

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



Name: Randy Roy
Title: PRESIDENT

Name: Scott Foush
Title: Vice President

[Signatures continue on following page.]

**SIGNATURE PAGE FOR FIRST AMENDMENT TO CHATFIELD RESERVOIR
MANAGEMENT AGREEMENT**

APPROVED:

By: DocuSigned by: M. H. Chief External Affairs Officer

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

By: DocuSigned by: [Signature] CEO/Manager

Date: 6/25/2019

APPROVED AS TO FORM:

By: DocuSigned by: Casey Funk Office of General Counsel

**REGISTERED AND COUNTERSIGNED:
CITY AND COUNTY OF DENVER**

By: DocuSigned by: [Signature] Timothy W. O'Brien, CPA Auditor

OS
JG

STATE OF COLORADO
JARED POLIS, GOVERNOR

COLORADO PARKS AND WILDLIFE

Executive Director, Department of Natural
Resources

By: _____
Director

COLORADO WATER CONSERVATION
BOARD

By: _____
Director

[Signatures continue on following page.]

**SIGNATURE PAGE FOR FIRST AMENDMENT TO CHATFIELD RESERVOIR
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APPROVED:

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



Executive Director, Department of Natural
Resources

COLORADO PARKS AND WILDLIFE

By: _____
Director

**COLORADO WATER CONSERVATION
BOARD**

By: Rebecca Mitchell
Director

[Signatures continue on following page.]

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APPROVED:

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

Executive Director, Department of Natural
Resources

Mah Leslie
By: for Dan Prenzlow
Director

**COLORADO WATER CONSERVATION
BOARD**

By: _____
Director

[Signatures continue on following page.]

SIGNATURE PAGE FOR
FIRST AMENDMENT TO CHATFIELD RESERVOIR MANAGEMENT AGREEMENT

CENTENNIAL WATER AND
SANITATION DISTRICT

By: *[Signature]*
Name: *John M Kaufman*
Title: *General Manager*

THE CENTRAL COLORADO WATER
CONSERVANCY DISTRICT

By: _____
Name: _____
Title: _____

ATTEST:

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: _____

[End of Signatures.]

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CENTENNIAL WATER AND
SANITATION DISTRICT

By: _____
Name: _____
Title: _____

THE CENTRAL COLORADO WATER
CONSERVANCY DISTRICT

By: Randall C. Knutson
Name: RANDALL C. KNUTSON
Title: PRESIDENT

ATTEST:

By: RPR
Name: RANDI RAY
Title: SECRETARY

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

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Name: _____
Title: _____

[End of Signatures.]

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CENTENNIAL WATER AND
SANITATION DISTRICT

By: _____
Name: _____
Title: _____


THE CENTRAL COLORADO WATER
CONSERVANCY DISTRICT

By: _____
Name: _____
Title: _____

ATTEST:

By: _____
Name: _____
Title: _____

TOWN OF CASTLE ROCK

By: 
Name: Mark Marlove
Title: Director CRW

CASTLE PINES METROPOLITAN
DISTRICT

By: _____
Name: _____
Title: _____

CASTLE PINES NORTH
METROPOLITAN DISTRICT

By: _____
Name: _____
Title: _____

CENTER OF COLORADO WATER
CONSERVANCY DISTRICT

By: _____
Name: _____
Title: _____

[End of Signatures.]

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SANITATION DISTRICT

By: _____
Name: _____
Title: _____

THE CENTRAL COLORADO WATER
CONSERVANCY DISTRICT

By: _____
Name: _____
Title: _____

ATTEST:

By: _____
Name: _____
Title: _____

TOWN OF CASTLE ROCK

By: _____
Name: _____
Title: _____

CASTLE PINES METROPOLITAN
DISTRICT

By: _____
Name: Jeff Cantel
Title: District Manager

CASTLE PINES NORTH
METROPOLITAN DISTRICT

By: _____
Name: _____
Title: _____

CENTER OF COLORADO WATER
CONSERVANCY DISTRICT

By: _____
Name: _____
Title: _____

[End of Signatures.]

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**CENTENNIAL WATER AND
SANITATION DISTRICT**

By: _____
Name: _____
Title: _____

**THE CENTRAL COLORADO WATER
CONSERVANCY DISTRICT**

By: _____
Name: _____
Title: _____

ATTEST:

By: _____
Name: _____
Title: _____

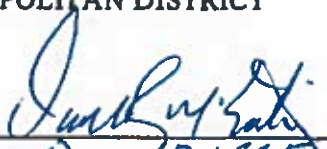
TOWN OF CASTLE ROCK

By: _____
Name: _____
Title: _____

**CASTLE PINES METROPOLITAN
DISTRICT**

By: _____
Name: _____
Title: _____

**CASTLE PINES NORTH
METROPOLITAN DISTRICT**

By: 
Name: David R. McFarland
Title: Pres.

**CENTER OF COLORADO WATER
CONSERVANCY DISTRICT**

By: _____
Name: _____
Title: _____

Approved as to Form:


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

[End of Signatures.]

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**CENTENNIAL WATER AND
SANITATION DISTRICT**

By: _____
Name: _____
Title: _____

**THE CENTRAL COLORADO WATER
CONSERVANCY DISTRICT**

By: _____
Name: _____
Title: _____

ATTEST:

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: Dan Drucker
Name: DAN DRUCKER
Title: OPERATIONS MANAGER

[End of Signatures.]