

## RECORD OF PROCEEDINGS

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### MINUTES OF THE ORGANIZATIONAL MEETING OF

LEDGE ROCK CENTER RESIDENTIAL METROPOLITAN DISTRICT NO. 2

HELD  
December 14, 2021

The Organizational Meeting of the Board of Directors of Ledge Rock Center Residential Metropolitan District No. 2 (the “Board”), was held via teleconference, at 9:45 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 Residential Metropolitan District No. 2 (the “District”) was called to order by Mr. O’Leary at 9:45 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

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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 Residential Metropolitan District No. 2 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

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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

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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

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Indemnification Resolution: Mr. O’Leary presented the Governmental Immunity and Indemnification Resolution for Directors and Employees of Ledge Rock Center Residential Metropolitan District No. 2. 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 Residential Metropolitan District No. 2.

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

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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

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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 \$15,000,000 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 Residential Metropolitan District No. 2 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

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**RESOLVED** to approve the Intergovernmental Agreement between Ledge Rock Center Residential Metropolitan District No. 2 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

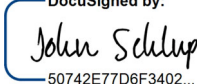
**RESOLVED** to approve the District Bylaws.

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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 9:55 a.m.

Respectfully submitted,

DocuSigned by:  
  
50742E77D6F3402...  
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:
Envelopeld 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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**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  
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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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Unless you tell us otherwise in accordance with the procedures described herein, we will provide electronically to you through the DocuSign system all required notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you during the course of our relationship with you. To reduce the chance of you inadvertently not receiving any notice or disclosure, we prefer to provide all of the required notices and disclosures to you by the same method and to the same address that you have given us. Thus, you can receive all the disclosures and notices electronically or in paper format through the paper mail delivery system. If you do not agree with this process, please let us know as described below. Please also see the paragraph immediately above that describes the consequences of your electing not to receive delivery of the notices and disclosures electronically from us.

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To contact us by email send messages to: [BusinessTechnology@CLAconnect.com](mailto:BusinessTechnology@CLAconnect.com)

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ii. send us an email to [BusinessTechnology@CLAconnect.com](mailto:BusinessTechnology@CLAconnect.com) and in the body of such request you must state your email, full name, mailing address, and telephone number. We do not need any other information from you to withdraw consent.. The consequences of your withdrawing consent for online documents will be that transactions may take a longer time to process..

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- You can print on paper this Electronic Record and Signature Disclosure, or save or send this Electronic Record and Disclosure to a location where you can print it, for future reference and access; and
- Until or unless you notify CliftonLarsonAllen LLP as described above, you consent to receive exclusively through electronic means all notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you by CliftonLarsonAllen LLP during the course of your relationship with CliftonLarsonAllen LLP.