

RESOLUTION NO. 14-2023

A RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF A FIRST SUPPLEMENTAL INDENTURE OF TRUST, BETWEEN MONTEZUMA COUNTY, COLORADO AND ZIONS BANCORPORATION, NATIONAL ASSOCIATION, AS TRUSTEE, SUPPLEMENTING THE INDENTURE OF TRUST DATED AS OF NOVEMBER 1, 2016 WHICH SECURES THE MONTEZUMA COUNTY, COLORADO, REVENUE BONDS (SOUTHWEST MEMORIAL HOSPITAL PROJECT), TAX-EXEMPT SERIES 2016A, AND REVENUE BONDS (SOUTHWEST MEMORIAL HOSPITAL PROJECT), TAXABLE SERIES 2016B; AND APPROVING VARIOUS DOCUMENTS AND OTHER MATTERS IN CONNECTION THEREWITH.

WHEREAS, Montezuma County (the "County") is a body politic and corporate and a political subdivision of the State of Colorado (the "State") duly organized and existing under the constitution and the laws of the State; and

WHEREAS, the County is empowered by the County and Municipality Development Revenue Bond Act (the "Development Revenue Bond Act"), being Part 1 of Article 3 of Title 29 of the Colorado Revised Statutes, as amended ("C.R.S."), to issue its bonds for the purpose of financing or refinancing any "project," as defined in the Development Revenue Bond Act; and

WHEREAS, Southwest Health System, Inc. (the "Borrower"), a Colorado nonprofit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Federal Tax Code"), operates the Southwest Memorial Hospital and appurtenant facilities (collectively the "Hospital Facilities") located within the County; and

WHEREAS, the County previously issued its Revenue Bonds (Southwest Memorial Hospital Project) Tax-Exempt Series 2016A (the "2016A Bonds") and Revenue Bonds (Southwest Memorial Hospital Project) Taxable Series 2016B (the "2016B Bonds," and together with the 2016A Bonds, the "Bonds"), pursuant to the terms of an Indenture of Trust, dated as of November 1, 2016 (the "Original Indenture"), by and between the County and Zions Bank, a Division of ZB, National Association, as the trustee thereunder (the "Trustee"); and

WHEREAS, proceeds of the Bonds were loaned (the "Loan") to Southwest Health System, Inc., a Colorado nonprofit corporation (the "Borrower") upon the terms and conditions set forth in the Loan Agreement, dated as of November 1, 2016 (the "Loan Agreement"), by and between the County and the Borrower; and

WHEREAS, pursuant to a Continuing Covenant Agreement dated as of November 1, 2016, between the Borrower and a syndicate of commercial banks (collectively, the "Purchasers"), the Purchasers agreed to purchase the Bonds and fund advances to the Borrower for purposes of refinancing certain outstanding bonds of the County, financing additional improvements to the Hospital Facilities in order to provide more efficient patient care, and paying certain costs incurred in connection with the issuance of the Bonds; and