

YEAR: 2009

246.6 UNITS

CERTIFICATE OF MEMBERSHIP

South Platte Water Related Activities Program, Inc.

CLASS M

Will-O-Wisp Metropolitan District

This certifies that _____ ("Member") has become a Class M member of the South Platte Water Related Activities Program, Inc. (SPWRAP), a non-profit corporation incorporated under the laws of the State of Colorado. This Certificate indicates that Member has paid all assessments owed on its membership through the current year identified above. This membership is not transferable except as may be provided in the Articles or Bylaws of SPWRAP. Additional terms, conditions and limitations pertaining to this membership are printed on the back hereof.

In Witness Whereof, SPWRAP has caused this Certificate to be signed by its duly authorized officers, and sealed with the seal of the corporation this 7th day of December, 2009.

[Signature]
Secretary

[seal]

[Signature]
President

Membership in SPWRAP entitles the Member to those rights and privileges specified in the Articles of Incorporation and Bylaws of SPWRAP, as may be amended from time to time, provided said Member is current in payment of annual fees and assessments levied by SPWRAP.

This Member may rely on implementation of the Platte River Recovery Implementation Program ("PRRIP") for Endangered Species Act ("ESA") compliance for its water-related activities affecting flow volume and timing in the central and lower reaches of the Platte River in Nebraska to the extent described in the PRRIP and June 16, 2006 Programmatic Biological Opinion. The following conditions apply to Member's reliance on the PRRIP for ESA compliance purposes: (1) PRRIP coverage for ESA compliance is dependent upon continued implementation of the PRRIP and fulfillment of Colorado's responsibilities under the PRRIP; (2) PRRIP coverage extends to Member's interests in facilities, water rights, and other water-related activities associated with the: i] irrigated acreage for Class A and W members; ii] municipal and domestic water supply system for Class M members; iii] diversions for self-supplied industrial water needs for Class I members; and, iv] depletions for Class X-2 members, upon which Member's Units are based; (3) Member must be current in payment of applicable fees and assessments levied by SPWRAP with respect to Member's Units; (4) PRRIP coverage does not obviate the need to follow procedural requirements of the ESA, including those related to Section 7 consultation, that may be or become applicable to Member or its activities; and (5) PRRIP coverage does not extend to site-specific project impacts that may affect federally listed species or designated critical habitat outside the scope of the PRRIP and Programmatic Biological Opinion.

Any member who is not a natural person must provide to SPWRAP the name of the person authorized to cast votes for that member. Any changes of such authorization must be made in writing and received by SPWRAP not less than 30 days prior to an annual meeting at which such votes are to be cast.

RATIONALE - Membership Units/Assessments

1. The traditional "trigger" for Platte Section 7 compliance, and thus the key driver for membership in SPWRAP, is construction, maintenance and/or operation of structures and facilities diverting out of the South Platte River and its tributaries. A membership covers all facilities of the member entity including diversion, conveyance, storage and other associated structures. Each entity utilizing those should have its own membership and certificate in SPWRAP.
2. Payment (Units) will be based on the following as more fully described in Article VI.B. of the Articles of Incorporation:
 - Class A: The acreage that is thereby irrigated through that member entity.
 - Class I: The member's diversions, in acre feet.
 - Class M: The member's single family equivalent taps, calculated as one SFE per half acre foot of potable water treated by or delivered to the water supply entity.
 - Class W: The irrigated acreage within the member's boundaries.
 - Class X-2: The "small depletion" determination made by the USFWS.
 - Class X-3: An entity that operates a plan for augmentation to replace the depletions caused primarily by rural domestic wells.
3. Where multiple structures / water rights of different member entities serve the same acreage, flexibility exists to allocate that acreage among the participating entities for purposes of determining assessments.