

CERTIFICATE OF THE TOWN OF ERIE, COLORADO
CONCERNING ASSIGNMENT OF
PRIVATE ACTIVITY BOND VOLUME CAP ALLOCATION

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

1. The Town is a public body politic and corporate, duly organized and existing under the constitution and laws of the State of Colorado.

2. The Town 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 2016 in the amount of \$1,040,950 (the "2016 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 2016 Allocation in an amount equal to \$1,040,950 (the "Assigned Allocation"), and authorizing the execution and delivery of an Assignment of Allocation dated as of September 13, 2016 (the "Assignment of Allocation") between the Town and the Authority in connection therewith, which Resolution was duly adopted by the Town Board of Trustees of the Town (the "Town Board of Trustees") at a meeting thereof held on September 13, 2016, at which meeting a quorum was present and acting throughout and which Resolution has not been revoked, rescinded, repealed, amended or modified and is in full force and effect on the date hereof.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 Town Board of Trustees 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 Town 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 Town Council at the meeting thereof held on September 13, 2016.

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

8. The Town 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 Town with the provisions thereof, will not, to the best of my knowledge, conflict with or constitute on the part of the Town a breach of or a default under any existing Colorado law, Town resolution, court or administrative regulation, decree or order or any agreement or other instrument to which the Town 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 Town, contesting (a) the corporate existence of the Town, (b) the title of its present officers or any of them to their respective offices, including, without limitation, the members of the Town Board of Trustees, (c) the validity of the Assignment of Allocation or (d) the power of the Town 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 Town this September 13, 2016.

Mark R. Shapiro, Town Attorney

(SEAL)

EXHIBIT A
RESOLUTION

EXHIBIT B

ASSIGNMENT OF ALLOCATION