

RESOLUTION NO. 2275-08 WWD

**A RESOLUTION OF THE TOWN COUNCIL OF THE TOWN OF WINDSOR
ACTING AS THE BOARD OF DIRECTORS OF THE WINDSOR WATER DISTRICT
AUTHORIZING THE DISTRICT MANAGER TO EXECUTE A LEASE AGREEMENT
WITH WWST-WINDSOR, LLC, SUBSTANTIALLY SIMILAR TO THAT ON FILE WITH
THE DISTRICT SECRETARY'S OFFICE TO IMPLEMENT A POWER PURCHASE
AGREEMENT AT THE TOWN OF WINDSOR WATER RECLAMATION PLANT**

WHEREAS, the Windsor Water District ("District") is, and is being operated as, a subsidiary district of the Town of Windsor ("Town"), providing water and water reclamation services throughout the District, including within the Town and also to certain customers outside the boundaries of the District and/or the Town; and

WHEREAS, On January 16, 2008, the Town Council of the Town of Windsor adopted Resolution 2218-08, selecting the Power Purchase Agreement (PPA) procurement approach for the Town's Water Reclamation Plant Site Solar Power Project; and

WHEREAS, proposals to enter into a PPA with the Town were solicited from 18 PPA providers and 6 proposals were received; and

WHEREAS, after review of the proposals received and follow-up interviews of the top three proposers, the proposal of WWST-Windsor, LLC was determined to be the most advantageous to the Town and District; and

WHEREAS, negotiations of the draft PPA and Lease Agreement with WWST-Windsor, LLC on file with the Town Clerk's office have been substantially completed and the draft PPA and supporting Lease Agreement on file with the Town Clerk's office have been recommended to the Town Council for approval, subject to such minor modifications as the Town Manager may determine to be in the interests of the Town prior to execution; and

WHEREAS, the District is owner of certain lands at the Town's Water Reclamation Plant, the lease of which to WWST-Windsor, LLC is an essential element of the PPA; and

WHEREAS, negotiations of the draft Lease Agreement with WWST-Windsor, LLC on file with the District Secretary's office have been substantially completed and said draft Lease Agreement is recommended to the District Board of Directors for approval, subject to such minor modifications as the District Manager may determine to be in the interests of the District prior to execution; and

WHEREAS, the Solar Power Project will meet multiple Town and District objectives including improved energy security, stabilized energy costs, and reduced greenhouse gas emissions; and

WHEREAS, the Solar Power Project and associated Lease are accordingly found to be necessary, advisable, or for the best interests of the District;

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Windsor Water District approves a Lease Agreement with WWST-Windsor, LLC for the construction, operation, and maintenance of a Solar Power System at the Town's Water Reclamation Plant Site for a period of 25 years, and authorizes the District Manager to finalize and execute a Lease Agreement substantially similar to the draft agreement on file with the District Secretary's office for a 663 kWAC Solar Power System (Option 3).

PASSED, APPROVED AND ADOPTED this 7th day of May 2008, by the following vote:

AYES: MEMBERS ALLEN, GOBLE, PARKER AND CHAIR FUDGE
NOES: NONE
ABSTAIN: NONE
ABSENT: MEMBER SALMON



DEBORA FUDGE, CHAIR

ATTEST:



MARIA DE LA O, DISTRICT SECRETARY