



COLORADO

Colorado Water
Conservation Board

Department of Natural Resources

1313 Sherman St., Room 718
Denver, CO 80203

ACKNOWLEDGEMENT CONSENT TO PARITY

The undersigned, on behalf of the State of Colorado Department of Natural Resources, Colorado Water Conservation Board ("CWCB"), hereby consents, agrees, and represents as follows in connection with the following agreement, Contract Number CT2015-058 (C150296), dated July, 2009, referred to herein as the "CWCB Loan Contract", between the Town of Gypsum and CWCB, for the L.E.D.E. Ditch & Reservoir Upgrade Project:

- i. The Borrower is proposing the incurrence of additional revenue obligations through the execution of the "SHLP" through the Colorado Water Resources & Power Development Authority.
- ii. Pursuant to Section 8.e., of the CWCB Loan Contract, the Borrower may issue parity obligations only with the prior written approval of the CWCB, provided that certain revenue tests set forth in the CWCB Loan Contracts are met.
- iii. CWCB is in receipt of supporting information from a certified public accountant, demonstrating to the satisfaction of the CWCB that the Borrower meets the tests for the issuance of additional revenue obligations as set forth in the CWCB Loan Contracts.
- iv. The Borrower has represented, to CWCB, that CWCB's interest in the pledged revenues resulting from the above-referenced parity lien obligations shall be on parity with the "SHLP" 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
Colorado Water Conservation Board

Date: _____

1/13/20