

**RESOLUTION  
OF THE BOARD OF DIRECTORS OF  
WOODMEN HILLS METROPOLITAN DISTRICT  
CONCERNING DELEGATION OF CONSULTANT/EMPLOYMENT AUTHORITY  
RESOLUTION NO. 2017-03-09**

WHEREAS, WOODMEN HILLS METROPOLITAN DISTRICT (the "District") is a quasi-municipal corporation and political subdivision of the State of Colorado, duly organized pursuant to C.R.S. §§ 32-1-101, *et seq.*, C.R.S.; and

WHEREAS, pursuant to C.R.S. § 32-1-1001(1) (h), the Board of Directors of the District (the "Board") is empowered with the management, control, and supervision of all business and affairs of the District; and

WHEREAS, pursuant to C.R.S. §32-1-1001(i), the Board of Directors has the power to appoint, hire, and retain agents, employees, engineers, and attorneys; and

WHEREAS, pursuant to C.R.S. § 32-1-1001(1)(m), the Board is authorized to adopt, amend, and enforce the bylaws and rules and regulations not in conflict with the constitution and laws of Colorado for carrying on the business, objects, and affairs of the Board and the District; and

WHEREAS, Section 3.2 of the District's By-Laws states that the Board has the power to confer upon the Manger of the District the power to choose, remove, or suspend employees or agents upon such terms and conditions as are in the best interest of the District, hereinafter the Board's "Employment Authority;" and

WHEREAS, pursuant to C.R.S. § 32-1-1001(1)(n), the Board is authorized to have and exercise all rights and powers necessary or incidental to or implied from the specific powers granted to special districts; and

WHEREAS, on March 12, 2015, the Board by Resolution 2015-03-12 conferred all Employment Authority upon Gene Cozzolino, in his capacity as the District's Director of the Water and Waste Water Enterprise of the District, inclusive of any powers necessary or incidental to or implied from the Employment Authority; and

WHEREAS, the Board has determined to delegate Employment Authority as set forth below in this Resolution and, therefore, it is necessary to repeal in its entirety Resolution 2015-03-12 and replace it in its entirety with this Resolution; and

WHEREAS, the Board finds it is in the best interest of the District to delegate Employment Authority and powers necessary or incidental to or implied from the Employment Authority as set forth in this Resolution.

NOW, THEREFORE, it is hereby resolved by the Board as follows:

1. The Board confers its Employment Authority with respect to employees of the District classified as employees of the District's Water and Wastewater Enterprise upon Gene Cozzolino, in his capacity as Director of the District's Water and Wastewater Enterprise ("Water and Wastewater Director"), which delegation of authority does not extend to any other employees of the District, at the request of Mr. Cozzolino to the Board of Directors to be withdrawn from Park & Recreation, which delegation of authority over employees of the District's Water and Waste Water Enterprise is inclusive of all and powers necessary or incidental to or implied from the Employment Authority, subject to the provisions of Section 3 below.

2. The Board confers its Employment Authority with respect to employees of the District classified as employees of the District's Park and Recreation Enterprise and employees classified as Finance and District Administrative upon Lisa Peterson, in her capacity as Director of the ("District's Finance and Administrative Director"), as acting interim of Parks and Recreation Enterprise ("Parks and Recreation Director"), which delegation of authority does not extend to any other employees of the District, which delegation of authority over employees of the District's Park and Recreation Enterprise and employees classified as Finance and District Administrative is inclusive of all and powers necessary or incidental to or implied from the Employment Authority, subject to the provisions of Section 3 below.

3. The Water and Wastewater Director's and Park and Recreation Director's respective authority as conferred herein shall be subject to the following:

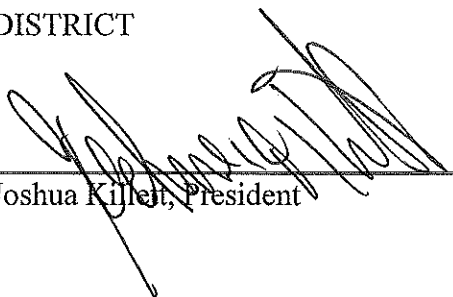
- (a) any exercise of the Board's Employment Authority shall be upon such terms and conditions as are in the best interest of the District, and
- (b) the Water and Wastewater Director and Park and Recreation Director shall not enter any contract, or otherwise bind or obligate the District to any liability for payment of money, for any purpose for which provision is not made in an appropriate resolution, in excess of the amounts of such appropriation for that fiscal year. Any such contract, verbal or written, contrary to the terms hereof shall be void *ab initio*, and not District funds shall be expended in payment of such contract, and,
- (c) the conferring of its Employment Authority to the Water and Wastewater Director and the Park and Recreation Director shall not prevent the Board from choosing, removing, disciplining, or suspending employees or agents in the exercise of its discretion.

4. To the extent the Park and Recreation Director shall have exercised any authority as conferred herein prior to the date of this Resolution, the Board hereby ratifies such exercise of authority, effective January 23, 2017, subject to the provisions of Section 3 above.

5. In the event the Water and Waste Water Director shall have exercised any authority under Resolution 2015-03-12 prior to the date of this Resolution, the Board hereby ratifies such exercise of authority, subject to the provisions of Section 3 above and subject to the provisions of Section 1 (a), (b), and (c) of Resolution 2015-03-12.

RESOLVED, APPROVED AND RATIFIED FEBRUARY 21, 2017, *Nunc Pro Tunc*, January 23, 2017.

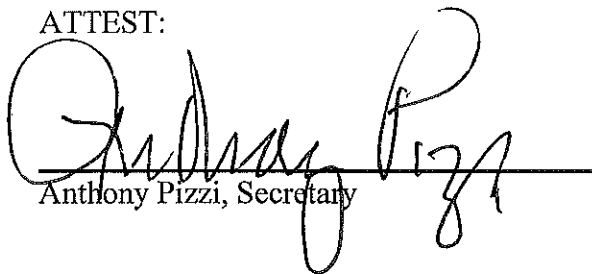
WOODMEN HILLS METROPOLITAN  
DISTRICT



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Joshua Killeen, President

ATTEST:



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Anthony Pizzi, Secretary