FIRST AMENDMENT TO CHATFIELD RESERVOIR MANAGEMENT AGREEMENT

THIS FIRST AMENDMENT TO CHATFIELD RESERVOIR MANAGEMENT AGREEMENT (this "Amendment") is entered into this 29__day of June__2019, (the "Effective Date") by and between Chatfield Reservoir Mitigation Company, Inc. a Colorado nonprofit corporation ("CRMC"), the State of Colorado by and through the Department of Natural Resources (CDNR") for the use and benefit of Colorado Parks and Wildlife ("CPW") and the Colorado Water Conservation Board ("CWCB" and with CPW, the "State"), the City and County of Denver, acting by and through its Board of Water Commissioners, a municipal corporation of the state of Colorado ("Denver"), Centennial Water and Sanitation District ("Centennial"), Castle Pines Metropolitan District, Castle Pines North Metropolitan District, Center of Colorado Water Conservancy District, Central Colorado Water Conservancy District, and the Town of Castle Rock. The entities listed in this paragraph may be referred to individually herein as a "Party" and collectively herein as the "Parties." All capitalized terms not otherwise defined in this Amendment shall have the meanings ascribed to them in the Agreement.

RECITALS

A. CDNR, CPW, CWCB, Denver, Centennial Water and Sanitation District, Castle Pines Metropolitan District, Castle Pines North Metropolitan District, Center of Colorado Water Conservancy District, Central Colorado Water Conservancy District, and the Town of Castle Rock (collectively, the "Original Parties") are parties to that certain Chatfield Reservoir Management Agreement with an effective date of October 15, 2015 (the "Agreement"), providing for management and operational terms and conditions for utilization of portions of the storage capacity within the Chatfield Reservoir and Dam.

B. The Original Parties wish to amend the Agreement to add CRMC as a Party to the Agreement, and to otherwise amend the portions of the Agreement associated with the New Chatfield Weather Station as set forth below.

AGREEMENT

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree as follows:

1. CRMC Added as a Party. CRMC, a Colorado nonprofit corporation, formed by the Reallocation Pool Participants for purposes of facilitating the environmental mitigation and recreational modifications required pursuant to the Chatfield Storage Reallocation Project, is hereby added as a Party to the Agreement for the purpose of facilitating the construction, operation, maintenance and repair of the New Chatfield Weather Station.

2. Section 6.2. Section 6.2 of the Agreement is hereby amended to delete the following phrase from the first sentence therein "at the Marcy Gulch Treatment Plant" and replace it with the following phrase "on land owned by Centennial at South Platte Reservoir."

3. Section 6.11. The portion of Section 6.11 of the Agreement after the second sentence is hereby deleted in its entirety and replaced with the following:
CRMC shall contract for the construction of the New Chatfield Weather Station. CRMC shall also provide for the operation, maintenance and repair of the New Chatfield Weather Station annually and on an as needed basis. CRMC shall invoice the Reallocation Pool Participants and Denver for all costs associated with the construction, operation, maintenance and repair of the New Chatfield Weather Station. The Reallocation Pool Participants and Denver shall pay all invoices for such construction, operation, maintenance and repair within 45 days of receipt of any such invoices. To the extent CRMC dissolves in the future, Centennial shall take over the obligations of CRMC under this Section 6.11. Centennial, as the owner of the site for the New Chatfield Weather Station, shall provide a license to CRMC and any contractor(s) hired by CRMC for purposes of construction, operation, maintenance and repair of the New Chatfield Weather Station.

4. No Other Amendments. Other than as expressly amended herein, all terms of the Agreement remain in full force and effect.

5. Counterparts. This First Amendment may be executed in counterparts, each signed by one of the Parties, in which case all such counterparts shall constitute one and the same instrument. An executed facsimile or e-mailed copy of this Amendment shall be deemed an original and binding upon the Parties.

6. Conflicts: Defined Terms. To the extent there is a conflict between the provisions of this Amendment and the Agreement, this Amendment shall control.

[Remainder of this page intentionally left blank. Signature pages follow.]
SIGNATURE PAGE FOR
FIRST AMENDMENT TO CHATFIELD RESERVOIR MANAGEMENT AGREEMENT

The Parties have executed this Amendment to be effective as of the Effective Date.

CHATFIELD RESERVOIR MITIGATION COMPANY, INC., a Colorado nonprofit corporation

[Signature]
Name: Rony Ray
Title: President

[Signature]
Name: Scott Roush
Title: Vice President

[Signatures continue on following page.]
SIGNATURE PAGE FOR FIRST AMENDMENT TO CHATFIELD RESERVOIR MANAGEMENT AGREEMENT

APPROVED:
By: [Signature]
Chief External Affairs Officer

CITY AND COUNTY OF DENVER, acting by and through ITS BOARD OF WATER COMMISSIONERS

By: [Signature]
CEO/Manager

Date: 6/25/2019

APPROVED AS TO FORM:
By: [Signature]
Office of General Counsel

REGISTERED AND COUNTERSIGNED:
CITY AND COUNTY OF DENVER

By: [Signature]
Timothy M. O'Brien, CPA
Auditor

STATE OF COLORADO
JARED POLIS, GOVERNOR

COLORADO PARKS AND WILDLIFE

By: __________________________
Director

Executive Director, Department of Natural Resources

COLORADO WATER CONSERVATION BOARD

By: __________________________
Director

[Signatures continue on following page.]
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CITY AND COUNTY OF DENVER, acting by and through ITS BOARD OF WATER COMMISSIONERS

By: _____________________________
CEO/Manager

Date: _____________________________

APPROVED AS TO FORM:

By: _____________________________
Office of General Counsel

REGISTERED AND COUNTERSIGNED:
CITY AND COUNTY OF DENVER

By: _____________________________
Timothy M. O’Brien, CPA
Auditor

STATE OF COLORADO
JARED POLIS, GOVERNOR

Executive Director, Department of Natural Resources

COLORADO PARKS AND WILDLIFE

By: _____________________________
Director

COLORADO WATER CONSERVATION BOARD

By: _____________________________
Director

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By: ________________________________
    Chief External Affairs Officer

CITY AND COUNTY OF DENVER,
acting by and through ITS BOARD OF
WATER COMMISSIONERS
By: ________________________________
    CEO/Manager

Date: ______________________________

APPROVED AS TO FORM:
By: ________________________________
    Office of General Counsel

REGISTERED AND COUNTERSIGNED:
CITY AND COUNTY OF DENVER
By: ________________________________
    Timothy M. O’Brien, CPA
    Auditor

STATE OF COLORADO
JARED POLIS, GOVERNOR

COLORADO PARKS AND WILDLIFE
By: ________________________________
    Director

EXECUTIVE DIRECTOR, DEPARTMENT OF NATURAL
RESOURCES

COLORADO WATER CONSERVATION
BOARD
By: ________________________________
    Director

[Signatures continue on following page.]
SIGNATURE PAGE FOR
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CENTENNIAL WATER AND SANITATION DISTRICT

By: __________________________
Name: _________________________
Title: __________________________

THE CENTRAL COLORADO WATER CONSERVANCY DISTRICT

By: __________________________
Name: _________________________
Title: __________________________

TOWN OF CASTLE ROCK

By: __________________________
Name: _________________________
Title: __________________________

CASTLE PINES METROPOLITAN DISTRICT

By: __________________________
Name: _________________________
Title: __________________________

CASTLE PINES NORTH METROPOLITAN DISTRICT

By: __________________________
Name: _________________________
Title: __________________________

CENTER OF COLORADO WATER CONSERVANCY DISTRICT

By: __________________________
Name: _________________________
Title: __________________________

ATTEST:

By: __________________________
Name: _________________________
Title: __________________________
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[End of Signatures.]
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Title: __________________________

CENTER OF COLORADO WATER CONSERVANCY DISTRICT
By: __________________________
Name: _________________________
Title: __________________________

Approved as to Form:

Kim J. Seter, Attorney for Castle Pines North Metropolitan District

[End of Signatures]
SIGNATURE PAGE FOR
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CENTENNIAL WATER AND SANITATION DISTRICT

By: __________________________
Name: __________________________
Title: __________________________

THE CENTRAL COLORADO WATER CONSERVANCY DISTRICT

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Title: __________________________

CASTLE PINES METROPOLITAN DISTRICT

By: __________________________
Name: __________________________
Title: __________________________

CASTLE PINES NORTH METROPOLITAN DISTRICT

By: __________________________
Name: __________________________
Title: __________________________

CENTER OF COLORADO WATER CONSERVANCY DISTRICT

By: __________________________
Name: Dan Drucker
Title: Operations Manager

[End of Signatures.]