

SUPERIOR METROPOLITAN DISTRICT NO. 1
RESOLUTION NO. SMD#1-4
SERIES 2020

A RESOLUTION OF THE BOARD OF DIRECTORS OF SUPERIOR
METROPOLITAN DISTRICT NO. 1 APPROVING A LOAN FROM THE
COLORADO WATER RESOURCES AND POWER DEVELOPMENT
AUTHORITY

WHEREAS, Superior Metropolitan District No. 1, in the Town of Superior, County of Boulder, and State of Colorado (the "District"), is a duly and regularly created, established, organized, and existing metropolitan district, existing as such under and pursuant to the Constitution and laws of the State of Colorado;

WHEREAS, the District has heretofore determined and undertaken to acquire and develop certain properties and facilities for the treatment, transmission, distribution, storage, and provision of water, and for the collection, treatment, transmission, and disposition of sewage or storm, flood, or surface drainage waters, which facilities are combined, operated, and maintained as a single utility and income-producing project (the "System");

WHEREAS, the members of the Board of Directors of the District (the "Board") have been duly appointed and elected, chosen, and qualified;

WHEREAS, the Board has heretofore determined that the interest of the District and the public interest and necessity demand and require the replacement of the existing headworks with a new headworks facility, installation of odor control systems, and construction of a new interceptor sewer, at a cost not to exceed \$[7,000,000] (excluding amounts paid from sources other than the proceeds of the Loan described herein), including design, engineering, legal, financing and administrative costs relating thereto, and any other costs incidental thereto (the "Project");

WHEREAS, the Board has made application to the Colorado Water Resources and Power Development Authority (the "CWRPDA"), a body corporate and political subdivision of the State of Colorado, for a loan to finance a portion of the cost of the Project;

WHEREAS, the Board has determined that in order to finance a portion of the cost of the Project, it is necessary and advisable and in the best interests of the District to (i) enter

into a loan agreement with CWRPDA (the "Loan Agreement"), pursuant to which CWRPDA will make a loan to the District (the "Loan") for such purposes, and (ii) issue a governmental agency bond (the "Bond," and with the Loan Agreement, the "Financing Documents") to CWRPDA to evidence the District's repayment obligations under the Loan Agreement;

WHEREAS, Article X, Section 20 of the Colorado Constitution ("TABOR") requires an election to incur any multiple fiscal year obligation unless such obligation is incurred for an enterprise;

WHEREAS, the District has previously determined that the System constitutes an enterprise under TABOR;

WHEREAS, the Bond constitutes a revenue obligation of the District payable from the gross revenue of the System after deducting operations and maintenance expenses (the "Net Revenue");

WHEREAS, the Board previously adopted a resolution on March 9, 2015 authorizing a loan agreement dated March 18, 2015 (the "2015 Loan Agreement") with UMB Bank, n.a., as lender, for a loan in the amount of \$19,850,000 (the "2015 Loan") and secured by the Net Revenue and certain sales and use tax revenues;

WHEREAS, except for the 2015 Loan, the District has not pledged nor hypothecated the Net Revenue, or any part thereof, to the payment of any bonds, loans, or for any other purpose, with the result that the Net Revenue may now be pledged lawfully and irrevocably to the payment of the Bond;

WHEREAS, the District is not delinquent in the payment of any of the principal or interest requirements under the 2015 Loan Agreement;

WHEREAS, pursuant to TABOR, the Financing Documents may be approved by the Board without an election;

WHEREAS, the Board may elect to apply the provisions of Title 11, Article 57, Part 2, C.R.S. (the "Supplemental Act") to the Financing Documents;

WHEREAS, none of the members of the Board have any potential conflicting interests in connection with the authorization of the Financing Documents, or the use of the proceeds thereof, nor are any of the members of the Board interested, directly or indirectly, in the profits of any contract or job for work or services to be performed for the District in connection with the Financing Documents;

WHEREAS, there have been presented to the Board the forms of the Financing Documents; and

WHEREAS, the Board desires to approve the forms of the Financing Documents and authorize the execution thereof.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF SUPERIOR METROPOLITAN DISTRICT NO. 1, as follows:

Section 1. Approvals, Authorizations, and Amendments.

The forms of the Financing Documents presented at this meeting are incorporated herein by reference and are hereby approved. The District shall enter into and perform its obligations under the Financing Documents in the forms of such documents, with such changes as are not inconsistent herewith and as are hereafter approved by the Chair of the Board and President of the District (the "President"). The President and the Secretary of the Board (the "Secretary"), and in their absence, the Vice President of the District and/or Assistant Secretary of the Board, are hereby authorized and directed to execute the Financing Documents and to affix the seal of the District thereto, and further to execute and authenticate such other documents or certificates as are deemed necessary or desirable in connection therewith. The Financing Documents shall be executed in substantially the forms approved at this meeting. The execution of any instrument or certificate or other document in connection with the matters referred to herein by the President and the Secretary, and in their absence, the Vice President of the District and/or Assistant Secretary of the Board, shall be conclusive evidence of the approval by the District of such instrument.

Section 2. Election to Apply Supplemental Act. Section 11-57-204 of the Supplemental Act provides that a public entity, including the District, may elect in an act of issuance to apply all or any of the provisions of the Supplemental Act. The Board hereby elects to apply all of the provisions of the Supplemental Act to the Financing Documents.

Section 3. Delegation.

(a) Pursuant to Section 11-57-205 of the Supplemental Act, the Board hereby delegates to the President, or, in his absence, the Vice President, the authority to make the following determinations relating to and contained in the Financing Documents, subject to the restrictions contained in paragraph (b) of this Section 3:

- (i) The interest rate on the Loan;
- (ii) The principal amount of the Loan;
- (iii) The amount of principal of the Loan maturing in any given year and the final maturity of the Loan;
- (iv) The dates on which the principal of and interest on the Loan are paid; and
- (v) The existence and amount of a reserve fund for the Loan, if any.

(b) The delegation in paragraph (a) of this Section 3 shall be subject to the following parameters and restrictions:

- (i) the interest rate on the Loan shall not exceed [3.5]%;
- (ii) the principal amount of the Loan shall not exceed \$[7,000,000]; and
- (iii) the final maturity of the Loan shall not be later than December 31, 20[51].

Section 4. Conclusive Recital. Pursuant to Section 11-57-210 of the Supplemental Act, each of the Financing Documents shall contain a recital that the document is issued pursuant to certain provisions of the Supplemental Act. Such recital shall be conclusive evidence of the validity and the regularity of the issuance of the each of the Financing Documents after their delivery for value.

Section 5. Pledge of Revenues. The creation, perfection, enforcement, and priority of the pledge of Net Revenue to secure or pay the Financing Documents provided herein shall be governed by Section 11-57-208 of the Supplemental Act and this Resolution. The amounts pledged to the payment of the Financing Documents shall immediately be subject to the lien of such pledge without any physical delivery, filing, or further act. The lien of such pledge shall have the priority described in the Loan Agreement. The lien of such pledge shall be valid, binding, and enforceable as against all persons having claims of any kind in tort, contract, or otherwise against the District irrespective of whether such persons have notice of such liens.

Section 6. Limitation of Actions. Pursuant to Section 11-57-212 of the Supplemental Act, no legal or equitable action brought with respect to any legislative acts or proceedings in

connection with the Financing Documents shall be commenced more than 30 days after approval of this Resolution.

Section 7. Limited Obligation; Special Obligation. The Financing Documents are payable solely from the Net Revenue, and the Financing Documents do not constitute a debt within the meaning of any constitutional or statutory limitation or provision.

Section 8. No Recourse against Officers and Agents. Pursuant to Section 11-57-209 of the Supplemental Act, if a member of the Board, or any officer or agent of the District acts in good faith, no civil recourse shall be available against such member, officer, or agent for payment of the principal of or interest on the Bond or the fulfillment by the District of its obligations under the Loan Agreement. Such recourse shall not be available either directly or indirectly through the Board or the District, or otherwise, whether by virtue of any constitutional provision, statute, rule of law, enforcement of penalty, or otherwise. By the acceptance of the Financing Documents and as a part of the consideration of the sale or purchase of the Bond, CWRPDA specifically waives any such recourse.

Section 9. Disposition and Investment of Loan Proceeds. The proceeds of the Loan shall be applied only to pay the costs and expenses of acquiring, constructing, and equipping the Project, including costs related thereto and reimbursement to the District for capital expenditures heretofore incurred and paid from District funds in anticipation of the incurrence of long-term financing therefor, and all other costs and expenses incident thereto, including, without limitation, the costs of obtaining the Loan. Neither CWRPDA nor any subsequent owner(s) of the Bond shall be responsible for the application or disposal by the District or any of its officers of the funds derived from the Loan. In the event that all of the proceeds of the Loan are not required to pay such costs and expenses, any remaining amount shall be used for the purpose of paying the principal amount of the Loan and the interest thereon.

Section 10. District Representative. Pursuant to Exhibit B of the Loan Agreement, the President and the Vice President are hereby designated as the Authorized Officers (as defined in the Loan Agreement) for the purpose of performing any act or executing any document relating to the Loan, the District, or the Loan Agreement. A copy of this Resolution shall be furnished to CWRPDA as evidence of such designation.

Section 11. Direction to Take Authorizing Action. The appropriate officers of the District, the members of the Board, and officers and agents of the District are hereby authorized and directed to take all other actions necessary or appropriate to effectuate the provisions of this Resolution, including but not limited to providing such certificates and affidavits as may reasonably be required by CWRPDA.

Section 12. Ratification and Approval of Prior Actions. All actions heretofore taken by the officers and agents of the District and members of the Board not inconsistent with the provisions of this Resolution, relating to the Financing Documents, or actions to be taken in respect thereof, are hereby authorized, ratified, approved, and confirmed.

Section 13. Repealer. All acts, orders, or resolutions, or parts thereof, in conflict herewith are hereby repealed to the extent of such conflict.

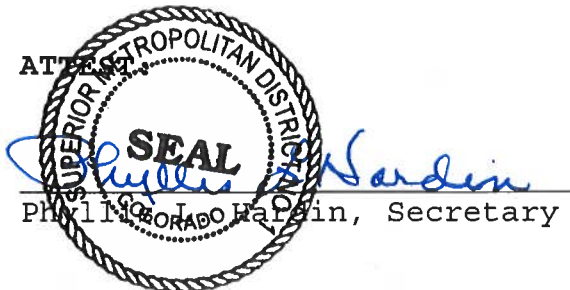
Section 14. Severability. Should any one or more sections or provisions of this Resolution be judicially determined invalid or unenforceable, such determination shall not affect, impair, or invalidate the remaining provisions hereof, the intention being that the various provisions hereof are severable.

Section 15. Resolution Irrepealable. After the Bond is issued, this Resolution shall be and remain irrepealable until the Bond and the interest thereon shall have been fully paid, satisfied, and discharged.

ADOPTED this 9th day of March, 2020.

Clint Folsom

Clint Folsom, President



STATE OF COLORADO)
)
 COUNTY OF BOULDER) SS.
)
 SUPERIOR METROPOLITAN)
 DISTRICT NO. 1)

I, Phyllis L. Hardin, the Secretary of the Board of Directors (the "Secretary") of Superior Metropolitan District No. 1, County of Boulder, State of Colorado (the "District"), do hereby certify:

(a) The foregoing pages are a true and correct copy of a resolution (the "Resolution") passed and adopted by the Board of Directors (the "Board") of the District at a [regular] meeting held on March 9, 2020.

(b) The Resolution was duly moved and seconded and the Resolution was adopted at the [regular] meeting of March 9, 2020, by an affirmative vote of a majority of the members of the Board, as follows:

Name	"Yes"	"No"	Absent	Abstain
Clint Folsom, President			x	
Mark Lacis, Vice President	X			
Sandie Hammerly, Director	X			
Ken Lish, Director	X			
Kevin Ryan, Director	X			
Neal S. Shah, Director	X			
Laura Skladzinski, Director	X			

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

(d) The Resolution was approved and authenticated by the signature of the Chair of the Board and President of the District, sealed with the District seal, attested by the Secretary, and recorded in the minutes of the Board.

(e) There are no bylaws, rules, or regulations of the Board that might prohibit the adoption of the Resolution.

(f) Notice of the [regular] meeting of March 9, 2020, in the form attached hereto as Exhibit A was posted at least 24 hours prior to the meeting in accordance with C.R.S. §§ 24-6-402 and 32-1-903.

WITNESS my hand and the seal of said District affixed this
9th day of March, 2020.


Secretary



EXHIBIT A

(Attach Notice of Meeting)



REVISED

**TOWN OF SUPERIOR BOARD OF TRUSTEES
SUPERIOR METROPOLITAN DISTRICT NO. 1
BOARD OF DIRECTORS
SUPERIOR MCCASLIN INTERCHANGE METROPOLITAN DISTRICT
BOARD OF DIRECTORS
REGULAR MEETING (6:00)
MARCH 9, 2020
BOARD CHAMBERS, TOWN HALL**

1. Call to Order Regular Meeting of the Town of Superior Board of Trustees, the Superior Metropolitan District No. 1 Board of Directors and the Superior McCaslin Interchange Metropolitan District Board of Directors (6:00)
2. Preliminary Matters (6:00)
 - a. Pledge of Allegiance
 - b. Roll Call
 - c. Approval of Agenda
 - d. Public comment on Consent Agenda, Presentations and Non-Agenda Items (limit 5 min./person) (6:05)
 - e. Presentations (none)
 - f. Advisory Committee Reports (none)
3. Consent Agenda (6:15)
 - a. Approval of the Board of Trustees meeting minutes
 - b. Meeting notes of the Advisory Committees and Planning Commission minutes
 - i. Advisory Committee for Environmental Sustainability
 - ii. Open Space Advisory Committee
 - iii. Parks, Recreation, Trails and Open Space Advisory Committee
 - iv. Draft Planning Commission minutes
 - c. Proclamation for 2020 Census
 - d. Adoption of a Resolution for Superior Metropolitan District No. 1 canceling the May 5, 2020 election
 - All special districts are required to hold elections in even numbered years but the election may be canceled if the only matter before the electors is the election of persons to office and if there are not more candidates than offices to be filled at the election. Because the

officers for the District are the same as the Board of Trustees, no other candidates can hold office.

- e. Adoption of a Resolution for Superior/McCaslin Interchange Metropolitan District canceling the May 5, 2020 election
 - All special districts are required to hold elections in even numbered years but the election may be canceled if the only matter before the electors is the election of persons to office and if there are not more candidates than offices to be filled at the election. Because the officers for the District are the same as the Board of Trustees, no other candidates can hold office.
 - f. Adoption of a Resolution Approving a Loan Agreement for the Wastewater Treatment Plant for Superior Metropolitan District No. 1
 - Consideration of a Loan Agreement which identifies the maximum interest rate (3.5%), principal amount (\$7,000,000) and term (31 years). The approval is needed to create loan marketing documents and begin discussions with potential purchasers of this debt.
 - g. Approval of the Superior Chamber of Commerce Contribution
 - Consideration of an increased 2020 contribution amount of \$40,000 from the Town to the Superior Chamber of Commerce.
4. Advisory Committee Work Plan – Cultural Arts and Public Spaces (6:20)
 - Consideration of proposed annual Work Plan from the Town’s Advisory Committee
 5. Adoption of a Resolution approving a Contract with Goodland Construction Inc. for Phase I of the 88th Street Improvement Project (6:35)
 - Phase I will consist of installation of potable water line, reuse water line, sanitary sewer and storm sewer replacements and connections along with construction of curb & gutter along the east side of the roadway.
 6. Adoption of a Resolution approving the final design for the 1500 Coalton Building (7:00)
 - Consideration of the final design prepared by OZ Architecture for the 1500 Coalton Building
 7. Executive Session to hold a conference with the Town’s special counsel to receive legal advice on specific legal questions, pursuant to C.R.S. §24-6-402(4)(b), regarding oil & gas issues (8:30)
 8. Adoption of an Ordinance amending Section 16-6-120 and Article 16-34 of the Superior Municipal Code, and Adding a New Article 16-37 to the Superior Municipal Code, Entitled “Oil and Gas Development” (9:40)
 - Consideration of an Ordinance which would enhance local jurisdictions’ ability to protect public health, safety, and welfare and the environment by clarifying, reinforcing, and establishing local regulatory authority over the surface impacts of oil and gas development.
 9. Reports, Issues & Questions (10:40)
 10. Adjournment (11:00)