



November 1, 2017

Adams County Board of County Commissioners
4430 South Adams County Parkway
5th Floor, Suite C500A
Brighton, CO 80601-8204

Re: Memorandum of Understanding Concerning the Payment of Community Corrections Correctional Treatment Funds; Memorandum of Understanding Regarding Community Corrections Facility Payment Plans; Subcontract for Community Corrections Services; and Lease Agreement (Henderson) for Fiscal Year 2017/2018

Dear Adams County Commissioners:

We are writing in relation to the above-referenced Memoranda of Understanding, Subcontract, and Henderson Lease Agreement (collectively, the "Contracts") renewed for Fiscal Year 2017/2018 by and between the Adams County Board of County Commissioners and Time to Change, Inc. ("TTC") relating to the Time to Change – Adams County, Time to Change – Commerce City, and Time to Change - Henderson facilities located in Adams County, Colorado (the "Facilities"). On October 6, 2017, TTC entered into a stock purchase agreement with CoreCivic, Inc. ("CoreCivic"), whereby CoreCivic will acquire all of the outstanding stock of TTC and, in connection therewith, will also acquire the real property and improvements comprising the Adams County and Commerce City Facilities from TTC (collectively, the "Transaction").

The Transaction noted herein amounts to a change in ownership of TTC; however, TTC as an entity will remain intact and in place and will continue to be the service provider of community corrections services to Adams County as contemplated in the existing Contracts. Upon completion of the Transaction, solely for tax reasons related to its REIT structure, CoreCivic is required to add CoreCivic of Tennessee, LLC as the operations subcontractor under TTC. This requirement will be evidenced in an internal agreement between CoreCivic of Tennessee, LLC and TTC and will have no negative impact on the services provided to Adams County or the standards required to be met by Adams County or the State of Colorado.

TTC will continue to be the entity that is responsible for the observance and performance of all contractual obligations. Maintaining continuity of operations is our primary focus, and we anticipate no significant changes or disruptions to services during this transition. TTC's management structure and current employees will remain in place.

In accordance with the Contracts, we ask that you provide your consent to the intercompany subcontract referenced herein with your signature below. The closing of the Transaction is scheduled to occur on November 1, 2017. We kindly request that you return your approval to us as soon as practical.

Please let us know if you have any questions. Further communication with new payment instructions will be provided upon closing of the Transaction.

Sincerely,

A handwritten signature in black ink, appearing to read "Evan C. Crist".

Evan C. Crist

Please indicate your approval by signing where indicated below and returning to TTC's and our attorney's attention via email at evan@timetochange.cc and Elena.Simion@FaegreBD.com.

By: _____

Date: _____