KUTAK ROCK ARBITRAGE CONSULTING LLC
THE OMAHA BUILDING
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October 9, 2015

Ms. Divena Mortimeyer
Senior Accountant
Special District Management Services, Inc.
141 Union Boulevard, Suite 150
Lakewood, CO 80228

Engagement Letter for
Arbitrage Rebate Calculation Services

$2,230,000
Greatrock North Water and Sanitation District
Adams County, Colorado
General Obligation Refunding and Improvement Bonds
Series 2010

Dear Ms. Mortimeyer:

Kutak Rock Arbitrage Consulting LLC is pleased to offer this engagement letter for arbitrage rebate calculation services for the above-captioned bonds (the "Bonds"). The purpose of this letter is to set forth our role and responsibilities as arbitrage rebate calculation service provider if retained for these matters.

If retained, Kutak Rock Arbitrage Consulting LLC will render an objective report to Greatrock North Water and Sanitation District concerning compliance with the various provisions of the Bonds relating to the rebate of any excess investment income, as defined by the Internal Revenue Code of 1986, as amended, and the regulations thereunder. Your main contact with Kutak Rock Arbitrage Consulting LLC would be Mr. Thomas Hageman, who may be reached by telephone at (402) 346-6000, by facsimile at (402) 346-1148 or by email at thomas.hageman@kutakrock.com. Mr. Hageman's address is 1650 Farnam Street, Omaha, Nebraska 68102. Mr. Hageman is assisted by Mr. Larry Carlile, a public finance tax partner in our Denver office specializing in the tax-related quantitative analysis of public finance. Mr. Carlile may be reached by telephone at (303) 297-2400.

Our arbitrage rebate calculation service will include the following:

- Review the relevant legal documents executed in connection with the Bonds to identify and separately account for the proceeds that are subject to rebate.
- Prepare an independent calculation of the yield on the Bonds.
- Analyze and classify each and every investment transaction based upon financial information provided by Special District Management Services, Inc. on behalf of the District.
- Ascertain that all available exceptions from rebate have been considered for funds which have arbitrage.
- Prepare a summary of the investment activity for all investments subject to arbitrage rebate. Included with this summary would be a computation of the arbitrage rebate liability and, for comparison purposes, a computation of the yield on the investments.
- Deliver our report in a timely manner, with computations attached, showing the amount of arbitrage rebate liability, if any. In addition, the cover letter to such report will set forth the next scheduled rebate calculation date.
- If necessary, prepare Internal Revenue Service Form 8038-T and provide instructions relative to filing and paying the liability.

In order to perform the calculations, we will need complete investment and expenditure information for the Bonds. Such information would include bank account statements, ledgers, etc., from the dates of issue of the Bonds to their respective computation dates, for all funds and accounts.

It is our understanding that the District would like a December 1, 2015 five-year rebate calculation. Our fee for such calculation would be $2,000. This fee includes our customary out-of-pocket expenditures such as telephone, facsimile, postage and photocopying. Our report will be delivered as soon as possible after receipt of the required information.

Kutak Rock Arbitrage Consulting, LLC, hereby states that it does not knowingly employ or contract with illegal aliens and that we have participated in or have attempted to participate in the E-Verify Program or Department Program (formerly known as the Basic Pilot Program) (as defined in §8-17.5-101, C.R.S.) in order to verify that we do not employ any illegal aliens.

We hope the foregoing terms are acceptable to you. Thank you for providing us with this opportunity to serve you. We look forward to working with you. Please contact me if you have any questions.

KUTAK ROCK ARBITRAGE CONSULTING LLC

By Tom Hageman
Thomas S. Hageman
Vice President

Date 10-9-15

Accepted and approved:

GREATROCK NORTH WATER AND SANITATION DISTRICT

By _____

Date _____