

June 17, 2026

VIA EMAIL

Town of Palmer Lake
c/o Erica Romero, Town Clerk
42 Valley Crescent
Palmer Lake, CO 80133

Attn: Board of Trustees

Re: Proposal for Special Counsel Legal Services – Land Use and Real Estate

Dear Board of Trustees:

The law firm of Lyons Gaddis, P.C. (the “Firm”) is pleased to offer its services as special legal counsel to the Town of Palmer Lake (the “Town”) on land use and real estate matters. We bring a combination that is unusual in our market: a deep, transaction-focused real estate and land use practice paired with decades of experience advising Colorado municipalities and other local governments. That blend lets us serve the Town the way a developer or landowner is served on the private side, while keeping every recommendation grounded in the public process, statutory authority, and political realities a town must navigate.

QUALIFICATIONS AND EXPERIENCE

Firm Background

The Firm traces its origins to the formation of a law firm partnership in 1972. Headquartered in Longmont with additional offices in Louisville and Littleton, we maintain a statewide practice and serve clients across the Front Range and beyond. The Firm consists of more than 30 attorneys, supported by paralegals, legal assistants, and administrative staff who work within defined practice areas. Our attorneys collaborate across those practice areas so that the Town benefits from real estate, land use, business, water, oil and gas, municipal, and litigation experience without having to engage multiple firms.

Because of our long experience representing local governments and real estate clients alike, we are often able to answer a question with a phone call rather than reinventing the wheel,

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which keeps legal costs to a minimum. We pride ourselves on communicating effectively and working collaboratively with boards, staff, and the engineers, planners, and other consultants who serve a project. We strictly adhere to Rule 1.13 of the Colorado Rules of Professional Conduct; our ethical obligation runs to the Town itself, not to any individual trustee, official, or staff member.

Through strong community engagement and a diversified practice, the Firm has remained a financially stable partnership throughout its history. The breadth of our practice areas insulates the Firm from downturns in any single sector and allows us to grow alongside the expanding Front Range while continuing to serve clients under the same essential principles and values that have guided us for over five decades.

Why a Combined Real Estate and Land Use Team Fits Palmer Lake

Land use and real estate questions rarely arrive cleanly labeled. An annexation raises zoning, infrastructure, water, and contract issues at once; a property acquisition for a public purpose carries title, survey, easement, and condemnation considerations; a development application implicates the Town's code, its comprehensive plan, and its negotiating leverage. Our Real Estate Team, led firmwide by Cameron Grant, handles these matters every day for landowners, developers, investors, lenders, and local governments. We understand both sides of the table, which makes us efficient counsel when the Town reviews an application, negotiates a development or improvement agreement, or disposes of or acquires real property.

Just as important, several members of our team carry direct municipal experience, having served as Town Attorney for several Colorado statutory towns. We regularly advise boards and commissions on entitlements, rezonings, and annexations. We understand budgetary constraints local governments face and make every effort to provide counsel within them, assigning routine matters to associates and paralegals and reserving senior attorney time for the issues that require it.

YOUR LEGAL TEAM

James Godbold and Sean Stewart would serve as the Town's primary attorneys, supported by Robyn Smith and Kennedy Sheetz. Additional attorneys and the Firm's paralegals and legal assistants are available as particular matters require, including colleagues in our water, oil and gas, and litigation groups. Resumes are available upon request.

James Godbold, Counsel (Primary)

James brings more than 15 years of experience in commercial real estate, corporate and business transactions, banking and finance, oil and gas, and municipal law. He has prior experience as Town Attorney for a Colorado statutory towns, giving him firsthand familiarity with the work of a town board, the public process, and the practical pressures local governments face. Before joining Lyons Gaddis, James served as Counsel at Brinkman Real Estate, where he oversaw high-value acquisitions, commercial leasing, and regulatory compliance, and he previously practiced real estate and energy law at Otis & Bedingfield, LLC. James focuses on understanding a client's objectives and structuring transactions and agreements that achieve them efficiently.

Sean M. Stewart, Shareholder (Primary)

Sean's practice focuses on real estate, development, land use, and complex business transactions. He represents landowners, investors, developers, and contractors in all aspects of real estate transactions. As a Boulder County Planning Commissioner, Sean has extensive experience working with local government boards, commissions, and entities on entitlements, rezoning, annexations, and other land use matters, and he has presented continuing legal education on county land use law and subdivision regulations. He also advises on the formation and management of common-interest communities and owners' associations. Sean graduated summa cum laude from the University of Colorado at Boulder and received his J.D. from the University of California, Berkeley, School of Law. He joined Lyons Gaddis in 2019 and became a shareholder in 2023.

Robyn L. Smith, Associate (Supporting)

Robyn is a member of the Firm's Real Estate Practice Group and advises clients on a wide range of transactional and regulatory matters, including land use and zoning, residential and commercial development and leasing, real estate sales and acquisitions, and business formation. Before joining Lyons Gaddis, she practiced Colorado water law at Vranesh and Raisch, LLP, representing private clients, special districts, and municipalities in water rights transactions, water court proceedings, and regulatory matters, experience that is directly useful when a land use question touches water supply or augmentation. Robyn earned her Juris Doctor from the University of Colorado and dual Bachelor of Arts degrees from the University of Georgia. She takes a relationship-driven approach, learning each client's goals and the communities they serve in order to provide tailored counsel.

Kennedy Sheetz, Associate (Supporting)

Kennedy is an associate in the Firm's Real Estate and Business Transactions group, where she advises clients on real estate and business law with a detail-oriented, solutions-focused approach. A 2024 graduate of the University of Colorado School of Law, she previously served the Firm as a full-time law clerk and was a legal extern for the 20th Judicial District Court. Kennedy is a member of the Boulder County Bar Association, the Colorado Women's Bar Association, and the Colorado Bar Association.

AREAS OF SERVICE

The following are the land use and real estate matters we most commonly handle for local governments and the clients who appear before them. Additional support in water, oil and gas, special district, employment, and litigation matters is available from within the Firm as a project requires.

Land Use and Zoning. We advise on interpretation and revision of zoning and land use codes, special and conditional use permits, variances, site plan and development review, sign and overlay regulations, nonconforming uses, and code enforcement support. We help the Board and staff apply the Town's code consistently and defensibly, and we draft amendments that keep the code current with state law and the Town's goals.

Annexation, Entitlements, and Development. We prepare and negotiate annexation petitions and agreements, rezonings, planned unit developments, and development and subdivision improvement agreements. We address vested property rights, dedications, public improvements, and the allocation of risk between the Town and applicants so that approvals are clear, enforceable, and protective of the Town.

Subdivision and Platting. We assist with subdivision review, plat approval and recording, subdivision improvement agreements, security and warranty provisions, and the acceptance and dedication of public improvements and rights-of-way.

Real Estate Acquisitions and Dispositions. We handle the Town's purchase, sale, and exchange of real property, including purchase and sale agreements, title and survey review, due diligence, and closing. We advise on the disposition of surplus property and on acquisitions for public facilities, parks, and infrastructure.

Easements, Rights-of-Way, and Condemnation. We draft and negotiate easements, license agreements, and right-of-way documents; handle vacations of easements and

rights-of-way; and provide eminent domain and condemnation support when the Town must acquire property for a public use.

Leasing and Use Agreements. We prepare and review commercial, ground, and facility leases, along with license and use agreements for Town property, including utility, telecommunications, and similar agreements.

Construction and Improvement Contracts. We are experienced with AIA and design-build contracts and other owner, contractor, and consultant agreements. We advise on insurance, indemnity, bonding, retainage, and compliance with Colorado statutes governing public construction and final payment.

Intergovernmental Agreements and Contracts. We draft, review, and negotiate intergovernmental agreements, professional services agreements, and the range of contracts a town enters in connection with land use and real estate, with attention to “subject to annual appropriation” and other provisions that protect the Town.

FEES

The Firm bills on an hourly basis, and there are no monthly recurring costs or fees. We are committed to providing the highest quality of professional service at reasonable rates and understand the budgetary constraints a town faces. Our rates through December 31, 2026, for the attorneys and professionals expected to serve the Town are set forth below.

Timekeeper	Hourly Rate
James Godbold, Counsel	\$495
Sean M. Stewart, Shareholder	\$495
Robyn L. Smith, Associate	\$335
Kennedy Sheetz, Associate	\$335
Paralegal	\$185
Legal Assistant	\$85

Attorney hourly rates will not exceed \$495. Hourly rates are typically adjusted based on CPI on a fiscal year basis upon written notice.

In addition to the hourly rates above, we bill out-of-pocket expenses incurred in connection with our representation on an actual cost basis. Mileage is charged at the then-current IRS

standard rate. Travel time is billed at the full applicable hourly rate. We believe our rates are very competitive given our experience, and our specialization often allows us to answer a question by phone without lengthy research, which further controls cost.

CLIENT SERVICES

Meeting the Town's Needs. Our clients range from small communities that need occasional counsel to active developers and local governments that call on us almost daily. No matter the volume of work, we tailor our services to the needs and preferences of the client and treat open communication and clear expectations as central to good representation. James is available to attend Town meetings in person or by phone and to be the Town's consistent point of contact.

Our Philosophy. The Real Estate Team operates on a philosophy of teamwork that lets us provide timely, efficient, and reliable counsel. Questions often arise while the Board or staff is working through an issue in real time. Drawing on the collective experience of the team, the Town will be able to reach an attorney or other team member who can either answer the question or provide a clear timeline for a response.

Firm Values. At Lyons Gaddis our mission is to provide the highest quality legal service from an enduring, supportive, and engaging environment. In pursuit of that mission we honor four core values:

- **Trust.** We maintain trust through thoughtful communication, action with integrity, and constant dedication to our clients and to each other.
- **Respect.** We embrace each individual's unique talents, honor diverse life and work styles, and treat everyone with dignity.
- **Community.** We contribute positively to the lives of our colleagues, clients, and the community at large.
- **Excellence.** We provide superior legal services by meeting or exceeding expectations through an unrelenting commitment to be the best at what we do.

Engagement and Management. Although a retainer arrangement can be discussed, our experience is that an institutional client is best served by paying only for the legal services it requests, so an hourly arrangement is usually more beneficial. Our fee arrangement and billing practices are detailed in our engagement letter. If we are selected, we request that the Board authorize its President to sign the engagement letter and return a copy to us.



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Conflicts. If retained by the Town, we would not undertake representation of any new client whose interests conflicted with those of the Town. Should a conflict arise between the Town and a present client of the Firm, it would be promptly disclosed in writing to all affected parties and resolved in accordance with our professional obligations.

TIMELINE AND CURRENT WORKLOAD

The Real Estate Team carries a steady workload, but through our teamwork philosophy we handle that work efficiently and have capacity to take on the Town. If selected as the Town's special counsel for land use and real estate, we will commit to working with the Board to provide responsive and cost-effective service and are available for immediate engagement.

Thank you for the opportunity to submit this proposal and for considering Lyons Gaddis as your special counsel. Please do not hesitate to contact me with any questions or if you would like additional information.

Sincerely,

Lyons Gaddis, P.C.

James B. Godbold