

TIMNATH LAKES METROPOLITAN DISTRICT (“TLMD”) NO. 1

141 Union Boulevard, Suite 150
Lakewood, Colorado 80228-1898
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<https://timnathlakesmetrodistricts1-6.com/>

NOTICE OF SPECIAL MEETING AND AGENDA

<u>Board of Directors:</u>	<u>Office:</u>	<u>Term/Expiration:</u>
Jennifer Martin	President	2025/May 2025
Matthew Wasserman	Treasurer	2025/May 2025
Justin Guy Wright	Assistant Secretary	2027/May 2027
Yuri Zubovski	Assistant Secretary	2025/May 2025
Vacant	Assistant Secretary	2027/May 2025

DATE: October 18, 2023

TIME: 5:30 p.m.

PLACE: **VIA ZOOM MEETING**

IF YOU WOULD LIKE TO ATTEND THIS MEETING, THE LINK IS BELOW.

<https://us02web.zoom.us/j/5469119353?pwd=SmtlcHJETFhCQUZEcVBBOGZVU3Fqdz09>

Meeting ID: 546 911 9353

Passcode: 912873

Dial In: 1-719-359-4580

I. ADMINISTRATIVE MATTERS

- A. Present disclosures of potential conflicts of interest.
-

- B. Approve Agenda, confirm location of the meeting and posting of meeting notices.
-

- C. Review and consider approval of the Minutes of the August 23, 2023 Special Meeting and October 10, 2023 Special Meeting (enclosures).
-

II. PUBLIC COMMENTS

- A. Members of the public may express their views to the Board on matters that affect the District. Comments will be limited to three (3) minutes.
-

III. FINANCIAL MATTERS

A. Consider engagement of _____ for preparation of 2023 Audit, in the amount of \$_____.

B. Discuss payment of statutory directors' fees.

IV. LEGAL MATTERS

A. Discuss proposals for legal services, and consider selection of firm (enclosures).

V. CAPITAL MATTERS

A. _____

VI. OTHER BUSINESS

A. _____

VII. ADJOURNMENT **THERE ARE NO MORE REGULAR MEETINGS SCHEDULED FOR 2023.**

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE TIMNATH LAKES METROPOLITAN DISTRICT NO. 1 HELD AUGUST 23, 2023

A Special Meeting of the Board of Directors of the Timnath Lakes Metropolitan District No. 1 (referred to hereafter as "Board") was convened on Wednesday, the 23rd day of August, 2023 at 5:00 p.m. via Zoom. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Jennifer Martin
Matthew Wasserman
Robert Bol
Justin Guy Wright

Also In Attendance Were:

David Solin; Special District Management Services, Inc.

Paula Williams, Esq. and Craig Sorensen; McGeady Becher P.C.

Curtis Bourgoon; CliftonLarsonAllen LLP (for a portion of the meeting)

Yuriy Zubovski; Board Candidate

Raleigh Ward, Josie Kincaid, Jane Spencer, Matt Haskell, Sharon Sparrow, Emma Miller, and Jerry Chilson; Members of the Public/District Residents

ADMINISTRATIVE MATTERS

Disclosure of Potential Conflicts of Interest: The Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board of Directors and to the Secretary of State. Mr. Solin noted that a quorum was present and requested members of the Board to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting, and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with the statute. Attorney Williams noted that a conflict disclosure statement for Director Bol has been filed, and that no new conflicts were disclosed at the meeting.

RECORD OF PROCEEDINGS

Agenda: Mr. Solin distributed for the Board's review and approval a proposed Agenda for the District's Special Meeting.

Following discussion, upon motion duly made by Director Wasserman, seconded by Director Wright and, upon vote, unanimously carried, the Agenda was approved, as amended.

Location of Meeting and Posting of Notices: The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting. The Board determined that the meeting would be held by video/telephonic means, and encouraged public participation via video or telephone. The Board further noted that notice of the time, date and location of the meeting was duly posted and that the District had not received any objections to the video/telephonic manner of the meeting, or any requests that the video/telephonic manner of the meeting be changed by taxpaying electors within the District boundaries.

Resignation and Appointment of Secretary to the Board: The Board discussed the resignation of Larry Loften as Secretary to the Board and considered the appointment of David Solin as Secretary to the Board.

Following discussion, upon motion duly made by Director Wright, seconded by Director Martin and, upon vote, unanimously carried, the Board acknowledged the resignation of Larry Loften as Secretary to the Board and appointed David Solin as Secretary to the Board.

Resignation of Director: The resignation of Director Janis Emanuel effective as of August 21, 2023, was acknowledged.

Minutes: The Board reviewed the Minutes of the April 19, 2023 Regular Meeting and the May 30, 2023 Special Meeting.

Following discussion, upon motion duly made by Director Martin and seconded by Director Bol and, upon vote, unanimously carried, the Minutes of the April 19, 2023 Regular Meeting and the May 30, 2023 Special Meeting were approved.

PUBLIC COMMENTS

There were no public comments.

FINANCIAL MATTERS

Unaudited Financial Statements and Schedule of Cash Position: Mr. Bourgouin reviewed with the Board the unaudited financial statements, through the period ending June 30, 2023 and the schedule of cash position as of June 30, 2023.

RECORD OF PROCEEDINGS

Following discussion, upon motion duly made by Director Wright, seconded by Director Wasserman and, upon vote, unanimously carried, the Board accepted the unaudited financial statements, through the period ending June 30, 2023 and the schedule of cash position as of June 30, 2023, as presented.

2022 Audit: Mr. Bourgouin briefly reviewed the 2022 Audit with the Board, noting that it had been filed with the State Auditor on July 31, 2023.

Following discussion, upon motion duly made by Director Bol, seconded by Director Wasserman and, upon vote, unanimously carried, the Board ratified approval of the 2022 Audit and ratified the authorization of the execution of the Representations Letter.

Engagement of CliftonLarsonAllen LLP to Provide Billing Services for Domestic Water usage: Extensive discussion was held. Following discussion, the Board directed that a work session meeting be scheduled to discuss water billing and other issues. No other action was taken by the Board.

Joint Budget Committee Meeting: Following extensive discussion, the Board directed the District Manager schedule a Joint Budget Committee Meeting of the District and Timnath Lakes Metropolitan District Nos. 2-6 to discuss various budget matters, including potential fee increases.

LEGAL MATTERS

Legal Services: Attorney Williams informed the Board that since the District now has a different Board of Directors than Timnath Lakes Metropolitan District Nos. 2-6 (and that the districts now have different interests in relation to intergovernmental agreements), McGeady Becher P.C. ("MBPC") now has a conflict of interest in continuing to represent the District. Attorney Williams therefore informed that Board that MBPC was resigning from representation of the District and that MPBC would work to transition the District's affairs to new General Counsel, once selected.

Following discussion, upon motion duly made by Director Wright, seconded by Director Martin and, upon vote, unanimously carried, the Board approved the engagement of new counsel.

Following further discussion, upon motion duly made by Director Wright, seconded by Director Martin and, upon vote, unanimously carried, the Board appointed Director Wasserman as the legal search committee, and directed that an RFP be distributed to appropriate firms by Mr. Solin.

RECORD OF PROCEEDINGS

Engineer's Report: There was no report available. The Board deferred discussion.

Status of Inclusion of 5.3697 Acres of Property Owned by CAC Timnath LLC into the District: Attorney Williams informed the Board that an Order for Inclusion of the property has been obtained from the Court, but that it cannot be recorded/become effective until the Town of Timnath is notified of the inclusion. She indicated that the inclusion property consists of two tracts that ended up partially within and partially outside of the District after platting, and that the intent of the inclusion was to get both of the tracts wholly within the boundaries of the District. Following discussion, the Board instructed District Counsel to refrain from any further action relating to the inclusion.

Rescission of approval of Timnath Lakes Community Authority Establishment Agreement and First Amendment to Service Plan: Director Wasserman noted that the Board had approved certain actions at the April 19, 2023 meeting, and that the current Board now wishes to rescind approval of those prior actions.

Following discussion, upon motion duly made by Director Wasserman, seconded by Director Martin and, upon vote, unanimously carried, the Board rescinded the District's approval of the Timnath Lakes Community Authority Establishment Agreement and the First Amendment to the Service Plan.

CAPITAL MATTERS

Relocation of the Akin Lateral Irrigation Ditch: No update was available at this time.

Process for Acceptance and Transfer of Improvements: The Board deferred discussion until new General Counsel is engaged.

Service Agreements and Maintenance Services Required for Acceptances: The Board deferred discussion until new General Counsel is engaged.

OTHER BUSINESS

Status of Development: Attorney Williams informed the Board of the new requirements of Senate Bill 23-110 for a Town Hall Meeting, which would include required reports on the status of public improvements, the status of bonded indebtedness, and a review of budget-to-actual expenditures. Mr. Solin informed the Board that the Town Hall Meeting will be scheduled prior to the October 18, 2023 budget hearing.

RECORD OF PROCEEDINGS

Change in Regular Meeting Time: The Board discussed changing the regular meeting time to evenings.

Following discussion, upon motion duly made by Director Wright, seconded by Director Martin and, upon vote, unanimously carried, the Board directed that the time of remaining meetings for the year be changed to 5:00 p.m., and that such meetings be posted as special meetings instead of regular meetings.

Additional Meeting Notice Posting Locations: The Board discussed additional meeting notice posting locations, and expressed a desire that meeting notices (without agendas) be posted at least two weeks prior to each meeting on the three mailbox units in the District.

Following discussion, upon motion duly made by Director Wright, seconded by Director Martin and, upon vote, unanimously carried, the Board approved the posting of future meeting notices in the additional locations. Director Wright agreed to post the meeting notices upon receipt from Mr. Solin.

Adoption of Resolution No. 2023-08-01, Resolution Establishing Regular Meeting Dates, Time and Location, and Designating Location for Posting of 24-Hour Notices: The resolution was not required. No action was taken by the Board.

Directors' Fees: The Board deferred this matter.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director Martin, seconded by Director Wasserman and, upon vote, unanimously carried, the meeting was adjourned at 7:21 p.m.

Respectfully submitted,

By: _____
Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE TIMNATH LAKES METROPOLITAN DISTRICT NO. 1 HELD OCTOBER 10, 2023

A Special Meeting of the Board of Directors of the Timnath Lakes Metropolitan District No. 1 (referred to hereafter as "Board") was convened on Wednesday, the 10th day of October, 2023 at 6:00 p.m. via Zoom. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Jennifer Martin
Matthew Wasserman
Justin Guy Wright

Also In Attendance Were:

Curtis Bourgouin; CliftonLarsonAllen LLP (for a portion of the meeting)

Sharon Sparrow; District Resident

ADMINISTRATIVE MATTERS

Disclosure of Potential Conflicts of Interest: The Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board of Directors and to the Secretary of State. Director Martin noted that a quorum was present and requested members of the Board to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting, and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with the statute. Director Martin noted that no conflicts were disclosed at the meeting.

Agenda: Director Martin distributed for the Board's review and approval a proposed Agenda for the District's Special Meeting.

Following discussion, upon motion duly made by Director Wasserman, seconded by Director Wright and, upon vote, unanimously carried, the Agenda was approved, as amended.

Location of Meeting and Posting of Notices: The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting. The Board determined that the

RECORD OF PROCEEDINGS

meeting would be held by video/telephonic means, and encouraged public participation via video or telephone. The Board further noted that notice of the time, date and location of the meeting was duly posted and that the District had not received any objections to the video/telephonic manner of the meeting, or any requests that the video/telephonic manner of the meeting be changed by taxpaying electors within the District boundaries.

Resignation of Director: The resignation of Director Robert Bol effective as of August 24, 2023, was acknowledged.

Appointment of Director: The Board considered the appointment of Ahmed Hashem, Casey Kanode and Yuriy Zubovski to fill the vacancies. The Board asked questions of the Board Candidates.

Following discussion, upon motion duly made by Director Wright, seconded by Director Wasserman and, upon vote, unanimously carried, Yuriy Zubovski and Ahmed Hashem were appointed to fill the vacancies on the Board.

Appointment of Officers: The Board entered into discussion regarding the appointment of officers.

Following discussion, upon motion duly made by Director Wasserman, seconded by Director Wasserman and, upon vote, unanimously carried, the following slate of officers was appointed:

President	Jennifer Martin
Treasurer	Matthew Wasserman
Secretary	Justin Guy Wright
Assistant Secretary	Yuriy Zubovski
Assistant Secretary	Ahmed Hashem

**PUBLIC
COMMENTS**

Sharon Sparrow provided comment. The Board invited Sparrow to attend and ask questions at the Budget Hearing on October 18th, 2023.

**FINANCIAL
MATTERS**

There were no financial matters.

LEGAL MATTERS

Status of RFP for Legal Services.: The Board discussed the RFP and legal proposals received. The Board extended the deadline for submission of legal proposals until 5:00 p.m. on October 18, 2023.

RECORD OF PROCEEDINGS

CAPITAL MATTERS There were no capital matters.

OTHER BUSINESS **2024 Budget:** The Board discussed budget requests to be presented to Catellus Development Corporation. Director Martin will coordinate with Michael Kuykendall for more information on the planned presentation. No action was taken.

ADJOURNMENT There being no further business to come before the Board at this time, upon motion duly made by Director Wasserman, seconded by Director Wright and, upon vote, unanimously carried, the meeting was adjourned at 6:45 p.m.

Respectfully submitted,

By: _____
Secretary for the Meeting

September 28, 2023

Timnath Lakes Metropolitan District No. 1
Board of Directors
c/o David Solin
Special District Management Services, Inc.
141 Union Boulevard, Suite 150
Lakewood, CO 80228

Re: Timnath Lakes Metropolitan District No. 1

Dear Board of Directors,

Thank you for considering Erb Law, LLC to provide general counsel legal services to the Timnath Lakes Metropolitan District No. 1 (the “**District**”). Erb Law, LLC specializes in the representation of Colorado special districts. This work involves all areas of special district activities including budgeting, contracting for services and construction, annual compliance, open meetings and open records, and elections.

As particularly relevant to the District, we have significant experience representing special districts that have recently transitioned to a Board of Directors composed of homeowners within communities that are still under development and have multiple districts and/or community authorities. We are experienced in negotiation and working with the other districts to ensure the continued success of the development for all parties. In addition, we have provided representation to an existing special district in the Town of Timnath for many years, and have worked with the Town in the past on overlapping issues between the Town and special districts.

Regarding the specific items requested in the RFP:

1. **Firm Experience.** Providing legal services to special districts is the foundation of our practice and includes the representation of metropolitan districts and other types of special districts throughout Colorado.
2. **Bond Financing/Tax Increment Financing.** We have worked with our clients on various types of bond financing, including private bank loans and public bond issuances for new funding or refinancing of existing debt. We are also familiar with tax increment financing and the mechanisms by which the increments are calculated and allocated.
3. **Qualification.** Please see the attached Firm Resume.

4. Firm Approach. We strive to provide our clients with straightforward, practical legal advice in a timely and efficient manner. We are able to do this by maintaining a cooperative and flat management structure within the firm, where all employees are familiar with each client. Our flat management structure helps ensure efficiency by eliminating unnecessary levels of review of work product prior to delivery to the client.

Legal services will be primarily by Jeffrey Erb, with additional legal services provided by Glory Schmidt. Paralegal services will be provided by Natalie Fleming. Mr. Erb has 17 years of experience as an attorney, with a vast majority of time focused on the representation of special districts. Please see the attached Firm Resume and visit our website at erblawllc.com for additional information about the firm and its personnel.

Please see the attached 2023 Rate Sheet for current firm rates. Rates are subject to change annually. Assuming only two meetings a year, audit and budget review, and statutory compliance, a budget number of \$20,000 to \$25,000 annually would be appropriate, though this could vary significantly depending on the actual scope of legal work required by the District.

We do not have any conflicts of interest that would preclude our representation of the District.

I would be happy to meet with the Board in person or virtually at your convenience to provide any additional information and answer any questions you may have.

Thank you again for considering Erb Law, LLC for your legal needs.

Sincerely,

ERB LAW, LLC



Jeffrey E. Erb, Esq.

FIRM RESUME

Erb Law, LLC is focused on providing high quality, practical and personalized legal services to its clients. Erb Law, LLC was founded with the goal to create a law firm where each issue is addressed by an attorney dedicated to the overall, long-term success of the client.

The foundation of Erb Law, LLC is the representation of Colorado special districts, including metropolitan, water, sanitation, and water and sanitation districts. Our services include ensuring compliance with law and support of the district's operations including meeting preparation and procedure, elections, director qualifications and conflicts of interest, contracting for services, construction bidding and contracting, financing, real estate matters, park and recreation services, inclusion and exclusion of property, Colorado open records, and dissolution. In addition, depending on the services provided by each special district, additional services include advice regarding water and sewer fees and rates, capital improvement plans, and grants and loans.

We represent a wide variety of special district communities, ranging from metropolitan districts providing a suite of public services to small and large residential and mixed-used communities; mountain community water and sewer providers; and special districts supporting commercial shopping centers and developments. In addition, we have experience with special district communities with multiple special districts to address different services or development phasing, and community authorities created to assist with the coordination of services provided by the special districts.

Jeffrey E. Erb, Esq. is the founder of Erb Law, LLC. He earned his Juris Doctor degree from the University of Denver Sturm College of Law and his undergraduate degree in Business from the University of Colorado at Boulder. While at the University of Denver, Mr. Erb served as an editor for the Denver Journal of International Law and Policy and interned for the Hon. Russell Carparelli of the Colorado Court of Appeals. Following law school, Mr. Erb clerked for two years for the Hon. Diana Terry of the Colorado Court of Appeals. Following his clerkship, Mr. Erb began his practice at a large law firm practicing healthcare litigation, transitioning his practice to focus on special districts in 2010. Mr. Erb represents special districts and a select group of real estate developers, providing advice regarding the use and operation of special districts, including their organization, financing and infrastructure development, and ongoing operations. Mr. Erb also provides legal services for the resolution of disputes related to special districts and the transition of special districts from active development to resident ownership and operation. In addition, Mr. Erb has experience representing other types of improvement districts including general improvement districts.

Glory S. Schmidt, Esq. earned both her Juris Doctor degree and her undergraduate degree in Political Science from the University of Colorado at Boulder. While in law school, Ms. Schmidt was the President of the Business Law Society and gained experience in business law as a legal intern at Alterra Mountain Company. After law school, Ms. Schmidt began her legal career practicing civil litigation with a focus on domestic issues. Since 2023, Ms. Schmidt has focused her practice on the representation of special districts, including their organization, day-to-day operations, and annual compliance items.

Natalie M. Fleming is the paralegal and office manager at Erb Law, LLC. She is a graduate of the University of Northern Colorado with a degree in Political Science and received her paralegal certificate from the Center for Legal Studies via Metropolitan State University of Denver in 2020. Ms. Fleming is experienced in all aspects of special district law, with particular focus on special district compliance and administration, elections, and legal research.

2023 RATES

Attorneys

	<u>Per Hour</u>
Jeffrey E. Erb	\$385
Glory S. Schmidt	\$285

Paralegals

	<u>Per Hour</u>
Natalie M. Fleming	\$170



September 27, 2023

VIA E-MAIL TO DSOLIN@SDMSI.COM

Board of Directors
Timnath Lakes Metropolitan District No. 1
c/o David Solin, District Manager
Special District Management Services Inc.
141 Union Boulevard, Suite 150
Lakewood, Colorado 80228

RE: Spencer Fane LLP Letter of Interest – General Counsel Services

Dear Ladies and Gentlemen:

In response to Timnath Lakes Metropolitan District No. 1's Request for Proposal to Provide General Counsel Services, I submit the enclosed Proposal to Provide Legal Services on behalf of Spencer Fane LLP. I am a partner with the firm and able to bind the firm to a legal services contract.

My colleagues and I have significant experience with tax-exempt municipal bond financings, including tax increment financings, throughout the state of Colorado. A number of us are qualified to act as bond counsel, and are members of the National Association of Bond Lawyers and registered in the industry Red Book.

We understand that your district is transitioning to resident-control. We have worked with many residents assuming control over their local districts helping to make the transition as smooth as possible and to orient the new Board to the laws and regulations governing these special local governments. We would expect to work cooperatively with your manager to advise on best practices while adhering to legal requirements. Our hourly fees are contained in the enclosed Proposal. With two Board meetings a year, an annual audit, and guidance expected on statutory and budgetary compliance, we would estimate our fees to be in the \$3,000-5,000 range – with actual amounts dependent on the length of the meetings, the frequency in which we are called upon to advise on legal matters, and allowing some time to address unforeseen needs.

Should you have questions, need additional information, or wish to set up an interview to further discuss our qualifications or services, please reach out to me and I will promptly respond.

Very truly yours,

SPENCER FANE LLP

A handwritten signature in blue ink that reads "Lisa K. Mayers".

Lisa K. Mayers

Enclosure

TIMNATH LAKES
METROPOLITAN DISTRICT NO. 1

Proposal to Provide Legal Services

September 27, 2023

Submitted by:
Lisa K. Mayers
Spencer Fane LLP
1700 Lincoln Street, Suite 2000
Denver, CO 80203
303.839.3993
lmayers@spencerfane.com



SpencerFane®

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1. Introduction

We are pleased to submit this proposal to provide general counsel legal services to the Timnath Lakes Metropolitan District No. 1 (the “District”). We are excited about the opportunity to serve the legal needs of the District as general counsel and to become a trusted counselor for years to come.

As further detailed herein, our firm, and in particular our Municipal and Local Government practice, has broad and deep experience representing special districts and governmental entities throughout the State of Colorado. We propose that Lisa Mayers serve as the lead attorney and point of contact for the District. Our skilled associates, Brenden Desmond and Laura Heinrich, will be readily available to assist Ms. Mayers and the District directly, as needed. In all respects, these attorneys will be supported by our entire Municipal and Local Government practice, which is comprised of eight attorneys and five paralegals with experience in all aspects of representing special districts in Colorado.

Our firm, by leveraging the expertise of all our attorneys, paralegals and legal staff, can provide comprehensive and unequalled legal service to the District.

Thank you for the opportunity to submit this proposal—we are ready to start our representation of the District immediately. Please do not hesitate to contact us if you would like to discuss this proposal in greater detail or if you need any additional information.

2. Our Firm’s Organization

a) Special District and Local Government Law

Spencer Fane LLP is a full-service law firm with Colorado offices in Denver. Our firm’s Denver-based Municipal and Local Government practice group has provided legal services to governmental entities across Colorado for nearly 50 years. This group currently serves as general or special counsel to more than 400 special districts and municipalities, including intergovernmental authorities, cities, towns, metropolitan districts, water districts, water and sanitation districts, fire protection districts, ambulance districts, business improvement districts and various other entities, providing legal guidance on all aspects of operations. We also have an active practice representing resident-controlled community associations.

Our representation of governmental entities generally includes the formation and ongoing representation and counseling in the administrative and operational areas of the Colorado Open Records Act (CORA), Colorado Open Meetings Act (Sunshine Law), elections, statutory compliance, municipal law, public finance, budget, labor and employment, and related areas. We commonly represent governmental entities established by specific statutory provisions. For example, our attorneys are skilled in the formation and representation of Title 32 special districts formed within municipalities, across municipalities, and in unincorporated areas (C.R.S. § 32-1-101, et seq.), Business Improvement Districts formed within municipalities pursuant to the Business Improvement District Act (C.R.S. § 31-25-1201, et seq.), local and public improvement districts (C.R.S. §§ 30-20-501, and -601, et seq.), and authorities created by

intergovernmental agreements among other such entities. Our attorneys are skilled at understanding and explaining the nuances and legal framework associated with each type of governmental entity created by these varied state laws and intergovernmental agreements. This gives us significant experience representing the entities and working with their boards, personnel, and constituents.

Our attorneys routinely assist clients with drafting, interpreting, amending, and defending resolutions, ordinances, charters, bylaws, intergovernmental agreements, rules and regulations, and other governing documents. We have assisted many districts and boards with transitioning from builder/developer control to resident control and are aware of the issues that may arise or training that may be helpful. We have participated in the full panoply of governmental law, including diverse matters such as the Colorado Governmental Immunity Act, Colorado Open Records and Open Meetings Acts, elections, TABOR, employee discipline/termination, real estate transactions, environmental regulation, collections, liens, land use, and eminent domain proceedings. Spencer Fane also has considerable experience representing governmental entities in litigation at all levels of Colorado and federal courts.

In addition to our attorneys, Spencer Fane also has legal support staff experienced in all areas of municipal and local government law. Our paralegals and legal assistants have decades of experience in serving municipal and quasi-municipal clients, and are available to assist clients and consultants in an effective and efficient manner.

b) Firm Structure

Spencer Fane is a full-service law firm with a strong regional presence of more than 430 attorneys across 22 offices in Colorado, Arizona, Florida, Kansas, Minnesota, Missouri, Nebraska, Nevada, Oklahoma, South Carolina, South Dakota, Tennessee, and Texas. Our special district practice group is local to Denver and able to meet in person or virtually depending on the district's needs and desires.

Our attorneys are focused in 21 primary practices serving essentially all industries and possess substantial experience in numerous sub-specialties and niche industries, including special district and local government law.

Spencer Fane traces its roots to 1879, when William Tell Johnson and John Lucas moved their legal practice from Osceola to Kansas City. The modern era for the firm began in 1952 when Johnson, Lucas, Graves & Fane merged with Spencer Britt & Browne to form the present day Spencer Fane. Spencer Fane expanded into Colorado when it merged with the longstanding Denver firm, Grimshaw & Harring, in 2012.

Currently, the firm's functions are primarily directed by an executive committee headed by Patrick Whalen as Chairman. The firm's business functions are guided by Chief Financial and Administrative Officer, Scott Breeding. The firm's Denver office is managed by Ron Fano, and the Municipal and Local Government practice is led by Tom George.

c) Spencer Fane's Partnership with the District

Ms. Mayers, with the assistance of Mr. Desmond and/or Ms. Heinrich, will serve as the District's primary contact and go-to legal counsel throughout our engagement. As detailed in their enclosed biographies, Ms. Mayers, Mr. Desmond and Ms. Heinrich, have substantial legal experience and direct experience representing governmental entities.

As further examples of the firm's depth in special district law, biographies for our other special district attorneys can be found at <https://www.spencerfane.com/service/special-districts/>. Though we envision Ms. Mayers and Mr. Desmond or Ms. Heinrich providing the vast majority of the District's day-to-day legal services, these other attorneys will be available to support them and provide additional counsel and unique and valuable experience to the District.

3. Personnel

a) Proposed Legal Team

Please view Appendix A for complete biographies of the Spencer Fane Municipal and Local Government practice group.

4. Project Approach

a) Delivery of Legal Services

At Spencer Fane we take pride in our ability to work in partnership with our clients to achieve their goals. Our client engagement philosophy highlights three critical steps: (1) we identify achievable goals; (2) we work to find the best strategy for achieving those goals; and (3) we implement powerful legal strategy in a skillful, aggressive and cost-effective manner. Executing these steps requires personal familiarity with our clients.

Further, we believe the scope of services to be performed should be controlled by the client, and the method for performing services should be designed in collaboration with the client to provide the highest quality product in a timely, efficient, and cost-effective manner. Among other things, this normally involves designated contact individuals on both sides to assure proper communication and avoid costly overlap.

To best serve our clients, Spencer Fane attorneys stay abreast of regulatory and legal developments in their respective disciplines. Our attorneys share material developments with clients through various means including in-person meetings, timely client alerts, blog posts, seminars, webinars and, if desired, formal training. These communications allow clients to determine whether the developments impact, or may impact, their organization and whether specific action is necessary. Our attorneys are available to answer questions or discuss strategies for moving forward in light of new or potentially changing legal requirements.

Ms. Mayers or an associate will generally be available to attend Board meetings, presentations, work sessions, and other meetings at the request of the District. Though our attorneys are based in Denver, we represent numerous clients across Colorado and in the far corners of the state, and we are cognizant of budget concerns associated with attorney travel and meeting attendance. In our experience, we are able to effectively represent special district clients near and far by attending meetings in person or by phone or video, if necessary. But we will be available in person whenever requested.

5. Miscellaneous

a) Disclosure of any known or possible conflicts of interest.

There is no indication at the present time that any past or current representation would prevent us from serving Timnath Lakes Metropolitan District No. 1. However, as required by our ethical obligations as attorneys, we will engage in open conversations regarding any potential conflict that may arise in the future.

b) Disciplinary Actions.

Neither our firm nor any of the attorneys identified in this proposal have any instances of discipline by the Colorado State Bar.

c) References

Due to certain ethics requirements of the Colorado Rules of Professional Conduct for attorneys, we cannot disclose information regarding current clients without the express written consent of each client in each circumstance.

However, the following individuals have significant experience working closely with our firm and the key team members identified in this proposal. Any of the following individuals may be contacted as a reference and could speak at length about our firm as well as individual attorneys and other personnel.

Individual Name	Position/Title	Contact Information
Krista Baptist	Public Manager	CliftonLarsonAllen LLP 8390 East Crescent Pkwy, Suite 300 Greenwood Village, Colorado 80111 719-284-7221 krista.baptist@claconnect.com
Leo Hoover	Board Member, Holland Creek Metropolitan District; Senior Director of Resort Operations and Manager of Bachelor Gulch Village Association	137 Benchmark Road Avon, Colorado 81620 970-754-6095 lhoover@vailresorts.com

Angela Elliott

Manager, Districts and
Common Interest
Communities

Teleos Management Group
191 University Boulevard, #358
Denver, Colorado 80206
303-818-9365
angela@teleos-services.com

6. Fees and Expenses

Our services will be provided to the District on a traditional hourly basis, such that we will charge the District only for actual legal services provided at hourly rates. Ms. Mayers' services will be billed at an hourly rate of \$430, Mr. Desmond's services will be billed at an hourly rate of \$340 and Ms. Heinrich bills at an hourly rate of \$355. All of these rates are discounted from our standard hourly rates in order to benefit our local government clients. Our Municipal and Local Government practice's paralegals bill at a standard rate of \$230 per hour. Rates among other attorneys in the firm range from \$250 per hour to more than \$700 per hour. These rates will not change in 2023 but may increase in the future, upon notice from the firm. In addition, we would appreciate the opportunity to match any lower proposal you receive.

While Ms. Mayers will oversee the legal work for the District, we will endeavor to utilize our staff, paralegals and other attorneys with lower rates whenever possible in order to serve the District in the most efficient and cost-effective manner possible.

7. Conclusion

We appreciate the opportunity to submit this proposal and look forward to the possibility of serving Timnath Lakes Metropolitan District No. 1. Please do not hesitate to contact us if we can provide any additional information. We welcome an opportunity to meet with the Board to further discuss our services.

Appendix A



Lisa Mayers

Partner

303.839.3993

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Lisa Mayers is a local government attorney who handles municipal, special district, and real estate related matters. She provides general counsel to public entities, including advising on municipal bond financings.

Lisa also maintains a significant practice in the field of community association law, representing homeowner and commercial property owner associations, managers, developers, and property owners throughout Colorado. In counseling developers, she has drafted the initial governing documents for homeowner and property owner associations, and she regularly amends, interprets and assists with enforcement of governing documents. In addition, Lisa has experience handling issues that arise when there is overlap between a special district and an owners association, and regarding financial matters pertinent to districts and owners associations.

Highlights of Lisa Mayers' experience include:

- Drafted governing documents for new, mixed-use developments in Boulder County and Adams County, Colo.
- Acted as general counsel and bond counsel on financing transactions for various public entities.
- Assisted large corporate clients to defend and negotiate negligence, breach of contract and other transaction-related claims.
- Presented at the Special District Association, Colorado Municipal League and Community Association Institute conferences on a variety of topics.



Tom George

Partner

303.839.3708

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Tom George counsels municipal and local governmental entities throughout the state of Colorado in all aspects of formation, operation, and dissolution.

Tom is the Practice Group Leader of Spencer Fane's Municipal and Local Government Practice Group.

Tom helps existing special districts such as metropolitan districts, water and sanitation districts, parks and recreation districts, business improvement districts, fire districts, and other governmental authorities with day-to-day operations, elections, public finance, and statutory compliance so they can build and maintain public improvements and provide efficient services to property owners and constituents.

Tom also counsels developers in the creation of taxing districts to allow the utilization of tax revenue and municipal debt to finance public improvements and provide services to support residential, commercial, and mixed use developments.

Prior to joining the firm, Tom served as an Assistant Attorney General in the Natural Resources and Environment Section of the Colorado Attorney General's Office. As a member of the Water Resources, and Federal and Interstate Water Units, Tom represented the state of Colorado in water rights litigation, water conservation projects, and environmental issues across Colorado and throughout the Colorado River Basin. Tom utilizes his background working with government at the local, state, and federal levels, as well as his substantive knowledge of water and environmental litigation and policy, to counsel clients and craft creative solutions to complicated problems.



Brenden Desmond

Associate

303.839.3743

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Brenden Desmond works with special districts all over Colorado so they can more efficiently and effectively serve their property owners and residents. Brenden relies on his experience assisting special districts such as metropolitan districts, fire protection districts, water and sanitation districts, business improvement districts, and intergovernmental authorities to ensure his clients' unique needs are met. Focused on providing resource on both short- and long-term matters, Brenden helps special districts operate and maintain their public facilities, services, and programs to keep them running smoothly.



Laura Heinrich

Associate

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Laura Heinrich represents special districts and other local governments across the State of Colorado. She advises special districts on general operations, elections, capital projects, statutory compliance, inclusions/exclusions, contracting, and debt issuance. She also represents developers and property owners in the organization of special districts for new developments.



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