

CWCB FEASIBILITY STUDY FOR THE LUPTON BOTTOM SOUTH PLATTE DIVERSION STABILIZATION & REPAIR

PREPARED FOR:

Lupton Bottom Ditch Company
11016 WCR 23
Ft. Lupton, CO 80621

Colorado Water Conservation Board
1313 Sherman Street, Room 718
Denver, CO 80203

PREPARED BY:

Civil Resources, LLC
323 5th Street
P.O. Box 680
Frederick, CO 80530
303.833.1416

FEASIBILITY STUDY APPROVAL
Pursuant to Colorado Revised Statutes 37-60-121 & 122, and
in accordance with policies adopted by the Board, the
CWCB staff has determined this Feasibility Study meets all
applicable requirements for approval.

Signed

Paul L. Fitting

1/8/2018
Date

DATE PREPARED: NOVEMBER 2017



CIVIL RESOURCES, LLC
ENGINEERS & PLANNERS

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1.0 INTRODUCTION

Civil Resources is submitting this letter on behalf of the Lupton Bottom Ditch Company in the required format for CWCB Feasibility Studies supporting loan requests. The proposed project is primarily located in the northwest quarter of the southwest quarter of Section 19, Township 1 North, Range 66 West of the 6th Prime Meridian in Weld County, Colorado as shown on Figure 1. The Site is located on property owned by the City of Aurora and Martin Marietta, Inc. and temporary construction controls could extend onto the Neely-Steiber property located in the northeast quarter of the southeast quarter of Section 24, Township 1 North, Range 67 West. The existing check dam was built in 1949 and the gates were replaced in 2001. The damage and undermining of the structure began when the high river flows overtopped the rock dam (south) side of the check and scoured a large hole on its downstream side and subsequently extended that scour into the structure. The structure was initially damaged during the September 2013 flooding and further damaged in subsequent high river flows. The proposed repair work will be completed in a two stage process due to the requirement for construction to occur during low flow conditions within the river (i.e. typically lower flows in the fall & winter months) and the need for the Lupton Bottom Ditch to be operational by April 1, 2018 to deliver irrigation flow to its shareholders.

Purpose: The purpose of the proposed project is to provide permanent stabilization of an existing river diversion structure that allows the real property owners to divert their adjudicated water rights for continued beneficial use.

Project Sponsor: The Lupton Bottom Ditch Company (the Ditch Company) is a mutual ditch company that delivers water to its shareholders for beneficial use. The members include farmers, special districts and municipalities with approximately 67.1 percent remaining in agricultural application. A shareholder list is included in Appendix A. The ditch has historically provided irrigation water to lands west of the South Platte River approximately as approximately shown on Figure 1. Certificate(s) of Incorporation and associated Bylaws are included in Appendix B.

Water Demands: The composition of the project sponsor indicates that the water rights are currently applied to crops for irrigation, used to provide a reliable drinking water supply to the public by municipalities, and used within State of Colorado approved augmentation plans to offset depletions created by industrial users. Approximately 67.1 percent of the ditch shares are still applied to agriculture. The approximate area under the ditch is shown on Figure 2. The total average diversion is 19,100 acre-feet per year which is used to irrigate approximately 5,250 acres of the 7,350 acres below the ditch's 28 mile length. The ditch decree significantly meets the irrigation demands of its shareholders without supplement.

Water Rights: Lupton Meadow Ditch Company owns 43 of 82.5 shares of the Lupton Bottom rights which are associated with 3,618 of the Lupton Meadows shares delivered via the Lupton Bottom Ditch. Lupton Meadow Ditch Company also owns 25.5 of 130 shares of the Meadow Island No. 1 rights which are associated with 330 of the Lupton Meadows shares delivered via the Meadow Island Ditch. Water Rights decrees are included in Appendix C carried by the ditch include direct flow rights and storage rights as summarized below:

- Lupton Bottom: 1863: 47.7 cfs; 1871: 10.0 cfs; 1873: 92.48 cfs
- Meadow Island No. 1: 1866: 22.0 cfs; 1882: 94.8 cfs
- Slate Ditch: 1873: 10 cfs (7 of 50 shares owned by Lupton Meadows)
- Storage Rights: Sand Hill Reservoir: 199 af (owned by Lupton Meadows)

2.0 ALTERNATIVE ANALYSIS

Civil Resources considered several alternatives to determine which tract would protect the Ditch Company's property right and provide a long-term solution that minimized the potential social and environmental impacts. Following is a description of the alternatives considered and the expected pros and cons of each:

2.1 *Alternative A – No Action*

The no action alternative provides a baseline of comparison for the cost of doing nothing to protect the ditch companies existing investment in infrastructure. This alternative represents an extreme level of risk to the Sponsor by essentially allowing a high probability of failure to persist. Failure of the check structure and diversion system would likely result in damaged or completely failed crops for the majority of the 7,351 acre service area and cause the breach of terms included in municipal and commercial/industrial shareholders' augmentation plans. Non-compliance with approved augmentation plans would arguably result in damage to non-interested parties property rights by denying the river proper return volumes. There is no immediate direct cost to the Sponsor for Alternative A (No Action), however, the potential costs if the existing structure fails are immeasurably high for the Sponsor and even extends to non-interested parties.

2.2 *Alternative B – Stabilization and Repair*

Alternative B presents a design and construction methodology (sequence) that would provide near-term stabilization of the structure that will be incorporated into the final design and construction project. Phase 1A includes an upstream sheet piling and concrete apron. The downstream side of the structure is proposed to be stabilized with grouted boulders in an apron. Additionally, Phase 1A structure stabilization measures that include damage assessment, backfill and pressure grouting to fill voids near the structure floor that cannot be backfilled sufficiently if adequate time is available before high river and irrigation begin in the Spring. Phase 1B construction is proposed to rebuild the rock dam with a center cutoff sheetpile and downstream grouted boulder apron. Figures 3 through 6 show the preliminary design concept and proposed sequencing of the construction and the cost estimated for stabilization and repair is summarized below:

Site Preparation / Mobilization	\$18,100
Site Work	\$237,000
Structure Stabilization	\$344,900
<i>Total Construction Cost Estimate =</i>	<i>\$600,000</i>
<i>Total Engineering Cost Estimate =</i>	<i>\$76,000</i>
<i>Total Project Cost Estimate =</i>	<i>\$676,000</i>

2.3 *Alternative C – Full Replacement*

Full replacement of the check and diversion structure was considered due to the observed extensive erosion that has undermined the existing structure and associated potential damage that has yet to be identified. A full replacement of the structure would require the installation of full-depth sheetpile (to bedrock) and construction of a coffer dam upstream of the structure to allow the river water to be diverted and to create a working area for the installation of new caissons and concrete check structure. The cost estimated for a full replacement is summarized below:

Site Preparation / Mobilization	\$20,000
Site Work	\$400,000
Structure Stabilization	\$1,004,900
<i>Total Construction Cost Estimate =</i>	<i>\$1,424,900</i>
<i>Total Engineering Cost Estimate =</i>	<i>\$242,000</i>
<i>Total Project Cost Estimate =</i>	<i>\$1,666,900</i>

3.0 **RECOMMENDED ALTERNATIVE**

Civil Resources recommends that the Stabilization and Repair considered in Alternative B be implemented based on the near-term stability it provides and the low cost-benefit ration it provides. Alternative A (No Action) does not protect the financial interests of the Ditch Company shareholders and Alternative C is cost prohibitive and unlikely to be completed prior to the need to divert water for the irrigation of crops and other beneficial uses in Spring of 2018.

Following is an outline of the anticipated project schedule which considers the need to provide near-term stabilization of the structure while also providing a long-term serviceable project:

<u>Task</u>	<u>Description</u>	<u>Begin Date</u>	<u>End Date</u>
1	Engineering Design	Sep 2017	Nov 2017
2	Phase 1 Construction	Jan 2018	Mar 2018
3	CWCB Loan	Oct 2017	Jan 2018
4	Phase 2 Construction	Oct 2018	Feb 2018

Impacts: Environmental impacts of the proposed project would be limited to short-term “disturbance” activities because the work proposed is associated with the repair of an existing structure and will not result in an increase in diversions from the river compared to historic operations. No social impacts are anticipated from the repair of the structure.

Institutional Considerations: Civil Resources anticipates that a Nation Wide Permit will be issued by the USACE (Exemption Request Letter in Appendix D) for the repair of this existing structure. The Ditch Company has a legal right and obligation to make repairs necessary to enable it to make deliveries to its shareholders and who have court approved decrees and augmentation plans to satisfy.

4.0 FINANCIAL PLAN

The Lupton Bottom Ditch Company has provided financial information as summarized below:

Cash-on-hand:	\$119,000
Loans:	No outstanding loans
Collateral:	1990 Ford Pickup 2010 Chevrolet Pickup JCB Backhoe
Current Annual Assessment:	\$1,000 / year base + \$1,000 /year special assessment (per share)
Max. Annual Assessment:	Voted on annually (\$2,500 to \$3,000)

Based on 82.5 shares within the ditch and assessments to other rights carried by the ditch, a maximum annual revenue of \$220,000 is reasonable based on an average assessment of \$2,500 to \$2,700 per share. Previous assessments have increased from \$1,100 in 2014 to \$1,500 in 2017 not including special assessments. The Ditch Company has approximately \$150,000 per year in operation and maintenance that is a hard cost based on the last ten (10) years cost records which leaves approximately \$50,000 to \$70,000 per year available for debt retirement. The projected interest rate is 1.8 percent for a 10-year loan which corresponds to an expected loan payment of \$55,000 on a \$500,000 loan. The Lupton Bottom balance sheets are included in Appendix E.

TABLES

Opinion of Construction Cost
Lupton Bottom Ditch - South Platte River Diversion
Alternative B - Stabilization & Repair

Site Preparation / Mobilization

Item #	Item	Qty	Unit	Unit Cost	Engineer Cost	Civil Resources' Cost Notes
1	Mobilization	1	LS	\$18,100	\$16,600	
2	Surveying	1	LS	\$1,500	\$1,500	
<i>Subtotal =</i>					<i>\$18,100</i>	

Site Work

Item #	Item	Qty	Unit	Unit Cost	Engineer Cost	Notes
3	Earthwork					
	- Phase 1A Cofferdam(s)	1	LS	\$15,000	\$15,000	
	- Phase 1B Cofferdam(s)	1	LS	\$15,000	\$15,000	
4	River/Water Control					
	- Well Point Setups	2	EA	\$25,000	\$50,000	
	- River Management	1	LS	\$15,000	\$15,000	
5	Sheet Pile					
	- North (check structure apron)	1,200	SF	\$30	\$36,000	20'd x 60 lf
	- South (Rock dam)	1,800	SF	\$30	\$54,000	20'd x 90 lf
	- Concrete Cap	150	LF	\$100	\$15,000	
6	South Check Dam					
	- Foundation Prep/Backfill	1	LS	\$6,000	\$6,000	
	- Rock Apron (placed and grouted)	1	LS	\$16,000	\$16,000	
	- Demolish structure	1	LS	\$15,000	\$15,000	
<i>Subtotal =</i>					<i>\$237,000</i>	

Structure Stabilization

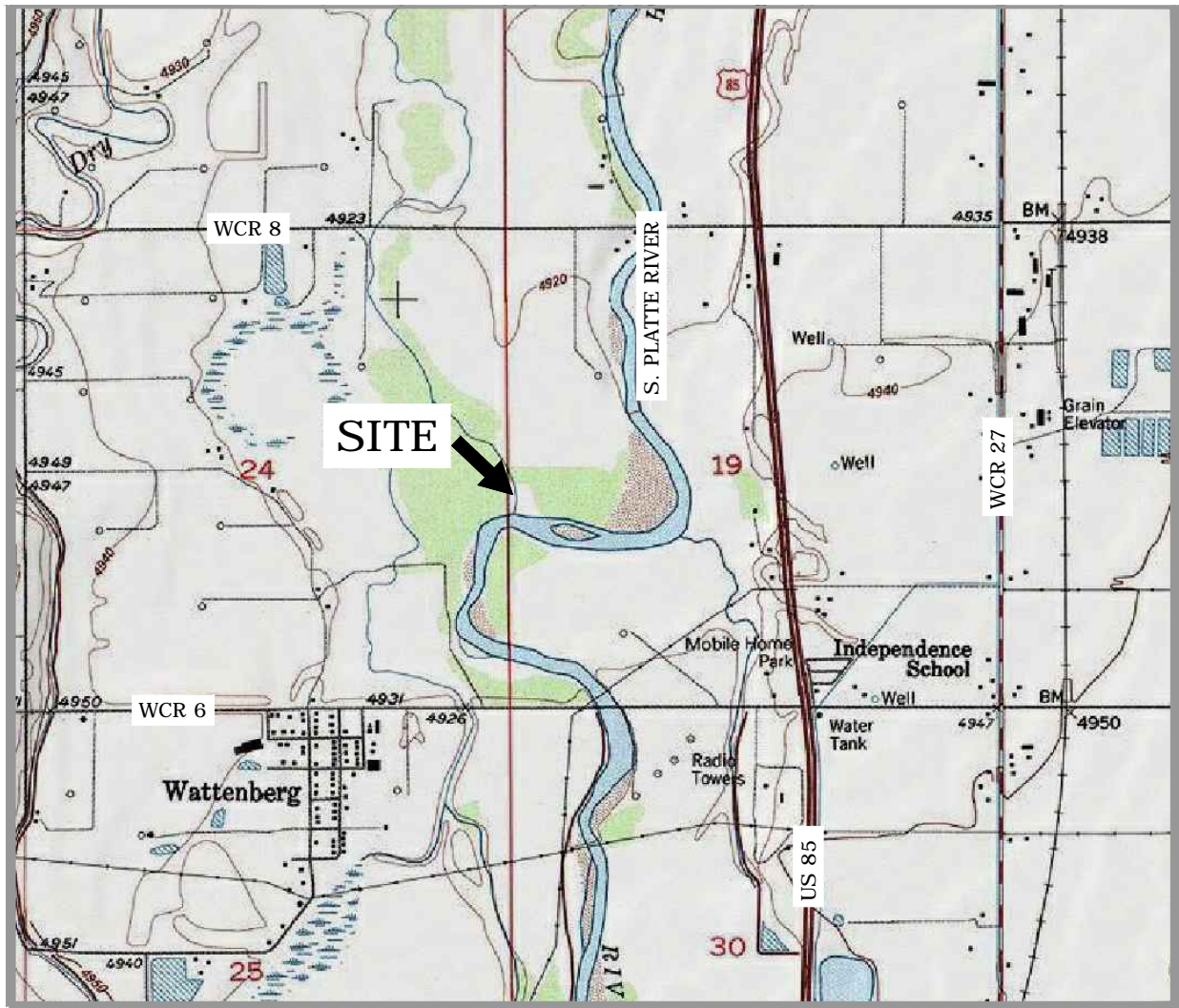
Item #	Item	Qty	Unit	Unit Cost	Engineer Cost	Notes
7	North Upstream					
	- Concrete Apron	1,650	SF	\$30.00	\$49,500	flatwork; 55 x 30
	- Grouted Boulders	2,000	SF	\$60.00	\$120,000	25' x 80'; 300 tons import
	- Riprap (on-site material)	150	CY	\$20.00	\$3,000	10' x 80'; Onsite Rock
	- Backfill Structure/Scour	1	LS	\$18,000	\$18,000	Pitrun / 3" ballast / On-site materials
8	South Apron					
	- Grouted Boulders	2,000	SF	\$60.00	\$120,000	25' x 80'; 300 tons import
	- Riprap	220	CY	\$20.00	\$4,400	10' x 80'; Onsite Rock
9	Structure Foundation Grouting	1	LS	\$30,000	\$30,000	
<i>Subtotal =</i>					<i>\$344,900</i>	

Total Construction Cost Estimate

Site Preparation / Mobilization					\$18,100	
Site Work					\$237,000	
Structure Stabilization					\$344,900	
Total Construction Cost Estimate =					\$600,000	
Survey & Engineering Design =					\$40,000	
Construction Engin. @ 6% =					\$36,000	
<i>Subtotal =</i>					<i>\$76,000</i>	
Total Project Cost =					\$676,000	

<p align="center">Opinion of Construction Cost <i>Lupton Bottom Ditch - South Platte River Diversion</i> <i>Alternative B - Stabilization & Repair</i></p>						
<i>Site Preparation / Mobilization</i>						
Item #	Item	Qty	Unit	Unit Cost	Engineer Cost	Civil Resources' Cost Notes
1	Mobilization	1	LS	\$10,000	\$20,000	
2	Surveying	1	LS	\$1,500		
<i>Subtotal =</i>					<i>\$20,000</i>	
<i>Site Work</i>						
Item #	Item	Qty	Unit	Unit Cost	Engineer Cost	Notes
3	Earthwork					
	- Phase 1A Cofferdam(s)	1	LS	\$15,000	\$15,000	
	- Phase 1B Cofferdam(s)	1	LS	\$15,000	\$15,000	
4	River/Water Control					
	- Well Point Setups	2	EA	\$50,000	\$100,000	
	- River Management	1	LS	\$80,000	\$80,000	
5	Sheet Pile					
	- North (check structure apron)	2,800	SF	\$30	\$84,000	35'd x 80 lf
	- South (Rock dam)	1,800	SF	\$30	\$54,000	20'd x 90 lf
	- Concrete Cap	150	LF	\$100	\$15,000	
6	South Check Dam					
	- Foundation Prep/Backfill	1	LS	\$6,000	\$6,000	
	- Rock Apron (placed and grouted)	1	LS	\$16,000	\$16,000	
	- Demolish structure	1	LS	\$15,000	\$15,000	
<i>Subtotal =</i>					<i>\$400,000</i>	
<i>Structure Stabilization</i>						
Item #	Item	Qty	Unit	Unit Cost	Engineer Cost	Notes
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8	South Apron					
	- Grouted Boulders	2,000	SF	\$60.00	\$120,000	25' x 80'; 300 tons import
	- Riprap	220	CY	\$20.00	\$4,400	10' x 80'; Onsite Rock
9	Gate Structure Replacement					
	- Demolition Ex. Structure	1	LS	\$50,000	\$50,000	
	- Caissons	6	EA	\$20,000	\$120,000	
	- Structure	1	LS	\$250,000	\$250,000	
	- Gates	3	EA	\$80,000	\$240,000	5'h x 20'w Obermeyer
9	Structure Foundation Grouting	1	LS	\$30,000	\$30,000	
<i>Subtotal =</i>					<i>\$1,004,900</i>	
<i>Total Construction Cost Estimate</i>						
Site Preparation / Mobilization					\$20,000	
Site Work					\$400,000	
Structure Stabilization					\$1,004,900	
Total Construction Cost Estimate =					\$1,424,900	
Survey & Engineering Design =					\$100,000	
Construction Engin. @ 10% =					\$142,000	
<i>Subtotal =</i>					<i>\$242,000</i>	
Total Project Cost =					\$1,666,900	

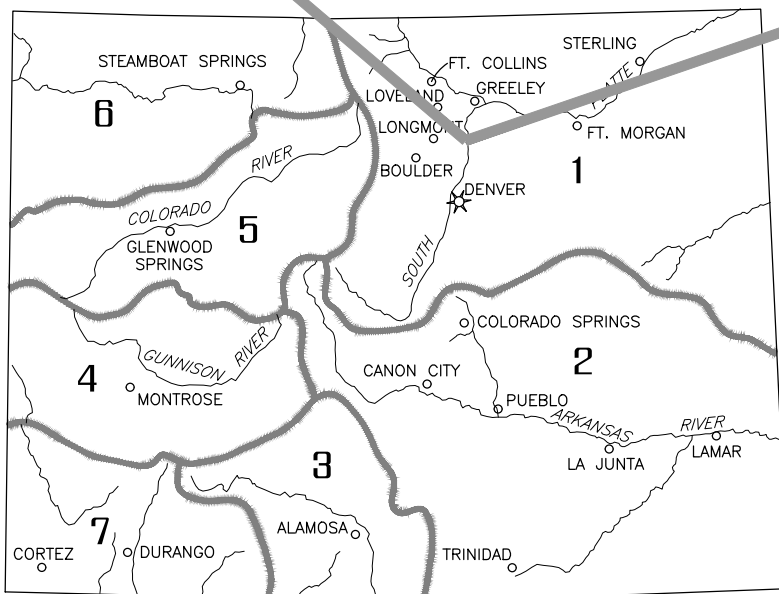
FIGURES



NORTH

PROJECT LOCATION MAP

SCALE: 1" = 2000 FEET

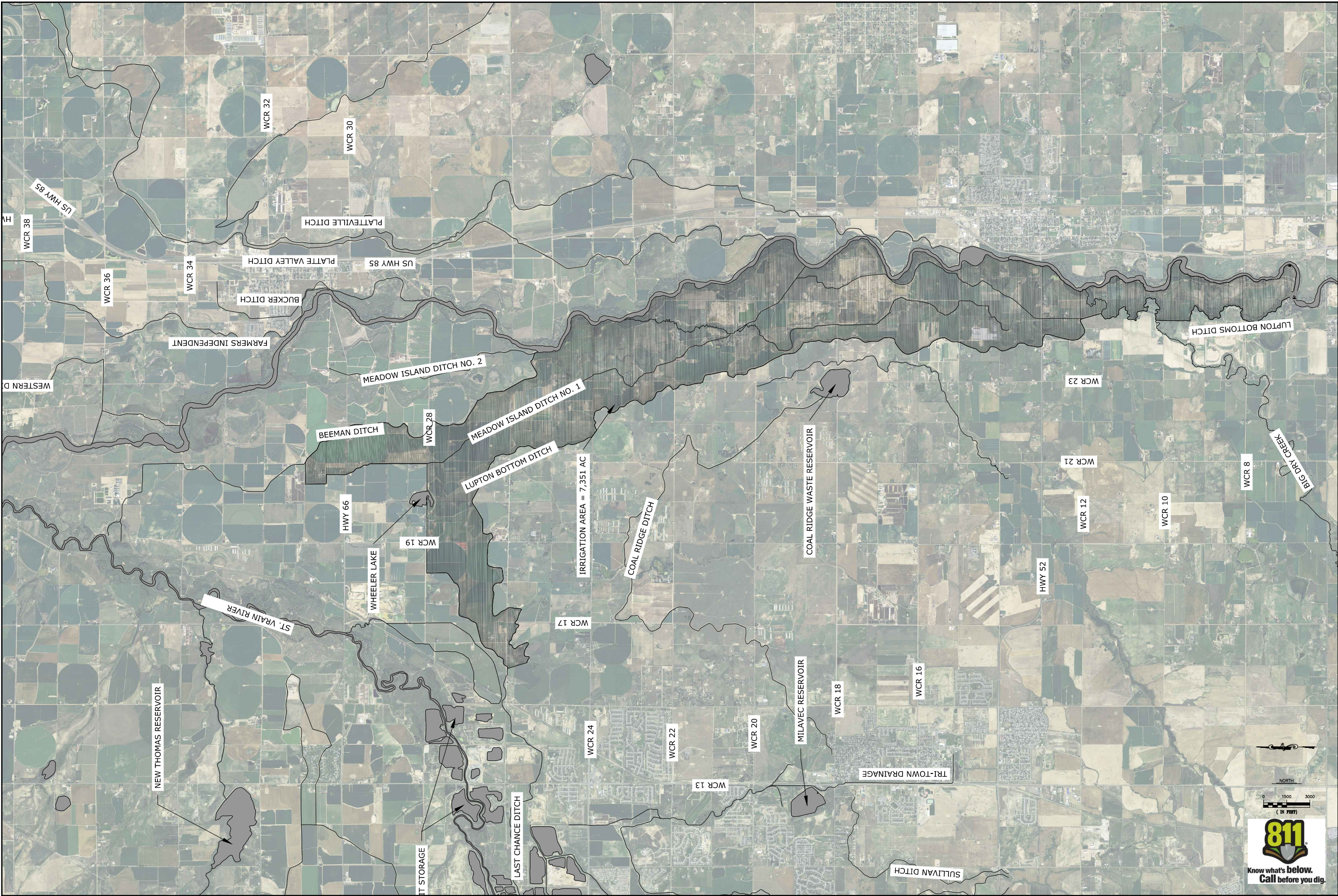


NORTH

STATE OF COLORADO PROJECT LOCATION MAP

N.T.S.

 CIVIL RESOURCES, LLC		LUPTON MEADOWS DITCH CO.	
DATE:	FIGURE:	VICINITY MAP	
November 2017	1		



CIVIL RESOURCES, LLC
323 5th STREET
P.O. Box 680
FREDERICK, CO 80530
303.833.1416
WWW.CIVILRESOURCES.COM

LUPTON MEADOWS DITCH CO.
11016 COUNTY ROAD 23
FORT LUPTON, CO 80621

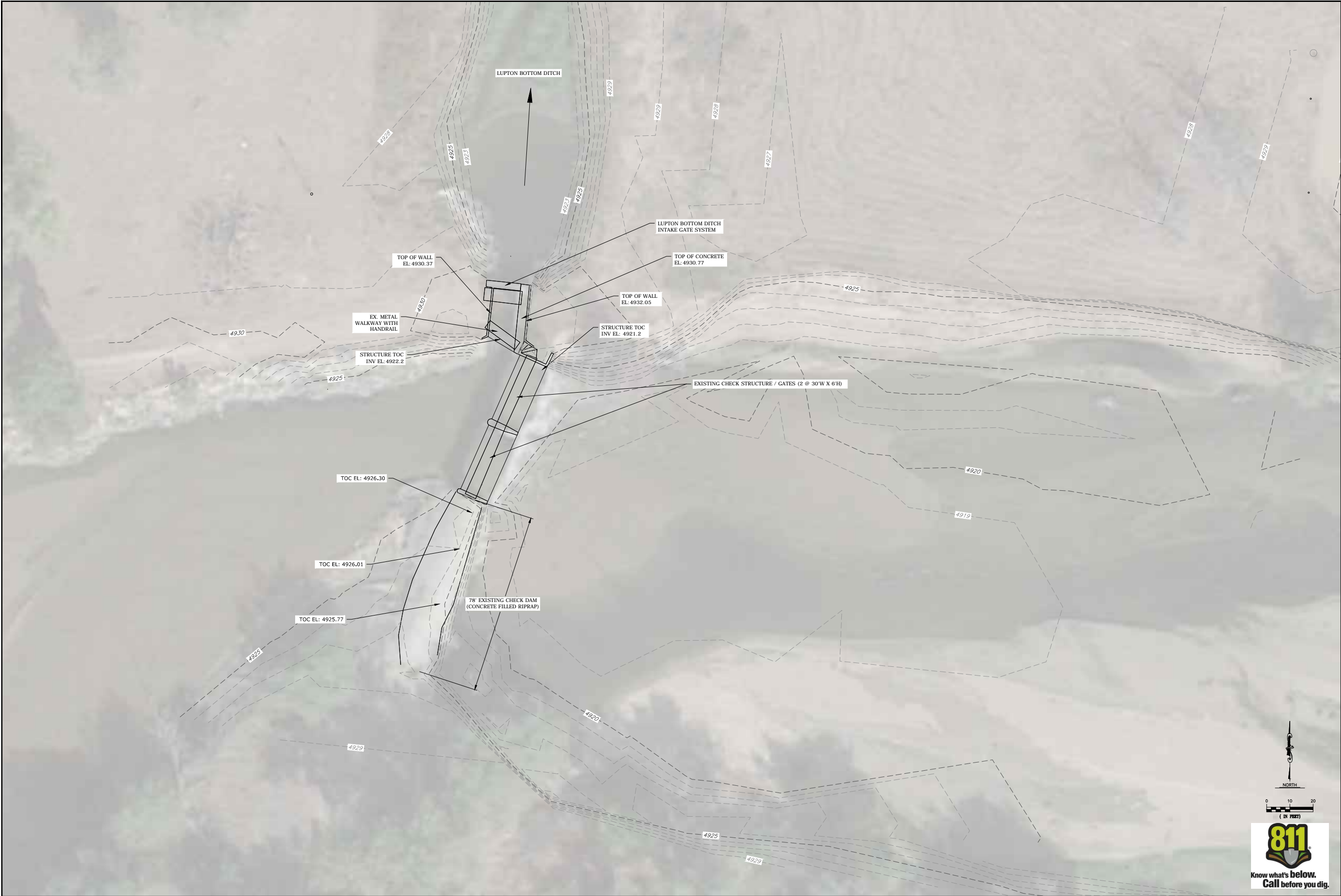
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WELD COUNTY, COLORADO

REVISIONS		
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DESIGNED BY: BLH DATE: Nov 14, 2017
DRAWN BY: ALS SCALE: AS NOTED
CHECKED BY: BLH AS NOTED
JOB NO.: Value
DWG NAME: SITEPLAN.DWG

IRRIGATED AREA

SHEET:



CIVIL RESOURCES, LLC
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LUPTON MEADOWS DITCH CO.
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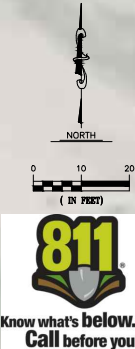
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WELD COUNTY, COLORADO

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DWG NAME: SITEPLAN.DWG

EXISTING
CONDITIONS

SHEET:
3







CIVIL RESOURCES, LLC

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LUPTON MEADOWS DITCH CO.

11016 COUNTY ROAD 23
FORT LUPTON, CO 80621

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WELD COUNTY, COLORADO

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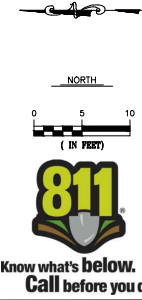
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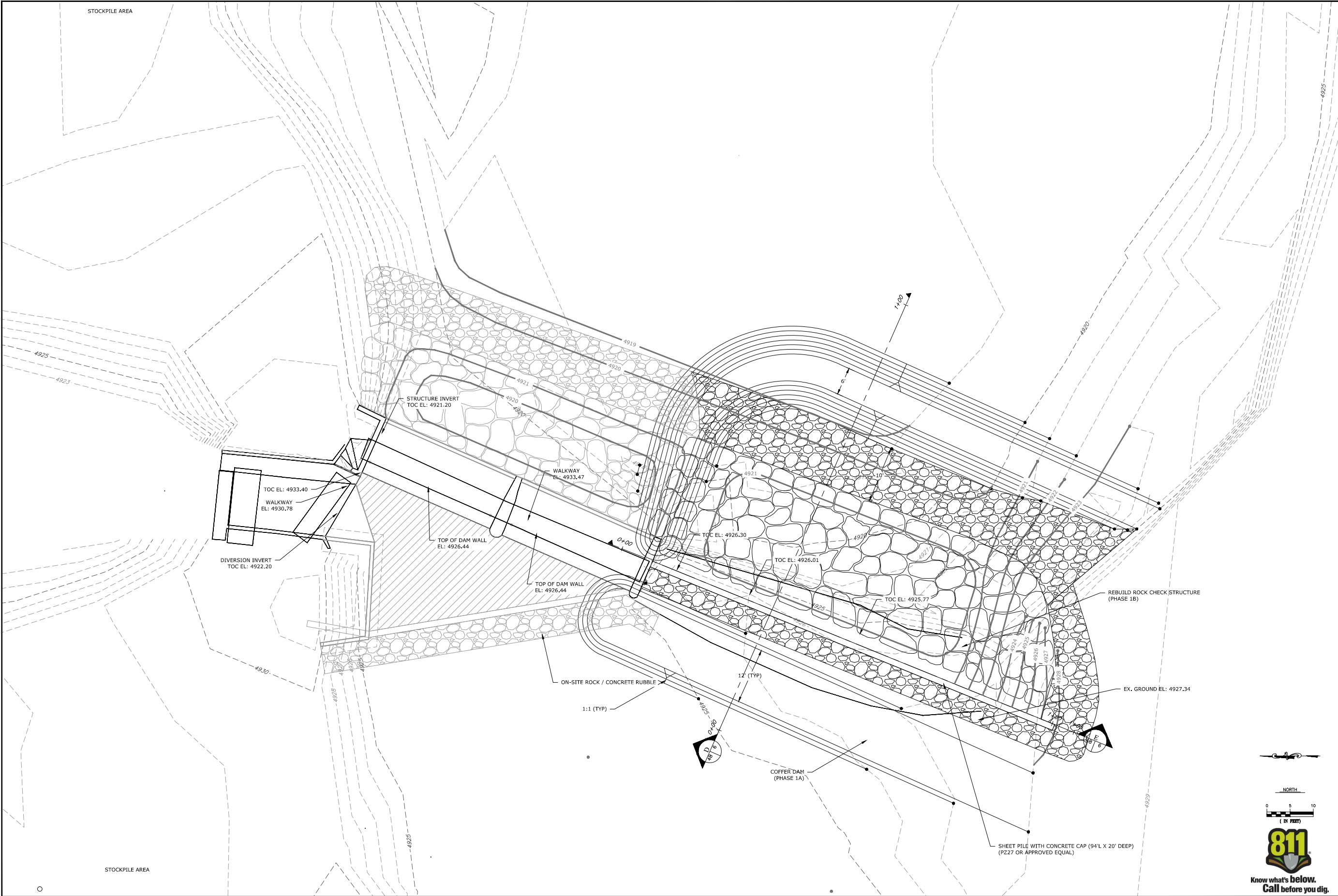
PHASE IA
CONSTRUCTION
DAM

SHEET:

4A

- NOTES:
- COORDINATE INSTALL OF GROUT PORTS WITH PRESSURE GROUT SUBCONTRACTOR.
 - FLOW FILL MAY BE PROPOSED INSTEAD OF PRESSURE GROUT IF THE ENGINEER AGREES THAT ADEQUATE ACCESS IS AVAILABLE. CONTRACTOR REMAINS RESPONSIBLE FOR WARRANTY AND FINAL PRODUCT AND WOULD PROVIDE A NET REDUCTION IN COST.






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LUPTON MEADOWS DITCH CO.
11016 COUNTY ROAD 23
FORT LUPTON, CO 80621

CWCB FEASIBILITY STUDY
WELD COUNTY, COLORADO

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PHASE 1B
CONSTRUCTION
DAM

SHEET:
4B



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LUPTON MEADOWS DITCH CO.

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CWCB FEASIBILITY STUDY
WELD COUNTY, COLORADO

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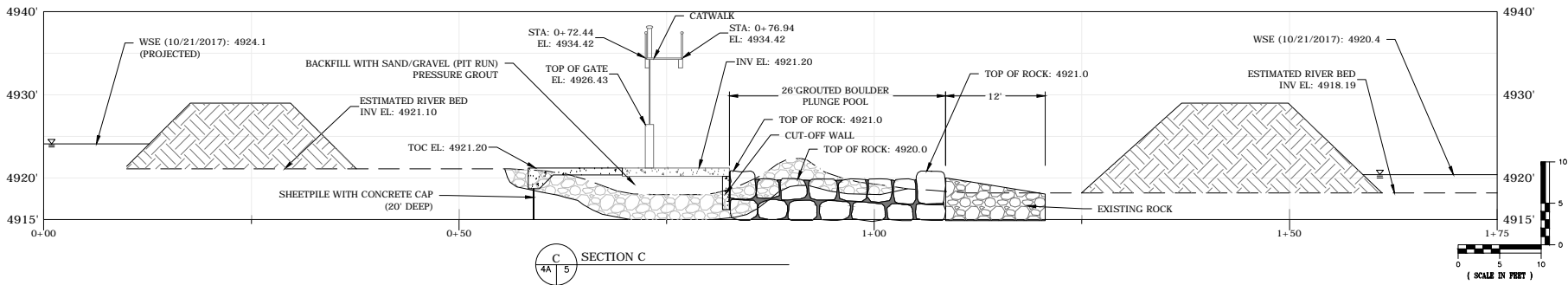
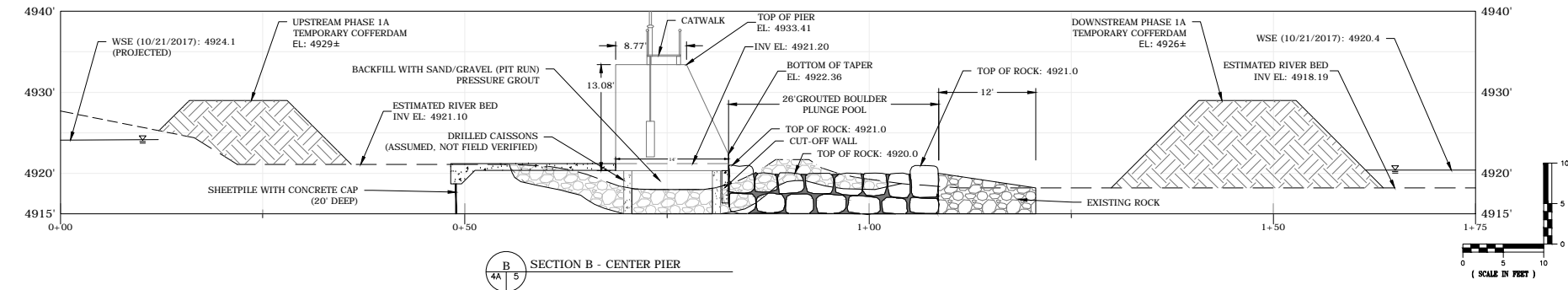
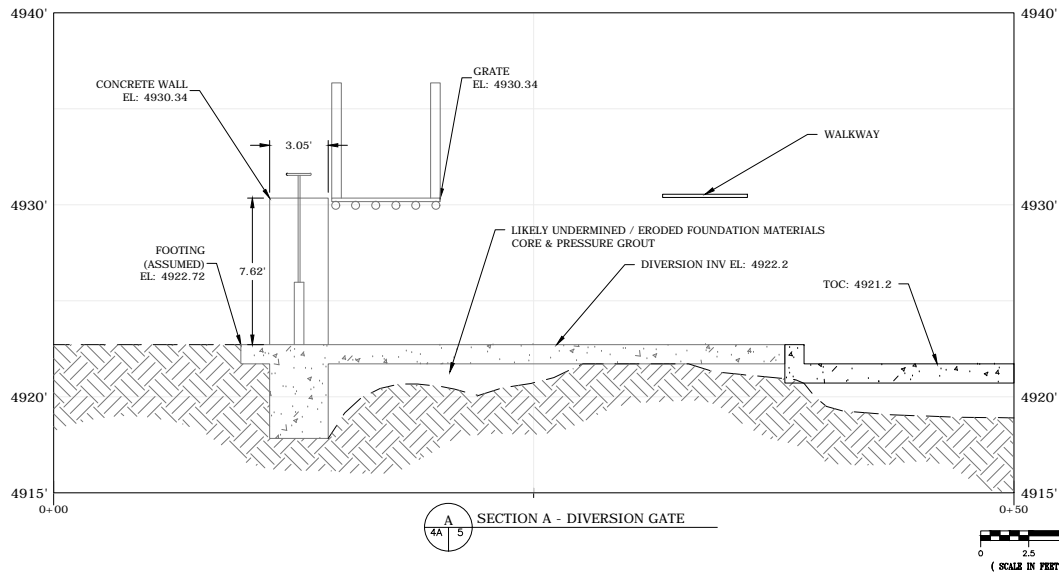
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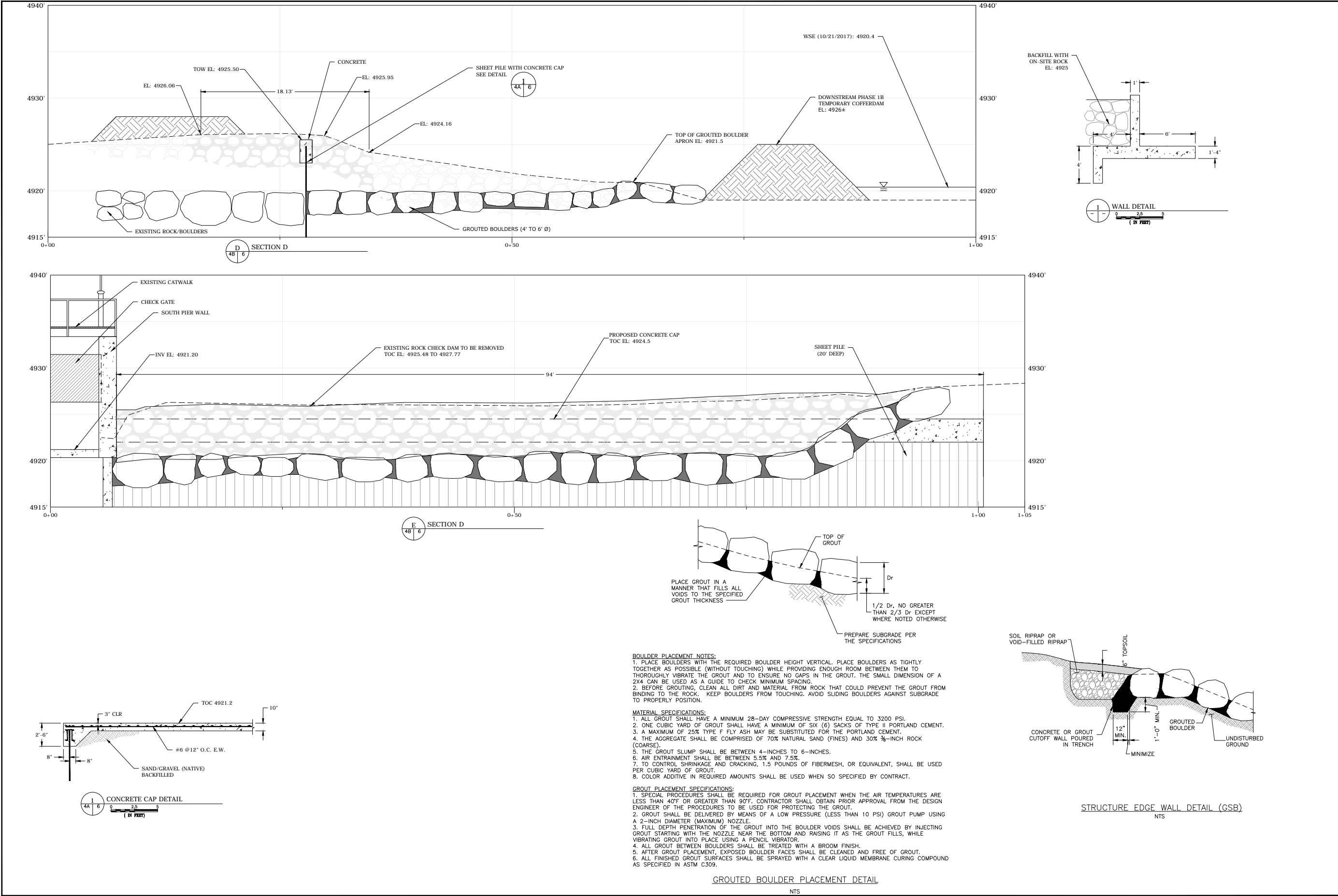
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- NOTES:
1. LARGE ROCK ON-SITE SHALL BE USED IN THE GROUTED BOULDER SECTION OF THE EROSION PROTECTION. IMPORT OF 300 TONS 4' TO 6' BOULDERS SHOULD BE INCLUDED IN BID.
 2. EXISTING ROCK/CONCRETE RUBBLE SHOULD BE EXCAVATED & STOCKPILED OUTSIDE OF GROUTED BOULDER & CONCRETE APRON FOOTPRINT. IMPORT OF 100 CY OF 3" BALLAST TO BUILD A WORKING BASE SHOULD BE INCLUDED IN BID.
 3. COFFERDAM HEIGHTS SHOWN ARE MINIMUM RECOMMENDED, HOWEVER CONTRACTOR IS RESPONSIBLE FOR DETERMINING THEIR OWN LEVEL OF SAFETY & PROTECTION OF WORK.





CIVIL RESOURCES, LLC

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LUPTON MEADOWS DITCH CO.

11016 COUNTY ROAD 23
FORT LUPTON, CO 80621

CWCB FEASIBILITY STUDY

WELD COUNTY, COLORADO

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CHECKED BY: BLH AS NOTED

JOB NO.: Value

DWG NAME: SITEPLAN.DWG

SECTIONS 2

SHEET:

6

APPENDIX A
DITCH COMPANY SHAREHOLDER LIST

Bottom Sharelist 2017

344	Bill Lewis	11446 WC Rd. 23	Ft. Lupton, Co. 80621	1	970 785-0397
377	Castle Pines N. Metro Dist.	7404 Yorkshire Dr	Castle Rock, CO 80108	2.25	303 242-3262
375	Central Colorado Water Conservancy Dis	3209 W. 28 St.	Greeley, Co. 80631	1.5	970 330-4540
347	City Of Aurora c/o Lisa Darling	15151 E Alameda Pkwy, Suite 3600	Aurora, CO 80012	0.25	303 739-7370
367	City Of Aurora c/o Lisa Darling	15151 E Alameda Pkwy, Suite 3600	Aurora, CO 80012	1.5	303 739-7370
368	City Of Aurora c/o Lisa Darling	15151 E Alameda Pkwy, Suite 3600	Aurora, CO 80012	7.25	303 739-7370
350	City Of Aurora c/o Rich Vidmar	15151 E Alameda Pkwy, Suite 3600	Aurora, CO 80012	1.5	303 739-7370
356	City of Broomfield c/o Dan Mayo	4395 W 144th Ave.	Broomfield, CO 80023	0.5	303 464-5604
299/300	City of Northglenn c/o Tamara Moon-Ca	PO Box 330061	Northglenn, Co. 80233-8061	7	303 450-4070, 303 9
349	Dorothy I. Coufal c/o Richard Coufal	9701 CR 7	Longmont, Co. 80504	2.5	303 651-2742
376	Greenhouse Colorado II LLC	210 Clayton St. #1	Denver, CO 80206	1.33	303 322-9400
359	Gregory & Agnes Domenico	11518 Clayton St	Thornton, CO 80233	0.5	303 435-0489
326/323	Ground Water Management Subdistrict	3209 W. 28 St.	Greeley, Co. 80631	5	970 330-4540
362	Kiyota Properties LLC	11964 WC Rd. 21 1/2	Ft. Lupton, Co. 80621	2	970 785-2364
357	L.G. Everist, Inc. Attn. Jim Sittner	7321 E. 88th Ave. Suite 200	Henderson, Co. 80640	0.1875	303 286-2248
369	L.G. Everist, Inc. Attn. Jim Sittner	7321 E. 88th Ave. Suite 200	Henderson, Co. 80640	0.25	303 286-2248
371	L.G. Everist, Inc. Attn. Jim Sittner	7321 E. 88th Ave. Suite 200	Henderson, Co. 80640	1.25	303 286-2248
373	L.G. Everist, Inc. Attn. Jim Sittner	7321 E. 88th Ave. Suite 200	Henderson, Co. 80640	0.1875	303 286-2248
374	L.G. Everist, Inc. Attn. Jim Sittner	7321 E. 88th Ave. Suite 200	Henderson, Co. 80640	0.375	303 286-2248
372	Lupton Meadows Ditch Co.	PO Box 305	Ft. Lupton, Co. 80621	43	970 785-2147
370	May Kiyota	11935 WC Rd. 21 1/2	Ft. Lupton, Co. 80621	1.16	970 785-2462
317/319	Weld County Accounting Office	PO Box 758	Greeley, Co. 80631	2	970 356-4000
					Phone
				81.49	

82.5

Meadows Sharelist 2017

A&W Water Service, Inc.	PO Box 3907	Enid, OK 73702			20.00	303 434-0034		
Brett Verbeek	11400 CR 14 1/2	Ft Lupton, CO 80621			7	720 6418143		
Bruce & Roberta Wilson	2108 Calais Dr.	Longmont, Co. 80504			62	970 534-1017		
Bruce & Roberta Wilson	2108 Calais Dr.	Longmont, Co. 80504			45	970 534-1017		
City Of Aurora c/o Richard Vidmar	15151 E Alameda Pkw	Aurora, CO 80012			150	303 739-7326		
City Of Aurora c/o Richard Vidmar	15151 E Alameda Pkw	Aurora, CO 80012			341	303 739-7370		
City of Broomfield c/o Melanie Calhoun	4395 W 144th Ave.	Broomfield, CO 80023			116	303 464-5604		
Cottonwood Dairy Steve McClay	9033 WC Rd 26	Ft Lupton, Co. 80621			50	970 785-6007		
Daniel VonFeldt	10933 WC Rd. 22	Ft Lupton, Co. 80621			20	303 857-2828		
Dorothy I. Coufal c/o Richard Coufal	9701 CR7	Longmont, Co. 80504			140	303 651-2742		
Douglas C. Wilson	2108 Calais Dr.	Longmont, Co. 80504			25	970 534-1017		
Freddy & Lisa Dodge	11992 CR 18	Ft Lupton, CO 80621			3	303 912-9604	303 536-4029	
Gene Wagner	9990 WC Rd. 23	Ft Lupton, Co. 80621			110	303 857-2839		
Global Asset Recovery LLC/ Robert	6530 Constitution Dr.	Ft Wayne, IN 46804			100	800 253-6253		
Global Asset Recovery LLC/ Robert	6530 Constitution Dr.	Ft Wayne, IN 46804			50	800 253-6253		
Gomer Hill	12526 WC Rd.18	Ft Lupton, Co. 80621			2	303 857-6546		
Gregory & Agnes Domenico JTROS	11518 Clayton St	Thorton, CO 80233			10	303 435-0489		
Gregory & Agnes Domenico JTROS	11518 Clayton St	Thorton, CO 80233			10	303 435-0489		
Gregory & Agnes Domenico JTROS	11518 Clayton St	Thorton, CO 80233			20	303 435-0489		
Ground Water Management CCWC	3209 W. 28th St.	Greeley, Co. 80631			60	970 330-4540		
James Carlson	10777 WC Rd 23	Ft Lupton, Co. 80621			60			
James T. & Khileen B. Flynn,dba Plaza	9163 WC Rd. 28	Platteville, Co.80651			10	970 785-6277		
Joe Miller	13912 WC Rd. 19	Platteville, Co. 80651			80	970 785-6133		
Joe Miller	13912 WC Rd. 19	Platteville, Co. 80651			50	970 785-6133		
John Martini & Kimberly Martini	9268 CR 28	Platteville, CO 80651			10	303 931-7819	johnmartini@hotmail.com	
John Merz	10285 WC Rd. 23	Ft Lupton, Co. 80621			9	303 857-6445		
Johnson & Smith LLLP	12506 WC Rd 19	Platteville, Co. 80651			79	970785-2714		
Johnson & Smith LLLP	12506 WC Rd 19	Platteville, Co. 80651			10	970 785-2714		
Ken Curby & Stacy Bjerke	8721 WC Rd 25	Ft Lupton ,Co. 80621			5	303 857-2090		
L.G. Everist, Inc. Attn. Jim Sittner	7321 E. 88th Ave. Suite	Henderson, CO 80640			52	303 286-2248		
Lillian & Okiko Matsushima c/o Ron	12745 WC Rd. 21 1/2	Ft Lupton, Co. 80621			157	970 785-2418		
Linda K. Doderio	8407 CR 26	Ft Lupton, CO 80621			20	970 785-6142		

Meadows Sharelist 2017

Magness Land Holdings, LLC Attn:	PO Box 190	Platteville, CO 80651	69	970 539-0767	
Mark & Jill Pelzel	10405 WC Rd 23	Ft Lupton, CO 80621	15	303 857-6535	
Mayer Family Farms L.L.C./o Linda	13895 CR 21	Platteville, CO 80651	180	970 758-6203	
McClay Farms, Albert or Jim	9173 CR 26	Ft Lupton, CO 80621	80	970 785-2572	
Milray Farm, LLC c/o Robert Sarche	325 Crestridge Lane	Longmont, CO 80501	80	303 772-1230	
Raymond L. Crom	PO Box 33	Henderson, CO 80640	6	303 659-8150	
Richard Hein	6578 CR 23	Ft Lupton, CO 80621	10	303 758-9191	303 775-1883
Richard L. Hein, Hein Mangt.	6578 CR 23	Ft Lupton, CO 80621	35	303 758-9191	303 775-1883
Richard L. Hein, Hein Mangt.	6578 CR 23	Ft Lupton, CO 80621	37	303 758-9191	303 775-1883
Robert Kerr	11104 WC Rd. 20	Ft Lupton, Co. 80621	185	303 857-2020	
Robert Stahl	9378 WC Rd 25	Ft Lupton Co. 80621	12	303 857-0742	
Ron & Karen Matsushima	12745 WC Rd 21 1/2	Ft Lupton, Co. 80621	71	970 785-2545	
Roxanna Schlager	9833 WC Rd 26	Ft Lupton, Co. 80621	35	970 785-2432	
S W Chambers, LLC	812 Gravier St. Suite 3	New Orleans, LA 70112	1	504 934-4800, 4805	
Sandhill Dairy, Jim Vogl	7489 WC Rd. 24	Longmont, Co. 80504	120	303 776-2306	
Sandhill Dairy, John Vogl	7489 WC Rd. 24	Longmont, Co. 80504	45	303 776-2306	
South Adams County Water & San	PO Box 597	Commerce City, Co. 80037-0597	837	303 588-4814, Tricia Williams	720 206-0578
Steven & Kathleen Mc Clay	9033 WC Rd 26	Ft Lupton, Co. 80621	10	970 785-6077	
Two Rivers Farm, LLC	PO Box 527	Platteville, CO 80651	100	303	
Tyler John Baskfield	3835 S Jersey Street	Denver, CO 80237	5	970 785-6022	
United Water & Sanitation Dist.	8301 East Prentice Ave	Greenwood Village, CO 80111	53		
W.E. Gee, Trust, c/o Robert Feis	193 South 27th Ave. S	Brighton, Co. 80601	75	303 659-1200	
Weld County Accounting Office	PO Box 758	Greeley, Co. 80631	52	970 356-4000	
Well Aug Subdistrict CCWCD	3209 W. 28th St.	Greeley, Co. 80631	80	970 330-4540	
XCEL Energy Supply, Water Resour	1800 Larimer St, Ste 1	Denver, CO 80202	67	303 294-2198	richard.l.belt@xcelenergy.com
			4143		

APPENDIX B
CERTIFICATE OF INCORPORATION

**Certificate of Incorporation,
By-Laws, Appropriations
and Extensions
of
THE LUPTON BOTTOM
DITCH COMPANY**

Fort Lupton, Colorado

Our first appropriation is No. 5, Water District No. 2, dated May 15, 1863 — 47.70 feet.

Our second appropriation is No. 31, Water District No. 2, dated September 15, 1873 — 92.87 feet.

Originally organized May 15, 1863.

Incorporated December 6, 1873.

Capital increased December 6, 1873.

Fort Lupton, Territory of Colorado,
December 6th, 1873.

At an informal meeting of the Stockholders of the Big Bottom Ditch Company held at the Justice Office of H. T. Monson, Fort Lupton, Precinct County of Weld, Territory of Colorado, all being present. It was moved and seconded, voted upon and carried unanimously, That the Company will surrender to a new organization hereafter to be formed, their corporation papers and right of way and all the rights and immunities belonging to the said corporation and will accept stock in the new organization in payment of the said stock in the Big Bottom Ditch Company.

The meeting next proceeded to the organization of the new stock company for the purpose of enlarging and extending the line of the old ditch and building a branch for the purpose of irrigating hay lands along its line. William Cowell was called to the Chair pro Tempore and Chas. M. Thomas elected Secretary pro Tempore.

The Capital Stock was fixed at Three Thousand Dollars (\$3000.00) and the shares at Fifty Dollars (\$50.00) each.

The Trustees, five in number, consisting of James Moore, Roger Ireland, George Tracy, D. W. Ewing and John Wheeler.

The Secretary then proceeded to draw up incorporation papers which were duly signed and acknowledged by Wm. Cowell, A. J. Williams, John S. Wheeler, George J. Tracy, George W. Cole, D. W. Ewing, Chas. M. Thomas, Roger Ireland, James Moore. It was agreed unanimously that the members of the old incorporation be allowed the full value or benefit of the old ditch in the construction or enlargement of the same. That is so much work has already been done which is to be paid for by the yard at the same rate as the contract for the new work as let to the parties now at work on it which is to be credited to the members of the new Corporation and Stock in The Lupton Bottom Ditch Company issued as the shares are subscribed for as follows: John S. Wheeler seven (7) shares, George W. Cole five (5) shares, William Cowell five (5) shares, A. J. Williams five (5) shares, D. W. Ewing five (5) shares, George J. Tracy four (4) shares, James Moore five (5) shares, Roger Ireland five (5) shares, Charles M. Thomas one (1) share, making forty-two (42) shares taken and eighteen (18) shares remaining not taken. It being necessary to raise Nine Hundred (\$900.00) Dollars to pay up the Capital Stock it was unani-

mously agreed that each share holder should pay for each share held by him \$21.50 additional. It being all the business to be transacted at this meeting on motion we adjourned.

CHAS. M. THOMAS,
Secretary Protem.

STATE OF COLORADO,
Office of
SECRETARY OF STATE.
UNITED STATES OF AMERICA,
STATE OF COLORADO. } ss.

I, James Rice, Secretary of the State of Colorado, do hereby certify that the annexed is a full, true and complete transcript of the Certificate of Incorporation of The Lupton Bottom Ditch Company which was filed in this office the thirtieth day of April, A. D. 1874 at 10:45 o'clock A. M. and admitted to record

In Testimony Whereof I have hereunto set my hand and affixed the Great Seal of the State of Colorado, at the City of Denver this twenty-fourth day of April A. D. 1890.

JAMES RICE,
Secretary of State.

Articles of Incorporation

FILED APRIL 30th, 1874.

Know All Men By These Presents, That we, William Cowell, Andrew J. Williams, John S. Wheeler, D. W. Ewing, James Moore, Roger Ireland, Charles M. Thomas, George J. Tracy, George W. Cole, Our Associates and Successors in office residents of Arapahoe and Weld Counties, and Citizens of Colorado, have this 6th day of December, A. D. 1873, formed a Company under and by virtue of the Laws of the Territory of Colorado for the purpose of building, running and keeping in repair an irrigating canal, or ditch to be known as the Lupton Bottom Ditch Company for the purpose of irrigating farming and hay lands on the lines of said Ditch, Commencing at N. W. $\frac{1}{4}$ of S. W. $\frac{1}{4}$ Section Nineteen, Township One (1) R. Sixty-six West, running thence in a North-westerly direction through Sec. Twenty-four (24) Township 1 N., R. 67 West, Sec. 13 and Sec. 18 Tp. 1 N. 66 W., Sec. 12 and 1, Tp. 1 North, R. 67. Then dividing at the half section line of Section One, Tp. 1, R. 67, in two forks, the west fork of said Ditch running thence in a northerly direction through Sec. 36 and 24 Tp. 2 N., R. 67 W. The east branch of said Ditch running from the forks into Sec. 6, Tp. 1, R. 66, Sections 31, 30, 19, 8, 7, 6, Tp. 2 North, R. 66 West.

The Capital Stock shall be Three Thousand Dollars to be divided into sixty shares of Fifty Dollars each, said Company to exist as a corpora-

tion for the term of twenty years.

The number of Trustees shall consist of five who shall manage the affairs of the Company for first year, with power to increase the number of Trustees if thought proper by said Company.

All meetings of the said Company or its officers shall be held at the Grout School House on Section 36 Tp. 2 N., R. 67 West in said Weld County until further ordered, provided said Trustees or the Officers of said Company at which said place shall be considered the general office of said Company.

Witness our respective hands and seals this 6th day of December, 1873.

	WM. COWELL, (Seal)
The Trustees of	A. J. WILLIAMS, (Seal)
the above Corpo-	J. S. WHEELER, (Seal)
ration shall be:	JAMES MOORE, (Seal)
James Moore,	D. W. EWING, (Seal)
George J. Tracy,	R. IRELAND, (Seal)
Roger Ireland,	CHAS. M. THOMAS, (Seal)
John S. Wheeler,	GEO. J. TRACY, (Seal)
D. W. Ewing.	G. W. COLE, (Seal)

Territory of Colorado,
Weld County.

I, H. T. Monson, a Justice of Peace in and for Weld County, hereby certify that William Cowell, Andrew J. Williams, John S. Wheeler, James Moore, Roger Ireland, George J. Tracy, W. Cole, Charles M. Thomas, D. W. Ewing, personally known to me to be the same persons whose names are affixed or subscribed to the foregoing instrument in writing appeared before me this day in person and severally acknowledged that they signed and executed the same as their voluntary act and deed for the uses and purposes therein set forth.

Given under my hand and Seal this sixth day of December, A. D. 1873.

H. T. MONSON, J. P. (Seal)

(Endorsed)

CERTIFICATE OF INCORPORATION
LUPTON BOTTOM DITCH COMPANY.

Filed in the office of the Secretary of the Territory April 30th, 1874 at 10:45 o'clock A. M. and admitted to record in Book E on page 342.

JNO. W. JENKINS,
Secretary.

STATE OF COLORADO,
Office of
SECRETARY OF STATE.
UNITED STATES OF AMERICA
STATE OF COLORADO. } ss.

CERTIFICATE.

I, James Cowie, Secretary of State of the State of Colorado, do hereby certify that the annexed is a full, true and complete transcript of the

CERTIFICATE OF INCORPORATION OF THE LUPTON
BOTTOM DITCH COMPANY which was filed in this
office the 26th day of May A. D. 1894 at 11 o'clock
A. M. and admitted to record.

In Testimony Whereof, I have hereunto set my
hand and affixed the Great Seal of the State of
Colorado, at the City of Denver this 26th day of
May A. D. 1905.

JAMES COWIE,

Secretary of State,

By TIMOTHY O'CONNER,

Deputy.

Know All Men By These Presents, That we,
Theodore E. Wheeler, George J. Tracy, Mortimer
W. Slate, Christ Lambrecht, Harry H. Ewing, our
associates and successors in office, residents of
Weld County, and citizens of Colorado, have this
25th day of May A. D. 1894, formed a Company
under and by virtue of the laws of the State of
Colorado for the purpose of running and keeping
in repair an Irrigating Canal, or Ditch. Which
is a renewal of the Charter of Incorporation of
the Lupton Bottom Ditch Company which was
first organized and incorporated on the sixth day
of December A. D. 1873, for the purpose of irri-
gating and farming on the lines of said Ditch
commencing at northwest Quarter ($\frac{1}{4}$) of south-
west Quarter ($\frac{1}{4}$) of section Nineteen (19),
Township One (1) Range Sixty-six West, running
thence in a northwesterly direction through sec-
tion Twenty-four (24) Township Two (2) North
Range Sixty-seven (67) West; Section Thirteen
(13) and section Eighteen (18) Township One
(1) North, Range Sixty-six (66) West; Section
12 and 1, Township 1 North, Range 67 West, then
dividing at the half section line of section One
(1) Township One (1) Range Sixty-seven (67) in
two forks. The west fork of said ditch running
thence in a northerly direction through section
Thirty-six (36) and Twenty-four (24) Township
Two (2) North of Range Sixty-seven (67) West.
The east branch of said Ditch running from the
forks into section Six (6) Township Two (2)
Range Sixty-six (66), sections Thirty-one (31),
Thirty (30), Nineteen (19), Eight (8), Seven (7),
Six (6) Township Two north of Range Sixty-six
(66) West.

The Capital Stock shall be Eight Thousand
Three Hundred Dollars (\$8300.00) to be divided
into 83 shares of One Hundred Dollars (\$100.00)
each, said Company to exist as a corporation for
the term of twenty years.

The number of Trustees shall consist of five
who shall manage the affairs of the Company for
the first year, with power to increase the number
of Trustees if thought proper by said Company.
All meetings of the said Company or its officers
shall be held at the Town of Fort Lupton, the
building in which said meeting is to be held in
said town not now known in said Weld County,
until further ordered provided said Trustees or
the officers of said Company at which said place

shall be considered the general office of said Company.

Witness our respective hands and seals this 25th day of May A. D. 1894.

GEORGE J. TRACY (Seal)
THEODORE E. WHEELER (Seal)
MORTIMER W. SLATE (Seal)
CHRIST LAMBRECHT (Seal)
HARRY H. EWING (Seal)

The Trustees of the above Corporation shall be T. E. Wheeler, George J. Tracy, Mortimer W. Slate, Christ Lambrecht and Harry H. Ewing.

State of Colorado }
Weld County } ss.

I, John S. Wheeler, a notary public in and for Weld County do hereby certify that T. E. Wheeler, George J. Tracy, Mortimer Slate, Christ Lambrecht, H. H. Ewing, all residents of the County of Weld and to me personally known to be the same persons whose names are affixed or subscribed to the foregoing instrument of writing appeared before me this day in person and severally acknowledged that they signed and executed the same as their free and voluntary act and deed for the uses and purposes therein set forth.

Given under my hand and Notarial Seal this 25th day of May A. D. 1894.

JOHN S. WHEELER,
(Seal) Notary Public.
My commission expires June 27th, 1894.

ENDORSED 17126
Certificate of Incorporation
of

The Lupton Bottom Ditch Company
Domestic

Filed in the Office of the Secretary of State, of the State of Colorado on the 26th day of May A. D. 1894 at 11 o'clock A. M. Recorded in Book 38, page 108.

NELSON O. McCLEES,
Secretary of State,
By LYMAN B. HENDERSON,
Deputy.

Minutes of special meeting of the stockholders of The Lupton Bottom Ditch Company which was held February 5th, A. D. 1916, at the Sullivan ranch house, pursuant to call.

Sixty-six and 5/6 shares were represented in person or by proxy.

Secretary reported that notice of meeting had been mailed to each and every stockholder more than 30 days prior to the day set for the meeting, and also published for two successive weeks, copy of notice and affidavit of publication were presented and filed.

The Chairman announced that the meeting had been duly and regularly called, that more than half of the stock was present, and that the meeting was open for business.

Upon motion duly seconded, and upon a ballot being taken the following resolution was found to be unanimously adopted, all of said stock being voted in favor thereof:

"Resolved, That the corporate life of this Company be extended for a period of twenty years from the date of the expiration of its charter, said charter having expired upon April 30, 1914, and that the President and Secretary be, and they are hereby directed to make all necessary certificates of the adoption of this resolution, and to file said certificates with the Secretary of State of the State of Colorado and with the recorders of the proper counties, so that the corporate life may be extended as aforesaid."

There being no further business to come before the meeting, the same adjourned.

ARTHUR PONSFORD,
Secretary.

Minutes approved:

H. H. EWING,
G. LAMBRECHT,
LEE A. REYNOLDS,
A. F. WULFEKUEHLER,
ARTHUR PONSFORD,
Directors.

STATE OF COLORADO
Office of the Secretary of State

Certificate of Authority.

I, John E. Ramer, Secretary of State of the State of Colorado, do hereby certify that on the twenty-eighth day of February A. D. 1916 at the hour of 2:44 P. M., there was filed in my office a certificate of renewal of THE LUPTON BOTTOM DITCH COMPANY. Now, *Therefore*, Pursuant to the provisions of Section Ten (10) of an act entitled, "An Act Relating to Corporations and prescribing certain fees to be paid by Corporations, foreign and domestic, and repealing certain Acts and all Acts and parts of acts in conflict herewith" approved April 6, 1901, I do further certify that the said THE LUPTON BOTTOM DITCH COMPANY has made full payment of all fees and taxes authorized by law to be paid to the Secretary of State and due at the time of the issuance of this certificate.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State of Colorado, at the City of Denver, this 28th day of February A. D. 1916.

JNO. E. RAMER,
Secretary of State.
By GEORGE M. WILLIAMS,
Deputy.

CERTIFICATE

We, Albert F. Wulfekuhler, President, and Arthur Ponsford, Secretary of THE LUPTON BOTTOM DITCH COMPANY, do hereby certify that the corporate life of said company has expired; that, pursuant to the laws of the State of Colorado

applicable to ditch companies, as expressed in sections 996 and 997 of the Revised Statutes of Colorado of 1908, a special meeting of the stockholders of said company was called for February 5, 1916, at 3 P. M., in Weld County, Colorado, at the Sullivan Ranch House, just west of the bridge crossing the South Platte River, and about midway between Fort Lupton and Platteville, for the purpose of submitting to the votes of the stockholders of said company the question of extending the corporate life of said company for a period of twenty years from the date of expiration; that due written notice of said meeting, stating the place where and the time when the question of renewal would be submitted to the votes of the stockholders of said company, and signed by the owners of ten per cent of the entire capital stock of said company, was mailed to the stockholders of said company upon January 5, 1916; that said notice was also published for two successive weeks immediately preceding the date of said meeting, in the Fort Lupton Press, a newspaper printed nearest the place where the principal operations of said company are carried on; that a meeting of the stockholders of said company was held pursuant to said notice, at which meeting a majority of the stock of said company was represented; that at said meeting the votes were taken by ballot, and that each stockholder was allowed as many votes as he owned stock in said company, or held proxies therefore; and that a majority of the votes cast were in favor of a renewal of the corporation and an extension of the life thereof for a period of twenty years from the date of its expiration.

In witness whereof we have hereunto set our hands and seals and the seal of said corporation this ninth day of February, 1916.

ALBERT F. WULFEKUHLE (Seal)
President

ARTHUR PONSFORD, (Seal)
Secretary.

STATE OF COLORADO }
City and County of Denver } ss.

Albert F. Wulfekuhler and Arthur Ponsford, being first duly sworn, say upon oath, each speaking for himself and not one for the other:

That they are respectively the President and the Secretary of THE LUPTON BOTTOM DITCH COMPANY; that they have read the foregoing certificate; that the same is true; that they signed said certificate as such President and Secretary; and that the seal thereunto affixed is the seal of the said company, and was affixed by them.

ALBERT F. WULFEKUHLE,
ARTHUR PONSFORD.

Subscribed and sworn to before me this ninth day of February, 1916. My commission expires July 12, 1919.

WILLIAM EISENLORD,
Notary Public.

By-Laws

OF

The Lupton Bottom Ditch Company

I

OFFICERS

The officers of this company shall be a president, a vice-president, a treasurer and a secretary, who shall be elected by the Board from their number, and a superintendent who shall be elected by the Board.

II

DUTIES OF OFFICERS

The president shall preside at all meetings of directors and stockholders; shall sign certificates of stock and execute in the name of the company all contracts and other documents as the Board of Directors shall authorize to be signed or executed for the company; he shall be the executive officer of the company and have general supervision and control of its affairs; he shall report to each regular meeting of the directors and to each annual stockholders meeting the condition of the company business and such other information as may be called for by the stockholders or board.

The vice-president shall have the power to perform all of the duties of the office of president in case of the absence or disability of the latter.

The treasurer shall have custody of all moneys and funds belonging to the company and shall deposit all such moneys and funds in a bank to be selected by him, with the approval of the Board of Directors in the name of the company, and shall only pay out the funds of the company upon a warranty drawn upon him by the secretary and no funds or money belonging to the company shall be drawn or paid out except upon check signed by the treasurer in the name of the company. He shall keep or cause to be kept full and accurate books of accounts of all moneys coming into his hands and disbursed by him and shall render statements of his financial transactions in relation to the company to every regular meeting of the board and at each annual stockholders meeting; he shall at all times and in all things be subject to the direction and control of the board of directors and shall, when required by the board so to do, give bond for the faithful performance of his duties and the accounting of all moneys coming into his hands in such penal sum as the directors may require, with sureties to be approved by the board.

The secretary shall keep a record of all meetings of the stockholders and of the board of directors and shall sign all certificates of stock and shall keep a register of the same, together with a list of the stockholders and their respective addresses as furnished to him. He shall have the custody of the company's seal and shall attach the same to all certificates of stock, instruments and papers executed by the president, by authority of the board of directors. He shall give notice of all meetings of the directors and stockholders duly called and authorized except regular meetings of directors. He shall keep books of account of the company and a ledger account with each stockholder; shall collect all moneys to be paid into the company by stockholders and others; he shall furnish to the superintendent a list of the stockholders of the company, showing the number of shares held by each and shall upon the levying of any assessment furnish the superintendent with the amount of such assessment which may be performed by each stockholder in labor. He shall receive the reports of the superintendent as to the performance of labor by the stockholder entitled to perform the same as hereinafter provided. He shall pay all moneys collected over to the treasurer and take his receipt therefore and shall, when required by the Board of Directors so to do, give bond for the faithful performance of his duties and the due accounting of all moneys of the company coming into his hands, in such penal sum as the directors may require, with sureties to be approved by the Board and shall perform such other duties as the Board of Directors may from time to time require.

The officers above named shall hold office from the time of their respective elections to the next annual meeting or until their successors are elected and qualified.

The superintendent shall, subject to the supervision of the president, have charge of the ditch from the time of his appointment during the irrigating season and shall make an equitable division of water running in the company's ditch among the stockholders and users of such water. He shall at least once each day during the irrigation season traverse the ditch from its headgate to its terminations; shall inspect each day every division or sluice box, headgate and measuring weir along the line of the ditch and notify the president of any infringement on the rules or by-laws of the company relating to the use of water; he shall have charge of the maintenance and repairing of the company's ditch and shall be responsible for the same; he shall receive from the secretary at the beginning of the irrigating season a list of the stockholders, showing the amount of shares in the company held by each and shall receive from the secretary, when an assessment is made or levied, the amount of work or labor on the ditch which each stockholder is entitled to perform in payment of his

assessment and shall arrange such labor and work in manner satisfactory to himself giving each stockholder, as near as possible, a due proportion of such work and shall, with the approval of the Board of Directors, fix the compensation to be paid for labor upon the ditch. He shall hire and discharge all persons working on the ditch, keep a correct account of the same and make return thereof each week to the secretary and shall perform such other duties as may be imposed upon him and in all respects be subject to the direction and control of the president and his salary shall be fixed by the Board. He shall hold office during the pleasure of the president.

III.

ASSESSMENTS

The stockholders may levy assessments upon all the outstanding capital stock of the company for the purpose of providing funds for the expenses incident to keeping the company's ditch in repair and meeting current expenses of the company, which shall be paid in cash or labor or part cash and part labor as may be designated by the Board and the call of the secretary. Notice of all assessments shall be given to each stockholder in writing, said notice to be sealed in an envelope, addressed to each stockholder at the post-office address designated upon the stock ledger of the company and deposited in the post-office prepaid and an affidavit of the secretary of the mailing of such notice shall be proof of the service thereof. Such notice shall state whether such assessment shall be paid in cash or labor or what proportion thereof shall be paid in cash or labor and shall also state a day certain when such assessment shall be due and shall also state when the same shall be delinquent, which day shall not be less than thirty (30) days in the case of cash assessments and not less than ninety (90) days in case of labor assessment from and after the dates designated in the call and all of the cash and labor called for shall be paid or performed within the time designated in said notice.

From and after the date designated in the call when such cash and labor assessments shall be delinquent such assessments shall draw interest at the rate of one per cent (1%) per month. (This rate of interest was amended on May 31st, 1924 to read eight [8] per cent per annum) and all shares of each stockholder in default may be forthwith sold according to law for the purpose of paying the amount in default on account of assessments, costs of collection and sale.

No shareholder shall be entitled to receive credit for more labor performed in any one year than will equal in value such proportion of the assessment levied as are by terms of the call payable in labor except in cases of emergency, in which event such excess shall be a credit only against subsequent labor assessments and shall not relieve such shareholders from obligation to pay cash assessment designated in any call of the secretary.

IV

USE OF WATER

The Board of Directors shall have power from time to time to make such rules and regulations for the use of water as to it may seem proper.

No stockholder or other person entitled to draw water from the company's ditch shall have the right to use or draw any water therefrom until such stockholder or other person shall have complied with all the rules, regulations and by-laws of this company pertaining to the use of water and shall have paid all assessments and charges standing against such stockholder on the books of the company.

Every person entitled to use water from this company's ditch shall, at his own expense, place in position under the direction of the superintendent or president, at every point where such water is diverted, a headgate or sluice box of such dimensions as shall be approved by the Board of Directors or its proper officers, which box or gate shall be so arranged that the same can be locked and the keys of all locks shall be the property of the company and shall remain in the custody and under the exclusive control of the superintendent or president.

All headgates and wiers placed at points of diversion shall be maintained and kept in repair by the person entitled to draw therefrom or there through and on their failure to maintain and keep the same in repair, the company, by its proper officers, without notice may do so and the cost thereof shall be a charge against the shares of stock on account of which such water is at said point diverted.

No stockholder or person shall place or maintain any wheel, pump, check or any obstruction whatsoever in the company's ditch. In the event any such wheel, pump, check or other obstruction shall be necessary for the use of water by any person or stockholder entitled to draw water from said ditch, the company may, in the discretion of the Board, construct or erect the same at the expense of the person or stockholder so using the same and all unauthorized obstruction shall be removed by the company without notice.

No person shall draw any water from the company's ditch during the period he shall be indebted to the company or shall have failed to comply with any of the rules and regulations of the company relating to drawing water.

V

STOCKHOLDERS' MEETINGS

The stockholders shall meet annually in Weld County, Colorado, on the second Saturday of December in each year for the purpose of electing directors for the ensuing year and transacting such other business as may be legally brought before the meeting.

Special stockholders' meetings may be held in Weld County, Colorado, at such other times as the Board of Directors may direct. Notice of all

stockholders' meetings shall be given as provided by law and a majority of all the capital actually outstanding, represented at such meeting, either in person or by proxy, shall constitute a quorum and the same may be voted as permitted by the statutes of the State of Colorado.

VI

DIRECTORS' MEETINGS

The Board of Directors shall meet as soon as possible upon the adjournment of each annual meeting of the stockholders for the purpose of electing officers for the company. The Board shall also meet on the second Monday of each and every month thereafter at the company's office.

VII

VACANCIES

Vacancies occurring in the Board of Directors, or in any office shall be filled by the remaining directors, or by the Board by election.

VIII

TRANSFER OF STOCK

Stock shall be transferred only on the books of the company by the holder in person or by attorney, upon the surrender of the certificate representing the shares transferred, and upon any transfer of stock the certificate shall be cancelled and a new certificate issued in lieu thereof. No transfer of stock shall be made unless all assessments charged against the same shall be paid, nor within three days prior to the annual meeting of stockholders for the election of directors. The holding of the certificate shall be prima facie evidence to entitle the holder thereof to the use of water in the company's ditch, provided, all assessments be paid thereon. No person shall be entitled to receive water from the company's ditch unless he is a stockholder or upon the written request of a stockholder.

IX

SEAL

The corporate seal of the company shall be as follows: "THE LUPTON BOTTOM DITCH CO. COLORADO" arranged in a circle surrounding the words "Fort Lupton" as shown by the impression following:

X

ORDER OF BUSINESS

The following order of business shall be observed at stockholders' meetings:

Reading of minutes of all stockholders' and directors' meetings since the last meeting of stockholders.

Report of officers.

Unfinished business.

New business.

Election of Directors.

XI

AMENDMENTS

These by-laws may be amended or supplemented at any meeting of the Board of Directors.

FIRST EXTENSION OF DITCH.

Minutes of Annual Meeting of the stockholders held pursuant to call of the Secretary at Lupton, Colorado, on December 6th, 1904, at which meeting there was represented, in person or by proxy, all of the shares of capital stock of said company.

Mr. M. W. Slate, Chairman of the meeting having appointed tellers found the proxies to be regular and that every share of the company was entitled to a vote.

Upon motion of Arthur Ponsford, seconded by D. B. Snouffer, the following resolution was unanimously adopted:

Whereas more than half of the shares of the capital stock of this company are now carried to the terminus of The Lupton Bottom Ditch, which is on the south boundary line of Section 13, Township 2, North Range 67 West, and the water appropriated by said shares is conveyed then through a private lateral owned by some of the stockholders of this company, to-wit: James Moore and Dennis Sullivan, which said lateral is sometimes called the Sullivan and Moore Ditch and which said lateral extends over said south line of Section 13, running thence in a north-westerly direction through Section 13 and the northeast quarter of Section 14, the east half of Section 11, and the west half of Section 2, Township 2, North Range 67 West, and terminates on the north boundary line of Section 2.

And Whereas shareholders of this company believe that said lateral could better be managed by and under the direction of this company, and that by undertaking such management this company could avoid breakages in the main ditch south of said south line of said Section 13, and would also terminate the litigation and disputes between the owners of said lateral as to the division of water; and the owners of said laterals have offered to deed the same to this company provided this company would accept the responsibility of dividing the water to each who is entitled thereto under his shareholding herein:

Now, Therefore, Be It Resolved, that the articles of incorporation of this company be amended so as to permit this company to extend its said ditch to a point on the north line of Section 2, Township 2, North Range 67 West.

That this company shall accept deeds executed by Dennis Sullivan and James Moore conveying said lateral and ditch to this company provided, that before said conveyance shall be made such extension ditch shall be by present owners thereof cleaned out, and widened where necessary so that in the judgment of this company the same shall be sufficient to carry all the water which may be found to be necessary to carry therein, and provided further that for the purpose of determining whether or not said extension ditch has been enlarged to a sufficient capacity a committee consisting of D. B. Snouffer, M. B. Slate and any third person chosen by them shall examine said ditch and certify to this company the fact that the same has been properly and sufficiently enlarged and cleaned.

A vote upon the adoption of said resolution having been had by ballot and tellers appointed, it was announced that every share represented at said meeting, being the whole of the outstanding shares of the capital stock of this company, voted in favor of the adoption of said resolution, and the President declared the same to be unanimously carried.

After assessments were voted and directors elected meeting adjourned.

ARTHUR PONSFORD,

Secretary

APPROVAL OF EXTENSION

Minutes of meeting of the stockholders of The Lupton Bottom Ditch Company, held December 6th, 1905.

D. B. Snouffer, President, called meeting to order. Arthur Ponsford was appointed Secretary. The President appointed Mr. Patterson to act as committee with Mr. Ponsford to examine proxies and reported that there were represented at the meeting eighty-one shares of the outstanding capital stock of the company and that a quorum being present should proceed to business.

On motion of Mr. Ponsford, seconded by Mr. Slate, the following by-laws were unanimously adopted as the by-laws for the government of the company in future.

Mr. Slate, a committee appointed at the last annual meeting of the stockholders to examine the capacity of the Lupton Bottom Extension Ditch prior to its being taken over by the company, reported that the examination had been made and the ditch placed in satisfactory condition and Mr. Ponsford reported that the Article of Incorporation of the company had been duly amended so as to extend the Lupton Bottom Ditch proper to the north line of Section Two

(2) Township Two (2) North Range Sixty-seven (67) West and that deeds had been obtained from the prior owners of said extension ditch to The Lupton Bottom Ditch Company and that the same had been recorded.

After reports of officers, voting assessment and directors, meeting adjourned.

ARTHUR PONSFORD
Secretary.

SECOND EXTENSION OF DITCH

At a meeting of the stockholders of The Lupton Bottom Ditch Company duly called and held on the 15th day of December A. D. 1909, at which meeting a majority of stockholders were present in person or by proxy.

The following resolution was unanimously adopted:

"Whereas, the present terminus of the Company's ditch is on the north end of Section 2, Township 2 North, Range 67 West, and

"Whereas, The Lupton Meadows Land Company utilizes an extension of said Lupton Bottom Ditch to about the middle of Section 33, Township 3, North, Range 67 West, and distributes water from the Lupton Bottom Ditch to various persons entitled to the same along the line of said lateral, and

"Whereas, there is a waste ditch running from said lateral into a lake situate in Section 27, Tp. 3, R. 67, and

"Whereas, The Lupton Meadows Land Company contributes more than one-half of the total expense of maintaining said ditch, and

"Whereas, it would be to the best interests of all of the stockholders of the Lupton Bottom Ditch Company that said Lupton Bottom Ditch Company acquire said lateral and waste ditch and maintain the same and have the waters divided by its ditch rider, and

"Whereas, The Lupton Meadows Land Company has agreed to enlarge said lateral and waste ditch so as to carry all the necessary waters to the satisfaction of the Board of Directors of The Lupton Bottom Ditch Company,

"Now Therefore, Be It Resolved, that so soon as The Lupton Meadows Land Company has enlarged and widened said lateral and waste ditches to the satisfaction of the Board of Directors of this company, that this company shall accept a deed to the right of way actually occupied by said lateral and waste ditch and that this company shall therefore maintain said lateral and waste ditch and have the same patrolled and the waters divided by its ditch rider to the same intent and purposes as though said lateral ditch and waste ditch was a part of The Lupton Bottom Ditch as originally constructed."

The motion for the adoption of said resolution having been duly seconded and vote thereon had the same was unanimously carried.

State of Colorado }
County of Denver } ss.

I, Albert F. Wulfekuhler, hereby certify that I am the Secretary of the Lupton Bottom Ditch Company and that the above resolutions were regularly adopted at a meeting of the stockholders held on the 15th day of December, 1909, as the same now appears and are incorporated in the minutes of meeting.

ALBERT F. WULFEKUHLER,
Secretary.

Dated October 6, 1924.

At a meeting of the stockholders of The Lupton Bottom Ditch Company duly called and held on the 7th day of February 1914, at which meeting a majority of the stockholders were present in person or by proxy, the following resolution was unanimously adopted:

"Resolved: That this Company take over, maintain and patrol that lateral connecting the west canal with the east canal, commencing at a point in Section 25, Township 2 North, Range 67 West, and that the same should be considered part of the irrigation system of the company.

State of Colorado }
County of Denver } ss.

I, Albert F. Wulfekuhler, hereby certify that I am the Secretary of The Lupton Bottom Ditch Company and that the above resolution was regularly adopted at a meeting of the stockholders held on the 7th day of February, 1914, as the same now appears and are incorporated in the minutes of the meeting.

ALBERT F. WULFEKUHLER,
Secretary.

Dated October 6, 1924.

The Lupton Bottom Bylaws as amended 1/9/99

Article IV Use of Water

Section 1.

A. The water of this Company, or to which it may be entitled shall be carried for, and delivered only to , the stockholders of this Company, or such stockholder as a stockholder shall direct.

B. Water represented by ownership of Common Stock of The Lupton Bottom Ditch Company or water represented by agreements, contracts or decrees standing or decreed in the name of the Company shall not be transferred, used or utilized by any stockholder or user of said water without first being diverted through the headgates of The Lupton Bottom Ditch Company as presently constructed or as may be hereafter constructed.

Section 2.

Each stockholder shall be entitled to the proportion of water carried in the ditch of this Company that the number of shares owned by them bears to the whole number of shares issued and outstanding, said water to be delivered in full pro rata share at his historical diversion point from the ditch.

Section 3.

A. Deliveries of water to the stockholders of the Company shall be measured at the headgates and subsequent weirs of the stockholders, and this Company in no event assumes any responsibility for the maintenance, operation or repair of, or distribution of water from, any private laterals connected with the Company's ditch.

B. Any stockholder not desiring to use for himself the water from said ditch to which they are entitled on account of their capital stock ownership in any year, shall have the right to dispose of such water for such year to another or others; but in no event shall water represented by the ownership of capital stock of The Lupton Bottom Ditch Company be transferred, used or utilized of any stockholder or user of said water without first going through the headgates of The Lupton Bottom Ditch Company as presently constructed or as may be hereafter constructed. The Company assumes no responsibility for delivery of such transferred or leased water and under no circumstance will the Company construct new gates or obstruct the flow of water in the Company's ditch by

The Lupton Bottom

Bylaws as amended 1/9/99

checks or otherwise. Any such transfer of a certificate, right or right to use water shall be subject to the review and approval of the Board of Directors, which may refuse to approve such transfer if it would adversely effect the ability of the Company to deliver to each shareholder their full allocation of water.

C. Any shareholder wishing to divert their water at a point other then their historical diversion point shall submit a plan for approval to the Board of Directors, said plan shall account for any significant losses, shrink evaporation or others, that the Company's ditch may suffer as a result of such a change. The Board may refuse to approve such plan if it would adversely affect the ability of the Company to deliver to each shareholder their full allocation of water.

Section 4

All Company headgates and checks in the Company's ditch shall be operated and be maintained by, and be under the exclusive control of the Company. No stockholder or any other person shall have the right to interfere with, reconstruct, repair, change or alter, open or close said devices in any matter whatsoever.

Section 5.

No person shall have the right to run water in the Company's ditch except a shareholder of the Company in the ordinary course of the Company's business, and in accordance with these bylaws when read as a whole, and the rules and regulations and standard policies of the Company as adopted and promulgated from time to time by the Board of Directors of the Company. The Board may at it's sole discretion, grant others a license to use the ditch of the Company for the purpose of transporting water under such terms and conditions, and at such times, as it will not interfere with the Company's obligation to deliver water to its shareholders for agricultural purposes, or the Company's ability to maintain its ditch and structures. In accepting any such license, such licensee shall hold the Company harmless from any and all liability or damage that may be suffered by the Company, or by any person or stockholder, by reason of the licensee's use of the Company's ditch and structures, without regard to such licensee's negligence or the negligence of the Company, and such licensee shall have no right of contribution or indemnity from the Company. Further, such licensee shall be strictly liable to the Company for any damage to the Company's ditch or structures by reason of its use of the Company's ditch and structures. The Board of Directors shall set a fee to be charged for such a license.

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
THE LUPTON MEADOWS DITCH
COMPANY

(Including Certificate of Incorporation of The Lupton Meadows Ditch Company and Revised Bylaws of The Lupton Meadows Ditch Company)

(Certificate of Amendment and Revision of the Bylaws were voted on and approved by a vote of not less than two-thirds of the outstanding capital stock of said corporation entitled to vote. Said vote was a scheduled item of agenda at the Shareholders Annual Meeting held on January 13, 2001)

Recorded in Weld County, Colorado on November 1, 2001

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
THE LUPTON MEADOWS DITCH COMPANY**

Know All Men by These Presents, That we, Lee Wilmoth, President, and Belle Watson, Secretary of The Lupton Meadows Ditch Company, a corporation duly organized and existing under and by virtue of the laws of the State of Colorado, do hereby make this certificate in accordance with the laws of the State of Colorado, and state, to-wit:

FIRST. That at a special meeting of the Stockholders of The Lupton Meadows Ditch Company duly and regularly called as provided by the bylaws of said corporation and in accordance with the statutes of the State of Colorado and held at Fort Lupton, Colorado on the 27th day of January, A. D. 1939, the following resolution was presented and regularly adopted by an affirmative vote of not less than two-thirds of the outstanding capital stock of said corporation entitled to vote, in accordance with the statute of the State of Colorado so made and provided, thereby amending Articles Six and Seven of the Certificate of Incorporation to read as follows, to-wit:

Article 6

The principal office of this Company shall be kept in the Lupton Meadows Ditch District, and the principal business of this Company shall be carried on in the counties of Boulder and Weld, State of Colorado.

Article 7

The Stockholders shall have power to make suitable bylaws and to amend or repeal the same, and the Board of Directors shall have power to make all needful rules and regulations for the equitable and economical use of water pro rata among the Stockholders of the Company, and to levy and collect assessments against the Stockholders for the maintenance of the Company's property, and to pay claims constituting valid indebtedness against the Company, and for such purposes as may be permitted by law, and to enforce the collection of said assessments by the sale of stock of any delinquent Stockholder. At all Stockholders' meetings, cumulative voting shall not be allowed.

SECOND. That the President and Secretary of the said corporation were, at said Stockholders' meeting, duly authorized and directed to make, and file such certificate, as provided by law, setting forth such amendment or amendments to the certificate of incorporation as adopted by the Stockholders of said corporation.

IN WITNESS WHEREOF, We, the President and Secretary of said corporation, have hereunto set our hands this 14th day of March, A. D. 1939, and have caused the seal of the said corporation to be affixed hereunto.

(Corporate Seal)

LEE WILMOTH,
President.

Attest:

BELLE WATSON, Secretary,
STATE OF COLORADO,)

)ss.

County of Weld)

Before me, Herman E. Crist, a Notary Public in and for the said County and State, personally appeared Lee Wilmoth who being first duly sworn upon his oath deposes and says: that he is the President of The Lupton Meadows Ditch Company, a Colorado corporation; that he has read the foregoing certificate of amendment by him subscribed, and the facts therein set forth are true to the best of his knowledge and belief.

LEE WILMOTH, President.

Subscribed and sworn to before me this 15th day of March, A. D. 1939.

My commission expires October 30, 1940.

(Seal)

HERMAN E. CRIST, Notary Public.

**CERTIFICATE OF INCORPORATION
OF
THE LUPTON MEADOWS DITCH COMPANY**

Known All Men by These Presents, That we, Lee A. Reynolds, Albert F. Wulfekuhler and Arthur Ponsford, desirous of becoming a body politic and corporate under and by virtue of the laws of the State of Colorado, do hereby make, execute and acknowledge in quadruplicate this certificate in writing of our intention so to do, and state:

I.

The corporate name of our said Company shall be THE LUPTON MEADOWS DITCH COMPANY.

II.

The objects for which our Company is created are as follows:

(a) To acquire by purchase the following described water rights, ditches, decrees, priorities, reservoirs, reservoir sites and shares of stock in incorporated companies, as follows, to-wit:

Forty-three (43) shares of capital stock of The Lupton Bottom Ditch Company, incorporated under the laws of the State of Colorado.

Also twenty-five and one-half (25 ½) shares of the capital stock of The Meadow Island Irrigation Company, incorporated under the laws of the State of Colorado.

Also four (4) shares of the capital stock of The Meadow Island Ditch Company No. 2, incorporated under the laws of the State of Colorado.

Also the Elwood Ditch, having transferred 10 cubic feet of water per second of time from the Elwood Ditch to the Lupton Meadows Ditch Company to be delivered through the Lupton Bottoms Ditch as documented in District Court Division #3 on April 16th, 1927. Court Action 96148.

Also the Sullivan Reservoir No. 3 (AKA. Wheeler Lake), situated in Sections Twenty-seven (27) and Thirty-four (34), Township Three (3) North, Range Sixty-seven (67) West, Weld County, Colorado, and all water rights and rights to the storage and use of water initiated or acquired by virtue of the filing in the office of the State Engineer of the State of Colorado of a statement of claim and map whereby Dennis Sullivan claimed the right to divert from the South Platte River by means of the Lupton Bottom Ditch 5,725,950 cubic feet (131.45 acre feet) of water, which said statement of claim and map was approved by the State Engineer July 14, 1905, and bears the office file number of said State Engineer "2144", together with all rights, title and interest of the said Dennis Sullivan in and to the land actually embraced within the boundary of said reservoir as shown by said map. Civil action #54658.

Also the Coal Ridge Waste Lake (AKA Sand Hill Lake) situated in Sections Twenty-three (23), Twenty-four (24), Twenty-five (25) and Twenty-six (26), Township Two (2) North, Range Sixty-seven (67) West, Weld County, Colorado. Civil action #54658.

Also seven (7) shares of the capital stock of the Slate Ditch Company, incorporated under the laws of the State of Colorado.

Also the J&S Ditch Enlargement, having its headgate located at a point whence the S. W. Corner Section Twenty-six (26), Township Two (2) North, Range Sixty-seven (67) West.

Also all water rights and rights to the use of water appurtenant to or in any manner connected with said ditches and each and all the priorities mentioned in said decree or accruing by virtue of said filings, statement of claims and map, or any thereof.

Subject, however, to the rights of the holders of certain water rights which have heretofore been sold and conveyed by The Lupton Meadows Irrigation Company, which said expected water rights aggregate 2039-5000ths of the total amount of water which said The Lupton Meadows Irrigation Company would be entitled to use and enjoy by reason of its ownership of the water rights, ditches and decrees and shares of stock in other companies above described.

(b) To acquire by purchase, lease, contract or otherwise, such other water rights, ditches, decrees, contracts, priorities or shares of stock in other companies as may from time to time be determined by the Company.

(c) To pay for the water rights, ditches, decrees, contracts, priorities and shares of stock in other companies by issuing to The Lupton Coal Ridge Land Company five thousand (5,000) shares, being the entire issue of the capital stock of this Company.

(d) To assume all of the future obligations of The Lupton Meadows Irrigation Company in respect of certain contracts outstanding for the delivery of water by it to the holders of said contracts to the extent of 2039-5000ths of the total amount of water which said Company was entitled by reason of its former ownership of the water rights to be acquired by this Company, in consideration of the transfer to this Company by The Lupton Coal Ridge Land Company of two thousand and thirty-nine (2,039) shares of the full paid stock of this Company, to be re-issued only to the respective holders of said 2039-5000ths of the water rights of said The Lupton Meadows Irrigation Company upon the surrender and cancellation of said contract, upon the basis of one share of stock for each 1-5000th water right evidenced by said contracts to be surrendered, the excess of said shares, if any, to be returned to said The Lupton Coal Ridge Land Company.

(e) All of the water to which this corporation may hereafter be entitled to divert, impound or use shall be appropriated and held to the exclusive use of its Stockholders, and whenever there is available water the owners of the capital stock of the corporation shall be entitled each year to use the pro rata share thereof for the irrigation of one acre of land for each share of stock so owned, under such rules, regulations and limitations as the Board of Directors may adopt; no water shall ever be furnished to any person who is not a Stockholder in the Company, except to said water contract holders of The Lupton Meadows Ditch Company, so long as said contracts shall be outstanding, nor shall water be furnished to any Stockholder except pro rata with all other Stockholders and without priority one for the other.

None of the objects and purposes above enumerated shall be construed as being in derogation of the general rights conferred by law upon corporations of this character, but this corporation shall have all the rights, benefits and privileges by law conferred upon corporations of like character, whether or not the same shall have been herein before specifically set forth and described.

(f) To transport foreign waters as may be contractually obligated either now or in the future as long as said obligations do not interfere with the normal operation of the Company.

III.

The original capital stock of this corporation was Two Hundred Thousand Dollars (\$200,000.00), divided into five thousand shares (5000) of the par value of Forty Dollars (\$40.00) per share. Said stock shall be assessable.

IV.

That term of existence of this corporation shall be in perpetuity after the date of the filing of the certificate in the office of the Secretary of State of the State of Colorado.

V.

The affairs of this corporation shall be governed and controlled by a Board of five (5) Directors.

VI.

The principal office of this Company shall be kept in the Lupton Meadows Ditch District, and the principle business of this Company shall be carried on in the counties of Boulder and Weld, State of Colorado.

VII.

The Stockholders shall have the power to make suitable bylaws and to amend or repeal the same, and the Board of Directors shall have power to make all needful rules and regulations for the equitable and economical use of water pro rata among the Stockholders of the Company, and to levy and collect assessments against the Stockholders for the maintenance of the Company's property, and to pay claims constituting valid indebtedness against the Company, and for such purposes as may be permitted by law, and to enforce the collection of said assessments by the sale of the stock of any delinquent Stockholder. At all Stockholders' meetings, straight voting shall be allowed, cumulative voting shall not be allowed.

**BYLAWS
OF
THE LUPTON MEADOWS DITCH COMPANY**

**ARTICLE I.
Stockholders' Meetings.**

The annual meeting of the Stockholders of this corporation shall precede the annual meeting of The Lupton Bottom Ditch Company. Special meetings of the Stockholders may be called at any time by the Board of Directors or by Stockholders owning a majority of the capital stock issued and outstanding.

At all meetings of the Stockholders, the owners of a majority of the stock issued and outstanding, represented in person or by proxy, shall constitute a quorum for the transaction of business. Each Stockholder present or represented by proxy shall be entitled to as many votes as he represents shares of stock.

**ARTICLE II.
Board of Directors.**

Section 1. The Board of Directors shall, after the first year, be elected to three year staggered terms by the Stockholders at the annual meeting. All elections shall be by plurality vote, acclamation accepted when the number of positions is equal to the number of candidates on the ballot. Directors elected shall hold their offices until their successors are elected and qualified or until they are removed, as herein provided.

Section 2. Vacancies. Vacancies occurring in the Board of Directors may be filled by the Board for the remainder of the term.

Section 3. Removals. Directors shall be elected for the period of three years, but may be removed at any time for malfeasance and misfeasance in office by a majority vote of all the stock issued and outstanding. Should a Director part with all of his/her stock, voluntarily or otherwise, that Director shall be deemed to have thereby resigned his/her office as such Director, and the vacancy thereby caused shall at once be filled.

**ARTICLE III.
Election Commission.**

Two election commissioners shall be elected by a show of hands at the annual meeting to serve a one-year term. Duties shall include overseeing and running of all elections, conducting role call, establishing a quorum and issuing ballots.

**ARTICLE IV.
Officers.**

The Board of Directors shall elect as officers of the Company, a President, Vice President, Secretary and Treasurer. The office of Secretary and Treasurer may be held by the same person, and all officers shall be elected for the period of one year and until their successors are elected,

but may be sooner removed by the Board of Directors. No officer shall receive a salary as such unless authorized and fixed by the Board of Directors.

ARTICLE V.
Directors' Meetings.

Section 1. The Board of Directors shall meet at such times as they may determine, and any Director may call a special meeting at any time, provided notice is given to all of the Directors of such meeting by personal notification or by mailing notices to their addresses, as shown on the books of the Company, at least three days before the time of such proposed meeting, or by telephone at least two days before the time of such meeting. Any meeting of the Board of Directors called in a valid manner, with an established quorum, shall be valid.

Section 2. Quorum. The majority of the Board of Directors shall constitute a quorum for the transaction of business.

ARTICLE VI.
Duties of Officers.

Section 1. President. The President shall be the chief executive officer of the Company. The President shall sign all notes and official papers of the Company and attend to such other duties as the Board of Directors may authorize.

Section 2. Vice President. In the absence of the President, the Vice President shall perform all of the duties which shall belong to the President.

Section 3. Secretary. It shall be the duty of the Secretary to give notice of the calling of the meetings of the Board of Directors and Stockholders. The Secretary shall prepare and keep proper books of record and account and such other books as the Directors may prescribe. The Secretary shall make report to the Directors and to the Stockholders when required. The Secretary shall sign all notes, countersign and register all certificates of stock and sign and attest all documents requiring the Secretary's signature, attaching the corporate seal of the Company to all instruments requiring the seal, and perform all the duties incidental to the office. The Secretary shall keep the books of the Company ready for the inspection of the Stockholders and Directors by appointment.

Section 4. Treasurer. The Treasurer shall be the custodian of the moneys of the Company, which shall be deposited to the credit of the Company in some bank approved by the Board of Directors. The Treasurer shall sign all checks on the bank account of the Company. The Treasurer shall render a statement of transactions performed as Treasurer of the Company at such times as the Board of Directors or Stockholders may require, and exhibit the books and accounts to any Director or Stockholder when an appointment is made at the Treasurer's office.

Section 5. Superintendent. The Board of Directors shall be authorized to appoint a Superintendent who shall have control of the construction, care and management of the ditch and reservoir of the Company, and the distribution of water. The Superintendent shall in all matters be subject to the direction of the Board of Directors and the Superintendent may appoint one or

more assistants subject to the approval of the Board of Directors. The Superintendent and such assistants shall receive such salary as the Board of Directors may determine. Except that the Superintendent cannot be a Director.

ARTICLE VII. Transfer Books.

The transfer books of the Company shall be closed for two days preceding any meeting of the Stockholders.

ARTICLE VIII. Shares of Stock and Water Rights.

Each Stockholder shall be entitled to a certificate embossed with the Company's seal representing his/her shares of stock. The shares of stock shall represent the rights of the respective owners to the use of water in the Company's system. In time of shortage of water, the Company may devise a system of delivering water to groups of Stockholders in rotation. No check or obstruction of any kind shall be placed in any ditch or lateral of the Company except by approval of Directors. No Stockholder shall be entitled to the delivery of any water except through a headgate and measuring weir, to be constructed to Company specifications and paid for by the Stockholder before the delivery of any water.

Shares of stock shall be transferable only upon the books of the Company, upon the surrender of the original certificate, properly endorsed, transfer fee paid, and all certificates which are surrendered and canceled shall be so noted by the Secretary. No stock shall be transferred until all assessments and charges thereon are fully paid.

All assessments shall be levied by the Stockholders pro rata upon all of the stock of the Company. The times and amounts of payment of the assessments shall be determined in the resolution levying the same. The Secretary shall mail to each Stockholder of record, at the Stockholder's post office address, as shown upon the books of the Company, a notice of such assessment, the amount thereof, and the time when the same is payable. If any Stockholder shall not have registered a post office address with the Secretary, that Stockholder shall be deemed to have waived notice by mail of all assessments. The Company shall have a paramount lien on all stock held or subscribed by each Stockholder to secure the payment of the subscription price or assessments levied on the stock of each Stockholder, and all interest upon such assessments and costs of collecting such assessments and interest, by sale, suit or otherwise. Any Stockholder failing to pay any assessment levied upon his/her stock at the time fixed for the payment thereof shall pay interest upon the delinquent subscription or upon all delinquent amounts, at the rate of 8 percent per annum or \$25.00 whichever is greater that such amount shall remain unpaid thirty days after call, and in case such default shall continue for the period of two years, the Secretary shall report the same to the Board of Directors, who may order the stock sold to the highest bidder at public auction, for the purpose up paying the amount due to the Company and the costs and expenses of the sale. In the event the Board of Directors shall order the stock sold as aforesaid, the Secretary shall make demand upon the Stockholder for the amount due, by mailing a notice to the Stockholder's address, as shown upon the books of the Company, notifying the Stockholder that said stock will be sold if payment is not made. If payments shall not be made within sixty days from the mailing of such notice by the Secretary, the Secretary shall cause

notice of such sale to be given by publishing the same for four weeks in any weekly newspaper published in Weld County, Colorado, which notice shall state the name or names of the delinquent Stockholders, the number of shares delinquent and the time and place of the sale, and the Secretary shall also deposit in the Post Office, postage prepaid, a similar notice delivered to the delinquent Stockholder at the Stockholder's address, as the same appears upon the stock book of the Company. At such sale sufficient of said stock shall be sold to pay the amount due, together with interest and cost of publication and making the sale. The amount realized from the sale in excess of the amount due on the subscription or assessment, with interest at eight percent, per annum from the time when the same became due, and the expense of the notice and sale, shall be paid to the Stockholder whose shares were forfeited and sold. A new certificate shall be issued to the purchaser at such sale for the stock so sold and a suitable notation made upon the books of the Company to show such transfer.

ARTICLE IX. Use of Water.

Section 1.

A. The water of this Company, or to which it may be entitled shall be carried for, and delivered only to, the Stockholders of this Company, or such Stockholder, as a Stockholder shall direct.

B. Water represented by ownership of Common Stock of The Lupton Meadows Ditch Company or water represented by agreements, contracts or decrees standing or decreed in the name of the Company shall not be transferred, used or utilized by any Stockholder or user of said water without first being diverted through the historical diversion points of The Lupton Meadows Ditch Company as presently constructed or as may be hereafter constructed.

Section 2.

Each Stockholder shall be entitled to the proportion of water carried in the ditch of this Company that the number of shares owned by them bears to the whole number of shares issued and outstanding, said water to be delivered in full pro rata share at his/her historical diversion point from the ditch.

Section 3.

A. Deliveries of water to the Stockholders of the Company shall be measured at the headgates and subsequent weirs of the Stockholders, and this Company in no event assumes any responsibility for the maintenance, operation or repair of, or distribution of water from, any private laterals connected with the Company's ditch.

B. Any Stockholder not desiring to use for himself the water from said ditch to which they are entitled on account of capital stock ownership in any year, shall have the right to dispose of such water for such year to another or others; but in no event shall water represented by the ownership of capital stock of The Lupton Meadows Ditch Company be transferred, use or utilized of any Stockholder or user of said water without first going through the historical diversion points of The Lupton Meadows Ditch Company as presently constructed or as may be hereafter constructed. The Company assumes no responsibility for delivery of such transferred or leased water and under no circumstance will the Company construct new gates or obstruct the flow of water in the Company's ditch by checks or otherwise. Any such transfer of a certificate, right or right to use water shall be subject to the review and approval of the Board of Directors, which

may refuse to approve such transfer it would adversely effect the ability of the Company to deliver to each shareholder a full allocation of water.

C. Any shareholder wishing to divert water at a point other than the historical diversion point shall submit a plan for approval to the Board of Directors, said plan shall account for any significant losses, shrink evaporation or others, that the Company's ditch may suffer as a result of such a change. The Board may refuse to approve such plan if it would adversely affect the ability of the Company to deliver to each shareholder a full allocation of water.

Section 4.

All Company headgates and checks in the Company's ditch shall be operated and be maintained by, and be under the exclusive control of the Company. No Stockholder or any other person shall have the right to interfere with, reconstruct, repair, change or alter, open or close said devices in a matter whatsoever.

Section 5.

No person shall have the right to run water in the Company's ditch except a shareholder of the Company in the ordinary course of the Company's business, and in accordance with these bylaws when read as a whole, and the rules and regulations and standard policies of the Company as adopted and promulgated from time to time by the Board of Directors of the Company. The Board may at its sole discretion, grant others a license to use the ditch of the Company for the purpose of transporting water under such terms and conditions, and at such times, as it will not interfere with the Company's obligation to deliver water to its shareholders for agricultural purposes, or the Company's ability to maintain its ditch and structures. In accepting any license, such licensee shall hold the Company harmless from any and all liability or damage that may be suffered by the Company, or by a person or Stockholder, by reason of the licensee's use of the Company's ditch and structures, without regard to such licensee's negligence or the negligence of the Company, and such licensee shall have no right of contribution or indemnity from the Company. Further, such licensee shall be strictly liable to the Company for any damage to the Company's ditch or structures by reason of its use of the Company's ditch and structures. The Board of Directors shall set a fee to be charged for such a license.

ARTICLE X.

Seal.

The corporate seal of the Company shall contain the words "The Lupton Meadows Ditch Company, Colorado," arranged in a circle, enclosing the word "Seal," as shown by the impression following:

(Impression in Original Bylaws)

ARTICLE XI.

Committees.

The Board of Directors may appoint from their number such standing committees as they may deem advisable for the convenient conduct of the Company's business, and may, in like manner, appoint special committees from time to time, in the discretion of the Board. Such committees, whether special or standing, shall have and exercise for the Company, such powers and authority as may be expressly conferred upon and delegated to them, respectively, by the Board of Directors.

ARTICLE XII.
Order of Business.

The following order of business shall be observed at the meetings of the Directors: Reading of the minutes of the last meeting; reports of officers; reports of standing committees; reports of special committees; unfinished business; new business.

The order of business at meetings of the Stockholders shall be prescribed by the Board of Directors using Robert's Rules of Proper Parliamentary Procedure as a guideline, or by bylaws to be hereafter adopted.

ARTICLE XIII.
Amendments.

These bylaws may be amended or supplemented at any regular meeting of the Stockholders, or at a special meeting called for that purpose.

APPENDIX C

WATER RIGHTS DECREE INFORMATION

NUMBER FOUR. LUPTON BOTTOM DITCH.

First, That said ditch is entitled to priorities Nos. 5 and 29 The Ditch is named the Lupton Ditch and has been sometimes called The Lupton Bottom Ditch, and is claimed by the Lupton Bottom Ditch Co. The Ditch is used for the irrigation of lands and water is taken from the South Platte River. The Head Gate is near or on the N.W. 1/4 sec. 16 Town. 1 N.R. 66 W. in County of Weld.

The original construction was begun May 15th, 1863, Work on the enlargement was begun September 15th, 1873, and all of said work was dilligently prosecuted. Said original ditch was 4 miles in length, 6 feet in width, 2 feet in depth, slope of banks 1-1/2 to 1, grade 5-28/100 feet per mile, velocity 2-65/100 feet per mile. Said ditch is entitled on priority No. 5 to the amount of water a ditch of those dimensions would carry estimated at 2862 ^{47.7} cubic feet per minute. That an enlargement was begun Sep. 15th, 1873. The Ditch was extended 7 miles, was enlarged 4 feet in width and deepened 9 inches. The velocity was thereby increased to 3-62/100 feet per second. And the ditch is entitled on priority No. 29 ^{31.7} to the increased amount of water that said ditch would carry by reason of said enlargements. Estimated at 5572 ^{92.87} cubic feet per minute. And the estimated amount of all the water to which the ditch is at present entitled is 8434 cubic feet per minute. No more water is appropriated than is necessary for the irrigation of the lands under the ditch.

NUMBER FIVE. THE BRIGHTON DITCH.

First. That said ditch is named the Brighton Ditch

SEEPAGE AND WASTE DITCH NO. 4

THE SLATE DITCH

That said ditch, as set forth in the findings herein, is entitled to Exclusive Seepage and Waste Ditch Priority No. 1 from the lands drained by it. It is claimed by The Slate Ditch Company, a corporation. It takes its supply of water from waste water and seepage water found in a draw or depression tapped by this ditch in the southwest quarter of Section 35, Township 2 North, Range 67 West, Weld County.

It is used for draining lands and for direct irrigation. Its headgate is located at a point which bears South $50^{\circ} 15'$ East 22.48 chains from the west quarter corner of said Section 35. Said ditch runs thence northeasterly about 1.75 miles.

It is hereby adjudged and decreed that there be allowed to flow into said ditch from the lands drained by it, for the use aforesaid, for the benefit of the parties lawfully entitled thereto, by exclusive and absolute ownership and Seepage and Waste Water Ditch Priority No. 1 from said source, to date from May 23, 1893, 6 cubic feet of water per second limited to the needs of 300 acres of land and no more. So limited, said priority is independent of other priorities of this water district.

22.48 chains
S 50° 15' E
22.48 chains
1.75 miles
6 cubic feet
per second
May 23, 1893
OK 1944

THE COAL RIDGE WASTE LAKE RESERVOIR.

1st. The owners of this reservoir are The Lupton Meadows Ditch Company, a corporation organized under the laws of the State of Colorado, and W. B. Dunaway.

2nd. This reservoir was constructed and it has been kept and operated as a reservoir for the storage of water for agricultural purposes.

3rd. Said reservoir derives its supply of water from the Little Dry Creek through the J and S Ditch and its enlargements and from the Consolidated Lower Boulder Ditch and Reservoir Company, through its Lower Boulder Ditch, and The Coal Ridge Ditch Company Lateral, as common carriers of water appropriated from Main Boulder Creek and Godding Hollow, and waters developed from coal mines along the right-of-way of the Lower Boulder Ditch and The Coal Ridge Ditch Lateral.

The headgate of The Lower Boulder Ditch, which is the property of The Consolidated Lower Boulder Ditch and Reservoir Company, is located on the south bank of the Main Boulder Creek in Section 16, Township 1 North, Range 69 West of the Sixth Principal Meridian in Boulder County, Colorado, and said Lower Boulder Ditch has a carrying capacity of 122 cubic feet of water per second of time.

The headgate of the lateral of the Coal Ridge Ditch Company is located in the center of Section 25, Township 2 North, Range 68 West at the terminus of the south branch of the Lower Boulder Ditch.

The Coal Ridge Ditch Lateral is approximately eleven miles long and at the point of intake of the reservoir is approximately sixteen feet wide on the bottom and 20 feet wide on the top; $2\frac{1}{2}$ feet deep, with a grade of four feet to the mile and a carrying capacity of 60 cubic feet of water per second of time.

4th. This reservoir is located at the intersection of Sections 23,

24, 25 and 26 in Township 2 North of Range 67 West of the Sixth Principal Meridian in Weld County, Colorado; 2.70 acres of said reservoir being located in a triangle in the southeast corner of Section 23; 13.86 acres thereof being located in the southwest corner of Section 24; 6.30 acres thereof in the northwest corner of Section 25, and 4.70 acres thereof in the northeast corner of Section 26.

5th. That the area of said reservoir at the high water line is 27.56 acres and at the low water line practically nothing; that the depth of said reservoir at the highwater line above the bottom of the outlet is 15 feet and that the total storage capacity of said reservoir for which claim is made is 8,670,605 cubic feet.

6th. That the feeders for said reservoir, for which claim is made, are the Lower Boulder Ditch and The Coal Ridge Ditch Lateral, both mentioned and described in Paragraph 3 hereof.

That the outlet ditch of said Reservoir is the J and S Ditch; that said outlet is about 4 feet wide on the bottom and 7 feet wide on top, and 18 inches deep, with a grade of 4 feet to the mile and a carrying capacity of 12 cubic feet of water per second of time; said outlet ditch is 2 miles long and carries the water to land of claimants hereunder.

7th. That the work of constructing said reservoir was commenced on the 15th day of April, 1910, and was prosecuted with reasonable diligence and was completed on the 1st day of September, 1912.

8th. That within a reasonable time, after the completion of said reservoir, unappropriated waters not needed for immediate use for domestic or irrigation purposes was diverted and stored in the same and was thereafter applied to agricultural purposes.

9th. As a matter of law, the claimants are entitled to a decree to the effect that for storage for agricultural purposes and under and by virtue of appropriation, as by original construction, sufficient unappropriated water not needed for immediate use for domestic or irrigation purposes be permitted to flow into said reservoir from Boulder Creek

through the Lower Boulder Ditch and through the Coal Ridge Ditch Lateral, and through said two ditches from Godding Hollow, and waters developed from coal mines along the right-of-way of said Lower Boulder Ditch and said Coal Ridge Ditch Lateral, at the rate of not to exceed 60 cubic feet of water per second of time, to fill said reservoir once a year to the height of 15 feet measuring from the bottom of the outlet, in quantity estimated at 8,670,605 cubic feet, with reservoir priority No. 16½, third series, dating from the 15th day of April, 1910.

IT IS THEREFORE ADJUDGED AND DECREED BY THE COURT, That for storage for agricultural purposes and under and by virtue of appropriation as by original construction and for the benefit of the party or parties entitled to the enjoyment thereof, there be permitted to flow into said reservoir from Boulder Creek and Godding Hollow and water developed from coal mines, aforesaid, through the feeder ditches above mentioned, at the rate of not to exceed 60 cubic feet per second of time, sufficient unappropriated water not needed for immediate use for domestic or irrigation purposes to fill said reservoir once a year to the height of 15 feet measuring from the bottom of the outlet, in quantity estimated at 8,670,605 cubic feet, with reservoir priority No. 16½, third series, subject to the general and paramount provision of this decree. The appropriation of which water may be deemed to have taken effect and said reservoir priority No. 16½, third series, to date from the 15th day of April, 1910.

FILED IN DISTRICT COURT
City & County of Denver, Colo.
Apr. 16, 1927
H. J. Raymond, Clerk.

STATE OF COLORADO,)
) ss.
City and County of Denver.)

IN THE DISTRICT COURT.

No. 10149 Div. 3

In the matter of the application)
of the right to the use of)
water for irrigation, in and for)
Irrigation District No. 1, and in)
water Division No. 1.)

Upon the petition of the Lupton)
Meadows Ditch Company to change)
point of diversion of the decreed)
irrigation appropriation of the)
Lupton Meadows Ditch Company from)
the headgate of the Elwood Ditch)
to the headgate of the Lupton)
Bottom Ditch.)

D E C R E E

The hearing on this petition having been regularly continued until the 4th day of April, A.D. 1927, when this cause came on for hearing, the petitioner, The Lupton Meadows Ditch Company then appearing by its officers and by Ernest L. Rhoads, Bernard C. Brown and Frank Crist, its attorneys, and the following named respondents, to-wit:

The New Brunner Extension Ditch Company,
The Platteville Milling and Irrigation Company,
The Lupton Bottom Ditch Company,
The Brighton Ditch Company,
The Fulton Irrigating Ditch Company,
The Farmers Independent Ditch Company,
The Meadow Island Irrigation Company,
The Meadow Island Ditch Company,
The Northern Mutual Ditch Company,
The Lower Lathan Ditch Company,
The Godfrey Ditch Company,
The Platte Valley Irrigating Company,
The Union Ditch Company,
The Becman Ditch and Milling Company,
The New Buckers Ditch Company, and
The Burlington Ditch, Reservoir and Land Company

appearing by Switchell, Clark, Burkhardt & King, their attorneys.
No other respondents or objectors appeared. The Court then

made examination of the proofs of service and notices given of this application, and the said petitioner and respondents then duly presented their testimony herein, and the court took said cause under advisement and continued the same until this date.

And now on this 16th day of April, 1917 this matter coming on for final determination and said petitioner and said respondents, now appearing by their said respective attorneys and the court having considered the proofs of notice and service duly had in this cause, and the testimony offered, and the arguments of counsel, and being now fully advised in the premises, doth find:

That due and proper notice of the petition and the hearing thereon as required by law and by the order of this court to all parties whose rights might be affected by the change in the point of diversion of the water rights and priorities as prayed for in said petition has been given, and that at this court now has jurisdiction of the subject matter of said petition and of all parties interested therein; that in the general adjudication proceeding for the adjudication of priorities to the rights to the use of water for irrigation purposes in Water District No. 2, Irrigating Division No. 1, in the State of Colorado, said proceeding being entitled: "In the Matter of a Certain Petition for the Adjudication of Priority of Rights to the Use of Water for Irrigation in Water District No. 2", heretofore duly pending in the District Court of Arapahoe County, Colorado, now District Court of the City and County of Denver, and numbered 6009 on the docket of said court, the said court on, to wit, the 28th day of April, 1888 duly entered its adjudication decree adjudicating and fixing priorities of right to the use of water for irrigation purposes in said Water District No. 2, and in and by said decree, among other priorities awarded, the Court awarded to the said Elwood Ditch therein, Numbered 16, having its headgate on the South Platte

River in Section 20, Township 2 North, Range 66 East, water rights and priorities for irrigation purposes and for diversion from said South Platte River into said Elwood Ditch for the use and benefit of the parties lawfully entitled thereto, Priority No. 20 as of date March 10, 1871 for 37.60 cubic feet of water per second of time, and technically known as second feet, and hereinafter in this decree referred to as second feet; also awarded to said ditch Priority No. 38 in said Water District as of Priority date April 1, 1875 for 50.48 second feet of water; that said adjudication decree as to the priorities aforesaid remains in effect; that petitioner, The Lupton Meadows Ditch Company, is the owner and operator of said Elwood Ditch and of all the water priorities so decreed to said ditch; that said Elwood Ditch, since the entry of said adjudication decree has never carried, nor has there been applied to beneficial purposes under it, an amount of water in excess of 10 second feet; that petitioner desires to change said 10 second feet of water so awarded to, diverted and used by it under said priority No. 20 as of March 10, 1871 to and for diversion at the headgate of the Lupton Bottom Ditch, located about six miles above the headgate of the Elwood Ditch, to-wit: on the west bank of the said South Platte River in the Southwest Quarter of Section 12, Township 1 North, Range 66 West in Water District No. 2, Irrigating Division No. 1 in Weld County, Colorado, which said Lupton Bottom Ditch also is an irrigating ditch and has decreed priorities from said river; that said petitioner can more conveniently and with less difficulty and expense carry said 10 second feet of water through said Lupton Bottom Ditch for the irrigation of the lands now irrigated from said Elwood Ditch; that petitioner has arranged with the owners of said Lupton Bottom Ditch to so divert such 10 second feet of water through said Lupton Bottom Ditch for irrigation purposes as aforesaid; that the change in the point of diversion of said 10 second

same lands
irrigated under
the Elwood.

feet of water from the headgate of said Elwood Ditch to the headgate of said Lupton Bottom Ditch for the use upon the same lands can be made without injury to the vested rights of other appropriators or of any other person or persons upon the conditions set forth in said petition and the response of the appearing respondents; that the petitioner having heretofore abandoned, and now declaring its absolute abandonment to the river for the benefit of other appropriators of water therefrom, all of its said Priority No. 38 as of Priority date April 1, 1875 for 80.48 second feet of water, and all of its said Priority No. 20 as of March 10, 1871, save and except 10 second feet of said water under said priority, so to be transferred by this decree to the Lupton Bottom Ditch headgate, (to-wit, abandons 37.60 second feet of said priority No. 20, and abandons the right to draw water from said river at the headgate of said Elwood Ditch, and abandons the use of the headgate thereof, and the dam in said river at said point, and agrees to apply said 10 second feet of water so to be transferred to and diverted at the headgate of the Lupton Bottom Ditch, solely for the irrigation of lands lying under and now irrigated from said Elwood Ditch by said 10 second feet of water, and the court now having fully considered all matters involved and being fully advised:

IT IS ORDERED, ADJUDGED and DECREED by the court that petitioner be, and is, hereby granted the change of the point of diversion of said 10 second feet of water remaining under said Priority No. 20 from the present headgate of the Elwood Ditch to and for diversion at the headgate of and through said Lupton Bottom Ditch, for use solely for the irrigation of the land of petitioner's users and consumers of said water for irrigation purposes lying under said Elwood Ditch as now constructed and as heretofore irrigated, all upon the condition above, and upon the Conditions limitations, to-wit, the abandonment of said Priority No. 38 and the remaining part, to-wit, 27.60 second feet of Priority No.

20, and that the said 10 second feet so transferred to said Lupton Bottom Ditch shall be used for the irrigation of the lands aforesaid lying under said Elwood Ditch.

IT IS FURTHER ORDERED, ADJUDGED and DECREED that all of said Priority No. 38, to-wit, 80.48 second feet of priority date April 1, 1875, and 27.60 second feet of said Priority No. 20 as of date March 10, 1871, being all of said priority except said 10 second feet so transferred, be, and is, hereby declared and decreed abandoned by said petitioner and said Elwood Ditch and the users and consumers of water thereunder, to the river for the use and benefit of other appropriators of water from said river in the order of their priorities, and that said Elwood Ditch Dam, located in said river, and the headgate of said ditch, and the right to divert water from said river there through be, and the same is also, hereby declared forever abandoned. And that the said 10 second feet ^{of} water remaining/said Priority No. 20, and the right of diversion thereon, be, and is hereby transferred from the headgate of said Elwood Ditch to and hereafter shall be diverted at the headgate of said Lupton Bottom Ditch and carried there through for the irrigation of the lands under said Elwood Ditch aforesaid.

IT IS FURTHER ORDERED and DECREED that a certified copy of this order and decree be furnished the State Engineer of this State, and a copy to the Irrigation Division Engineer of Irrigation Division No. 1 of this State, for their guidance in the premises. They are directed to note on their records the abandonment aforesaid and to permit the diversion of said 10 second feet of water remaining under said Priority No. 20 as of date March 10, 1871 at and through the headgate of the Lupton Bottom Ditch for the uses and purposes aforesaid.

IT IS FURTHER ORDERED that petitioner pay the costs of this proceeding.

Done and signed in open Court this 16th day of April, A.D. 1927.

APPENDIX D

USACE CORRESPONDENCE

November 2, 2017

Mr. Aaron Eilers
US Army Corp of Engineers
Denver Regulatory Office
9307 South Wadsworth Blvd
Littleton, CO 80128

RE: Lupton Bottom Ditch South Platte River Diversion Repair

Dear Mr. Eilers:

Civil Resources is submitting this letter on behalf of the Lupton Bottom Ditch Company to request a 404-F Exemption for agricultural irrigation infrastructure. The Lupton Bottom Ditch Company is a mutual ditch company and 67.1 percent of its diverted water is applied to agricultural irrigation.

Project Description

The proposed project is primarily located in the northwest quarter of the southwest quarter of Section 19, Township 1 North, Range 66 West and temporary construction controls could extend onto northeast quarter of the southeast quarter of Section 24, Township 1 North, Range 67 West of the 6th PM. Refer to the Site Location Map on Figure 1. The structure was initially damaged during the September 2013 flooding and further damaged in subsequent high river flows. The proposed repair work will be completed in a two stage process due to the requirement for construction to occur during low flow conditions within the river (i.e. typically lower flows in the fall & winter months) and the need for the Lupton Bottom Ditch to be operational by April 1, 2018 to deliver irrigation flow to its shareholders.

The project includes repair of the existing check dam on the south half of the river and the diversion structure with mechanical gates on the north half of the river. The north half of the check was constructed with an invert elevation equal to the stream bed and fitted with large upward opening sluice gates that could be lowered during low flows to facilitate the diversion of legally available water into the ditch. The south half of the check structure is a riprap dam with concrete poured into the voids and is overtopped during moderate to high river stage with no mechanical controls.

Wetland and Waters of the United States Impacted

The proposed improvements will not impact wetlands but will require the temporary fill of Waters of the United States at the upstream and downstream ends of the project. An excavator or other "non-pushing" type of construction equipment will be used and the excavated materials will be temporarily stockpiled in adjacent upland area. All grades where temporary fills are proposed will be returned to pre-construction levels.

If you have any questions please do not hesitate to call.

Sincerely,

CIVIL RESOURCES, LLC.



Brad L. Hagen, P.E.
Civil/Water Resource Engineer

Encls:

Cc: Mr. Bruce Wilson, President of Lupton Bottom Ditch
Mr. Howard Cantrell, Secretary of Lupton Bottom Ditch

J:\Lupton Meadows-125\SPR Diversion\usacellr-SPRdiversionRpr11022017.doc

APPENDIX E

FINANCIAL / BALANCE SHEETS



COLORADO

Colorado Water
Conservation Board

Department of Natural Resources

Water Project Loan Program

Application Type	
<input type="checkbox"/> Prequalification (Attach 3 years of financial statements)	<input checked="" type="checkbox"/> Loan Approval (Attach Loan Feasibility Study)
Agency/Company Information	
Company / Borrower Name: <u>LUPTON BOTTOM DITCH COMPANY</u>	
Authorized Agent & Title: <u>HOWARD CANTRELL SEC/TRES</u>	
Address: <u>11016 COUNTY ROAD 23 FT LUPTON CO 80621</u>	
Phone: <u>(970) 396-6155</u>	Email: <u>CORLFIRES @ AOL . COM</u>
Organization Type: <input checked="" type="checkbox"/> Ditch Co, <input type="checkbox"/> District, <input type="checkbox"/> Municipality	
Incorporated? <input checked="" type="checkbox"/> YES <input type="checkbox"/> NO	
County: <u>WELD</u>	
Number of Shares/Taps: <u>82.5</u>	
Water District: <u>DISTRICT 2 DIV 1</u>	
Avg. Water Diverted/Yr <u>19097</u> acre-feet	
Number of Shareholders/Customers Served: <u>59</u>	
Current Assessment per Share \$ <u>1500.00</u> (Ditch Co)	
Federal ID Number: <u>84 02 55 440</u>	
Average monthly water bill \$ _____ (Municipality)	
Contact Information	
Project Representative: <u>HOWARD CANTRELL</u>	
Phone: <u>(970) 396 6155</u>	Email: <u>CORLFIRES @ AOL . COM</u>
Engineer: <u>Civil Resources, LLC.</u>	
Phone: <u>(303) 833.1416</u>	Email: <u>brad @ civilresources.com</u>
Attorney: <u>BRUCE STEELE</u>	
Phone: <u>(303) 659 3171</u>	Email: <u>bruce @ STEELE PC . COM</u>
Project Information	
Project Name:	
Brief Description of Project: (Attach separate sheets if needed)	
<u>Repair and stabilization of the Lupton Bottom check structure and intake on the South Platte River</u>	
General Location: (Attach Map of Area) <u>Weld County Road 6.5, west of US 85</u>	
Estimated Engineering Costs: <u>\$76,000</u>	Estimated Construction Costs: <u>\$600,000</u>
Other Costs (Describe Above): <u>NA</u>	Estimated Total Project Costs: <u>\$676,000</u>
Requested Loan Amount: <u>\$600,000</u>	Requested Loan Term (10, 20, or 30 years): <u>10</u> Years
Project Start Date(s) Design: <u>Oct 2018</u> Construction: <u>Jan 2018</u>	
Signature	
<u>Howard Cantrell</u> <u>SEC/TRES</u> Signature / Title	<u>11/16/17</u> Date
Return to: Finance Section Attn: Anna Mauss 1313 Sherman St #718 Denver, CO 80203 Ph. 303/866.3449 e-mail: anna.mauss@state.co.us	

From: Vidmar, Richard <rvidmar@auroragov.org>

To: corkfires <corkfires@aol.com>; Corky Cantrell <corky@what-wire.com>

Subject: Access to Lupton Bottom Headgate

Date: Fri, Dec 8, 2017 4:57 pm

Hi Corky,

Aurora Water is the land owner of record on the north side of the river where current Lupton Bottom headgate and part of the ditch is located. Aurora is also a shareholder in both the Lupton Bottom and Lupton Meadows Ditch Companies. Aurora grants access to the ditch companies and its contractors onto its land necessary to complete the repairs contemplated in the remainder of 2017 and all of 2018.

Please let me know if you have any questions.

Thanks,

Rich

Richard A. Vidmar, P.E.

Integrated Basin and Ecosystems Services Principal | City of Aurora | Aurora Water | Water Resources

15151 E Alameda Parkway # 3600 | Aurora, CO 80012

Office: 303.739.7326 | Fax: 303.739.7604



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DEPARTMENT OF THE ARMY
CORPS OF ENGINEERS, OMAHA DISTRICT
DENVER REGULATORY OFFICE, 9307 SOUTH WADSWORTH BOULEVARD
LITTLETON, COLORADO 80128-6901

December 6, 2017

SUBJECT: Nationwide Permit Verification – Corps File No. NWO-2017-2052-DEN, Lupton Ditch

Brad Hagen
Civil Resources
323 Fifth St., P.O. Box 680
Frederick, CO 80530

Dear Mr. Hagen:

This letter is in reference to the proposed project located at approximately latitude 40.0349, longitude -104.8294, in Weld County, Colorado. The work as described in your submittal will consist of repairs to the existing check dam and diversion structure and temporary dewatering. This will result in 0.042 acres of permanent and 0.18 acres of temporary impacts to the South Platte River.

Based on the information provided, this office has determined that the work is authorized by the **Department of the Army Nationwide Permit (NWP) 3**, found in the March 19, 2017, Federal Register. Enclosed is a fact sheet, which fully describes this Nationwide Permit and lists the General Conditions, and Colorado Regional Conditions, which must be adhered to for this authorization to remain valid.

Although an Individual Department of the Army permit will not be required for this work, this does not eliminate the requirement that any other applicable federal, state, tribal or local permits be obtained as required. Please be advised that deviations from the original plans and specifications of this project could require additional authorization from this office.

The applicant is responsible for all work accomplished in accordance with the terms and conditions of the nationwide permit. If a contractor or other authorized representative will be accomplishing the work authorized by the nationwide permit on behalf of the applicant, it is strongly recommended that they be provided a copy of this letter and the enclosed conditions so that they are aware of the limitations of the applicable nationwide permit. Any activity which fails to comply with all the terms and conditions of the nationwide permit will be considered unauthorized and subject to appropriate enforcement action.

This verification will be valid until March 18, 2022. If work has begun, or is under contract to begin, prior to March 18, 2022, the permittee is granted an additional 12 months to complete the project under the 2017 NWP. In compliance with General Condition 30, the enclosed "Certification of Completed Work" form (blue) must be signed and returned to this office upon completion of the authorized work and any required mitigation.

If there are any questions please feel free to contact Stephen Decker at (303) 979-4120 or by e-mail at Stephen.J.Decker@usace.army.mil, and reference **NWO-2017-2052-DEN**.

Sincerely,

DECKER.STEPHEN.J.1257720434

Digitally signed by
DECKER.STEPHEN.J.1257720434
DN: c=US, o=U.S. Government,
ou=DoD, ou=PKI, ou=USA,
cn=DECKER.STEPHEN.J.1257720434
Date: 2017.12.06 10:29:01 -07'00'

Stephen Decker
Senior Environmental Scientist
Denver Regulatory Office

Enclosure(s)

Copies Furnished:
U.S. Fish and Wildlife Service
Colorado Department of Public Health and Environment
Environmental Protection Agency
Colorado Parks and Wildlife

Bruce Wilson
Lupton Bottom Ditch Company

**STATE OF
COLORADO****Pittinger - DNR, Rachel <rachel.pittinger@state.co.us>**

Lupton Bottom repair and stabilization project

5 messages

Pittinger - DNR, Rachel <rachel.pittinger@state.co.us>

Tue, Jan 2, 2018 at 1:29 PM

To: brad@civilresources.com

Cc: corkfires@aol.com

Hi Brad.

Happy New Year! I am the project manager and CWCB staff assigned to take this project's loan application to the Board for approval. A question that is asked of all loan application/projects concerns fish habitat. I would like to be prepared and be able to respond favorably to the Board's concern. What considerations were given to the design of this project with regard to fish habitat? During our site visit, there was mention to the dam contributing to fish habitat. Does this create different flow zones for the fish and will your design do the same?

As part of the loan application process, we perform an internal project review meeting that allows for questions from peers including engineers, attorneys, contracting staff, accountants and for clarification with additional information prior to Board review. If you would send along a brief response via email by Friday, 1/5/18, I would greatly appreciate it. Thank you.

Sincerely,
Rachel

Rachel Pittinger, P.E.
Project Manager
Finance Section

**COLORADO**Colorado Water
Conservation Board

Department of Natural Resources

O 303.866.3441 x 3254 | C 720.607.3549
1313 Sherman St., Rm. 718, Denver, CO 80203
rachel.pittinger@state.co.us | cwcb.state.co.us

brad hagen <brad@civilresources.com>

Tue, Jan 2, 2018 at 2:07 PM

To: "Pittinger - DNR, Rachel" <rachel.pittinger@state.co.us>

Cc: corkfires@aol.com

Good afternoon Rachel! Yes, the existing structure and the proposed structure repair design create two pools and a locally channelized flow section. The pools are located on the south side of the check structure and the more focused flow is on the north half. The proposed boulder and rock stabilization also creates some structure for smaller (feeder) fish to hide in compared to the natural cut bank, homogenous sandy bottom indicative of this lower South Platte reach.

Brad

Cell: 303.913.5333

Civil Resources, LLC.

From: Pittinger - DNR, Rachel [mailto:rachel.pittinger@state.co.us]**Sent:** Tuesday, January 02, 2018 1:29 PM**To:** brad@civilresources.com

Cc: corkfires@aol.com

Subject: Lupton Bottom repair and stabilization project

Hi Brad.

Happy New Year! I am the project manager and CWCB staff assigned to take this project's loan application to the Board for approval. A question that is asked of all loan application/projects concerns fish habitat. I would like to be prepared and be able to respond favorably to the Board's concern. What considerations were given to the design of this project with regard to fish habitat? During our site visit, there was mention to the dam contributing to fish habitat. Does this create different flow zones for the fish and will your design do the same?

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Sincerely,

Rachel

Rachel Pittinger, P.E.

Project Manager

Finance Section

O 303.866.3441 x 3254 | C 720.607.3549

1313 Sherman St., Rm. 718, Denver, CO 80203

rachel.pittinger@state.co.us | cwcb.state.co.us

Virus-free. www.avg.com

Pittinger - DNR, Rachel <rachel.pittinger@state.co.us>

Tue, Jan 2, 2018 at 2:33 PM

To: brad hagen <brad@civilresources.com>

Cc: corkfires@aol.com

Perfect. Thanks for the timely response.

Sincerely,

Rachel

Rachel Pittinger, P.E.

Project Manager

Finance Section

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Conservation Board

Department of Natural Resources

O 303.866.3441 x 3254 | C 720.607.3549
1313 Sherman St., Rm. 718, Denver, CO 80203
rachel.pittinger@state.co.us | cwcb.state.co.us

[Quoted text hidden]

Pittinger - DNR, Rachel <rachel.pittinger@state.co.us>
To: brad hagen <brad@civilresources.com>

Tue, Jan 2, 2018 at 3:00 PM

Hi Brad.

With regard to your Opinion of Construction Cost for the \$600,000 of work, is there a contingency % built-in to your unit costs? If so, I would like to relay that information to the Board. This additional information will support the estimates and allow a better understanding of the project. Thanks again.

Sincerely,
Rachel

Rachel Pittinger, P.E.
Project Manager
Finance Section

**COLORADO**Colorado Water
Conservation Board

Department of Natural Resources

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rachel.pittinger@state.co.us | cwcb.state.co.us

[Quoted text hidden]

brad <brad@civilresources.com>
To: "Pittinger - DNR, Rachel" <rachel.pittinger@state.co.us>

Tue, Jan 2, 2018 at 4:42 PM

No, I believe that was straight opinion of construction cost with no contingency but we have since received a real bid from a contractor at 496,000 with a possible add of \$20k due to pressure grouting requirements that are not definable at this time (under water currently) so probably good at \$600k with engineering, contingency and permits.

Sent from my Verizon, Samsung Galaxy smartphone
[Quoted text hidden]