

LEDGE ROCK CENTER RESIDENTIAL  
METROPOLITAN DISTRICT NO. 2  
8390 E. Crescent Parkway, Suite 300  
Greenwood Village, CO 80111  
Phone: 303-779-5710  
[www.ledgerockcenterresidentialmd1.com](http://www.ledgerockcenterresidentialmd1.com)

**NOTICE OF SPECIAL MEETING AND AGENDA**

**DATE:** April 16, 2024  
**TIME:** 1:00 p.m., or as soon thereafter as possible  
**LOCATION:** Microsoft Teams Videoconference

You can attend the meeting in any of the following ways:

- a. To attend via Microsoft Teams Videoconference:  
[https://teams.microsoft.com/l/meetup-join/19%3ameeting\\_MzQ1NzkyMjctMTg1ZC00MDI0LWI2MWQtMzhmNWJjZDhmOWJh%40thread.v2/0?context=%7b%22Tid%22%3a%224aaa468e-93ba-4ee3-ab9f-6a247aa3ade0%22%2c%22Oid%22%3a%225b9f6fa2-e9dd-42cc-bfd8-f7dd2ed196a6%22%7d](https://teams.microsoft.com/l/meetup-join/19%3ameeting_MzQ1NzkyMjctMTg1ZC00MDI0LWI2MWQtMzhmNWJjZDhmOWJh%40thread.v2/0?context=%7b%22Tid%22%3a%224aaa468e-93ba-4ee3-ab9f-6a247aa3ade0%22%2c%22Oid%22%3a%225b9f6fa2-e9dd-42cc-bfd8-f7dd2ed196a6%22%7d)
- b. To attend via telephone, dial 720-547-5281 and enter the following additional information:  
Conference ID: 877 761 958#

**ACCESS:** [https://teams.microsoft.com/l/meetup-join/19%3ameeting\\_MzQ1NzkyMjctMTg1ZC00MDI0LWI2MWQtMzhmNWJjZDhmOWJh%40thread.v2/0?context=%7b%22Tid%22%3a%224aaa468e-93ba-4ee3-ab9f-6a247aa3ade0%22%2c%22Oid%22%3a%225b9f6fa2-e9dd-42cc-bfd8-f7dd2ed196a6%22%7d](https://teams.microsoft.com/l/meetup-join/19%3ameeting_MzQ1NzkyMjctMTg1ZC00MDI0LWI2MWQtMzhmNWJjZDhmOWJh%40thread.v2/0?context=%7b%22Tid%22%3a%224aaa468e-93ba-4ee3-ab9f-6a247aa3ade0%22%2c%22Oid%22%3a%225b9f6fa2-e9dd-42cc-bfd8-f7dd2ed196a6%22%7d)

<b><u>Board of Directors</u></b>	<b><u>Office</u></b>	<b><u>Term Expires</u></b>
Amy Carroll	President	May, 2027
John Schlup	Secretary/ Treasurer	May, 2027
Lucas Schlup	Vice President, Asst. Secretary/Asst. Treasurer	May, 2027
Michel Schlup	Vice President, Asst. Secretary/Asst. Treasurer	May, 2025
James Shipton	Vice President, Asst. Secretary/Asst. Treasurer	May, 2025

**I. ADMINISTRATIVE MATTERS**

- A. Call to order and approval of agenda.
- B. Present disclosures of potential conflicts of interest.
- C. Confirm quorum, location of meeting and posting of meeting notices.

D. Public Comment.

Members of the public may express their views to the Board on matters that affect the District that are otherwise not on the agenda. Comments will be limited to three (3) minutes per person.

E. Review and consider approval of minutes from the March 25, 2024, special Board meeting (enclosure).

**II. FINANCIAL MATTERS**

A. Approve and/or ratify approval of payment of claims in the amount of \$3,185.42 (enclosure).

B. Conduct Public Hearing to consider amendment of the 2024 Budget. If necessary, consider adoption of Resolution to Amend the 2024 Budget (enclosure).

**III. LEGAL MATTERS**

**IV. MANAGER MATTERS**

**V. DIRECTOR MATTERS**

**VI. OTHER BUSINESS**

A. Consider setting date and time for Annual Statutory Meeting.

**VII. ADJOURNMENT**

**Meetings will be scheduled as needed for 2024.**

MINUTES OF A SPECIAL MEETING OF  
THE BOARD OF DIRECTORS OF THE  
LEDGE ROCK CENTER RESIDENTIAL METROPOLITAN DISTRICT  
NO. 2 (THE “DISTRICT”)  
HELD  
MARCH 25, 2024

A special meeting of the Board of Directors of the Ledge Rock Center Residential Metropolitan District No. 2 (referred to hereafter as the “Board”) was convened on Monday, March 25, 2024, at 10:30 a.m. The meeting was held at CLA , 370 Interlocken Boulevard, Suite 500, Broomfield, CO and via Microsoft Teams 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

Michel Schlup and Lucas Schlup was absent and excused.

Also, In Attendance Were:

Lisa Johnson, Ashley Heidt, Alex Clem and Lindsay Ross; CliftonLarsonAllen LLP (“CLA”)

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

Collin Koranda; Ranger Engineering LLC

Todd Johnson; Terra Forma Solutions, Inc.

K.C. Veio; Kline Alvarado Veio P.C.

Matt Gray; White Bear Ankele Tanaka & Waldron P.C.

Emily Murphy; McGeady Becher P.C, member of the public

ADMINISTRATIVE  
MATTERS

**Call to Order and Agenda:** The meeting was called to order at 10:32 a.m.

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

**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:** Ms. Johnson confirmed a quorum. The meeting location and posting of meeting notice were confirmed.

**Public Comment:** None.

**Minutes of the November 20, 2023 Special Board Meeting and November 20, 2023 Joint Annual Meeting:** Following review, 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 November 20, 2023 regular meeting and the November 20, 2023 Joint Annual Meeting as presented.

**First Amendment to Amended and Restated Service Plan for Ledge Rock Center Residential Metropolitan District No. 2:** Following review, upon a motion duly made by Director Carroll, seconded by Director J. Schlup and, upon vote, unanimously carried, the Board ratified the approval of the First Amendment to Amended and Restated Service Plan for Ledge Rock Center Residential Metropolitan District No. 2.

## FINANCIAL MATTERS

**Payment of Claims in the Amount of \$21,013.77:** Following review, upon a motion duly made by Director Carroll, seconded by Director J. Schlup and, upon vote, unanimously carried, the Board approved the Payment of Claims in the amount of \$21,013.77, as presented.

**December 31, 2023 Unaudited Financial Statements:** Following review, 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.

**Application for Exemption from Audit for 2023:** Ms. Ross reviewed the Application for Exemption from Audit for 2023 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 Application for Exemption from Audit for 2023.

## LEGAL MATTERS

**Engineer’s Report and Certification No. 2 from Ranger Engineering:** Mr. Koranda reviewed his report with the Board. Following review, upon a motion duly made by Director Carroll, seconded by Director J. Schlup and, upon vote, unanimously carried, the Board approved the Engineer’s Report and Certification No. 2 from Ranger Engineering, subject to final review by

Director Carroll.

**Reimbursement Resolutions Related to Cost Verification Report of Ranger Engineering:** Attorney O’Leary reviewed the reimbursement resolutions 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 and/or ratified approval of reimbursement resolutions related to the Cost Verification Report of Ranger Engineering, subject to final verification by Director Carroll and Mr. Koranda.

**Intergovernmental Agreement (Financing Public Improvements) between Ledge Rock Residential Metropolitan District Nos. 1 and No. 2 regarding the financing of Public Improvements:** Attorney O’Leary reviewed the intergovernmental 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 Intergovernmental Agreement (Financing Public Improvements) between Ledge Rock Center Residential Metropolitan District Nos. 1 and No. 2 regarding the financing of Public Improvements, as presented.

**District No. 2 Resolution Regarding the Issuance of General Obligation Debt consisting of Limited Tax General Obligation Bonds Series 2024A and 2024B in the Aggregate Principal Amount of up to \$15,250,000 (the “Bonds”), Indenture of Trust, Bond Purchase Agreement, Capital Pledge Agreement and Related Agreements and Certificates, Including Bond/Financing Issuance Parameters and Requiring the Imposition of Ad Valorem Property Taxes for the Payment of Such Bonds; Making Determinations and Findings as to Matters Related to Such Transactions; Authorizing Incidental Actions; and Repealing Prior Inconsistent Actions:** Attorney Veio reviewed the Resolution 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 adopted Resolution Regarding the Issuance of General Obligation Debt consisting of Limited Tax General Obligation Bonds Series 2024A and 2024B in the aggregate principal amount of up to \$15,250,000 (the “Bonds”), Indenture of Trust, Bond Purchase Agreement, Capital Pledge Agreement and Related Agreements and Certificates, Including Bond/Financing Issuance Parameters and Requiring the imposition of ad valorem property taxes for the payment of such Bonds; making determinations and findings as to matters related to such transactions; authorizing incidental actions; and repealing prior inconsistent actions.

**Execution, Issuance, and Delivery of Documents Necessary to Support the Transactions Necessary for the Issuance of the Bonds by District:** Following review, upon a motion duly made by Director Carroll, seconded by Director J. Schlup and, upon vote, unanimously carried, the Board approved the

Execution, Issuance, and Delivery of Documents necessary to support the transactions necessary for the issuance of the Bonds by District.

**Engagement of Bond Consultants and Financial Advisors as Necessary to Facilitate the Issuance of Bonds secured by General Obligation Pledge of District:** Attorney O’Leary reviewed the Issuance of Bonds and related matters 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 and ratified approval of the Engagement of Bond Consultants and Financial Advisors as Necessary to Facilitate the Issuance of Bonds secured by General Obligation Pledge of District, as presented.

MANAGER MATTERS

None.

DIRECTOR MATTERS

None.

OTHER BUSINESS

None.

EXECUTIVE SESSION

**Executive Session Pursuant to Colorado Open Meeting Law §24-6-402(4) to Consult with or Receive Advice from Attorney Regarding Specific Legal Items, if Necessary:** The Board determined the Executive Session was not needed.

ADJOURNMENT

There being no further business to come before the Board, upon a motion duly made by Director Carroll, seconded by Director J. Schlup and, upon vote, unanimously carried, the Board adjourned the meeting at 11:15 a.m.

Respectfully submitted,

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

**Ledge Rock Center Residential Metropolitan District No. 2**

Claims Paid March 21 - April 11, 20244

<b>Process Date</b>	<b>Vendor</b>	<b>Invoice Number</b>	<b>Payment Method</b>	<b>Amount</b>
3/29/2024	CliftonAllenLarson LLP	L241063374	BILL EFT	\$ 367.50
3/29/2024	CliftonAllenLarson LLP	L241047465	BILL EFT	550.73
3/29/2024	Ranger Engineering LLC	1843	BILL EFT	1,925.00
3/29/2024	Special District Association of Colorado	2024 Dues	BILL EFT	342.19
			<b>Total Claims Paid</b>	<b>\$ 3,185.42</b>

**LEDGE ROCK METROPOLITAN DISTRICT NO. 2  
DEBT SERVICE FUND  
2024 BUDGET AMENDMENT**

	BUDGET 2024	BUDGET 2024
BEGINNING FUND BALANCES	\$ -	\$ -
REVENUES		
Property taxes	8	8
Total revenues	8	8
Total funds available	8	8
EXPENDITURES		
General and administrative		
County Treasurer's fee	1	1
Intergovernmental expenditures	-	7
Total expenditures	1	8
Total expenditures and transfers out requiring appropriation	1	8
ENDING FUND BALANCES	\$ 7	\$ -



**RESOLUTION TO AMEND 2024 BUDGET  
LEDGE ROCK CENTER RESIDENTIAL METROPOLITAN DISTRICT NO. 2**

WHEREAS, the Board of Directors of the Ledge Rock Center Residential Metropolitan District No. 2 appropriated funds for the fiscal year 2024 as follows:

General Fund	\$
Capital Projects Fund	\$

; and

WHEREAS, the necessity has arisen for additional expenditures or appropriations requiring the expenditure of funds in excess of those appropriated for the fiscal year 2024; and

WHEREAS, the expenditures are a contingency which could not have been reasonably foreseen at the time of adoption of the budget; and

WHEREAS, the necessity has arisen for additional appropriations and expenditures of funds as reflected by satisfactory evidence presented to and accepted by the Board of Directors at this meeting and set out in the amended budget attached hereto as **Exhibit A**; and

WHEREAS, funds are available for such expenditures from revenue funds available to the District; and

WHEREAS, upon due and proper notice, published or posted in accordance with the law, said proposed budget amendment was available for inspection by the public at a designated public office, a public hearing was held on April 16, 2024, and interested electors were given the opportunity to file or register any objections to said proposed budget amendment.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Ledge Rock Center Residential Metropolitan District No. 2 shall and hereby does amend the budget for the fiscal year 2024 as follows:

General Fund	\$
Capital Projects Fund	\$

BE IT FURTHER RESOLVED, that such sums are hereby appropriated from the revenues of the District to the above-referenced Fund(s) for the purposes stated in **Exhibit A** and, if applicable, that such action of the Board is hereby ratified and approved *nunc pro tunc* as of the date of the actual expenditures.

*[remainder of page intentionally left blank; signature page follows]*

ADOPTED this 16th day of April 2024.

LEDGE ROCK CENTER RESIDENTIAL  
METROPOLITAN DISTRICT NO. 2

By: \_\_\_\_\_  
Amy Carroll, President

ATTEST:

\_\_\_\_\_  
Secretary

**EXHIBIT A**