

**RESOLUTION NO. 20-2012**

**A RESOLUTION APPROVING A FIRST AMENDMENT TO THE LOAN AGREEMENT WITH THE COLORADO WATER RESOURCES AND POWER DEVELOPMENT AUTHORITY; AUTHORIZING THE FORM AND EXECUTION OF THE FIRST AMENDMENT; AND PRESCRIBING OTHER DETAILS IN CONNECTION THEREWITH.**

**WHEREAS**, The Colorado City Metropolitan District, Pueblo County, Colorado (the “District”) is a quasi-municipal corporation and political subdivision of the State of Colorado (the “State”) duly organized and existing under the Constitution and laws of the State, in particular Title 32, Article 1, C.R.S. (the “Act”).

**WHEREAS**, the members of the Board of Directors of the District (the “Board”) have been duly elected, chosen and qualified; and

**WHEREAS**, the Board has heretofore determined that the interest of the District and the public interest and necessity demanded and required the upgrading of the existing wastewater treatment facility (the “Wastewater System”) to meet discharge standards and to increase capacity for anticipated community growth (the “Project”); and

**WHEREAS**, in order to finance the Project and issue , the District executed and delivered a Loan Agreement with the Colorado Water Resources and Power Development Authority dated as of May 1, 2003 (the “Loan Agreement”); and

**WHEREAS**, the District has delivered a governmental agency bond (the “Governmental Agency Bond”) to the Authority to evidence such loan; and

**WHEREAS**, the Authority has previously approved its Bond Resolution dated as of April 25, 2003 (the “Bond Resolution”) authorizing the issuance of its Water Pollution Control Revolving Fund 2003 Series A Revenue Bonds (the “Authority Bonds”) to finance the project fund from which the amounts loaned to the District have been taken; and

**WHEREAS**, pursuant to the terms of the Loan Agreement, the District pledged for the repayment of its Governmental Agency Bond the Net Revenue of the Wastewater System; and

**WHEREAS**, in order to allow the District to incur additional debt and to prepay an outstanding loan with U.S. Bank National Association, it is necessary that the definition of

“System” as described in the Loan Agreement be revised to include both the Wastewater Revenues and the Water Revenues of the District; and

**WHEREAS**, the Loan Agreement may be amended, supplemented or modified with the prior written consent of the Authority and the District; and

**WHEREAS**, it is hereby found and determined that the Loan Agreement should be amended for such purposes; and

**WHEREAS**, in order to provide for such amendment, the Authority has consented to the changes provided for herein; and

**WHEREAS**, the District desires to authorize the execution of the First Amendment and the execution of related documents in connection therewith; and

**WHEREAS**, there is on file with the District the form of First Amendment to the Loan Agreement (the “First Amendment”); and

**WHEREAS**, the Board desires to approve the form of the First Amendment and authorize the execution thereof.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COLORADO CITY METROPOLITAN DISTRICT, PUEBLO COUNTY, COLORADO:

**Section 1. Ratification.** All actions (not inconsistent with the provisions of this Resolution) heretofore taken by the Board and the officers of the District directed toward the 1st Amendment are hereby ratified, approved and confirmed.

**Section 2. Approval of First Amendment.** The First Amendment is incorporated herein by reference and are hereby approved. The District shall enter into and perform its obligations under the First Amendment in the form of such document presented at this meeting, with only such changes as are not inconsistent herewith. The Chair of the District and the Secretary of the District are hereby authorized and directed to execute the First Amendment and to affix the seal of the District thereto, and further to execute and authenticate such other documents, instruments, or certificates as are deemed necessary or desirable in connection therewith. Such documents are to be executed in substantially the form presented at this meeting of the District, provided that such documents may be completed, corrected, or revised as deemed necessary by the parties thereto in order to carry out the purposes of this Ordinance. Copies of the First Amendment shall be delivered, filed, and recorded as provided therein.

Upon execution of the First Amendment, the covenants, agreements, recitals, and representations of the District therein shall be effective with the same force and effect as if specifically set forth herein, and such covenants, agreements, recitals, and representations are hereby adopted and incorporated herein by reference.

The proper officers of the District are hereby authorized and directed to prepare and furnish to any interested person certified copies of all proceedings and records of the District and such other affidavits and certificates as may be required to show the facts relating to the matters contemplated by the First Amendment.

The execution of any instrument by the Chair and the Secretary in connection with the matters referred to herein not inconsistent herewith shall be conclusive evidence of the approval by the Authority of such instrument in accordance with the terms thereof and hereof.

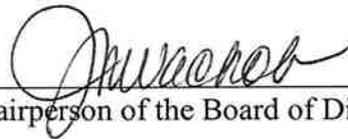
**Section 3. Repealer.** All orders, bylaws, and resolutions of the Authority, or parts thereof, inconsistent or in conflict with this Resolution, are hereby repealed to the extent only of such inconsistency or conflict.

**Section 4. Severability.** If any section, paragraph, clause, or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution, the intent being that the same are severable.

**Section 5. Disposition of Resolution.** This Resolution shall be effective immediately upon approval of the Board.

ADOPTED AND APPROVED this December 11, 2012.

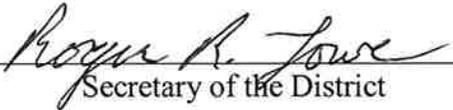
COLORADO CITY METROPOLITAN  
DISTRICT, PUEBLO COUNTY,  
COLORADO, ACTING BY AND THROUGH  
ITS WATER ENTERPRISE AND  
WASTEWATER ENTERPRISE



Chairperson of the Board of Directors

(SEAL)

Attest:



Secretary of the District

STATE OF COLORADO            )  
   )  
 COUNTY OF PUEBLO            ) SS.  
   )  
 COLORADO CITY                )  
 METROPOLITAN DISTRICT      )

I, Roger Lowe, the Secretary of the Colorado City Metropolitan District, Pueblo County, Colorado (the "District"), do hereby certify that:

1. The foregoing pages are a true, correct, and complete copy of a resolution adopted by the Board of Directors of the District (the "Board") at a regular meeting of the Board on December 11, 2012 (the "Resolution").

2. The Resolution was duly moved and seconded and was adopted at the regular meeting on December 11, 2012, by an affirmative vote of a majority of the members of the Board as follows:

Name	"Yes"	"No"	Absent	Abstain
Jacque Wachob, Chairperson	✓			
Roger Lowe, Secretary	✓			
Mary K Sanford, Treasurer	✓			
Ray Ingraham, Director	✓			
Terry Milsom, Director	✓			

3. The members of the Board were present at such regular meeting and voted on the passage of such Resolution as set forth above.

4. The Resolution was approved and authenticated by the signature of the Chairperson of the Board, sealed with the District seal, attested by the Secretary and recorded in the minutes of the Board.

5. There are no bylaws, rules or regulations of the Board which might prohibit the adoption of said Resolution.

6. Notice of the meeting of December 11, 2012, in the form attached hereto as Exhibit A was posted in at least three public places within the limits of the District, and, in addition, such notice was posted in the office of the Pueblo County Clerk and Recorder not less than seventy two hours (72) prior to the meeting in accordance with law.

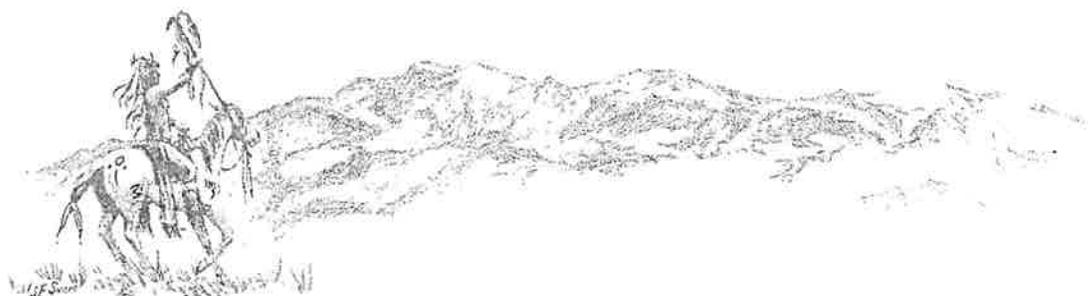
IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said  
District this December 11, 2012.

(SEAL)

  
Secretary

## EXHIBIT A

### Attach Notice of Meeting



#### COLORADO CITY METROPOLITAN DISTRICT PUBLIC NOTICE BOARD OF DIRECTORS REGULAR MEETING

A regular meeting of the Board of Directors of the Colorado City Metropolitan District will be held Tuesday, December 11, 2012 at 6:00 p.m.

1. CALL TO ORDER.
2. PLEDGE OF ALLEGIANCE.
3. QUORUM CHECK.
4. APPROVAL OF AGENDA.
5. APPROVAL OF MINUTES

Regular Meeting November 13, 2012  
Public Hearing November 27, 2012

6. BILLS PAYABLE
7. READING BY CHAIRPERSON OF THE STATEMENT OF CONDUCT AND DEMEANOR.
8. CITIZENS INPUT.
9. AGENDA ITEMS:
  - a. Discussion / Approval:  
Extension Agreement to Transfer Real Property
  - b. Discussion / Approval:  
Resolution 15-2012. A Resolution to Amend the 2012 Budget
  - c. Discussion / Approval:  
Resolution 16-2012. A Resolution to Adopt the 2013 Budget
  - d. Discussion / Approval:  
Resolution 17-2012. A Resolution to Appropriate Sums of Money
  - e. Discussion / Approval:  
Resolution 18-2012. A Resolution Amending Certain Rate and Fee Schedules
  - f. Discussion / Approval:  
Resolution 19-2012. A Resolution to Set Mill Levies
  - g. Discussion / Approval:  
Resolution 20-2012. A Resolution approving a first amendment to the Loan Agreement with the Colorado Water Resources and Power Development Authority
  - h. Discussion / Approval:  
Cancel Work Shop Meeting of December 25, 2011
10. NEW BUSINESS.
11. OLD BUSINESS.
12. CORRESPONDENCE.
13. ADJOURNMENT.

The meeting will be held at the Administration Building located at 4497 Bent Brothers Blvd., Colorado City, CO. 81019. Alternate location if so needed will be at the Recreation Center located at 5000 Cuerno Verde, Colorado City, CO. 81019. The public is invited to attend.

Posted December 7, 2012