

OMNIBUS CERTIFICATE OF CSURA

The undersigned Executive Director of the Colorado Springs Urban Renewal Authority, City of Colorado Springs, Colorado (the “**CSURA**”) makes the following certifications in connection with the execution of a Loan Agreement dated February 20, 2018 (the “**Loan Agreement**”) between Copper Ridge Metropolitan District (the “**District**”) and NBH Bank.

All capitalized terms used in this Certificate and not otherwise defined herein shall have the meanings given such terms in the Urban Renewal Agreement for Redevelopment of Copper Ridge at Northgate Property dated as of September 25, 2013, as amended by that certain First Amendment to Urban Renewal Agreement for Redevelopment of Copper Ridge at Northgate Property dated February 25, 2015 (as so amended, the “**Redevelopment Agreement**”), by and among CSURA, the District and Copper Ridge Development, Inc. (the “**Developer**”).

THE UNDERSIGNED HEREBY CERTIFIES AS FOLLOWS:

1. CSURA is an independent body corporate and politic, validly existing and duly organized, created and established under the laws of the State. CSURA was established on February 24, 1970 by ordinance No. 3995 of the City Council of the City of Colorado Springs, Colorado (the “**City**”), pursuant to the Colorado Urban Renewal Law, Title 31, Article 25, Chapter 1, Colorado Revised Statutes (the “**Act**”).

2. CSURA has the right and power to execute, deliver and perform its obligations under the Redevelopment Agreement.

3. By official action of the Board of Commissioners of CSURA (the “**Governing Body**”), the Governing Body has duly approved Resolution No. 1800 and Resolution No. 02-15 (collectively, the “**Resolutions**”) concerning the Redevelopment Agreement, in accordance with the Act and applicable State law; CSURA has full authority to enter into the Redevelopment Agreement and has duly authorized and approved the execution and delivery of, and the performance by CSURA of its obligations contained in or otherwise contemplated by, the Redevelopment Agreement in compliance with the provisions contained therein.

4. The Redevelopment Agreement has been duly executed and delivered by the Chairman of CSURA and attested to by the Secretary of CSURA; the signatures of said officials thereon are their respective genuine or specimen signatures.

5. The representations and warranties of CSURA contained or referred to in the Redevelopment Agreement are true and correct as of the date hereof.

6. Neither the Redevelopment Agreement nor the Resolutions have been supplemented, repealed, rescinded, revoked, modified, amended, changed or altered in any manner, and the Redevelopment Agreement and the Resolutions are in full force and effect on the date hereof.

7. CSURA has not received notice of any pending, nor to CSURA's knowledge is there presently any threatened, action, suit, proceeding, inquiry or investigation against CSURA, at law or in equity, by or before any court, public board or body, nor to CSURA's knowledge is there any basis therefor, in any way adversely affecting the legal existence of CSURA or the adoption or validity of the Urban Renewal Plan (as amended through the date hereof), or the validity or enforceability of or the authority or ability of CSURA to perform its obligations under the Redevelopment Agreement.

8. All meetings of the Governing Body pertinent to the Redevelopment Agreement Resolutions have been open to the public at all times, except where an executive session was permitted by State law, and advance public notice of the time and place of each of the meetings was duly given in accordance with the laws of the State.

9. No law, regulation, ruling or other action of the United States, the State or any political subdivision or authority therein or thereof shall be in effect or shall have occurred, the effect of which would be to prevent CSURA from fulfilling its obligations under the Redevelopment Agreement.

10. This Certificate is for the benefit of NBH Bank and the District and their respective successors and assigns.

11. As Executive Director, I am duly authorized to make the representations contained in this Certificate.

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EXECUTED February 20, 2018.

COLORADO SPRINGS URBAN
RENEWAL AUTHORITY,
COLORADO

By 
Name: Jarrah Walker
Title: Executive Director