

**FIRST AMENDMENT TO CONTRACT FOR PURCHASE AND SALE
OF WATER ASSETS AND WATER LINE CAPACITY**

This First Amendment to Contract for Purchase and Sale of Water Assets and Water Line Capacity ("First Amendment") is made February 7, 2020 between PV, LLC, a Colorado limited liability company, ("PV"), 9033 E. Easter Place, Suite 112, Centennial, CO 80112, and the **TOWN OF CASTLE ROCK BY AND THROUGH THE TOWN OF CASTLE ROCK WATER ENTERPRISE ("Town")**, 100 N. Wilcox Street, Castle Rock, CO 80104.

WHEREAS, Town and PV entered into the Contract for Purchase and Sale of Water Assets and Water Line Capacity ("Agreement") dated February 4, 2020.

WHEREAS, the Town and PV seek to change the title company holding the earnest money in escrow identified in paragraph 4 of the Agreement.

Now, therefore, Town and PV agree as follows:

1. Paragraph 4 shall be amended and restated as follows:

Earnest Money. Within five (5) calendar days after the Effective Date, Town shall deposit Two Hundred Thousand dollars and zero cents (\$200,000.00) in earnest money ("Earnest Money") into escrow in a federally-insured account with Fidelity National Title Insurance Company ("Title Company") pursuant to a mutually acceptable escrow agreement. The Effective Date, as identified above, shall be the date when this Agreement and the escrow agreement with the Title Company have both been fully executed by the parties. The Earnest Money shall be applied to the Cash at Closing, unless this Agreement is terminated, in which case the Earnest Money and accrued interest shall be distributed as provided in the applicable section below.

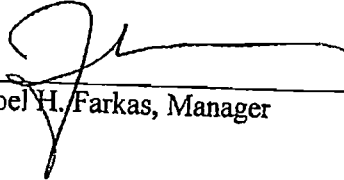
2. All other provisions of the Agreement shall remain in full force and effect.

SELLER:

PV, LLC

By: Pioneer Holdco, LLC, a Delaware
limited liability company, its sole member

By:


Joel H. Farkas, Manager

STATE OF COLORADO)

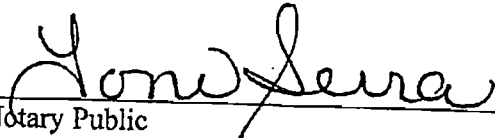
) ss.

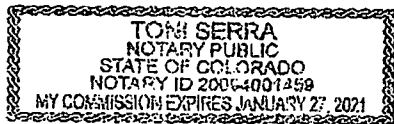
COUNTY OF ARAPAHOE)

Subscribed and sworn to before me by Joel H. Farkas, Manager of Pioneer Holdco, LLC,
member of PV, LLC this 7th day of February, 2020.

Witness my hand and official seal.

My commission expires: 01-27-2021


Notary Public



BUYER:

THE TOWN OF CASTLE ROCK BY AND
THROUGH THE TOWN OF CASTLE
ROCK WATER ENTERPRISE

By: Jason Gray
Jason Gray, Mayor

Date: February 18, 2020

ATTEST:

By: Lisa Anderson
Lisa Anderson, Town Clerk

Approved as to form:

Robert J. Slentz
Robert J. Slentz, Town Attorney

Approved as to content:

Mark W. Marlowe
Mark W. Marlowe, Director
Castle Rock Water

