

**A RESOLUTION DELEGATING CONSULTANT SELECTION**  
**14-12-15**  
**WOODMEN HILLS METROPOLITAN DISTRICT**  
**(2014)**

**WHEREAS**, the Woodmen Hills Metropolitan District (the "District") is a quasi-municipal corporation and political subdivision of the State of Colorado; and

**WHEREAS**, pursuant to its Service Plan, as amended (the "Service Plan"), the District is responsible for providing for the operation and maintenance of certain parks and recreation facilities and services for the benefit of its residents and property owners ("Recreation Services"); for the operation and maintenance of a complete potable and non-potable local water supply and sanitary sewage system ("Water and Sewer Services"); and for design and construction of street improvements and related safety protection devices; and

**WHEREAS**, in order to fulfill its obligations under the Service Plan to provide Recreation Services, the District, acting through its Recreational Facilities Enterprise, issued the Series 2009 Recreational Facilities Enterprise Revenue Refunding Bonds in the amount of \$2,890,000 (the "Recreational Bonds"), payable from the net revenues of the Recreation Enterprise, a transaction whereby the district also refunded Series 2004 Bonds; and

**WHEREAS**, in order to fulfill its obligations under the Service Plan to provide Water and Sewer Services, the District, acting through its Water and Wastewater Enterprise, issued the Series 2009 Water and Wastewater Enterprise Revenue Refunding Bonds in the amount of \$13,015,000 (the "Water and Wastewater Bonds"), payable from the net revenues of the Water and Wastewater Enterprise, a transaction whereby the district also refunded Series 2004 Bonds; and

**WHEREAS**, the District has also identified a need for certain improvements to its system, including a Wastewater Facility and a Water Storage Facility; and

**WHEREAS**, the current positive economic climate presents the opportunity for the District to explore the refinancing of the outstanding Recreational Bonds and the Wastewater Bonds, which could deliver significant savings to residents and property owners in the District in the form of more favorable repayment terms, as well as the issuance of new debt in order to finance the construction of the Wastewater Facility and Water Storage Facility; and

**WHEREAS**, the Board of Directors of the District (the "Board") believes that experts in the public finance field should be consulted by the District as to this refinancing; and

**WHEREAS**, C.R.S. §32-1-1001(d)(I) states that the Board has the power to enter into contracts and agreements affecting the affairs of the special district; and

**WHEREAS**, C.R.S. §32-1-1001(i) states that the Board of a special district has the power to appoint, hire, and retain agents, employees, engineers, and attorneys; and

**WHEREAS**, the Board, under C.R.S. §32-1-1001(n), may exercise all rights and powers necessary or incidental to or implied from the specific power granted above.

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

1. The Board authorizes the Director of the Water and Wastewater Enterprise of the District, Gene Cozzolino (the "Director"), to select and execute contracts for services with consultants, engineers, accountants or attorneys on behalf of the District in order to investigate and execute the District's plans for refinancing the Recreational Bonds and the Water and Wastewater Bonds; and the issuance of new debt to finance the Wastewater Facility and Water Storage Facility; and to enter in other contracts as directed by the Board, provided that:

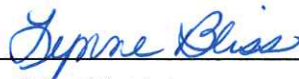
(a) Contracts for professional services must be on terms and conditions as are reasonable and proper.

(b) The Director may not enter into 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 contract, verbal or written, contrary to the terms hereof shall be void *ab initio*, and no District funds shall be expended in payment of such contract.

(c) All consultants, engineers, accountants or attorneys on behalf of the District shall serve at the will of the Board.

ADOPTED AND APPROVED this 15<sup>th</sup> day of December, 2014.

**WOODMEN HILLS METROPOLITAN DISTRICT**



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Officer of the District

ATTEST:



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Secretary for the District