

Williams, Turner & Holmes, P.C.

744 Horizon Court, Suite 115 Grand Junction, Colorado 81506

> Kirsten M. Kurath Shareholder kmkurath@wth-law.com 970-242-6262, Ext. 236

August 6, 2021

Colorado Water Conservation Board 1313 Sherman Street Denver, CO 80203

Re:

Orchard Mesa Irrigation District

CWCB Loan Contract No. CT 2021- 2057 ("Loan Contract")

Dear Board:

We represent the Orchard Mesa Irrigation District ("the District"). The District has asked us to provide the attorney's opinion letter required by Paragraph 10 of the Loan Contract.

We have reviewed certain records with the District. Based upon our review of those records and discussions we have had with the District's Manager, Max Schmidt, our opinions are as follows:

- 1. The Loan Contract, previously sent to you by the District, was duly executed by Roblee L. Talbott, as President, and Neil Jaquet, as Secretary of the District's Board of Directors ("District Board"). Both Mr. Talbott and Mr. Jaquet were elected to a three-year term as a director of the District at the District's annual meeting of landowners in 2018. While their terms on the District Board would ordinarily have been up for election in February 2021, due to the COVID-19 declared state of emergency and the public health orders in effect at the time, their positions were extended until the 2022 annual meeting of the District's eligible landowners. See the Notice of the Cancellation of the 2021 Annual Meeting provided with this letter. The District's bylaws provide that each director shall serve for three years "and until their successors are elected and qualified." District Bylaw, Article IV, Section 4. Mr. Talbott was most recently elected President of the District Board, and Mr. Jaquet was most recently elected Secretary of the District Board, at a special meeting of the District Board on January 18, 2021. They will continue to serve in these positions until the regular Board meeting in January 2022.
- 2. The District Board held a special election of the landowners in the District on January 21, 2021, by a written ballot in Palisade, Colorado. By written ballot, the landowners voted to authorize the District to enter into a binding loan contract with the State of Colorado Water Conservation Board for the replacement of Grand Valley Power Plant in an amount not to exceed \$1,700,000.00, at an interest rate not to exceed 2.0% with a term of 30 years. A copy of the ballot used for the landowner vote and a copy of the vote tally are provided with this letter.

- 3. The Board of Directors of the District duly adopted a resolution approving the Loan Contract and authorizing its execution and delivery at a special meeting of the Board held on August 5, 2021. A copy of the Resolution will be attached as Appendix 4 to the Loan Contract.
- 4. There are no provisions in the District's bylaws or any state or local law that prevent the Loan Contract from binding the District.
- 5. The Loan Contract will be valid and binding against the District if entered into by the Colorado Water Conservation Board subject to typical limitations related to bankruptcy, police power and creditor's rights generally.

If we can provide further assistance, please do not hesitate to contact me.

Sincerely,

WILLIAMS, TURNER & HOLMES, P.C.

Kirsten M. Kurath

KMK/jf Enclosures

pc: Max Schmidt, Manager (w/enc.)



Notice of the Cancellation of the 2021 Annual Meeting

of Orchard Mesa Irrigation District Landowners and Special Election by Written Ballot

November 20, 2020

At the time it was necessary to proceed with the notification of landowners for the 2021 annual meeting in January, the State of Colorado First Amended Public Health Order 20-36, Executive Order 2020-245 and Mesa County Public Health Order MCPH2020-06 contained restrictions on indoor gatherings and social distancing which Orchard Mesa Irrigation District is unable to comply with and still hold an indoor meeting. In the interest of the safety of the staff, Board and landowners, the Board of Directors has decided to cancel the 2021 annual meeting of landowners. This Notice discusses how pending District issues will be handled considering the necessary cancellation.

BOARD OF DIRECTORS ELECTION

Because of the COVID-19 pandemic restrictions to public meetings in effect as of the date of this Notice and the uncertainty as to when such restrictions may be lifted, the Board has authorized a special 12-month extension of the 3-year terms of the two directors whose terms expire in January, 2021. Those directors are Roblee Talbott and Neil Jaquet. Accordingly, their terms of service will expire in January 2022. At that time, these director seats will be voted upon by the landowners of the District and the elected directors will complete the normal term of these seats through January 2024.

AUTHORIZATION TO BORROW FUNDS FOR THE GRAND VALLEY POWER PLANT REPLACEMENT

An item which needs action by the landowners in January 2021 is the authorization for the District to borrow funds to replace the existing Grand Valley Power Plant ("Existing Hydro") with a new power plant, the construction of which could begin in late 2021.

The Existing Hydro has been in operation since the 1930's, and the majority of that time it was operated by Public Service Company of Colorado, now known as Xcel Energy. Xcel Energy terminated its operation of the Existing Hydro in 2010. The District and the Grand Valley Water Users Association ("Water Users") then jointly took over operation of the Existing Hydro through an agreement with the Bureau of Reclamation which owns the Existing Hydro and the power water right.

The District and the Water Users took over the Existing Hydro because it provides important benefits to their irrigators, such as: 1) it helps to convey irrigation water nearly 5 miles from the Cameo Diversion to the District's pumps, increasing the reliability and amount of irrigation water; 2) it generates revenue; and 3) it provides significant water to a critical reach of the Colorado River, helping to ensure the State of Colorado remains in compliance with Endangered Species issues which benefits the continued operations of both the District and the Water Users.

Beginning in 2016, the District contemplated rebuilding the Existing Hydro, at an original cost estimate of approximately \$5 million dollars. This new plant would have produced about 3.4 megawatts of electrical power. (A megawatt of the electricity can power 250-300 homes in Colorado).

Since 2016 the District's management and Board, along with the Water Users, have been pursuing permitting and financing for the rebuilding project, given the Existing Hydro's age, state of repair, availability of parts and lack of prior maintenance by Xcel Energy. In early 2020 it became obvious that the rebuilding would not be economically feasible for the District and the Water Users given the requirements of the Bureau of Reclamation. At the time the District and the Water Users determined the rebuilding of the Existing Hydro could not proceed, the project cost had already doubled, and the Bureau had not even completed its review. The projected revenues of a rebuilt plant simply did not justify the District or the Water Users proceeding with the project.

The District's and the Water Users consultants then recommended building a new, modern power plant ("New Hydro") adjacent to the old, worn-out Existing Hydro. The new construction cost would be approximately \$8.5 million dollars and the New Hydro would generate roughly 40% more power and revenue than a rebuilt Existing Hydro.

The New Hydro will be constructed with funds contributed by the District, the Water Users and Sorenson Engineering, a family owned engineering firm specializing in small hydroelectric plant design, construction, operation, permitting and financing. Sorenson Engineering has been involved in evaluating and troubleshooting the Existing Hydro for several years and were involved in the construction of hydroelectric plants on the Bureau's Uncompangre Project. Sorenson Engineering owns and/or operates over 30 small hydroelectric power plants (<5 megawatts), many in conjunction with irrigation companies in Colorado and adjacent states. The plan is that after the New Hydro is completed, the District and the Water Users would together own 51% (25.5% each) of the New Hydro and Sorenson Engineering would own 49%.

Over the past 4 years, the District and Water Users management have been able to secure approximately \$3.5 million in grant funding for the project from the Federal and State governments, various non-profits, and a local water fund. There is also a good possibility of additional grant funds to be provided given the importance of protecting the endangered fish through delivery of water to the 15-Mile reach of the Colorado River between Palisade and the Gunnison River confluence Construction will likely begin in late 2021 and the Hydro should begin operations in early 2023.

BALLOT QUESTION FOR LANDOWNER APPROVAL

You may recall the District landowners authorized the District to borrow up to \$1.7 million to rebuild the Existing Hydro at the annual meeting in January 2016.

The approval of the landowners for the \$1.7 million in 2016 was for rebuilding the Existing Hydro. The Board of Directors is now asking for landowner approval of a financing program to replace the Existing Hydro with a New Hydro at a construction cost of approximately \$8.5 million, at a location on District and United States property adjacent to the Existing Hydro. Financial projections of the New Hydro's construction cost and future generated revenue show considerable positive annual cash flow, well into the low six figure range.

BOARD OF DIRECTORS RECOMMENDATION

The Board of Directors recommends approval by the landowners for the District to enter all agreements necessary to permit, finance, design, construct, operate and own 25.5% of the New Hydro. If the ballot question is approved, the District and the Water Users will ultimately own a total of 51% of the New Hydro. The District requests authorization by the landowners to borrow up to \$1.7 million to finance its share of the New Hydro construction cost and related expenses. The District does not anticipate needing to borrow the full amount of this request, but the projected revenues support such a loan, if necessary. The District will only borrow funds necessary to complete the project, and such borrowing will not exceed \$1.7 million. The funds will be borrowed from the Colorado Water Conservation Board at an interest rate of 2.0% and a term of 30 years.

If the Directors' recommendation is approved, several contracts will be signed by the District to establish an operating entity, provide the mechanisms for the Water Users and the District to control 51% of the entity, construct and operate the New Hydro, lease the water right from the Bureau of Reclamation, and sell the power to an electric utility to generate revenue for the District.

2021 ELECTION PROCESS

This request would normally be made at the annual meeting in January 2021. However, due to the COVID restrictions the Board of Directors is conducting the landowner approval process by mail-in / drop-off ballot.

The ballot is attached and asks for authorization to borrow up \$1.7 million to complete OMID's share of the New Hydro funding, and authorize the Directors to enter into long-term contracts to finance, design, operate and own 25.5% of the project, along with the Water Users and Sorenson Engineering.

Please complete the attached ballot and return it by mail or drop it at the District office at 668 38 Road, Palisade during normal business hours 7 A.M. – 3:30 P.M. We will have a drop box located outside the office to minimize the staff's contact with the public. Your ballot must be received by the District by 5 P.M., January 14, 2021.

The landowner authorized number of votes will be assigned to each ballot, in accord with the District and Mesa County Assessor records, and the votes tabulated by District personnel by 5 PM, January 21, 2021. Results of the election will be posted on the District's web site, www.omirrigation.com.

If you have any questions, please call the District's General Manager, Max Schmidt, at 970-464-7885.



Ballot

Shall the Orchard Mesa Irrigation District be authorized to borrow up to \$1,700,000 from the Colorado Water Conservation Board at an interest rate not to exceed 2% with a term of 30 years for the purpose of Poolamation Grand Valley Power Plant with a new nower plant to be owned in

conjunction with the Grand Valley Water Users Association and Sorenson Engineering, and to enter into all necessary contracts to design, permit, construct, operate, and maintain a new power plant and sell electric power?
Yes
No
I declare that I am qualified to vote in the District election under the Irrigation District Law of 1921.
Those entitled to vote in District elections are:
1) A landowner who is (a) a natural person over the age of eighteen (18) years; (b) is a citizen of the United States; (c) is a resident of the state of Colorado; and, (d) has paid or is obligated to pay property taxes upon real property located within the District on an area in excess of one (1) acre for the calendar year preceding the election; or (2) A landowner that is not a natural person and that has paid or is obligated to pay property taxes upon real property located within the District on an area in excess of one (1) acre for the calendar year preceding the election. Such a landowner must authorize an agent who satisfies the residency and age requirements set forth in (1) above to vote on its behalf and must provide written notice of the authorized agent to the District.
Agricultural land for these purposes is defined in Colorado Revised Statutes, section 39-1-102(1.6) except agricultural land does not include any lands that has been platted or subdivided into residence or business lots.
Signed by Orchard Mesa Irrigation District landowner:
Name:
Mailing Address:
Property Address and Irrigated Acres:

This ballot must be received by the District by 5 PM, January 14, 2021 at:

Orchard Mesa Irrigation District, 668 38 Road, Palisade, CO 82526, or

Return this ballot to the District office, during normal business hours 7:00 AM - 3:30 PM



I, the undersigned qualified elector of the Orchard Mesa Irrigation District (OMID) hereby constitute and appoint (Note: you must name a person in order for this proxy to be effective, Blank proxies will be rejected.)

Proxy for and in my name, place and stead, to vote for me all my voting strength according to the number of votes that I would be entitled to vote via mail in ballot due Thursday the 14th of January, 2021 by 5:00p.m.

I declare that I am qualified to vote in the OMID election under the Irrigation District Law of 1921.

The following landowners who own agricultural land within the District are entitled to vote in District elections:

(1) A landowner who is (a) a natural person over the age of eighteen (18) years; (b) is a citizen of the United States; (c) is a resident of the state of Colorado; and, (d) has paid or is obligated to pay property taxes upon real property located within the District on an area in excess of one (1) acre for the calendar year preceding the election; or (2) A landowner that is not a natural person and that has paid or is obligated to pay property taxes upon real property located within the District on an area in excess of one (1) acre for the calendar year preceding the election. Such a landowner must authorize an agent who satisfies the residency and age requirements set forth in (1) above to vote on its behalf and must provide written notice of the authorized agent to the District.

Agricultural land for these purposes is defined in Colorado Revised Statutes, section 39-1-102(1.6) except agricultural land does not include any lands that has been platted or subdivided into residence or business lots.

Please print Landowner name:	
Signed:	
Address:	
Number of Water Right Acres:	
Dated:	

Reminder:

Pursuant to Article III, Section 4 of the OMID bylaws, as amended, no proxy shall be valid unless it is received for review and certification at the district office at 668 38 Road, Palisade, Colorado 81526 no later than 5:00 p.m. on January 11, 2021 (72 hours prior to the scheduled deadline which the proxy is to be exercised). If that deadline falls on a Saturday, Sunday, legal holiday, or other day when the district office is closed, proxies must be received for review and certification at the district office before 1:00 p.m. on the preceding business day.

Board of Directors: Melvin Rettig-President, Neil Jaquet-Vice President, Board Members; Al Ruckman, Roblee Talbott and Trent Cunningham

Note: Do not submit a signed ballot and a signed proxy. You must either submit a signed Ballot voting Yes or No, or a signed Proxy identifying a person who will vote your acres.

Proxies must be received by 5 pm on January 11, 2021.

Ballots must be received by 5 pm on January 14, 2021.

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