Resolution was approved and authenticated by the signature of the Chair, sealed with the County seal, attested by the County Clerk and recorded in the minutes of the Board.

5. There are no bylaws, rules or regulations of the Board which might prohibit the adoption of said Resolution.

6. Notice of the meeting of [1/2], 202~~5~~, in the form attached hereto as Exhibit A was posted not less than twenty-four hours prior to the meeting in accordance with law.

[Signature Page Follows]

WITNESS my hand and the seal of said County affixed this 6 day of Jan,
2026.



Anna Kent
County Clerk and Recorder, Washington
County, State of Colorado

EXHIBIT A
(Attach Meeting Notice)