



Shareholders

Paul R. Cockrel
Evan D. Ela
Linda M. Glesne
David A. Greher
Matthew P. Ruhland
Joseph W. Norris

Associates

Madison D. Phillips
Dakota C. Spence-Zurek
Glory S. Schmidt

Paralegals

Micki Mills
Sarah Luetjen
Kristin Herndon

March 11, 2025

VIA E-MAIL

Timberline Fire Protection District
Gilpin County, Colorado

Norm Schoen
State Architect
USDA Colorado Rural Development

Re: Legal Adequacy of Proposed Design-Build Contract Documents and Authority to Contract

To Whom It May Concern:

We are general counsel to the Timberline Fire Protection District (the “**Client**”) in Gilpin County, Colorado and have represented the Client in connection with the proposed contract documents for the Fire Station #3 Apparatus Bay Expansion Project located in Black Hawk, Colorado (the “**Project**”). We are not counsel for individual directors of the Client. The opinions stated herein are given in our limited capacity as legal counsel to the Client for special district and local government matters.

We understand our Client has been asked to confirm the legal adequacy of the proposed contract documents for the Project and to confirm their legal authority to enter into and fulfill the contract for the Project. At our Client’s request, this letter provides the requested confirmations, subject to the comments herein.

As to questions of fact material to our opinion, we have relied specifically upon the certifications of public officials and other persons furnished to us without undertaking to verify the same by independent investigation.

This opinion is limited to the laws of the State of Colorado (the “**State**”).

Based upon the foregoing, we are of the opinion that:

{00987954.DOCX / 3 }



1. The Client is duly organized and validly existing as a fire protection district and is presently active and in good standing in the State of Colorado. The Colorado Statutes under which Client was organized is Title 32, Article 1, C.R.S.

2. The Client, per Sections 32-1-1001 and 32-1-1002, C.R.S., has proper authority under the laws of the State to enter into a Design-Build contract related to the Project.

3. The title of the person who is legally authorized to sign project documents on behalf of the Client is: Fire Chief.

CEGR Law has assisted in the drafting of several key contract documents for the Project, including the Standard Form Agreement AIA A141-2024 (as revised) and the Supplementary Conditions thereto. The AIA A141-2024 is commonly used by Colorado special districts. Many of the revisions we made to the standard AIA text incorporate terms required for public works contracts in Colorado and address gaps in the AIA A141-2024 and provisions that do not align with or address the specific requirements for contracts entered into by special districts in the State, including but not limited to the inclusion of annual appropriation language. It is our legal opinion that the AIA A141-2024, as revised, and the Supplementary Conditions, address the requirements of Title 32, C.R.S.

This opinion letter is solely for the addressee's information in connection with the Project and is not to be quoted in whole or in part or otherwise referred to, nor is it to be delivered to any other without our prior written consent. Other than the addressee hereof, no one is entitled to use or rely on this letter without the written consent of our firm. Delivery of this letter does not establish an attorney-client relationship with any other party. We expressly undertake no responsibility or duty to inform any party, whether addressees hereof or not, as to any change in fact, circumstance or law occurring after the date hereof which may affect or alter any of the opinions, statements or information set forth above.

Please let us know if we can provide any additional information regarding the Project, the proposed contract documents, or our Client's authority to contract.

Corey R. Elia, Esq. Stearns Wheeler & Buchanan, P.C.