

RESOLUTION NO. 2018-4

A RESOLUTION RATIFYING AND CONFIRMING RESOLUTION NO. 2018-3 ACKNOWLEDGING AND APPROVING THE ISSUANCE OF REFUNDING BONDS BY THE ARKANSAS RIVER POWER AUTHORITY, AND RELATED MATTERS

WHEREAS, the Town of Holly, Colorado (the "*Member*") is a member of the Arkansas River Power Authority (the "*Authority*");

WHEREAS, the governing body of the Member has previously adopted Resolution No. 2018-3 (the "*Prior Resolution*"), and (a) the recitals in the Prior Resolution are hereby incorporated in this Resolution, and (b) capitalized terms used and not defined in this Resolution shall have the meanings assigned to them in the Prior Resolution;

WHEREAS, pursuant to the Prior Resolution, the Member (a) acknowledged and approved the issuance from time to time of Refunding Bonds by the Authority for the purpose of refunding the Outstanding Bonds, subject to the condition that the final maturity date of the Refunding Bonds shall be not later than October 1, 2043, and (b) approved, ratified and confirmed certain other matters to better enable the Authority to issue the Refunding Bonds on terms favorable to the Authority and the Member and the other members of the Authority (collectively, the "*Members*");

WHEREAS, the Authority has received a proposal for a proposed business transaction (the "*Transaction*") which, if accepted and approved by the Authority and the Members, among other things, would result in the termination of the Power Supply Agreement among the Authority and the Members;

WHEREAS, in order to realize all of the benefits to the Authority and the Member from their issuance, the Refunding Bonds must be issued prior to July 15, 2018, and there is no assurance at this time that the Transaction will be completed or that it will be completed by July 15, 2018;

WHEREAS, the Authority has proposed that it proceed with the issuance of the Refunding Bonds to refund the Series 2003 Bonds, the Series 2006 Bonds, the Series 2007 Bonds and, if determined by ARPA to be advantageous to it and the Members, the Series 2008 Bonds, subject to the condition that the Refunding Bonds shall be subject to extraordinary redemption prior to maturity if the Transaction completed;

WHEREAS, in order to induce the Authority to proceed with the issuance of the Refunding Bonds and the refunding of all or a portion of the Outstanding Bonds, and to provide necessary assurances to the purchasers and owners from time to time of the Refunding Bonds, the Member's governing body desires to adopt this resolution to confirm its acknowledgement and approval of the issuance of the Refunding Bonds by the Authority;

NOW, THEREFORE, BE IT RESOLVED by the Board of Trustees of the Town of Holly, Colorado, as follows:

Section 1. Ratification of Prior Resolution. The Member ratifies and confirms the Prior Resolution in all respects, and acknowledges and approves the issuance from time to time of the Refunding Bonds

by the Authority for the purpose of refunding the Outstanding Bonds, and providing necessary reserves for and paying the costs of issuance of the Refunding Bonds; *provided that*

(a) the final maturity of the Refunding Bonds shall be not later than October 1, 2043, and

(b) the Refunding Bonds shall be subject to extraordinary redemption prior to maturity if the Transaction is completed.

Section 2. Miscellaneous; Effective Date.

(a) All previous acts and resolutions in conflict with this resolution or any part hereof are hereby repealed to the extent of such conflict.

(b) In case any provision in this resolution shall be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions shall not in any way be affected or impaired thereby.

(c) This resolution shall take effect immediately upon its adoption and approval.

PASSED AND APPROVED THIS 6TH DAY OF JUNE, 2018.



Tony Garcia, Mayor

(SEAL)



ATTEST:



Megan Jara, Town Clerk/Treasurer