

AMENDMENT NO. 1

TO

AMENDED AND RESTATED EASEMENT AND WATER WELL DISPOSAL AGREEMENT

This Amendment No. 1 to the Amended and Restated Easement and Water Well Disposal Agreement described in the Recitals below is entered into as of this 27 day of JUNE, 2012 between Lyster Family Farms Limited Partnership, a Colorado limited partnership, the address of which is 22727 Weld County Road 64, Greeley, Colorado 80631, and High Sierra Water Services, LLC, a Colorado limited liability company, the address of which is 3773 Cherry Creek Drive North, Suite 1000, Denver, Colorado 80209.

1. Recitals

A. On or about May 31, 2011, Lyster Family Farms Limited Partnership ("**Grantor**") entered into an Amended and Restated Easement and Water Well Disposal Agreement (the "**Restated Easement**") with Marcum Midstream 1995-2 EC Holding, LLC as grantee ("**Marcum Midstream**").

B. The Restated Easement has been recorded in the real estate records of Weld County, Colorado on June 7, 2011 at Reception No. 3772730.

C. The rights of Marcum Midstream have been assigned to High Sierra Water Services, LLC ("**Grantee**") by an Assignment of Easements dated as of June 1, 2011 (the "**Assignment**").

D. The Assignment has been recorded in real estate records of Weld County on June 7, 2011 at Reception No. 377231.

E. The Grantee wishes to construct a second waste water disposal well and attendant loading facilities on the Easement as expanded by this Amendment.

F. The Grantor and the Grantee wish to amend the Restated Easement as set forth in this Amendment.

Accordingly, the parties agree as follows.

2. Defined Terms

Capitalized terms used in this Amendment but not otherwise defined herein will have the meanings ascribed in the Restated Easement.

3. Amendments

The Restated Easement is amended as follows:

(a) The preamble paragraph is amended by replacing "one water disposal well" with the phrase "two water disposal wells."

(b) All provisions of the Restated Easement will apply to the second well and loading facilities to be constructed on the Easement, including but not limited to Section 1(a) thereof, provided that the minimum payment required by Section 1(b) will apply in the aggregate to both wells.

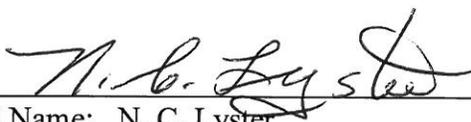
(c) The legal description attached to the Restated Easement is amended by the addition of a portion of the real property described in Exhibit A-1 attached to this Amendment. All references to the "Easement" is hereby amended to refer to Exhibit A to the Restated Easement as expanded by Exhibit A-1 to this Amendment. The Grantee will have access to the Easement as amended hereby and the facilities thereon at all times without restriction as to hours.

4. Effect of Amendment

As amended hereby, the Restated Easement will remain in full force and effect, in accordance with its terms.

Executed as of the day and date first above written.

LYSTER FAMILY FARMS LIMITED
PARTNERSHIP, a Colorado limited partnership

By: 
Printed Name: N. C. Lyster
Title: General Partner

HIGH SIERRA WATER SERVICES, LLC, a
Colorado limited liability company

By: 
Printed Name: DOUGLAS W. WHITES
Title: VP ADMIN

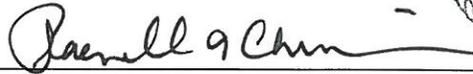
STATE OF COLORADO)
) ss.
COUNTY OF WELD)

The foregoing instrument was acknowledged before me this 27th day of June, 2012, by N.C. Lyster as general partner of Lyster Family Farms Limited Partnership, a Colorado limited partnership.

WITNESS MY HAND AND OFFICIAL SEAL.

My Commission expires:

11/24/2014



Notary Public



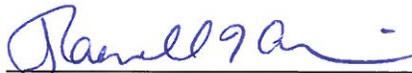
STATE OF COLORADO)
) ss.
COUNTY OF WELD)

The foregoing instrument was acknowledged before me this 27th day of June, 2012, by Douglas W. White as Vice President of High Sierra Water Services, LLC, a Colorado limited liability company.

WITNESS MY HAND AND OFFICIAL SEAL.

My Commission expires:

11/24/2014



Notary Public



Exhibit A-1
Legal Description of Addition to Easement

EXHIBIT A
(1 of 2)
Property Description

A strip of land, One Hundred Fifty (150) feet in width, being part of the Southwest Quarter of the Southeast Quarter (SW1/4 SE1/4) of Section Twenty-six (26) and part of the Northwest Quarter of the Northeast Quarter (NW1/4 NE1/4) of Section Thirty-five (35), both in Township Six North (T.6N.), Range Sixty-five West (R.65W.) of the Sixth Principal Meridian (6th P.M.), County of Weld, State of Colorado, the centerline of said strip of land being more particularly described as follows:

COMMENCING at the Southeast corner of said Section 26 and assuming the South line of the Southeast Quarter (SE1/4) of said Section 26 as bearing South 89°17'35" West, being a Grid Bearing of the Colorado State Plane Coordinate System, North Zone, North American Datum 1983/2007, with all bearings contained herein relative thereto:

THENCE South 89°17'35" West along the South line of the Southeast Quarter (SE1/4) of said Section 26 a distance of 1689.61 feet;

THENCE North 13°27'06" West a distance of 1141.42 feet to the **POINT OF BEGINNING** of said centerline description;

THENCE South 13°27'06" East a distance of 2499.89 feet to the South line of the Northwest Quarter of the Northeast Quarter (NW1/4 NE1/4) of said Section 35, said point being the **POINT OF TERMINATION** of said centerline description.

The sidelines of said strip of land shall terminate on a line drawn perpendicular to said centerline at the Point of Beginning and shall be lengthened or shortened so as to terminate on the South and East lines of the Northwest Quarter of the Northeast Quarter (NW1/4 NE1/4) of said Section 35 at the Point of Termination.

The end lines of said strip of land shall coincide with the South and East lines of the Northwest Quarter of the Northeast Quarter (NW1/4 NE1/4) of said Section 35 at the Point of Termination.

Said strip of land contains 374,197 sq. ft. or 8.590 acres, more or less (±), and may be subject to any rights-of-way or other easements of record or as now existing on said described strip of land.

SURVEYOR'S STATEMENT

I, Michael Chad Dilka, a Colorado Licensed Professional Land Surveyor do hereby state that this Property Description was prepared under my personal supervision and checking and that it is true and correct to the best of my knowledge and belief.



Michael Chad Dilka - on behalf of King Surveyors, Inc.
Colorado Licensed Professional Land Surveyor #38106

KING SURVEYORS, INC.
650 East Garden Drive
Windsor, Colorado 80550
(970) 686-5011

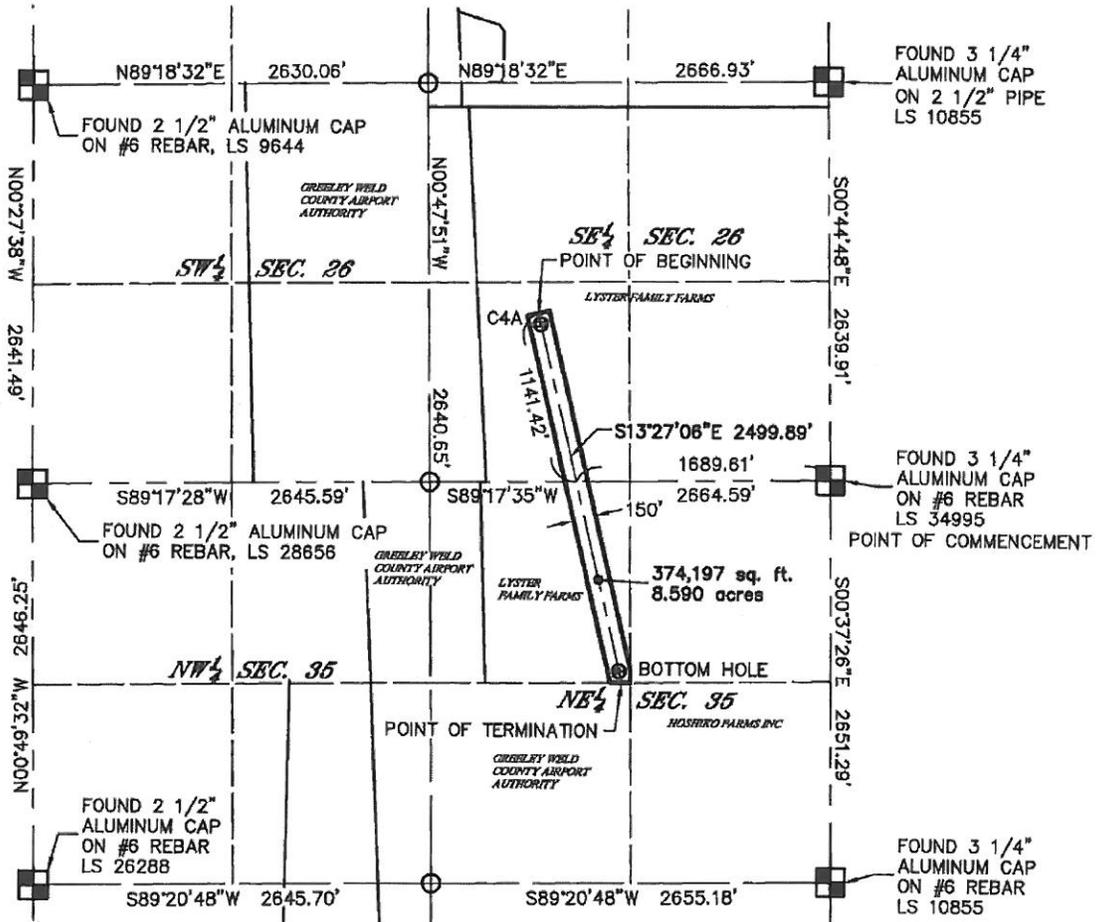
JN: 2005109

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EXHIBIT DRAWING

EXHIBIT A (2 of 2)

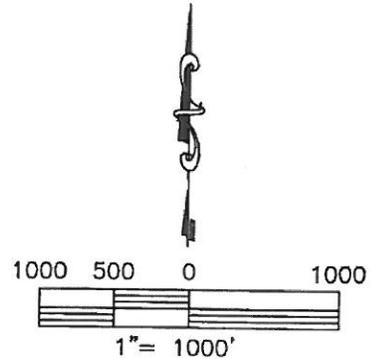
SW¹/₄ SE¹/₄ SEC. 26, T.6N., R.65W.
NW¹/₄ NE¹/₄ SEC. 35, T.6N., R.65W.



NOTE: This exhibit drawing is not intended to be a monumentalized land survey. It's sole purpose is as a graphic representation to aid in the visualization of the written property description which it accompanies. The written property description supersedes the exhibit drawing.



Michael Chad Dilka - On Behalf Of King Surveyors, Inc.
Colorado Licensed Professional Land Surveyor #38106



KING SURVEYORS, INC.
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PROJECT NO: 2005109
DATE: 6/15/2012
CLIENT: HIGH SIERRA WATER SERVICES
DWG: 2005109WELL
DRAWN: MCD **CHECKED:** MCD