

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
LEDGE ROCK CENTER COMMERCIAL METROPOLITAN DISTRICT
(THE "DISTRICT")
HELD
MAY 26, 2022

A special meeting of the Board of Directors of the Ledge Rock Center Commercial Metropolitan District (referred to hereafter as the "Board") was convened on Thursday, May 26, 2022, at 12:00 p.m. The meeting was held via video conference. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Amy Carroll, President

John Schlup, Secretary/Treasurer

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

Absent and excused were Directors Lucas Schlup and Michel Schlup.

Also, In Attendance Were:

David S. O'Leary, Esq.; Spencer Fane LLP

Lisa Johnson and Carrie Bartow; CliftonLarsonAllen LLP

Allen Schlup; A.D. Schlup Law, LLC

Todd Johnson, PE, President; Terra Forma Solutions, Inc.

Collin Koranda, PE; Ranger Engineering, LLC

ADMINISTRATIVE MATTERS

Ms. Johnson called the meeting to order at 12:00 p.m.

Disclosure of Potential Conflicts of Interest: The Board discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The members of the Board were requested to disclose any potential conflicts of interest with regards 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 statute. It was noted by Attorney O'Leary that disclosures of potential conflicts of interest were filed with the Secretary of State for all directors, and no additional conflicts were disclosed at the meeting.

Quorum, Meeting Location and Posting of Meeting Notice; Approval of Agenda: Ms. Johnson confirmed a quorum. The meeting location and posting of meeting notice were confirmed. Following discussion, upon a motion duly made by Director Carroll, seconded by Director J. Schlup and, upon vote, unanimously carried, the Board approved the Agenda, as presented.

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Public Comment: None.

Updates Regarding May 3, 2022 Regular Director Election: Attorney O’Leary provided updates on the May 3, 2022 Director Election.

Election of Officers for the District: Following discussion, upon a motion duly made by Director Carroll, seconded by Director J. Schlup and, upon vote, unanimously carried, the Board determined to keep the same slate of officers.

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

Master Service Agreement by and between the District and CliftonLarsonAllen LLP and Related Statement(s) of Work for Accounting and Management Services: Following review and discussion, upon a motion duly made by Director Carroll, seconded by Director J. Schlup and, upon vote, unanimously carried, the Board ratified approval of the Master Service Agreement and related statements of work for accounting and management services with CliftonLarsonAllen LLP.

Section 32-1-809, C.R.S., Reporting Requirements (Transparency Notice) and Mode of Eligible Elector Notification (post on SDA website): The Board directed the staff of CliftonLarsonAllen LLP to prepare and file the Transparency Notice on the Special District Association (“SDA”) website and the District’s website, once it has been created.

District’s Insurance and Special District Association Membership in 2022: Following discussion, upon a motion duly made by Director Carroll, seconded by Director J. Schlup and, upon vote, unanimously carried, the Board approved membership with the Special District Association, adopted the Resolution and Intergovernmental Agreement with the Colorado Special Districts Property & Liability Pool, and approved the engagement of TCW Risk Management as insurance broker.

Minutes of the December 14, 2021 Organizational Board Meeting: Following review and discussion, upon a motion duly made by Director Carroll, seconded by Director J. Schlup and, upon vote, unanimously carried, the Board approved the minutes of the December 14, 2021 Organizational Board meeting.

FINANCIAL
MATTERS

Bank and Bill.com: Ms. Bartow briefed the Board and recommended that the District open a bank account with FirstBank. Following discussion, upon a motion duly made by Director Carroll, seconded by Director J. Schlup and,

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upon vote, unanimously carried, the Board approved to open an account with FirstBank and have Directors Michel Schlup and Amy Carroll as signers.

Following discussion, upon a motion duly made by Director Carroll, seconded by Director J. Schlup and, upon vote, unanimously carried, the Board approved to begin utilizing Bill.com with Directors Michel Schlup and Amy Carroll, and Allen Schlup as approvers of the invoices for Bill.com.

2023 Budget: Following discussion, upon motion duly made by Director Carroll, seconded by Director J. Schlup and, upon vote, unanimously carried, the Board appointed the District Accountant, CliftonLarsonAllen LLP, to prepare the District's 2023 Budget.

LEGAL MATTERS

Amended and Restated Intergovernmental Agreement between the District and The Town of Johnstown: Attorney O'Leary presented the Intergovernmental Agreement to the Board. Following review and discussion, upon a motion duly made by Director Carroll, seconded by Director J. Schlup and, upon vote, unanimously carried, the Board ratified approval of the Amended and Restated Intergovernmental Agreement between the District and The Town of Johnstown.

Ledge Rock Center Project Monument and Signage Evaluation and Recommendation: Attorney O'Leary presented to the Board. Following review and discussion, upon a motion duly made by Director Carroll, seconded by Director J. Schlup and, upon vote, unanimously carried, the Board approved the Ledge Rock Center Project Monument and Signage Evaluation and recommendation.

- 1. Construction Agreement for Monumentation and Signage between the District and Carson Development, Inc. in the Amount of \$1,513,466.28:** Attorney O'Leary presented to the Board. Following review and discussion, upon a motion duly made by Director Carroll, seconded by Director J. Schlup and, upon vote, unanimously carried, the Board approved the Construction Agreement for Monumentation and Signage between the District and Carson Development, Inc. in the amount of \$1,513,466.28.

Ledge Rock Water and Sewer Pipeline – Grading Evaluation and Recommendation:

- 1. Construction Agreement for Ledge Rock Water and Sewer Pipeline – Grading between the District and Carson Development, Inc. in the Amount of \$3,340,474.15:** Attorney O'Leary presented the Construction Agreement to the Board. Following review and discussion, upon a motion duly made by

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Director Carroll, seconded by Director J. Schlup and, upon vote, unanimously carried, the Board approved the Construction Agreement for Ledge Rock Water and Sewer Pipeline for grading between the District and Carson Development, Inc. in the amount of \$3,340,474.15.

Approval and Ratification of Service Agreements with District Consultants:

1. Approval of Cost Verification for Capital Improvements and Cost Certification Services between the District and Ranger Engineering, LLC.
2. Approval of Engineering Services between the District and Terra Forma Solutions, Inc.
3. Ratify Approval of Ledge Rock Water and Sewer Pipeline Escrow Agreement between the District, The Town of Johnstown, Ledge Rock Center, LLC and UMB Bank, N.A.
4. Ratify Approval of First Amendment to Development and Reimbursement Agreement between the District, The Town of Johnston and Ledge Rock Center, LLC.
5. Ratify Approval of Agreement Concerning Purchase and Sale of Real Property for Ledge Rock Center Commercial between the District, The Town of Johnston and Ledge Rock Center, LLC.

Following presentation by Attorney O’Leary, upon a motion duly made by Director Carroll, seconded by Director J. Schlup and, upon vote, unanimously carried, the Board approved and/or ratified, as appropriate, all of the service agreements as listed above.

MANAGER MATTERS

Authorize District Manager to Secure and Transfer District Website and Updates to District Disclosures: Following discussion, upon a motion duly made by Director Carroll, seconded by Director J. Schlup and, upon vote, unanimously carried, the Board authorized staff of CliftonLarsonAllen LLP to build a website and maintain as needed.

Physical Posting Location within the District Boundaries: The Board authorized CliftonLarsonAllen LLP to work with the Developer’s team to determine posting locations.

Management Report and District Matters: Nothing to report.

DIRECTOR MATTERS

None.

OTHER BUSINESS

None.

Certificate Of Completion

Envelope Id: 6D83056166B046E790495926FFE6A983	Status: Completed
Subject: Please DocuSign: Ledge Rock Center Districts - Minutes of 05-26-2022	
Client Name: Ledge Rock Center Districts	
Client Number: 011-046899-OS02-2022	
Source Envelope:	
Document Pages: 13	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: 67.176.12.84

Record Tracking

Status: Original	Holder: Cindy Jenkins	Location: DocuSign
8/8/2022 6:58:48 PM	Cindy.Jenkins@claconnect.com	

Signer Events

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

Signature

DocuSigned by:

 50742E77D6F3402...

Timestamp

Sent: 8/8/2022 7:03:08 PM
 Viewed: 8/9/2022 9:16:28 AM
 Signed: 8/9/2022 9:16:57 AM

Signature Adoption: Pre-selected Style
 Using IP Address: 70.115.26.85

Electronic Record and Signature Disclosure:
 Accepted: 8/9/2022 9:16:28 AM
 ID: 50bc4c41-e04e-4028-a91e-3aafb827a4e7

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	8/8/2022 7:03:08 PM
Certified Delivered	Security Checked	8/9/2022 9:16:28 AM
Signing Complete	Security Checked	8/9/2022 9:16:57 AM
Completed	Security Checked	8/9/2022 9:16:57 AM
Payment Events	Status	Timestamps
Electronic Record and Signature Disclosure		

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To request delivery from us of paper copies of the notices and disclosures previously provided by us to you electronically, you must send us an email to BusinessTechnology@CLAconnect.com and in the body of such request you must state your email address, full name, mailing address, and telephone number. We will bill you for any fees at that time, if any.

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