

CERTIFICATE OF ROUTT COUNTY, COLORADO
CONCERNING ASSIGNMENT OF
PRIVATE ACTIVITY BOND VOLUME CAP ALLOCATION

I, the undersigned, hereby certify that I am a duly chosen, qualified and County Attorney of Routt County, Colorado (the "County"), and that:

1. The County is a legally and regularly created, established, organized, and existing county under the Constitution and laws of the State of Colorado, its full corporate name being "Routt County, Colorado."

2. The County has been previously notified that, pursuant to Section 24-32-1706 of the Colorado Private Activity Bond Ceiling Allocation Act, Part 17 of Article 32 of Title 24, Colorado Revised Statutes (the "Allocation Act"), it has an allocation of the State ceiling (as defined in the Allocation Act) for 2019 in the amount of \$1,340,325 (the "2019 Allocation").

3. Attached hereto as Exhibit A is a true and correct copy of a resolution and the related minutes thereto (the "Resolution") authorizing the assignment to the Colorado Housing and Finance Authority (the "Authority") of all or a portion of the 2019 Allocation in an amount equal to \$1,340,325 (the "Assigned Allocation"), and authorizing the execution and delivery of an Assignment of Allocation dated as of [REDACTED], 2019 (the "Assignment of Allocation") between the County and the Authority in connection therewith, which Resolution was duly adopted by the Board of County Commissioners of the County (the "Board") at a meeting thereof held on [REDACTED], 2019, at which meeting a quorum was present and acting throughout and which Resolution has not been revoked, rescinded, repealed, amended or modified and is in full force and effect on the date hereof.

4. The meeting of the Board at which action has been taken with respect to the Assignment of Allocation was a regular meeting properly called and open to the public at all times.

5. With respect to the Assigned Allocation, the County has not heretofore: (a) issued private activity bonds; (b) assigned the Assigned Allocation to another "issuing authority," as defined in the Allocation Act; (c) made a mortgage credit certificate election; or (d) treated the Assigned Allocation as an allocation for a project with a carryforward purpose, as defined in the Allocation Act.

6. The Assignment of Allocation, attached hereto as Exhibit B, is in the form presented to and approved by the Board at the meeting thereof held on [REDACTED], 2019.

7. On or before the date hereof, counterparts of the Assignment of Allocation were officially executed by the Chair of the Board of County Commissioners and the County Clerk of the County. On the date of such signing, such persons were the duly sworn, qualified and acting officers of the County authorized to execute the Assignment of Allocation and holding the offices of the Chair of the Board of County Commissioners and County Clerk, respectively.

8. The County has authorized the execution, delivery and due performance of the Assignment of Allocation, and the execution and delivery of the Assignment of Allocation and the compliance by the County with the provisions thereof, will not, to the best of my knowledge, conflict with or constitute on the part of the County a breach of or a default under any existing Colorado law, County resolution, court or administrative regulation, decree or order or any agreement or other instrument to which the County is subject or by which it is bound.

9. To the best of my knowledge, there does not exist any action, suit, proceeding or investigation pending, or threatened against the County, contesting (a) the corporate existence of the County, (b) the title of its present officers or any of them to their respective offices, including, without limitation, the members of the Board, (c) the validity of the Assignment of Allocation or (d) the power of the County to execute, deliver or perform the Assignment of Allocation.

10. No referendum petition has been filed concerning the Resolution; and to the best of my knowledge none is being circulated or planned for circulation.

WITNESS my hand and the seal of the County this , 2019.

(SEAL)

County Attorney

EXHIBIT A
RESOLUTION

EXHIBIT B
ASSIGNMENT OF ALLOCATION