

RECORD OF PROCEEDINGS

MINUTES OF THE ORGANIZATIONAL MEETING OF

LEDGE ROCK CENTER COMMERCIAL METROPOLITAN DISTRICT

HELD
December 14, 2021

The Organizational Meeting of the Board of Directors of Ledge Rock Center Commercial Metropolitan District (the “Board”), was held via teleconference, at 9:00 a.m., on Tuesday, December 14, 2021.

ATTENDANCE

Directors in Attendance:

Amy Carroll, President and Chairperson

John Schlup, Secretary/Treasurer

James Shipton, Vice President/Asst. Secretary/Asst. Treasurer

Lucas Schlup, Vice President/Asst. Secretary/Asst. Treasurer

Directors Absent but Excused:

Michel Schlup, Vice President/Asst. Secretary/Asst. Treasurer

Also in Attendance:

David O’Leary, Esq. and Brendan Desmond; Spencer Fane, LLP

Shannon McEvoy and Brendan Campbell; Pinnacle Consulting Group

ADMINISTRATIVE ITEMS

The Organizational Meeting of the Board of Directors of the Ledge Rock Center Commercial Metropolitan District (the “District”) was called to order by Mr. O’Leary at 9:00 a.m. He noted that a quorum was present for the Board of Directors. All Board Members also confirmed that prior to the meeting they had been notified of the meeting and all Board Members confirmed their qualification to serve on the Boards.

Conflicts of Interest: Mr. O’Leary discussed the law relating to conflicts of interest and ethical standards for public officials, and the statutory requirements to disclose any potential conflict of interest to the Board and to the Colorado Secretary of State. Mr. O’Leary further advised the Board regarding the requirements pertaining to general and specific conflicts. Mr. O’Leary indicated that appropriate forms disclosing potential conflicts had previously been sent to and completed by each of the Directors at least 72 hours in advance of the meeting as required by statute. Mr. O’Leary noted additional potential conflicts and questions should be submitted to Spencer Fane LLP for review and preparation of applicable disclosure statements in advance of each meeting. Mr. O’Leary discussed the obligations of individual Directors

RECORD OF PROCEEDINGS

to ensure that state law regarding disclosure of potential conflicts of interest is properly satisfied. Mr. O'Leary's office will assist the Directors in filing forms completed by the Directors in connection with each District's meetings at which matters giving rise to potential conflicts are discussed. The Board reviewed the agenda for the meeting, following with each Board Member present confirmed the contents of the written disclosures previously made stating the fact and summary nature of any matters as required under Colorado law to permit official action to be taken at the meeting. Additionally, the Board determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the Board to act.

Agenda: The Board reviewed the agenda. Following discussion, upon motion duly made by Director A. Carroll, seconded by Director J. Schlup, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as presented.

Meeting Notice: Mr. O'Leary reported that Notice of the Organizational Board Meeting had been properly posted within the District's boundaries at least 72 hours in advance of the meeting and provided, as required by the statute. The Notice also included the agenda items.

Confirming Filing of Oaths and Organizational Documents: Mr. O'Leary reported that the Findings, Orders and Decrees creating the District was entered by the Weld County District Court for the District and certified copies of such Decrees have been recorded with the Weld County Clerk and Recorder, and will be filed with the Division of Local Government and Weld County Assessor.

Affidavits of Qualifications: Affidavits of Qualifications for each of the Board members for the Ledge Rock Center Commercial Metropolitan District were reviewed, approved, and executed by the Board members. Mr. O'Leary noted that they will be properly filed.

Service Plans, District Organization, District Powers and Election Results: Mr. O'Leary reported that the District Service Plan was approved by the Town of Johnstown and reported on the election results noting that all issues had passed.

Open Meeting Requirements: Mr. O'Leary discussed the open meeting requirements with the Boards.

Election of Officers: The Board turned to the issue of electing Officers for the District and discussed the duties of the Board, and the offices of

RECORD OF PROCEEDINGS

President, Vice-President, Secretary/Treasurer, and Assistant Secretary/Assistant Treasurer. Upon motion duly made by Director A. Carroll, seconded by Director J. Shipton, and upon vote, unanimously carried, the Officers of each of the Districts were elected as follows:

President and Chairperson – Amy Carroll
Secretary/Treasurer – John Schlup
Vice President/Asst. Secretary/Asst. Treasurer – Michel Schlup
Vice President/Asst. Secretary/Asst. Treasurer – James Shipton
Vice President/Asst. Secretary/Asst. Treasurer – Lucas Schlup

Adoption of Seal: Mr. O’Leary discussed with the Board the need for a District Seal and recommended ordering two sets – one for legal counsel and one for district management. The Board authorized the purchase of two sets of District Seals.

Ratify Past Actions: Following review and discussion, upon motion duly made by Director A. Carroll seconded by Director J. Schlup and, upon vote, unanimously carried, it was

RESOLVED to ratify all past actions related to the organization of the District.

Engagement of Consultants: The Board considered the engagement of District consultants. Following review and discussion, upon motion duly made by Director A. Schlup, seconded by Director J. Schlup and, upon vote, unanimously carried, it was

RESOLVED to review and consider the engagement of the following consultants, subject to review of the engagement agreements:

- 1) Pinnacle Consulting Group, Inc. as accountant, manager, and administrator for the District, and;
- 2) Terra Forma, as the District engineer.
- 3) Spencer Fane, LLP as general legal counsel to the District.

Annual Administrative Matters Resolution: Mr. O’Leary presented the Annual Administrative Matters Resolution to the Board. Following review and discussion, upon motion duly made by Director A. Carroll, seconded by Director J. Schlup and, upon vote, unanimously carried, it was

RESOLVED to approve the Annual Administrative Matters Resolution and to hold special board meetings when needed, at the offices of Pinnacle Consulting Group, Inc., 550 West Eisenhower Blvd,

RECORD OF PROCEEDINGS

Loveland, CO 80537, or Spencer Fane, LLC, 1700 Lincoln Street, Suite 2000, Denver, CO 80203, or virtually.

Resolution Concerning Online Posting of Notice of Public Meetings: Mr. O’Leary presented the Resolution Concerning Online Notice of Public Meetings and discussed the need to establish a website for the District. Following review and discussion, upon motion duly made by Director A. Carroll, seconded by Director J. Schlup and, upon vote, unanimously carried, it was

RESOLVED to adopt the Resolution Concerning Online Notice of Public Meetings and directed District Management to establish a website for the District.

Election Resolution: The Board considered approval of the 2022 Election Resolution. Following review and discussion, and upon motion duly made by Director A. Carroll, seconded by Director J. Schlup and, upon vote, unanimously carried, it was

RESOLVED to approve the 2022 Election Resolution.

Payment of Organizational Costs: Mr. O’Leary discussed the ability of the developer to request reimbursement by the District for advances relating to the costs to form and organize the District. The Board Treasurer will collect, and forward invoices and proof of payment related to the form and organization costs to the District Manager for reimbursement documentation review and any certifications necessary.

Special District Map Disclosure: Mr. O’Leary presented the Special District Map Disclosure document for review by the Board.

Special District Disclosure re Common Questions: Mr. O’Leary presented the Special District Disclosure document for review by the Board.

Worker’s Compensation Insurance: Mr. O’Leary noted that the Division of Local Government requires a Resolution to Exclude from Worker’s Compensation if the Board elects not to obtain worker’s compensation insurance for Board members. Following review and discussion, upon motion duly made by Director A. Carroll, seconded by Director J. Schlup and, upon vote, unanimously carried, it was

RESOLVED to approve the Resolution to Exclude from Worker’s Compensation and the State of Colorado Worker’s Compensation Exclusion forms for the Boards, and to direct the District manager to file these with the appropriate parties.

RECORD OF PROCEEDINGS

Indemnification Resolution: Mr. O’Leary presented the Governmental Immunity and Indemnification Resolution for Directors and Employees of Ledge Rock Center Commercial Metropolitan District. Following review and discussion, upon motion duly made by Director A. Carroll, seconded by Director J. Schlup and, upon vote, unanimously carried, it was

RESOLVED to adopt the Indemnification Resolution for Ledge Rock Center Commercial Metropolitan District.

Colorado Open Records Act Policy and Resolution: Mr. O’Leary presented the Resolution Adopting Policies and Fee Schedule for the Handling of Record Requests Under the Colorado Open Records Act (“CORA”). Following review and discussion, upon motion duly made by Director A. Carroll, seconded by Director J. Schlup and, upon vote, unanimously carried, it was

RESOLVED to approve the Resolution Adopting Policies and Fee Schedule for the Handling of Record Requests Under the Colorado Open Records Act (“CORA”).

Insurance Coverage: The Boards discussed insurance coverage for Public Official’s Liability and General Liability and membership to the Special District Association of Colorado. The Board will discuss obtaining insurance coverage through the Colorado Special District’s Property and Liability Pool, when and if needed. Following review and discussion, upon motion duly made by Director A. Carroll, seconded by Director J. Schlup and, upon vote, unanimously carried, it was

RESOLVED to ratify Spencer Fane’s action to obtain the Directors’ and Treasurer’s Bonds for the district and to file them with the District Court and Division of Local Government as required by law, and authorized District Management to obtain the appropriate coverage when needed.

Special District Association of Colorado Membership: The Board determined to waive membership in the Special District Association of Colorado at this time.

Selection of Bank: The Board discussed the establishment of a District operating account. The Board will provide direction to the District Accountant regarding where to open a bank account for the Districts.

PDPA Numbers, FEIN, and State Tax Exemption Numbers: Mr. O’Leary reported that Public Deposit Protection Act Numbers (PDPA),

RECORD OF PROCEEDINGS

Federal Employer Identification Numbers (FEIN), and the Colorado State Tax Exemption Numbers would need to be requested and assigned for each District by the Colorado Department of Regulatory Agencies' Division of Banking, the Federal Department of Treasury, and the Colorado Tax Division, respectively. Following review and discussion, upon motion duly made by Director A. Carroll, seconded by Director J. Schlup and, upon vote, unanimously carried, it was

RESOLVED to authorize the Board President to sign the applications for the PDPA, FEIN, and Sales Tax Exemption forms and to file the forms with the appropriate parties on behalf of the District.

Intent to Levy Taxes: Pursuant to Section 39-1-110(1), C.R.S., Mr. O'Leary discussed the statutory requirement for a Notice of New District and Intent to Levy Taxes to be filed with the County Assessor before July 1 for any new District that intends to certify a mill levy in December. Mr. O'Leary reported that the Weld County Assessor and Weld County Treasurer were notified of the formation of the District and the intent to levy taxes for 2021 payable in 2022 as applicable.

2021 Budget Hearing: Mr. O'Leary reported that notice of the hearing to consider adoption of 2021 Budget was published in accordance with state budget law. Upon motion duly made by Director A. Carroll, seconded by Director J. Schlup and, upon vote, unanimously carried, the Board opened the 2021 Budget Hearing to the public. There being no public input, the public hearing portion of the budget discussion was closed. Mr. Campbell reviewed with the Boards the 2021 budget, which detailed estimated revenues and expenditures for each District.

General Fund Expenditures \$0
Mill levy is 0.000 mills.

Following review and discussion, upon motion duly made by Director A. Carroll, seconded by Director J. Schlup and, upon vote, it was unanimously

RESOLVED to approve the Resolution to Adopt the 2021 Budget, set the Mill Levy, and appropriate sums of money and approve execution of the Certification of Mill Levy. The Board further authorized District staff to make non-material adjustments to the documents if necessary.

2022 Budget Hearing: Mr. O'Leary reported that notice of the hearing to consider adoption of the 2022 Budget was published in accordance with state budget law. Upon motion duly made by Director A. Carroll, seconded by Director J. Schlup and, upon vote, unanimously carried, the

RECORD OF PROCEEDINGS

Board opened the 2022 Budget Hearing to the public. There being no public input, the public hearing portion of the budget discussion was closed. Mr. Campbell reviewed with the Board the 2022 budget, which detailed estimated revenues and expenditures for each District.

General Fund Expenditures: \$50,000 was budgeted
Capital Fund Expenditures \$60,000,000 was budgeted
Mill levy is 0.000 mills.

Following review and discussion, upon motion duly made by Director A. Carroll, seconded by Director J. Schlup and, upon vote, it was unanimously

RESOLVED to approve the Resolution to Adopt the 2022 Budget, set the Mill Levies, and appropriate sums of money and approve execution of the Certification of Mill Levies. The Board further authorized District staff to make non-material adjustments to the documents if necessary.

Consumer Data Privacy Policy: Mr. O'Leary presented the Resolution Adopting Protections for Consumer Data Privacy Policy. Following review and discussion, upon motion duly made by Director A. Carroll, seconded by Director J. Schlup and, upon vote, unanimously carried, it was

RESOLVED to adopt the Resolution Adopting Protections for Consumer Data Privacy Policy.

Developer Funding and Reimbursement Agreements: The Board reviewed the Funding and Reimbursement Agreement for Operations and Maintenance and Capital Costs. Following review and discussion, upon motion duly made by Director A. Carroll, seconded by Director J. Schlup and, upon vote, unanimously carried, it was

RESOLVED to approve the Funding and Reimbursement Agreement for Operations and Maintenance and Advance and Reimbursement Agreement for Capital Costs, subject to final approval by the developer.

Intergovernmental Agreements: Mr. O'Leary reviewed the Intergovernmental Agreement between Ledge Rock Center Commercial Metropolitan District and the Town of Johnstown. Following review and discussion, upon motion duly made by Director A. Carroll, seconded by Director J. Schlup and, upon vote, unanimously carried, it was

RECORD OF PROCEEDINGS

RESOLVED to approve the Intergovernmental Agreement between Ledge Rock Center Commercial Metropolitan District and the Town of Johnstown.

Improvement Acquisition Agreement and Adoption of Reimbursement Resolution: The Board reviewed the Improvement Acquisition Agreement and Reimbursement Resolution. Following review and discussion, upon motion duly made by Director A. Carroll, seconded by Director J. Schlup and, upon vote, unanimously carried, it was

RESOLVED to approve the Improvement Acquisition Agreement and Reimbursement Resolution, subject to final approval by the developer.

Bylaws: The Board reviewed the Bylaws. Following review and discussion, upon motion duly made by Director A. Carroll, seconded by Director J. Schlup and, upon vote, unanimously carried, it was

RESOLVED to approve the District Bylaws.

Engage in Public Bidding Improvements: The Board discussed the Development and Requested Authorization to Engage in Public Bidding for Public Improvements. Following review and discussion, upon motion duly made by Director A. Carroll, seconded by Director J. Schlup and, upon vote, unanimously carried, it was

RESOLVED to approve the Authorization to Engage in Public Bidding for Public Improvements.

Issues and Authorization regarding proposed bond issuance and engagement of consultants: The Board discussed Issues and requested Authorization regarding proposed bond issuance and engagement of consultants. Following review and discussion, upon motion duly made by Director A. Carroll, seconded by Director J. Schlup and, upon vote, unanimously carried, it was

RESOLVED to authorize the District consultants and officers to coordinate and address any pending or future issues and authorizations regarding proposed bond issuance and authorized the engagement of bond and financial consultants to facilitate any necessary actions. Any updated or final agreements shall be brought back to the Board for further review and authorizations or approvals as required.

Development and Reimbursement Agreement and Escrow Agreement with Town, Developer and Ledge Rock Center Commercial Metropolitan District: The Board discussed the Development and

RECORD OF PROCEEDINGS

Reimbursement Agreement and Escrow Agreement with Town, Developer and Ledge Rock Center Commercial Metropolitan District. Following review and discussion, upon motion duly made by Director A. Carroll, seconded by Director J. Schlup and, upon vote, unanimously carried, it was

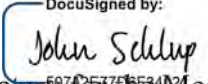
RESOLVED to approve the Development and Reimbursement Agreement and Escrow Agreement with Town, Developer and Ledge Rock Center Commercial Metropolitan District and authorized such further actions as necessary to coordinate what is needed by the Town for hearings or approvals.

Development in the Districts: Mr. O'Leary discussed with the Board future development in the District and pending hearings and matters for the Town to consider.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director A. Carroll, seconded by Director J. Schlup and, upon unanimous vote, the meeting was adjourned at 9:30 a.m.

Respectfully submitted,

DocuSigned by:

Secretary for the Meeting

Certificate Of Completion

Envelope Id: 161445B41AB24D5BB0B394A70DD4B89F	Status: Completed
Subject: Please DocuSign: Ledge Rock Districts - Minutes - 12-14-2021 - Organizational Meetings	
Client Name: Ledge Rock Center Comm & MDs 1&2	
Client Number: 011-046899-OS02-2022	
Source Envelope:	
Document Pages: 25	Signatures: 3
Certificate Pages: 4	Initials: 0
AutoNav: Enabled	Envelope Originator:
Enveloped Stamping: Enabled	Cindy Jenkins
Time Zone: (UTC-06:00) Central Time (US & Canada)	220 S 6th St Ste 300
	Minneapolis, MN 55402-1418
	Cindy.Jenkins@claconnect.com
	IP Address: 165.225.10.178

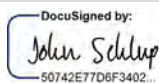
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6/7/2022 2:32:13 PM	Cindy.Jenkins@claconnect.com	

Signer Events

John Schlup
 johnschlup@corbinparkop.com
 Security Level: Email, Account Authentication (None)

Signature



Signature Adoption: Pre-selected Style
 Signed by link sent to
 johnschlup@corbinparkop.com
 Using IP Address: 76.92.208.178

Timestamp

Sent: 6/7/2022 2:36:35 PM
 Viewed: 6/7/2022 4:24:50 PM
 Signed: 6/7/2022 4:25:08 PM

Electronic Record and Signature Disclosure:
 Accepted: 6/7/2022 4:24:50 PM
 ID: 462b5a84-6fac-42d4-b7b2-4b4c48e39ffb

In Person Signer Events	Signature	Timestamp
Editor Delivery Events	Status	Timestamp
Agent Delivery Events	Status	Timestamp
Intermediary Delivery Events	Status	Timestamp
Certified Delivery Events	Status	Timestamp
Carbon Copy Events	Status	Timestamp
Witness Events	Signature	Timestamp
Notary Events	Signature	Timestamp
Envelope Summary Events	Status	Timestamps
Envelope Sent	Hashed/Encrypted	6/7/2022 2:36:35 PM
Certified Delivered	Security Checked	6/7/2022 4:24:50 PM
Signing Complete	Security Checked	6/7/2022 4:25:08 PM
Completed	Security Checked	6/7/2022 4:25:08 PM
Payment Events	Status	Timestamps
Electronic Record and Signature Disclosure		

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