MICHELLE B. FERGUSON
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September 26, 2014

VIA EMAIL: ljohnson@sdmsi.com

Beebe Draw Farms Authority Board of Directors
c/o Lisa Johnson, Secretary
141 Union Boulevard, Suite 150
Lakewood, CO 80228-1898

Re: ***Representation by Ireland Stapleton Pryor & Pascoe, PC***

Dear Board of Directors:

Thank you for retaining Ireland Stapleton Pryor & Pascoe, PC to provide legal services to Beebe Draw Farms Authority LLC relating to general employment law matters (the "Matter"). To confirm the terms of our engagement for you, we are setting forth the nature and extent of the services to be performed and the terms of our retention:

1. ***Services and Staff.*** We will represent you in connection with the Matter. This work will be performed by me and, if necessary, additional professional staff under my direct supervision. We will use appropriate expertise in a cost-effective manner consistent with our continuing goal of providing high quality legal services.

2. ***Fees, Expenses and Billing.*** Our fees will be based upon time charges using hourly rates charged by each attorney or paralegal working on the Matter. Partners' rates range from $270.00 to $400.00. We have discounted rates for special districts. Currently, my special districts hourly rate is $295.00; others who may work on this Matter have rates ranging from $150.00 (paralegals) to $400.00 (senior partners). All of these rates may be adjusted during the retention upon written notice.

In addition, if there are any expenses for court costs, expert witness fees, deposition transcription, significant copying projects, delivery and courier, or other miscellaneous out-of-pocket expenses, those will be separately itemized in our invoices.

Invoices will show the detail of the work performed by day for each timekeeper, including a description of the work and the time expended, as well as the expenses by category. Generally, invoices for fees and expenses will be submitted to you on a monthly basis, and are due upon receipt. We are happy to review any questions you may have about our bills. We appreciate you raising those questions promptly. If invoices remain unpaid after thirty (30) days, we will

IRELAND STAPLETON PRYOR & PASCOE, PC
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consider them in default and reserve the right to terminate the retention, and collect outstanding balances and costs of collection (including reasonable attorney fees).

3. ***Retainer***. Ireland Stapleton will not require your payment of a retainer at this time, but we reserve the right to require payment of a retainer if the Matter becomes more complex than currently anticipated or if you fail to timely pay our invoices.

4. ***Termination***. You and Ireland Stapleton each have the right to terminate this retention at any time by written notice. In such event, you agree to pay all legal fees and expenses incurred prior to the termination and Ireland Stapleton agrees to provide reasonable assistance in effecting a transfer of files and responsibilities to new counsel.

5. ***No Guarantees***. Nothing in this retention agreement and nothing in our statements to you will be construed as a guarantee or promise about the outcome of this Matter, any phase thereof, or any other matter we may be retained to handle. We make no such guarantees or promises. Our comments about the outcome of your matters or any phase thereof are expressions of opinion only. You acknowledge that the amount of legal fees and costs which may be incurred on your matters or any phase thereof is not capable of precise prediction, and you acknowledge that, unless we have specifically agreed in writing, we have made no guarantees or promises and have set no limits with regard to the cost of your matters or any phase thereof.

6. ***Your Business Responsibilities***. You understand that agreements entered into by you with third parties may impose obligations (such as giving notices, exercising rights, making payments, making decisions, or taking actions at certain times). You understand and agree that we will not be responsible for monitoring the performance of such agreements or calendaring or notifying you of any such obligations or deadlines.

7. ***Record Retention/Destruction***. After ten (10) years from the completion of our essential work on any individual matter we undertake for you or the formal termination of our relationship, we shall have the right but not the obligation to destroy any files created and maintained by us regarding your matter.

The attorney-client relationship is one of mutual trust and confidence. Therefore, we encourage you to feel free at all times to raise questions about any aspect of our representation, including billing matters. If a dispute arises and we are unable to reach a satisfactory resolution of it, you may have the right to request arbitration under applicable Colorado Bar Association procedures. In the event of any dispute that relates to our entitlement to any payment from you, all undisputed amounts shall be paid immediately by you and this payment shall not constitute any admission by you concerning disputed amounts.

Please review this retention agreement carefully, and if you have any questions concerning its terms, do not hesitate to call me. If these arrangements are acceptable to you, please sign the enclosed duplicate copy of this letter and return the signed copy to us.

We look forward to working with you on this matter.

Very truly yours,

IRELAND STAPLETON PRYOR & PASCOE, PC

Michelle B. Ferguson

Michelle B. Ferguson

THE ABOVE AGREEMENT IS
ACCEPTED AND AGREED TO:

BEEBE DRAW FARMS AUTHORITY

_____

Joe Knopinski, President

Date: _____

PRIVACY POLICY NOTICE TO CLIENTS OF IRELAND STAPLETON PRYOR & PASCOE, PC

Attorneys, like other professionals who advise on personal and financial matters, are now required by a new federal law to inform their clients of their policies regarding privacy of client information. Attorneys have been and continue to be bound by professional standards of confidentiality that are even more stringent than those required by this new law. Therefore, we have always protected your right to privacy.

In the course of providing our clients with income tax, estate tax, and gift tax advice, we may receive significant personal and financial information from our clients. If you are a client of Ireland Stapleton Pryor & Pascoe, PC, you should know all information that we receive from you is held in confidence, and is not released to people outside the firm, except as agreed to by you, or as required under an applicable law.

We retain records relating to professional services we provide so we are better able to assist you with your professional needs and, in some cases, to comply with professional guidelines. In order to guard your nonpublic personal information, we maintain physical, electronic and procedural safeguards that comply with our professional standards.

ADDENDUM
PUBLIC SERVICES CONTRACT

C.R.S. §8-17.5-101, *et seq.*, prohibits the Beebe Draw Farms Authority from entering into services contracts with any person or entity employing illegal aliens. The law requires all services contracts to contain certain provisions intended to ensure those providing services to the Fire District do not employ illegal aliens. In accordance with this law, this Addendum supplements our Firm's agreement with the Fire District by incorporating the following terms and conditions:

a. The Firm will not knowingly employ or contract with an illegal alien in providing services to the Fire District; nor will we enter into a contract with a subcontractor who fails to certify that it will not knowingly employ or contract with an illegal alien to perform work in connection with the service we provide to the Fire District. Pursuant to C.R.S. § 8-17.5-102, the Firm certifies it does not knowingly employ or contract with an illegal alien who will perform work in connection with the service we provide the Fire District, and the Firm will participate in the E-Verify Program or the State Department of Labor and Employment Program ("Department Program") in order to confirm the employment eligibility of all employees newly hired by the Firm for the purpose of providing its services to the Fire District. Under no circumstances will we use either the E-Verify Program or the Department Program procedures to undertake pre-employment screening of job applicants during the course of our Firm's providing services to the Fire District.

b. If, while providing services to the Fire District, our Firm acquires actual knowledge that a subcontractor performing work in connection with such services knowingly employs or contracts with an illegal alien, the Firm will (i) notify the subcontractor and the Fire District within three business days that the Firm has actual knowledge the subcontractor is employing or contracting with an illegal alien; and (ii) terminate the subcontractor's contract if within three business days of receiving the notice required in (i), above, the subcontractor does not stop employing or contracting with the illegal alien; except, the Firm will not terminate the subcontractor's contract if during the three business days the subcontractor provides information establishing the subcontractor has not knowingly employed or contracted with an illegal alien.

c. The Firm will comply with any reasonable request by the Colorado Dept. of Labor & Employment made during an investigation pursuant to C.R.S. § 8-17.5-102(5).

d. The Firm agrees that, if it violates one of the foregoing provisions, the Fire District may terminate our services, and may seek actual and consequential damages. The Firm acknowledges the Fire District also will notify the Secretary of State, which may take further action against the Firm

IRELAND STAPLETON

MICHELLE B. FERGUSON

Employment Attorney

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Biography

Ms. Ferguson leads the firm's employment law practice group. In her practice, she focuses on "preventative" employment law - finding ways to keep businesses out of court by being proactive in identifying and solving employment issues before a claim is filed. Ms. Ferguson counsels employers, individuals and governmental entities on all matters of employment law and day-to-day personnel issues. She also conducts anti-discrimination training for managers and employees, drafts personnel policies, forms and employment contracts, addresses collective bargaining issues and represents clients in all types of administrative hearings. Ms. Ferguson also conducts independent investigations regarding claims of discrimination, harassment, retaliation and violations of the Fair Labor Standards Act. Ms. Ferguson has presented numerous seminars to professionals in the Denver Metro Area on topics such as investigations of employee misconduct and implementation of disciplinary action, workplace violence, the Fair Labor Standards Act, the Family and Medical Leave Act, family responsibilities discrimination, hiring and termination processes and overviews of federal and state anti-discrimination laws.

Additionally, Ms. Ferguson serves as the firm's Pro Bono Coordinator. In this capacity she helps identify opportunities and facilitates mechanisms for Ireland Stapleton lawyers to give their professional time to indigent populations and nonprofit groups in need of pro bono assistance. Her efforts help insure that underprivileged communities have access to justice.

Legal Experience

- Successfully defended the City of New York in federal and state lawsuits dealing with employment discrimination, labor disputes and abuse of process
- Provided counseling to dozens of New York City agencies concerning compliance with federal, state and local anti-discrimination statutes, and collective bargaining agreements
- Successfully represented employees in multi-plaintiff lawsuits against major corporations in cases involving company-wide violations of the Fair Labor Standards Act and Title VII of the Civil Rights Act
- Served as a law clerk to former EEOC Commissioner Paul Steven Miller

Practice Areas

- Employment
- Special Districts

Education

- American University Washington College of Law, Washington D.C. J.D., magna cum laude, 1998
- Washington University, St. Louis B.A., psychology major/music minor, 1995

Honors & Awards

- AV Peer Review Rated Martindale-Hubbell
- Selected a Rising Star by Colorado Super Lawyers for employment, 2009-2013
- Selected as participant of the 2008 Colorado Bar Association's Leadership Training (COBALT) Program
- Selected as the Denver Bar Association's 2006 Young Lawyer of the Year

Presentations & Publications

- Routinely writes for and speaks to members of the Colorado League of Charter Schools
- Co-Author, "When the Yellow Ribbons Come Down: An Overview of the Employment Rights of the Uniformed Services under the Uniformed Services Employment Rights Act of 1994 (USERRA) and Colorado Law," 53 *TRIAL TALK* 4 (2004)
- Co-Author, "A Guide To Consent," Chapter 7, *American Association on Mental Retardation*, 1999
- Co-Author, "Legal Forum" a column in *Byline*, the Colorado Parks and Recreation Association's quarterly publication

Memberships

- Co-Chair, Colorado Bar Association's Labor & Employment Law Section (2012 - Present)
- Colorado Women's Chamber of Commerce
- Society of Human Resource Management
- Trustee, Board of Trustees of the Denver Bar Association (2009-2012)
- Denver Bar Association representative to the Colorado Bar Association Board of Governors
- Co-Chair, Denver Bar Association's 2013 Barrister's Ball Committee
- Ombudsman Employer Support of Guard and Reserve (ESGR)
- Special District Association
- Colorado State Fire Chiefs Association
- Colorado Parks and Recreation Association
- Former Co-Chair, Denver Bar Association's Community Action Network
- Steering Committee, 2009 COBALT Program
- Colorado Bar Association
- Denver Bar Association

Admissions

- Admitted to practice in Colorado
- Admitted to practice in New York
- U.S. District Court for the District of Colorado
- U.S. District Court for the Eastern District of New York
- U.S. District Court for the Southern District of New York
- U.S. Supreme Court

Community Involvement

- Park Hill U.C.C.

Media

- Making Their Mark, *Denver Business Journal*, February 14, 2014

Personal Interests

Ms. Ferguson enjoys spending time with her family, singing, community service, reading and theater.

DENVER
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Shining light on employment law

FERGUSON'S FOCUS INFLUENCED BY HER MOTHER'S LOSS OF HEARING

BY EMILIE BIERSCHENK
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By seventh grade, Michelle Ferguson knew she wanted to be an attorney.

"My father was an attorney and I watched him solve problems and create opportunities for his clients and their businesses," said Ferguson. "I think that's what truly motivated me."

She earned a bachelor's in psychology from Washington University in St. Louis, Mo., in 1995 and a juris doctor from American University in Washington, D.C., in 1998. Today, Ferguson is a partner at Ireland Stapleton Pryor & Pascoe PC, where she specializes in employment law and serves as the firm's pro bono coordinator.

"I was pretty focused," Ferguson said. "My mother had a loss of hearing, and I saw how she was impacted by it. When Congress passed the Americans with Disabilities Act to address issues with disabilities and employment, I took an interest in the statute and took sign language classes because I thought my focus would be in representing the disabled community. When I got to college and law school, I realized ADA was only one part of employee relationship law."

While in law school, Ferguson had the opportunity to work as a clerk for Paul Steven Miller, a lawyer born with achondroplasia – dwarfism – who spent his career fighting for disability rights.

"I went to an on-campus career interview my first summer into law school and talked about my passion for disability and employment law with Miller's law clerk," Ferguson said. "They didn't hire me that summer because they were looking for second-year students, but they remembered me and called me the next year to ask if I would be willing to clerk for him and it was an excellent opportunity."

After law school, Ferguson worked for the New York City Law Department, defending the city and its agencies' employment claims in federal court.

"At that first job in New York they really threw me in the court room immediately," Ferguson said. "I gained significant experience that most attorneys don't get right out of law school, and that increased my employment law expertise. By the time I moved to Colorado, I had other attorneys looking to me for employment law help."

In 2002, Ferguson and her husband, an avid bicyclist, decided it was time to leave New York. She took the Colorado Bar and now focuses her time on preventative employment law, helping clients identify and solve employment issues before claims are filed.

"The Denver metro area has a significant number of small businesses with fewer than 100 employees," Ferguson said. "Small businesses are focused on growing, making their mark, establishing their brand, financing – but even if you have just one employee, you need to focus on these employment law issues and I think sometimes that gets lost in the shuffle."

Ferguson is the pro bono coordinator for Ireland Stapleton Pryor & Pascoe PC.

She frequently offers her own legal services pro bono and finds opportunities for her fellow attorneys to do the same.

"I think most pro bono matters are very satisfying simply because you are able to help someone who wouldn't generally have access to the legal system, and hopefully either resolve their issues or find opportunities for them," Ferguson said. "That's pretty powerful."

Ferguson was selected as the Denver Bar Association's Young Lawyer of the Year in 2006, and as a Rising Star in Colorado Super Lawyers from 2009-2013. She is currently the co-chair of the Colorado Bar Association's Labor and Employment Law Section, coordinating monthly luncheons and a fall and spring employment law conference. She said she never turns down phone calls from young lawyers seeking guidance.

"There are a lot of young attorneys wanting to get involved in employment law or learn more about employment law in the community and I always accept those calls," Ferguson said.

"I think it's important to educate young lawyers on the Denver employment law community and help them find opportunities."

When she's not working, Ferguson spends time with her husband and six-year-old son.

"We love bike riding – that's a big part of our weekend," Ferguson said. "And singing, going to museums, just being together as a unit."

Michelle Ferguson moved from New York to Colorado in 2002.

MICHELLE FERGUSON

Title: Attorney at law

Age: 40

Company: Ireland Stapleton Pryor & Pascoe PC

Location: Denver

Phone: 303-628-3658

Website: irelandstapleton.com

Email: mferguson@irelandstapleton.com

Industry: Employment Law

Education: Bachelor of arts in psychology, Washington University, 1995; J.D., American University Washington, 1998

Favorite quote: "No one cares how much you know, until they know how much you care." — Theodore Roosevelt

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