

**ACTION MEMORANDUM**  
**CHATFIELD WATERSHED AUTHORITY**

TO: Chatfield Watershed Authority (CWA) Board of Directors (Board)  
FROM: Michael Daugherty, Somach Simmons & Dunn (SSD)  
RE: Revision to Data Sharing Agreement with Member Entities  
DATE: November 14, 2023

**SUMMARY OF ACTION REQUESTED:**

Pursuant to discussions with the Castle Rock Town Attorney (Michal Hyman), I added language to the Data Sharing Agreement (the “Agreement”) to address the Colorado Open Records Act (CORA). This additional language will help ensure adequate protection of CWA’s watershed model and data in the event a member entity receives a CORA request related to the model and/or data. The Technical Advisory Committee (TAC) recommends the Board approve the revised Agreement, which is attached as Exhibit A to this memorandum.

**PURPOSE / BACKGROUND:**

The Board voted to approve use of the Agreement at the October 2023 Board meeting. Subsequently, the Castle Rock Town Attorney reached out to request additional language regarding how member entities will treat CWA’s watershed model and data pursuant to CORA. Accordingly, I added two sentences to the Agreement, which are noted in redline. The additional sentences read: “CWA and its member entities consider the data and model confidential pursuant to C.R.S. § 24-72-204(3)(a)(IV). Member entities agree to notify CWA of any request to disclose such information.” I sent the revised agreement to the Castle Rock Town Attorney, and it is agreeable to him.

**PROPOSED MOTION TO BOARD:**

The Board should move to approve use of the revised Data Sharing Agreement.

## EXHIBIT A

### Data Sharing Agreement:

This Data Sharing Agreement (the “Agreement”) is between the Chatfield Watershed Authority (“CWA”) and \_\_\_\_\_ (the “Member”).

CWA was organized by intergovernmental agreement in order to provide for required coordinated approaches to nutrient controls, projects and monitoring in Chatfield Reservoir and its watershed. Pursuant to Section 29-1-201, et seq., C.R.S., CWA is permitted to enter into contracts and agreements affecting its affairs. CWA has compiled significant data related to the watershed and developed a watershed model that CWA utilizes to determine the best methods for protecting the water quality of the Chatfield watershed. CWA is willing to share its data and model with the Member pursuant to the terms and conditions contained in this Agreement. CWA and its member entities consider the data and model confidential pursuant to C.R.S. § 24-72-204(3)(a)(IV). Member entities agree to notify CWA of any request to disclose such information.

The purpose of this Agreement is to outline such terms and conditions that will govern CWA’s sharing of its watershed model and data with the Member. CWA grants the Member the non-exclusive, nontransferable right to use the shared data to the extent necessary to perform work that conforms to CWA’s mission of protecting and improving the water quality of the Chatfield watershed. Data provided to the Member shall be stored in a secure manner of Member’s internal server with best practices, both technically and procedurally, utilized to protect data from unauthorized access and/or distribution. All data and sharing information is to be considered confidential and proprietary and the exclusive property of CWA. Data shall not be transferred or distributed to any person or entity not a party to this Agreement without the express written consent of CWA. The Member shall be responsible for notification to its employees and/or agents as to the conditions contained herein, and shall be responsible for their adherence to the same. The Member’s obligations under this agreement shall continue in perpetuity unless expressly modified by both CWA and the Member in writing.

All data and modeling information is received in an “as-is” basis without any warranties of any kind, either express or implied, and CWA specifically disclaims all implied warranties of merchantability, integration, title and fitness for a particular purpose. CWA expressly indemnifies itself of all liability related to the Member’s use of CWA’s model and data.

Data Owner: Chatfield Watershed Authority

Data Description: Chatfield Reservoir Water Quality Data and Model

Date Executed: \_\_\_\_\_

CHATFIELD WATERSHED  
AUTHORITY:

MEMBER: \_\_\_\_\_

\_\_\_\_\_  
Diane Kielty, Manager  
Diane@coloradowater.org

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Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
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