

Boce

RESOLUTION NO. 19- 289

BOARD OF COUNTY COMMISSIONERS
COUNTY OF EL PASO, STATE OF COLORADO

**RESOLUTION APPROVING WAIVER OF CONFLICT OF INTEREST
REGARDING KUTAK ROCK LLP**

WHEREAS, pursuant to C.R.S. §§ 30-11-101(1), 30-11-103 and 30-11-107(1), the Board of County Commissioners of El Paso County, Colorado ("Board" or "County"), has the legislative authority to make all contracts and to settle all accounts of the County and to exercise such other and further powers as are conferred by law; and

WHEREAS, the law firm of Kutak Rock LLP ("Kutak Rock"), provides professional legal services to El Paso County as bond counsel; and

WHEREAS, Wells Fargo Bank, N.A. (the "Bank") has requested representation by Kutak Rock as counsel related to their construction loan to the borrower; and

WHEREAS, Kutak Rock's representation of the Bank and its ongoing representation of El Paso County presents a concurrent conflict of interest for Kutak Rock which conflict may be waived with the informed consent of the parties; and

WHEREAS, the Board acknowledges receipt of the aforementioned information and believes it is appropriate to authorize a Waiver of Conflict of Interest on behalf of El Paso County, attached hereto as Exhibit A.

NOW, THEREFORE, BE IT RESOLVED, the Board of County Commissioners hereby approves the Waiver of Conflict of Interest dated July 17, 2019, regarding El Paso County and Wells Fargo Bank, N.A., pertaining to the law firm of Kutak Rock LLP and delegates County Attorney Diana K. May to sign said waiver on behalf of the Board.

BE IT FURTHER RESOLVED, that Mark Waller, Chair of the Board of County Commissioners, or Longinos Gonzales, Jr., Vice Chair of the Board of County Commissioners, be and is hereby appointed and authorized to execute the resolution approving this matter and any additional documents on behalf of the Board as may be necessary to complete the transaction described herein.

DONE THIS 30th day of July, 2019, at Colorado Springs, Colorado.

ATTEST:

By: Chuck Broerman
Clerk and Recorder



BOARD OF COUNTY COMMISSIONERS
OF EL PASO COUNTY, COLORADO

By: Mark Waller
Mark Waller, Chair

Chuck Broerman
07/31/2019 02:23:02 PM
Doc \$0.00 3
Rec \$0.00 Pages

El Paso County, CO

219087976

KUTAKROCK

Kutak Rock LLP
1801 California Street, Suite 3000, Denver, CO 80202-2652
office 303.297.2400

Micah J. Halverson
303.297.2400
micah.halverson@kutakrock.com

July 17, 2019

VIA EMAIL

El Paso County, Colorado
9 East Vermijo Ave.
Colorado Springs, CO 80903
Attn: Crystal LaTier

Re: Barnes and Medical View Apartments

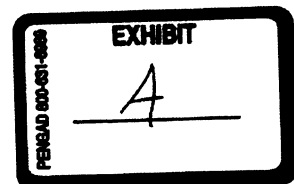
Ladies and Gentlemen:

Kutak Rock LLP (the "Firm") was engaged to serve as bond counsel to El Paso County, Colorado (collectively with its affiliates, "County") in connection with its issuance ("Issuance") of bonds to finance the acquisition and construction of Barnes and Medical View Apartments project located in Colorado Springs, Colorado (the "Project").

Wells Fargo Bank, N.A. (the "Bank") has requested that the Firm represent the Bank in connection with their construction loan to the Borrower during construction of the Project (the "Loan Transaction," together with the Issuance, the "Transaction").

In these engagements, the Firm will maintain two separate, independent lawyer teams (1) to act as counsel in connection with the Issuance, and (2) to act as counsel to the Bank in connection with the Loan Transaction, each with separate files and an "ethical" wall prohibiting transfer of confidential information. The first will include Fred Marienthal, John Bales and Jack McGill for the Issuance and the second will include Micah Halverson and Jex Lawrence for the Loan Transaction.

The multiple roles of the Firm in the Transaction raise the question of potential conflicts of interest that may arise in connection with the multiple representations outlined above. By your acknowledgement of this letter, you are confirming to us that you waive any potential conflict of interest that may arise in connection with the representations outlined above. In the event of any litigation between the represented parties involved in these engagements, the Firm will not represent any represented party in such litigation. We understand that such agreement does not preclude us from rendering continuing advice and legal services to the Bank or County in connection with other general matters of the Bank or County in the future, so long as such advice



KUTAKROCK

El Paso County, Colorado
July 17, 2019
Page 2

and services are not rendered in anticipation of a proceeding or in connection with matters likely to lead to a proceeding.

Please have the appropriate person sign this letter and return a copy to me. Feel free to call with any comments or questions regarding the foregoing.


Sincerely,



Micah J. Halverson

MJH/map

EL PASO COUNTY, COLORADO

By:  _____
Name: Mark Waller
Title: Board of County Commissioners, Chair