

## MEMORANDUM

May 6, 2011

TO: The Honorable Guillermo (Bill) V. Vidal, Mayor of the City and County of Denver

FROM: Andrew Johnston, Department of Finance,  
Debt Administrator – Special Districts & Conduit, City and County of Denver

SUBJECT: Request for signature on TEFRA Certificate of Approval

---

Attached to this cover memo, please find the following four documents:

1. Certificate of Approval by the City and County of Denver, Colorado of a Tax-Exempt Financing Transaction by the City of Federal Heights, Colorado for Facilities Located Within the Legal Boundaries of the City and County of Denver;
2. Memorandum summarizing the TEFRA hearing; and
3. Certificate of Publication of Notice of TEFRA hearing in the April 8, 2011 edition of *The Daily Journal*.
4. Adopted Resolution No. \_\_\_\_, series of 2011, confirming Mayor Guillermo V. Vidal as applicable representative for purposes of section 147(f)(2)(E) of the Internal Revenue Code of 1986, as amended, to take any and all actions required therein as Mayor.

These documents relate to compliance with Internal Revenue Service regulations and City and County of Denver, Colorado (the “City of Denver”) policy that, given that the physical location of the related financed facility is in the City of Denver, require that (1) a public hearing be conducted in the City of Denver as well as in the City of Federal Heights, Colorado (the “City of Federal Heights”) for a tax-exempt revenue bond financing, (2) a summary of the hearing be provided to the City of Denver’s chief executive officer, under Internal Revenue Code 147(f)(2)(E), and (3) the City of Denver’s chief executive officer approve the financing. The City of Federal Heights expects to issue its tax-exempt revenue bond for the purpose of refunding a tax-exempt revenue bond that it originally issued in 2006 for the benefit of Alliance Center LLC, a single member Colorado limited liability company, the sole member of which is The Alliance for Sustainable Colorado, a Colorado nonprofit corporation and an organization described under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Your approval and signature on the attached Certificate of Approval for the City and County of Denver is requested. Upon execution, I ask that such certificate be returned to my attention. If you have any questions concerning this information, please call me at (720) 913-9372.

cc: Edward D. Scholz, Manager of Finance, City and County of Denver

**CERTIFICATE OF APPROVAL BY THE CITY AND COUNTY OF DENVER,  
COLORADO OF A TAX-EXEMPT FINANCING TRANSACTION BY THE CITY OF  
FEDERAL HEIGHTS, COLORADO FOR FACILITIES LOCATED WITHIN THE  
LEGAL BOUNDARIES OF THE CITY AND COUNTY OF DENVER**

Section 1. The undersigned is the Mayor of the City and County of Denver, Colorado (the "City of Denver"), and is the appointed chief executive officer of the City who has been confirmed as such by the City Council of the City of Denver, all for the purpose of and within the meaning of Section 147(f)(2)(E) of the Internal Revenue Code of 1986, as amended (the "Code").

Section 2. The City of Federal Heights, Colorado (the "Issuer") has indicated that it expects to issue its Revenue Bond (Alliance Center LLC Refunding and Improvement Project), Series 2011 (the "Bond") for the benefit of Alliance Center LLC, a single member Colorado limited liability company (the "Borrower"), the sole member of which is The Alliance for Sustainable Colorado, a Colorado nonprofit corporation and an organization described under Section 501(c)(3) of the Code. The Issuer expects the Bond to be issued pursuant to a Financing Agreement to be dated its date of execution and delivery (the "Agreement") among the Issuer, the Borrower and U.S. Bank National Association, as lender thereunder. Pursuant to the Agreement, the Issuer expects to loan the proceeds of the Bond to the Borrower in order to assist the Borrower in (a) financing energy efficiency and related capital improvements at the Facility defined below, (b) refunding the City of Federal Heights, Colorado Revenue Bond (Alliance Center LLC Refinancing Project), Series 2006 (the "Prior Bond") and (c) paying certain costs of issuing the Bond. The Borrower has represented that the proceeds of the Prior Bond were used to refinance certain taxable indebtedness of the Borrower incurred to purchase a site with improvements thereon consisting of a 38,000 square foot five-story building located at 1520 Wynkoop Street in Denver, Colorado (the "Facility").

Section 3. On April 8, 2011, a notice of public hearing (the "Notice") was published in *The Daily Journal*, a newspaper of general circulation available to residents of the City of Denver, to inform residents of the City of Denver of the time and place of a hearing to be held on April 27, 2011 (the "Hearing"), to consider approval of the issuance by the Issuer of the Bond as described in Section 2 above. A copy of the report regarding the outcome of the Hearing, prepared and submitted by the hearing officer who conducted the Hearing, and an affidavit of publication of the Notice is attached to this Certificate of Approval.

Section 4. The Notice was designed to apprise residents of the City of Denver of the proposed issuance by the Issuer of the Bond and the use of the proceeds of the Bond, and was published not less than 14 days before the scheduled date of the Hearing.

Section 5. On April 27, 2011, the Hearing was held at the Webb Building, 201 West Colfax Avenue, Room 10.G.2 in Denver, Colorado at 9:30 a.m.

Section 6. At the Hearing, a reasonable opportunity was afforded to all interested persons to express their views, both orally and in writing, on the issuance of the Bond and the use of the proceeds of the Bond. No written or oral objection was heard at such hearing.

Section 7. By this Certificate of Approval, the undersigned hereby approves the issuance by the Issuer of the Bond in the principal amount not to exceed \$4,500,000 and the use of the proceeds of the Bond as described in Section 2 above.

IN WITNESS WHEREOF, the undersigned has set his hand as of May \_\_\_\_, 2011.

CITY AND COUNTY OF DENVER, COLORADO

By: \_\_\_\_\_  
Mayor Guillermo (Bill) V. Vidal

## MEMORANDUM

May 6, 2011

TO: The Honorable Guillermo (Bill) V. Vidal, Mayor of the City and County of Denver

THROUGH: Edward D. Scholz, Manager of Finance, City and County of Denver

FROM: Andrew Johnston, Department of Finance,  
Debt Administrator – Special Districts & Conduit, City and County of Denver

SUBJECT: Summary of TEFRA Public Hearing on April 27, 2011

---

In accordance with regulations associated with the Tax Equity and Financial Responsibility Act of 1982 (TEFRA), a public hearing was held for the proposed tax-exempt financing by the City of Federal Heights, Colorado for a facility (the “Facility”) located within the legal boundaries of the City and County of Denver, Colorado for the benefit of Alliance Center LLC, a single member Colorado limited liability company (the “Borrower”), the sole member of which is The Alliance for Sustainable Colorado, a Colorado nonprofit corporation and an organization described under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”).

The purpose of this memorandum is to provide you with a summary of the TEFRA Public Hearing held on April 27, 2011 (the “Hearing”). This summary report is to serve as a component of the *Certificate of Approval by the City and County of Denver, Colorado of a Tax-Exempt Financing Transaction by the City of Federal Heights, Colorado for Facilities Located Within the Legal Boundaries of the City and County of Denver*.

Pursuant to the published notice, at 9:30 a.m. on April 27, 2011 at the Webb Building, 201 West Colfax Avenue, Room 10.G.2 in Denver, Colorado, I hosted the Hearing. After waiting until \_\_\_\_\_ a.m., I announced the opening of the Hearing. No other individuals were present, nor were any written comments received prior to or during the public hearing. No comments were offered and shortly thereafter, I announced the public hearing closed.

## NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that the City and County of Denver, Colorado (the “City”) will conduct a public hearing at the Webb Building, 201 West Colfax Avenue, Room 10.G.2 in Denver, Colorado 80202, on Wednesday, April 27, 2011, at or about 9:30 a.m. concerning the proposed issuance by the City of Federal Heights, Colorado (the “Issuer”) of its Revenue Bond (Alliance Center LLC Refunding and Improvement Project), Series 2011 in the principal amount of not to exceed \$4,500,000 (the “Bond”) for the benefit of Alliance Center LLC, a single member Colorado limited liability company (the “Borrower”), the sole member of which is The Alliance for Sustainable Colorado, a Colorado nonprofit corporation and an organization described under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). The Bond is expected to be issued pursuant to a Financing Agreement to be dated its date of execution and delivery (the “Agreement”) among the Issuer, the Borrower and U.S. Bank National Association, as lender thereunder. Pursuant to the Agreement, the Issuer will loan the proceeds of the Bond to the Borrower in order to assist the Borrower in (a) financing energy efficiency and related capital improvements at the Facility defined below, (b) refunding the City of Federal Heights, Colorado Revenue Bond (Alliance Center LLC Refinancing Project), Series 2006 (the “Prior Bond”) and (c) paying certain costs of issuing the Bond. The proceeds of the Prior Bond were used to refinance certain taxable indebtedness of the Borrower that was used to purchase a site with improvements thereon consisting of a 38,000 square foot five-story building located at 1520 Wynkoop Street in Denver, Colorado (the “Facility”). The Facility is owned and operated by the Borrower, and the Borrower leases portions of the Facility to nonprofit entities that are organizations described under Section 501(c)(3) of the Code.

Interested persons are invited to attend the public hearing and present comments (or, prior to the time of the hearing, submit written comments to the City at the address first above shown) concerning the issuance of the Bond and the purposes thereof.

DATED: April 8, 2011  
CITY AND COUNTY OF DENVER, COLORADO

By:           /c/ Edward D. Scholz            
          Manager of Finance