



**ADDENDUM TO SERVICE AGREEMENT**  
**(2011 Waterfall Metropolitan District No. 1 Special District Accounting & Financial Services)**

This ADDENDUM TO SERVICE AGREEMENT ("Addendum") is made and entered into as of the 1st day of January, 2011, by and between Waterfall Metropolitan District No. 1, a quasi-municipal corporation and political subdivision of the State of Colorado (the "District") and Pinnacle Consulting Group, Inc., a Colorado corporation, hereinafter referred to as (the "Accountant"), collectively referred to herein as the "Parties."

The District and the Accountant entered into that certain Service Agreement, dated January 1, 2009 (the "Original Agreement"), pursuant to which the Accountant provides certain District Accounting & Financial services related to the District. Pursuant to Section 6 of the Original Agreement, the District and the Accountant may analyze the Scope of Work and the fee schedules contemplated by the Original Agreement. The Parties may, with mutual consent, adjust the schedule of fees and/or the Scope of Work as deemed appropriate by the Parties. Thus the Parties desire to adjust the Scope of Work and schedule of fees for calendar year 2011 as contemplated by the Original Agreement.

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**2011 Special District Accounting & Financial Services**

**FINANCE AND ACCOUNTING**

**Bond Issuance:** Work with Bond Team to model and draft documents on behalf of District, provide financial information, analyze financial impacts to District, evaluate flow of funds, approve continuing disclosure/compliance requirements

**Fee:** \$6,000

  
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Waterfall Metropolitan District No. 1

Date: 2-1-11

  
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Pinnacle Consulting Group, Inc.

Date: 2-1-11