

## RECORD OF PROCEEDINGS

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MINUTES OF A REGULAR MEETING OF  
THE BOARD OF DIRECTORS OF THE  
LEDGE ROCK CENTER COMMERCIAL METROPOLITAN DISTRICT  
(THE "DISTRICT")  
HELD  
MARCH 18, 2024

A regular meeting of the Board of Directors of the Ledge Rock Center Commercial Metropolitan District (referred to hereafter as the "Board") was held on Monday, March 18, 2024, at 11:00 a.m. The meeting was held via video and teleconference. 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

Directors M. Schlup and L. Schlup were absent and excused.

#### Also, In Attendance Were:

Lisa Johnson, Ashley Heidt and Lindsay Ross; CliftonLarsonAllen LLP ("CLA")

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

Emily Murphy, McGeady Becher P.C.

### ADMINISTRATIVE MATTERS

**Call to Order and Agenda:** The meeting was called to order at 11:00 a.m.

Following discussion, upon a motion by Director Carroll, seconded by Director J. Schlup and, upon vote, unanimously carried, the Board excused the absence of Directors M. Schlup and L. Schlup and approved the agenda, as presented.

**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 Ms. Murphy 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:** The quorum, meeting location and posting of meeting notice were confirmed.

**Public Comment:** There were no public comments at this time.

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**Minutes of the February 19, 2024 Regular 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 from the February 19, 2024 regular Board meeting, as presented.

### FINANCIAL MATTERS

**December 31, 2023 Unaudited Financial Statements:** Ms. Ross reviewed the December 31, 2023 Unaudited Financial Statements with 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 accepted the December 31, 2023 Unaudited Financial Statements.

**Cash Position Schedule as of December 31, 2023 Updated as of March 13, 2024:** Ms. Ross reviewed the Cash Position Schedule with 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 accepted the Cash Position Schedule as of December 31, 2023 updated as of March 13, 2024.

**Cost Certification Report No. 16 through March 18, 2024 by Ranger Engineering, LLC:** Ms. Ross reviewed the Cost Certification Report No. 16 with 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 Cost Certification Report No. 16 prepared by Ranger Engineering, LLC, as presented.

**Reimbursement Resolutions Related to Cost Verification Report No. 16:** Attorney O'Leary reviewed the Reimbursement Resolutions Related to Cost Verification Report No. 16 with 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 reimbursement resolutions related to Cost Verification Report No. 16, subject to final review by Director Carroll.

**Verification Letter from CLA and Project Funding Requisition No. 9 Under 2022 Project Funds:** Following discussion, upon a motion duly made by Director Carroll, seconded by Director J. Schlup and, upon vote, unanimously carried, the Board approved the verification letter from CLA and Project Funding Requisition No. 9 under 2022 project funds.

### LEGAL MATTERS

**Amended and Restated Operations and Maintenance Intergovernmental Agreement for Ledge Rock Center Commercial and Johnstown, Colorado:** Attorney O'Leary reviewed the agreement with 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 Amended and

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Restated Operations and Maintenance Intergovernmental Agreement for Ledge Rock Center Commercial and Johnstown, Colorado, as presented.

**District/Developer Operations and Maintenance Agreement for Ledge Rock Center Commercial and Johnstown, Colorado:** Attorney O'Leary reviewed the agreement with 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 District/Developer Operations and Maintenance Agreement for Ledge Rock Center Commercial and Johnstown, Colorado, as presented.

MANAGER  
MATTERS

None.

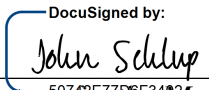
OTHER BUSINESS

None.

ADJOURNMENT

There being no further business to come before the Board at this time, upon a motion duly made by Director Carroll, seconded by Director J. Schlup and, upon vote, unanimously carried, the Board adjourned the meeting at 11:13 a.m.

Respectfully submitted,

By  \_\_\_\_\_  
Secretary for the Meeting

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