

EXHIBIT A

CONSENT TO SALE

This Consent to Sale ("Consent") dated ____ day of _____, 2020 is entered into by the **INVERNESS WATER AND SANITATION DISTRICT** ("Inverness"), **DENVER SOUTHEAST SUBURBAN WATER AND SANITATION DISTRICT** ("Pinery"), and **COTTONWOOD WATER AND SANITATION DISTRICT** ("Cottonwood") for the benefit of the **TOWN OF CASTLE ROCK, COLORADO BY AND THROUGH ITS WATER ACTIVITY ENTERPRISE** ("Town") with the understanding that the Town, its counsel and all third parties will rely on this Consent. Inverness, Pinery and Cottonwood are collectively referred to as the "Parties."

RECITALS

WHEREAS, the Arapahoe County Water and Wastewater Authority ("ACWWA"), Inverness, Pinery and Cottonwood entered into the *First Amended and Restated Water Project Agreement and Formation of the Cherry Creek Project Water Authority* dated August 20, 2008 ("Formation Agreement").

WHEREAS, the Formation Agreement created the Cherry Creek Project Water Authority ("Authority").

WHEREAS, the Town and ACWWA entered into that certain *Purchase and Sale Agreement* dated _____ whereby ACWWA would sell its 41.25% interest in the Authority ("ACWWA's Interest") to the Town.

WHEREAS, paragraph 3.1.7 of the Formation Agreement requires ACWWA to obtain written consent from Inverness, Pinery and Cottonwood to sell ACWWA's Interest in the Authority.

NOW, THEREFORE, in consideration of good and valuable consideration, the receipt and adequacy of which are acknowledged, the Parties agree:

1. Pursuant to paragraph 3.1.7 of the Formation Agreement, the Parties consent to ACWWA's sale of ACWWA's Interest in the Authority to the Town as long as closing occurs on or before July 1, 2020.
2. This Consent may be executed in one of more counterparts, each of which, when so executed and delivered, shall be deemed an original and shall together constitute one and the same document. Signatures hereto may be evidenced by electronic or facsimile transmission, which shall be treated as the original signature of the Party.
3. The Parties to this Consent represent that they have the full power and authority to enter into and perform this Consent.

IN WITNESS WHEREOF, each of the Parties hereto has caused this Consent to be executed on its behalf.

Inverness Water and Sanitation District

By: _____
_____, _____

ATTEST:

Secretary

**Denver Southeast Suburban Water and
Sanitation District**

By: _____
_____, _____

ATTEST:

Secretary

Cottonwood Water and Sanitation District

By: _____
_____, _____

ATTEST:

Secretary