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August 11, 2021

Via email: Peg. Mason@state.co.us

Colorado Water Conservation Board
Attention: Peg Mason, Contracts Manager
1313 Sherman Street, Rm. 718
Denver, CO 80203

Re: Redmesa Reservoir and Ditch Company Loan

Dear Stearns:

This firm serves counsel for The Redmesa Reservoir and Ditch Company (the "Company"). On May 19, 2021 the Colorado Water Conservation Board approved a loan to the Company in an amount not to exceed \$184,830 with a 0.05% interest rate for a term not to exceed 10 years ("the Contract"). It is our understanding that a condition for disbursement of funds an opinion letter from the Company's attorney regarding the ability of the Company to incur debt and pledge certain collateral.

Acting on behalf of the Company, we have examined the laws of the State of Colorado regarding the operation of mutual ditch and reservoir companies and the organizational documents of the Company. Based on the foregoing, we are of the opinion that:

1. The Company is a Colorado not-for-profit corporation organized under the laws of the State of Colorado. The corporation is in good standing with the Colorado Secretary of State and has filed all required reports.
2. The Company operates pursuant to the provisions of C.R.S. § 7-42-101 et seq.
3. Pursuant to C.R.S. § 7-123-102(1)(g) the Company has the power to "borrow money . . . and secure any of its obligations by mortgage or pledge of any of its property, franchises, or income."

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4. We have reviewed the corporate documents, resolutions and board action related to this transaction and conclude:

A. The Contract has been duly executed by officers of the Company who were duly elected and were authorized to execute the Contract and to bind the Company; and

B. The resolutions of the Company authorizing the execution and delivery of the Contract were duly adopted by the Company's board of directors; and

C. There are no provisions in the Company's articles of incorporation or bylaws or any state or local law that prevent this Contract from binding the Company; and

D. The Contract will be valid and binding against the Company if fully executed.

This opinion is rendered on the basis of the laws of the State of Colorado as enacted and construed on the date hereof. We express no opinion as to any matters not set forth herein. If you have questions concerning any of the matters set forth above, please contact our office.

Sincerely,

MAYNES, BRADFORD, SHIPPS & SHEFTEL, LLP



Adam T. Reeves

cc: Mardi Gebhardt (via email)