



COLORADO

**Colorado Water
Conservation Board**

Department of Natural Resources

1313 Sherman Street, Room 718
Denver, CO 80203

CONSENT TO ADDITIONAL PARITY

I, Kirk Russell, P.E., Section Chief, Finance Section, Colorado Water Conservation Board, do hereby acknowledge receipt of the Parity Certificate, for the City of Grand Junction, from Haynie & Company, Certified Public Accountants, Littleton, Colorado, and consent to the execution and issuance of the parity debt.

The Borrower has represented to CWCB that the CWCB's interest in the pledged revenues resulting from the above-referenced parity lien obligation shall be on parity with the CWCB Loan Number CT2017-916, to the Borrower, and in the event of default by the Borrower the Creditor and the CWCB will divide the available assets on a pro-rata basis.

By: 
Signature

Name: Kirk Russell, P.E., Section Chief
Finance & Administration Section
Colorado Water Conservation Board

Date: 9/23/16



PARITY OBLIGATIONS CERTIFICATE

The undersigned hereby certifies pursuant to Appendix 1 to the Loan Contract, dated as of _____ (the "Loan Contract"), by and between the Colorado Water Resources and Power Development Authority (the "Authority") and the City of Grand Junction, Colorado (the "City"), in connection with the proposed execution and delivery by the City of a Promissory Note, dated _____ (the "Proposed Parity Note"), evidencing the City's payment obligations under the Loan Contract, that:


1. All capitalized terms used herein and not otherwise defined herein have the meanings provided in the Loan Contract or Ordinance No. 471B adopted by the City Council of the City on 9/21/2016.

2. The undersigned is an independent certified public accountant.

3. The Pledged Revenues for any 12 consecutive months out of the 18 months preceding the month in which the Proposed Parity Note is to be issued are sufficient to pay the System's annual operating and maintenance expenses, the annual debt service on all outstanding indebtedness having a lien on the Pledged Revenues, including the Proposed Parity Note, and all required deposits to any reserve funds required by the Loan Contract or by the lenders of any indebtedness having a lien on the Pledged Revenues. Not more than 10 percent of the Gross Revenues originate from tap and/or connection fees.

DATED: _____.

Haynie & Company PC

By:  _____

Title: Partner _____



Haynie &
Company

Certified Public Accountants
1221 West Mineral Avenue, Suite 202 Littleton, CO 80120-4544



City of Grand Junction
Attn: Bret Guillory
250 North 5th Street
Grand Junction, CO 81501

81501\$2668 C002



Ty HOLMAN, CPA