

**ASSIGNMENT OF INTERGOVERNMENTAL AGREEMENT
(Woodmen Hills Metropolitan District and 4-Way Ranch
Metropolitan District Nos. 1 and 2)**

This Assignment of Intergovernmental Agreement ("Assignment") is made and entered into this 28 day of February, 2018 by and between **Woodmen Hills Metropolitan District** ("Woodmen Hills District") and **4-Way Ranch Metropolitan District No. 1** ("4-Way District No. 1") and **4-Way Ranch Metropolitan District No. 2** ("4-Way District No. 2"), all of which are quasi-municipal corporations and political subdivisions of the State of Colorado (collectively referred to herein as the "Districts").

RECITALS

A. Woodmen Hills District and 4-Way District No. 1 entered into an Intergovernmental Agreement dated October 1, 2007, as amended on March 12, 2008 ("IGA"), concerning the provision of certain water operations, administrative and management services by Woodmen Hills District for 4-Way District ("O&M Services"); and

B. The owner of a majority of property within 4-Way District No. 1, approximately 322 acres (the "Property"), has petitioned to exclude the Property from 4-Way District No. 1 and include such Property into 4-Way District No. 2, creating a modification of the legal and service area boundaries of both 4-Way District No. 1 and 4-Way District No. 2; and

C. 4-Way District No. 1 and 4-Way District No. 2 have determined that their combined water infrastructure should be owned by 4-Way District No. 2 in order to achieve the efficiencies contemplated in § 29-1-201, *et seq.*, C.R.S. and that 4-Way District No. 1's rights and obligations under the IGA should be assigned to 4-Way District No. 2; and

D. The Districts acknowledge that after the inclusion and exclusion of the Property, Woodmen Hills District will remain in the best position to provide water services to the Property; and

E. 4-Way District No. 1 desires to assign and delegate the rights and obligations of the IGA to 4-Way District No. 2, subject to the consent of Woodmen Hills District; and

F. 4-Way District No. 2 desires to accept the assignment and delegation of rights and obligations of the IGA from 4-Way District No. 1, subject to the consent of Woodmen Hills District; and

G. The Districts agree that it is in the best interest of the property owners, customers and constituents of the Districts to enter into this Assignment.

NOW THEREFORE, IN CONSIDERATION of the above recitals, the mutual covenants, considerations and promises contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Districts agree as follows:

1. Assignment and Acceptance of Rights under IGA. 4-Way District No. 1 hereby assigns all its rights, title, warranties and interests in and to the IGA, and 4-Way District No. 2 hereby accepts such assignment from 4-Way District No. 1.

2. Delegation and Assumption of Obligations of IGA. 4-Way District No. 1 hereby delegates all its duties and obligations in and to the IGA to 4-Way District No. 2, and 4-Way District No. 2 hereby assumes those duties and obligations from 4-Way District No. 1.

3. Consent by Woodmen Hills. Woodmen Hills District hereby consents to the assignment and acceptance of rights, and the delegation and assumption of obligations, between 4-Way District No. 1 and 4-Way District No. 2 as provided herein.

4. Amendment of Designated Representatives. Paragraph 7 of the IGA is hereby amended only insofar as the designated representative for each District shall now be each District's Board President.

5. Amendment regarding Notices. Paragraph 11 of the IGA is hereby amended only insofar as to update the person to whom notices shall be delivered for each District as follows:

4-Way Ranch Metropolitan District No. 1
Peter Martz, Board President
P.O. Box 50223
Colorado Springs, CO 80949

4-Way Ranch Metropolitan District No. 2
Peter Martz, Board President
P.O. Box 50223
Colorado Springs, CO 80949

with a copy to:
Barbara T. Vander Wall, Esq.
Seter & Vander Wall, P.C.
7400 E. Orchard Road, Suite 3300
Greenwood Village, CO 80111
Email: bvanderwall@svwpc.com

with a copy to:
Barbara T. Vander Wall, Esq.
Seter & Vander Wall, P.C.
7400 E. Orchard Road, Suite 3300
Greenwood Village, CO 80111
Email: bvanderwall@svwpc.com


Woodmen Hills Metropolitan District
Attn: _____

6. Effective Date. The Districts agree that the effective date of this Assignment shall be the date of recording of the certified copy of District Court Order authorizing the exclusion of the Property from 4-Way District No. 1 and the inclusion of the Property into 4-Way District No. 2, whichever occurs later.

7. Counterpart Execution. This Assignment of IGA may be executed in counterparts, each of which shall be original, and all of which together shall constitute one and the same instrument.

**[Signature Page for Assignment of Intergovernmental Agreement for Water Services
between Woodmen Hills Metropolitan District, 4-Way Ranch Metropolitan District No. 1,
and 4-Way Ranch Metropolitan District No. 2 dated February 28, 2018**


**4-WAY RANCH METROPOLITAN
DISTRICT NO. 1**

By: 
President

Attest:

By: 
Secretary/Assistant Secretary

**4-WAY RANCH METROPOLITAN
DISTRICT NO. 2**

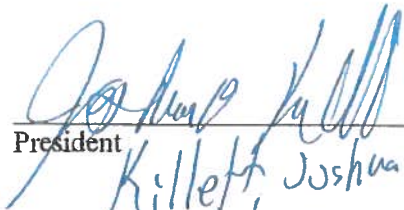
By: 
President

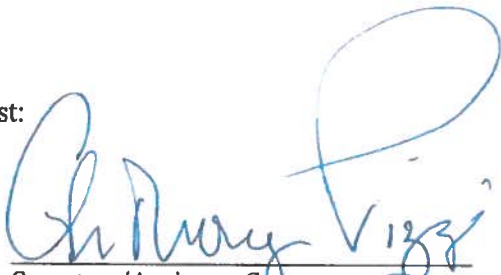
Attest:

By: 
Secretary/Assistant Secretary

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and 4-Way Ranch Metropolitan District No. 2 dated February 28, 2018

WOODMEN HILLS METROPOLITAN
DISTRICT

By: 
President
Killeff, Joshua D.

Attest:
By: 
Secretary/Assistant Secretary
ANTHONY PIZZI