

ASSIGNMENT OF ALLOCATION

THIS ASSIGNMENT OF ALLOCATION (the "Assignment"), dated as of the 1st day of October, 2013, is by and between the **CITY AND COUNTY OF DENVER, COLORADO** (the "Assignor") and the **HOUSING AUTHORITY OF THE CITY AND COUNTY OF DENVER** (the "Assignee");

WITNESSETH:

WHEREAS, the Internal Revenue Code of 1986, as amended (the "Code"), restricts the amount of tax-exempt bonds ("Private Activity Bonds") which may be issued in the State of Colorado (the "State") to finance the private activity projects that qualify under the Code and for certain other purposes (the "State Ceiling"); and

WHEREAS, pursuant to the Code, the Colorado General Assembly adopted the Colorado Private Activity Bond Ceiling Allocation Act, Part 17 of Article 32 of Title 24, Colorado Revised Statutes, as amended (the "Allocation Act"), providing for the allocation of the State Ceiling among the Assignor and other governmental units in the State, and further providing for the assignment of allocations from the Assignor to other governmental units, including the Assignee; and

WHEREAS, pursuant to the Allocation Act, the Assignor has an allocation of the 2013 State Ceiling for the issuance of a specified amount of Private Activity Bonds (the "2013 Allocation"); and

WHEREAS, the Assignor has determined that a portion of the 2013 Allocation can be utilized most efficiently by assigning it to the Assignee to issue Private Activity Bonds for the purpose of financing the Assignee's issuance of bonds (the "Revenue Bonds") on behalf of CSG Redevelopment Partners, LLLP to rehabilitate and improve a total of approximately 222 units of affordable housing within the City (the "Project"), and the Assignee has expressed its willingness to issue the Revenue Bonds utilizing a portion of the 2013 Allocation; and

WHEREAS, the City Council of the Assignor has determined to assign to the Assignee \$20,000,000 of its 2013 Allocation (the "Assigned Allocation"), and the Assignee has agreed to accept such assignment, which is to be evidenced by this Assignment;

NOW, THEREFORE, in consideration of the premises and the mutual promises hereinafter set forth, the parties hereto agree as follows:

1. The Assignor hereby assigns to the Assignee the Assigned Allocation, subject to the terms and conditions contained herein. The Assignor represents that it has received no monetary consideration for said assignment.

2. The Assignee hereby accepts the assignment to it by the Assignor of the Assigned Allocation, subject to the terms and conditions contained herein. The Assignee agrees to use its best efforts to issue and sell the Revenue Bonds, in one or more series, and to finance the Project.

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3. The Assignor hereby consents to the election by the Assignee, if the Assignee in its discretion so decides, to treat the amounts assigned hereunder as an allocation for a project with a carryforward purpose, thus avoiding reversion of the amounts assigned hereunder to the statewide balance under the Allocation Act. The Assignee shall take all actions necessary to effectuate the carryforward of the Assigned Allocation pursuant to the Allocation Act. The Assignee shall be responsible to file IRS Form 8328 with respect to the amounts assigned hereunder.

4. The Assignor and Assignee each agree that they will take such further actions and adopt such further proceedings as may be required to implement the terms of this Assignment.

5. This Assignment is effective upon execution and is irrevocable.

[REMAINDER OF PAGE IS INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have duly executed this Assignment of Allocation on the date first written above.

ATTEST:

CITY AND COUNTY OF DENVER

By: _____
DEBRA JOHNSON, Clerk
and Recorder, Ex-Officio Clerk of
the City and County of Denver

By: _____
Mayor

APPROVED AS TO FORM:
DOUGLAS J. FRIEDNASH,
Attorney for the
City and County of Denver

REGISTERED AND COUNTERSIGNED:

By _____
Assistant City Attorney

By _____
Manager of Finance

By _____
Auditor

**HOUSING AUTHORITY OF THE CITY AND
COUNTY OF DENVER**

By  _____

Name Ismael Guerrero

Title Executive Director