

RESOLUTION #2022-08

CHEROKEE METROPOLITAN DISTRICT

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE CHEROKEE METROPOLITAN DISTRICT TO APPROVE THE TRANSFER OF CHEROKEE WATER, LLC MEMBER INTEREST OF POWERS & GALLEY WATER LLC

WHEREAS, Cherokee Water, LLC (“CW LLC”) is a limited liability company formed in 2006 under the laws of the State of Colorado; and

WHEREAS, CW LLC is managed and governed pursuant to an Operating Agreement originally executed by its Members and representatives of the Cherokee Metropolitan District (“the District”) on December 4, 2006 and recorded on December 15, 2006 at Reception #206182330 in the real property records of El Paso County, Colorado, and as amended by the First Amended Operating Agreement of Cherokee Water LLC executed on February 9, 2022 (the 2006 Operating Agreement and the First Amended Operating Agreement shall collectively be referred to as the “CW LLC Operating Agreement”); and

WHEREAS, pursuant to the CW LLC Operating Agreement and Resolution 22-02 of CW LLC, the Members of CW LLC approved the transfer of the Member interest in CW LLC from Powers and Galley Water LLC, first to PB & Sons Partnership, and subsequently to Ellicott Utilities Company, LLC (“EUC”); and

WHEREAS, pursuant to the CW LLC Operating Agreement, a Member interest in CW LLC may be transferred to a third party if the District approves of the specific property proposed to be serviced with the interest transferred to an Assignee, and if the District has entered into a water service agreement with the Assignee; and

WHEREAS, on August 17, 2021, the District entered into a Water Service Agreement with EUC (“CMD-EUC Agreement”), pursuant to which agreement the District agreed to provide water service to EUC in the amount of up to 54.03 acre-feet per year, which amount is based on EUC’s ownership interest in Powers & Galley Water LLC and the corresponding Member interest of Powers & Galley Water LLC as a Member of CW LLC; and

WHEREAS, the CMD-EUC Agreement provides that the District will provide water service to EUC at the property described therein, rather than the Serviced Property for the Powers & Galley Water LLC Serviced Property described in Exhibit D of the CW LLC Operating Agreement; and

WHEREAS, the District desires to provide all approvals required of the District for transfer of the Member interest in CW LLC from Powers & Galley Water LLC, first to PB & Sons Partnership, and subsequently to EUC.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE

CHEROKEE METROPOLITAN DISTRICT OF EL PASO COUNTY, COLORADO, AS FOLLOWS:

1. The transfer of the CW LLC Member interest of Powers & Galley Water LLC first to PB & Sons Partnership, and subsequently from PB & Sons Partnership to EUC, is hereby approved. The District specifically approves the serviced property to be serviced with the Member interest of Assignee EUC, subject to the terms and conditions of the August 17, 2021 CMD-EUC Agreement.
2. Pursuant to CW LLC Resolution 22-02, the District recognizes that CW LLC has substituted EUC as the Member entitled to the CW LLC Member interest formerly allocated to Powers & Galley Water LLC.

ADOPTED AND APPROVED this 15th day of February 2022.

CHEROKEE METROPOLITAN DISTRICT

By: 

Steve Hasbrouek, President

ATTEST:


Dennis Daniels, Secretary

(SEAL)