



LYONS GADDIS
ATTORNEYS & COUNSELORS

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December 1, 2023

Colorado Water Conservation Board
Department of Natural Resources
Attn: Kaylee Salazar, Contracts Manager
1313 Sherman Street, Room 718
Denver, CO 80203

VIA EMAIL:
Kaylee.salazar@state.co.us
(original to follow via USPS mail)

Re: *Last Chance Ditch Company – Measurement Structure Reconstruction Project;*
Colorado Water Conservation Board Loan Contract No. CMS 187785 (CT2024-3122)

Dear Ms. Salazar:

This firm represents the Last Chance Ditch Company ("Company"). I am providing this letter as counsel for the Company to meet the requirements of Section 10 of the above-referenced CWCB Loan Contract. Based upon my review of the Company's records, articles of incorporation, bylaws and applicable Colorado statutes, it is my opinion that:

1. The above-referenced Loan Contract has been duly executed by officers of the Company who are duly elected or appointed to their positions. Those officers are authorized to execute the Loan Contract and to bind the Company in this transaction.
2. The resolutions of the Company authorizing the execution and delivery of the Loan Contract were duly adopted by the Company's Board of Directors and its stockholders.
3. There are no provisions in the Company's records, articles of incorporation, bylaws, or any state or local laws that prevent this Loan Contract from binding the Company.
4. The Loan Contract will be valid and binding against the Company if entered into by the CWCB.

Sincerely,

Scott E. Holwick

SEH

cc: Garrett Varra, President, Last Chance Ditch Company, via email
Angie Swanson, Secretary, Last Chance Ditch Company, via email
Dan Grant, Bookkeeper, Last Chance Ditch Company, via email

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