TOWN OF NEW CASTLE
RESOLUTION NO. 2014-18

A RESOLUTION OF THE TOWN OF NEW CASTLE, COLORADO ACCEPTING THE CONVEYANCE OF PROPERTY TO THE TOWN BY PUBLIC SERVICE COMPANY OF COLORADO.

WHEREAS, pursuant to the Intergovernmental Agreement Regarding New Castle Pedestrian Trail between the Town of New Castle and Garfield County, the Town intends to construct and install a pedestrian trail from Apple Tree Park to a proposed pedestrian bridge over Interstate 70 and the Colorado River (the "Trail); and

WHEREAS, Public Service Company of Colorado ("Public Service Company") owns a parcel of land within the Town located on County Road 335 and designated as Garfield County Parcel No. 2123-314-00-004 (the "PSCo Parcel"); and

WHEREAS, Public Service Company desires to convey in fee to the Town a portion of the PSCo Parcel, which is described on the proposed deed of conveyance attached hereto as **Exhibit 1** and incorporated herein by reference (the "Dedication Property"), for the Town's Trail construction and use; and

WHEREAS, Section 16.04.040 of the Town of New Castle Municipal Code recognizes an exclusion to the subdivision regulations for a conveyance of land to the Town which is accepted by the Town; and

WHEREAS, the donation by Public Service Company of the Dedication Parcel is solely for the benefit of the Town in order to construct the Trail and is not in consideration of nor connected to any development requirement or exaction placed on Public Service Company by the Town; and

WHEREAS, the Town desires to accept conveyance of the Dedication Property from Public Service Company to the Town pursuant to this Resolution.

NOW, THEREFORE, BE IT RESOLVED BY THE TOWN COUNCIL OF THE TOWN OF NEW CASTLE, COLORADO, THAT:

1. Recitals. The Town incorporates the foregoing recitals as findings and determinations of the Town Council.

2. Acceptance. The Town Council hereby accepts conveyance of the Dedication Property from Public Service Company to the Town in the form of the proposed deed attached hereto as Exhibit 1.

3. Exclusion from Subdivision Regulations. Pursuant to Section 16.04.040 of the Municipal Code, conveyance of the Dedication Property from Public Service Company to the Town shall be excluded from requirements of the Town's subdivision regulations. Upon

conveyance, the Dedication Property shall removed from the PSCo Parcel and considered a separate legally defined parcel.

4. Authorization and Further Acts. The Town Council authorizes the Mayor and Town Administrator to take such further acts as may be necessary to finalize conveyance of the Dedication Property to the Town.

SO RESOLVED by the New Castle Town Council at a regular meeting held this 20th day of May, 2014.

TOWN OF NEW CASTLE

By _____
Bob Gordon, Mayor

ATTEST:

_____
Melody Harrison, Town Clerk

TOWN OF NEW CASTLE
GARFIELD
SEAL
COUNTY
COLORADO

Reception#: 851761
07/24/2014 04:09:11 PM Jean A[illegible]rico
1 of 4 Rec Fee:$26.00 Doc Fee:0.00 GARFIELD COUNTY CO

NO CONSIDERATION CONVEYANCE
AFTER RECORDING, RETURN TO:
Garfield & Hecht, P.C.
420 Seventh Street, Suite 100
Glenwood Springs, CO 81601

SPECIAL WARRANTY DEED

PUBLIC SERVICE COMPANY OF COLORADO, a Colorado corporation whose street address is 1800 Larimer Street, Suite 400, Denver, Colorado 80202 ("Grantor"), for good and valuable consideration of the sum of Ten Dollars ($10.00), the receipt and adequacy of which is hereby acknowledged, hereby sells and conveys to the TOWN OF NEW CASTLE, COLORADO, a Colorado home rule municipality whose address is P.O. Box 90, New Castle, Colorado 81647 ("Grantee"), the real property located in the County of Garfield, State of Colorado, described on Exhibit A attached hereto and incorporated herein by reference (the "Property"), together with all its appurtenances.

Reserving unto Grantor all oil, gas, and mineral rights and all water rights associated with or in any way connected to the Property.

Grantor warrants title to the Property against all persons claiming under Grantor, subject to those matters listed on Exhibit B attached hereto and incorporated herein by reference.

Dated this 28th day of May, 2014.

PUBLIC SERVICE COMPANY OF COLORADO,
a Colorado corporation

By: Michael E Diehl
Michael E Diehl (name)
Manager, Siting and Land Rights (title)
Public Service Company of Colorado

STATE OF COLORADO)
) ss.
COUNTY OF Denver)

The foregoing instrument was acknowledged before me this 28th day of May, 2014 by Mike Diehl as Mgr, Siting and Land Rights of Public Service Company of Colorado, a Colorado corporation.

Witness my hand and official seal. My commission expires: 1-3-2016

Derek Holscher
Notary Public

DEREK D. HOLSCHER
Notary Public
State of Colorado

Legal Description

A parcel of land situated in Parcel B as described in the Warranty Deed recorded as Reception No. 619633 in the office of the Garfield County Clerk and Recorder, being more particularly described and shown on the Public Service Company Architectural Survey, recorded as Deposit No. 857 in the office of the Garfield County Surveyor, all being in the NW1/4SE1/4, Section 31, Township 5 South, Range 90 West of the Sixth Principal Meridian, Garfield County, Colorado and being more particularly described as follows:

Beginning at a point on the west line of said Parcel B, also being the easterly most corner of that parcel of land described in the Special Warranty Deed recorded as Reception No. 737823, being monumented with a rebar and aluminum cap, LS No. 36574 from which the southwest corner of Parcel B, being monumented with a rebar and plastic cap, LS No. 13501 bears S 02°24'56" E a distance of 237.04 feet (Basis of Bearings for this description):

Thence N 02°24"56" W along the west line of Parcel B a distance of 59.34 feet to the northwest corner of Parcel B;

Thence N 76°53'00" E along the north line of Parcel B a distance of 103.66 feet to the northeast corner of Parcel B;

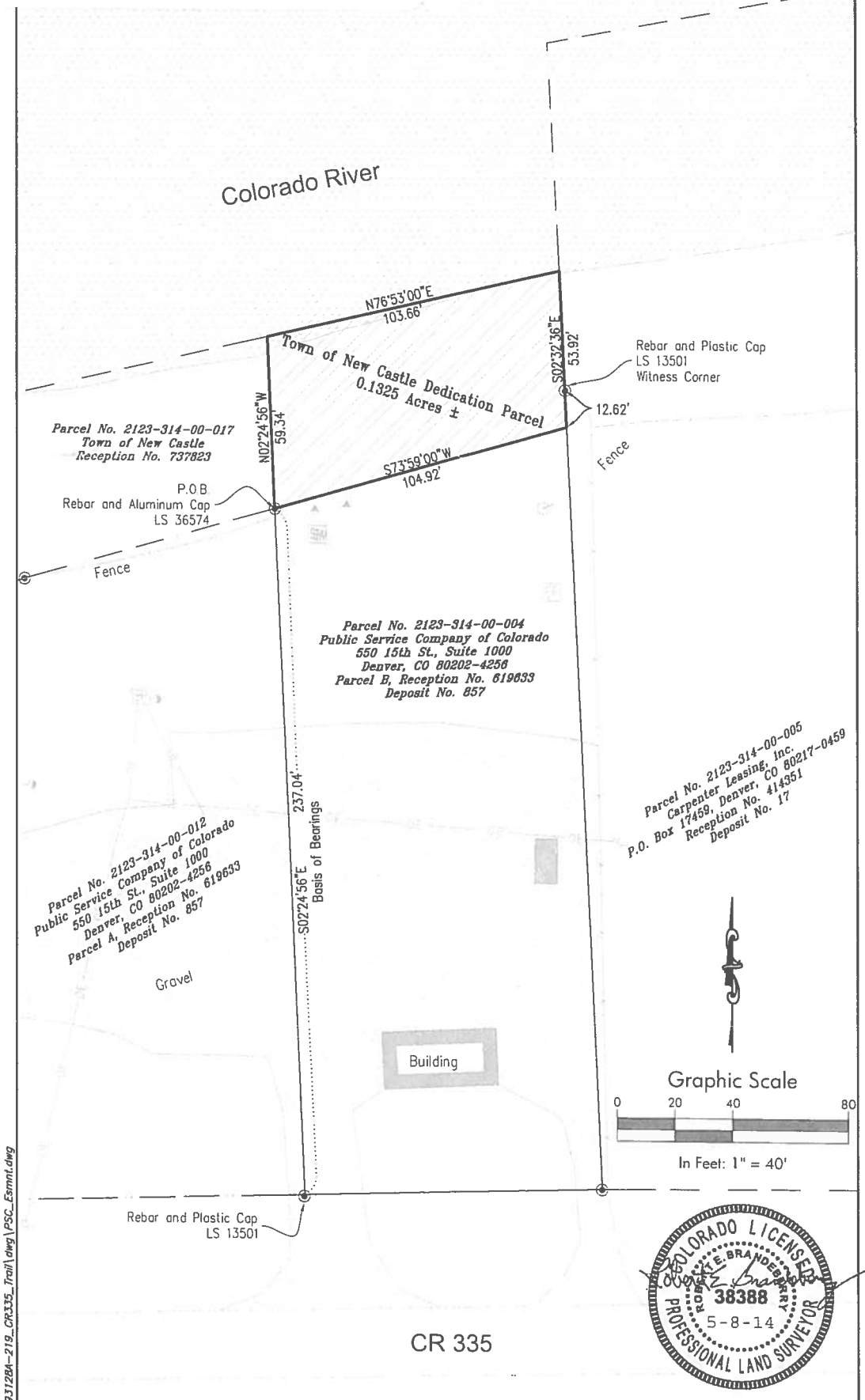
Thence S 02°32'36" E along the east line of Parcel B a distance of 53.92 feet;

Thence S 73°59'00" W a distance of 104.92 feet to the Point of Beginning, containing 0.1325 acres more or less.

COLORADO LICENSED
ROBERT R. BRANDEBURY
38388
5-8-14
PROFESSIONAL LAND SURVEYOR

EXHIBIT A

Reception#: 851761
07/24/2014 04:09:11 PM Jean Alberic
3 of 4 Rec Fee $26.00 Doc Fee 0.00 G ELD COUNTY CO



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SGM 118 West Sixth Street, Suite 200 Glenwood Springs, CO 81601 970.945.1004 www.sgm-inc.com	Public Service Company of Colorado	Job No. 93128A-219 Drawn by: reb Date: 5/08/14 Approved: reb File: PSC_Esmnt	Town Of New Castle Dedication Parcel	Sht. 1 Of 1

EXHIBIT B

1. TAXES AND ASSESSMENTS FOR THE YEAR 2014 AND SUBSEQUENT YEARS.

2. (A) UNPATENTED MINING CLAIMS; (B) RESERVATIONS OR EXCEPTIONS IN PATENTS OR IN ACTS AUTHORIZING THE ISSUANCE THEREOF; (C) WATER RIGHTS, CLAIMS OR TITLE TO WATER, WHETHER OR NOT THE MATTERS EXCEPTED UNDER (A), (B), OR (C) ARE SHOWN BY THE PUBLIC RECORDS.

3. RIGHT OF PROPRIETOR OF A VEIN OR LODE TO EXTRACT AND REMOVE HIS ORE THEREFROM SHOULD THE SAME BE FOUND TO PENETRATE OR INTERSECT THE PREMISES AS RESERVED IN UNITED STATES PATENT RECORDED FEBRUARY 12 1889, IN BOOK 12 AT PAGE 7.

4. OIL AND GAS LEASE BETWEEN RAYMOND C. COLE AND DORIS M. COLE, LESSOR, AND LOUISIANA LAND AND EXPLORATION COMPANY, LESSEE, RECORDED MARCH 28, 1987 IN BOOK 712 AT PAGE 825, AND ANY AND ALL ASSIGNMENTS THEREOF OR INTERESTS THEREIN.

5. LACK OF ACCESS TO ANY PUBLIC ROAD, STREET OR HIGHWAY.

6. ANY RIGHTS, INTERESTS OR EASEMENTS IN FAVOR OF RIPARIAN OWNERS, THE STATE OF COLORADO, THE UNITED STATES OF AMERICA ACTING BY AND THROUGH THE SECRETARY OF HOUSING AND URBAN DEVELOPMENT OF WASHINGTON, D.C., OR THE GENERAL PUBLIC, WHICH EXIST, HAVE EXISTED, OR ARE CLAIMED TO EXIST IN AND OVER THE WATERS AND PRESENT AND PAST BED BANKS OF THE COLORADO RIVER.

7. ANY QUESTION, DISPUTE OR ADVERSE CLAIMS AS TO ANY LOSS OR GAIN OF LAND AS A RESULT OF ANY CHANGE IN THE RIVER BED LOCATION BY OTHER THAN NATURAL CAUSES, OR ALTERATION THROUGH ACCRETION, RELICTION, EROSION OR AVULSION OF THE CENTER THREAD, BANK, CHANNEL OR FLOW OF WATERS IN THE COLORADO RIVER LYING WITHIN THE SUBJECT PROPERTY.

PROPERTY RELEASE
PUBLIC SERVICE COMPANY OF COLORADO
INDENTURE DATED OCTOBER 1, 1993

WHEREAS, PUBLIC SERVICE COMPANY OF COLORADO, a Colorado corporation (the "Company"), has executed and delivered to U.S. Bank National Association, as Successor Trustee (the "Trustee"), a certain Indenture conveying the property described therein to the Trustee, dated as of October 1, 1993, as supplemented by various supplemental indentures (the "Indenture"), securing the bonds issued and to be issued thereunder;

WHEREAS, the Indenture requires the Trustee, upon the request of the Company and the fulfillment of certain conditions as set forth in Section 804 of the Indenture, to release from the operation and lien of the Indenture property which is not Funded Property (as defined in the Indenture);

WHEREAS, pursuant to the Company Order dated June 25, 2014, the Company has requested the Trustee to release that real property located in Garfield County, Colorado, described more fully in Exhibit A attached hereto and incorporated herein (the "Property") from the lien of the Indenture and represents that the Company has complied with all the conditions and requirements of the Indenture with respect to such release and that the Trustee is authorized to effect the same.

NOW, THEREFORE, the Trustee does release and discharge from the operation and lien of the Indenture, all the right, title and interest of the Trustee in and to the Property, and further does authorize the Company and its agents to prepare and file, on behalf of the Trustee, any partial releases under the Uniform Commercial Code that may be appropriate to evidence such release and discharge;

PROVIDED, HOWEVER, that this property release shall in no way affect the lien of the Indenture or the right, title and interest of the Trustee in or to any property that is subject to the operation and lien of the Indenture other than the real property described in Exhibit A attached hereto, or, to the extent applicable, any easement, right-of-way or other interest that may be or have been retained by the Company for use in the Electric Utility Business, as defined in the Indenture, following conveyance of the Property to a third party, or any equipment or facilities located in, upon or under any such retained easement, right-of-way or other interest, ownership of which is retained by the Company for use in the Electric Utility Business.

IN WITNESS WHEREOF, the Trustee has caused its corporate name to be affixed, and this property release to be signed by one of its Assistant Vice Presidents, and its corporate seal to be affixed and attested by one of its Trust Officers, for and in its behalf, all as of this 7 day of July, 2014.

U.S. Bank National Association
Trustee

By: Patricia L Marshall
Title: Vice President

ATTEST:

Trust Officer

STATE OF NEW YORK)
) SS.
COUNTY OF NEW YORK)

The foregoing instrument was acknowledged before me this 7th day of July, 2014, by Patricia Moorhead and Geraldo Cruz Vice President and Trust Officer, respectively, of U.S. Bank National Association, a national banking association.

WITNESS MY HAND AND OFFICIAL SEAL, the day and year above written.

My commission expires DECEMBER 20, 2017.

Carolyn R. Sinclair
Notary Public

Carolyn R. Sinclair
Notary Public, State of New York
No. 01SI6094067
Qualified in Queens County
Commission Expires Dec 20, 2017

Exhibit A

Beginning at a point on the west line of said Parcel B, also being the easterly most corner of that parcel of land described in the Special Warranty Deed recorded at Reception No. 737823, being monumented with a rebar and aluminum cap, LS No. 36574 from which the southwest corner of Parcel B, being monumented with a rebar and plastic cap, LS No. 13501 bears S 02°24'56" E a distance of 237.04 feet (Basis of Bearings for this description), County of Garfield, State of Colorado:

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