



SpencerFane

March 1, 2018

Pueblo Conservancy District
P.O. Box 234
Pueblo, Colorado 81002

Bank of the San Juans, a division of Glacier Bank
101 West Fifth Street
Pueblo, Colorado 81003

\$10,000,000
Pueblo Conservancy District
Refunding and Improvement Conservancy Maintenance Fund Bonds
Series 2018A
Pueblo County, Colorado

Ladies and Gentlemen:

We have acted as bond counsel in connection with the issuance by Pueblo Conservancy District, Pueblo County, Colorado (the "District"), of its Refunding and Improvement Conservancy Maintenance Fund Bonds, Series 2018A (the "Bonds").

The Bonds mature on the date, are subject to prepayment, bear interest at the rate, and are transferable and payable in the manner and subject to the conditions and limitations provided in the resolution regarding the issuance of the Bonds adopted by the Board of Directors of the District on February 28, 2018 (the "Bond Resolution"). Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Bond Resolution.

We have examined the Constitution and laws of the State of Colorado, the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations, rulings and judicial decisions relevant to the opinions set forth in paragraphs 3 and 4 below; and such certified proceedings, certificates, documents, opinions and other papers as we deem necessary to render this opinion. As to questions of fact material to our opinion, we have relied upon the representations of the District contained in the Bond Resolution and other certifications of public officials furnished to us without undertaking to verify the same by independent investigation. In addition, for purposes of the opinions expressed below, we have relied upon, and have assumed the validity of, the opinion of Altman, Keilbach, Lytle, Parlapiano and Ware, P.C. regarding the tax-exempt status of the District's Conservancy Maintenance Fund Bonds, Series 2015A.

Based upon the foregoing, we are of the opinion, under existing law and as of the date hereof, that:

DN# 2925584v1

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1. The Bond Resolution has been duly authorized, is in full force and effect, and is valid and enforceable in accordance with its terms.

2. The Bonds constitute valid and binding Refunding and Improvement Conservancy Maintenance Fund Bonds of the District, legally enforceable in accordance with their terms, payable from the Maintenance Fund Assessment set forth in the Bond Resolution. The Bonds have an irrevocable lien, but not an exclusive lien, on the Maintenance Fund Assessment.

3. Under the laws, regulations, rulings and judicial decisions existing on the date hereof, interest on the Bonds is excludable from gross income for federal income tax purposes and is not a specific preference item for purposes of the federal alternative minimum tax. The opinion set forth in the preceding sentence is subject to the condition that the District comply with all requirements of the Code that must be satisfied subsequent to the issuance of the Bonds in order that the interest thereon be, and continue to be, excludable from gross income for federal income tax purposes. The District has covenanted in the Tax Compliance Certificate to comply with all such requirements. Failure to comply with certain of such requirements may cause interest on the Bonds to be included in gross income for federal income tax purposes retroactively to the date of issuance of the Bonds. We express no opinion regarding other federal tax consequences arising with respect to the Bonds.

4. Under State of Colorado statutes existing on the date hereof, to the extent that interest on the Bonds is excludable from gross income for federal income tax purposes, such interest is excludable from gross income for Colorado income tax purposes and from the calculation of Colorado alternative minimum taxable income. We express no opinion regarding other tax consequences arising with respect to the Bonds under the laws of the State of Colorado or any other state or jurisdiction.

5. The Bonds have been designated by the District as “qualified tax-exempt obligations” for purposes of Section 265(b)(3) of the Code.

The rights of the owner of the Bonds and the enforceability of the Bonds and the Bond Resolution may be limited by bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights generally and by equitable principles, whether considered at law or in equity.

This opinion is given as of the date hereof, and we assume no obligation to update, revise or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.



As bond counsel, we are passing only upon matters set forth in this opinion and are not passing upon the accuracy or completeness of any statement made in connection with any offer or sale of the Bonds or upon any federal or Colorado tax consequences arising from the receipt or accrual of interest on or the ownership of the Bonds, except those specifically addressed above.

The District is our sole client in this transaction, and we have not been engaged by, nor have we undertaken to advise any other party, or to opine as to matters not specifically covered herein. In providing Bank of the San Juans, a division of Glacier Bank with this opinion letter, we advise them that we are not acting as counsel to them, and that no attorney/client or other contractual relationship exists between this firm and them. This opinion letter is solely for the benefit of the addressees hereof and may not be circulated, quoted or relied upon by any party other than the addressees without our prior written consent, except that a copy may be included in the closing transcript for the Bonds.

Sincerely,
A handwritten signature in black ink that reads "Spencer Fane L.P." with a stylized flourish at the end.