

LEDGE ROCK CENTER COMMERCIAL  
METROPOLITAN DISTRICT (“**DISTRICT**”)

8390 E. Crescent Parkway, Suite 300  
Greenwood Village, CO 80111  
Phone: 303-779-5710

**NOTICE OF SPECIAL MEETING AND AGENDA**

NOTICE IS HEREBY GIVEN that the Board of Directors of the LEDGE ROCK CENTER COMMERCIAL METROPOLITAN DISTRICT in the Town of Johnstown, Weld County, Colorado (the “District”), will hold a special meeting at 9:30 a.m. or as soon thereafter as possible, on Monday, October 24, 2022, at Town of Johnstown Senior Center Meeting Room, 101 Charlotte Street, Johnstown, CO 80534 and via Microsoft Teams videoconference as noted below, at which meeting it is anticipated that the Board will make a final determination concerning the issuance of general obligation indebtedness. Specifically, the Board will consider adoption of an authorizing resolution authorizing the issuance of the District’s Limited Tax General Obligation Bonds, Series 2022A and the District’s Subordinate Limited Tax General Obligation Bonds, Series 2022B, in the combined maximum aggregate principal amount of up \$110,000,000 (together, the “Bonds”). The resolution will authorize the execution of an indenture of trust (senior), an indenture of trust (subordinate), a bond purchase agreement, and such other related agreements and certificates as may be necessary or required to effect the transactions contemplated under the authorizing resolution relating to the Bonds and for the purpose of addressing those matters set out in the agenda below as the same may be amended at the meeting, and for the purpose of conducting such other business as may properly come before the Board.

**This meeting is open to the public and, pursuant to the Supplemental Public Securities Act, at least one individual will be physically present at the meeting location; members of the public may also join the meeting through the teleconference information highlighted below.**

<b>DATE:</b>	October 24, 2022
<b>TIME:</b>	9:30 a.m., or as soon thereafter as possible
<b>LOCATION:</b>	Town of Johnstown Senior Center, Meeting Room 101 Charlotte Street (northwest corner of Parish Ave. and Charlotte St.) Johnstown, CO 80534  AT LEAST ONE INDIVIDUAL, INCLUDING CERTAIN BOARD MEMBERS AND CONSULTANTS OF THE DISTRICT WILL BE PHYSICALLY PRESENT AND WILL ATTEND THIS MEETING IN PERSON AT THE ABOVE-REFERENCED LOCATION. HOWEVER, CERTAIN OTHER BOARD MEMBERS AND CONSULTANTS OF THE DISTRICT MAY ATTEND THIS MEETING VIA TELECONFERENCE, OR WEB-ENABLED VIDEO CONFERENCE. MEMBERS OF THE PUBLIC WHO WISH TO ATTEND THIS MEETING MAY CHOOSE TO ATTEND

	VIA TELECONFERENCE OR WEB-ENABLED VIDEO CONFERENCE USING THE INFORMATION BELOW.
<b>ACCESS:</b>	<p>You can attend the meeting in any of the following ways:</p> <ol style="list-style-type: none"> <li>1. To attend via Microsoft Teams Videoconference:  <a href="https://teams.microsoft.com/l/meetup-join/19%3ameeting_M2I5OGE5MzYtYjZjOC00YmUyLTk1ZDYtMDRIYWJjMDE3Yzll%40thread.v2/0?context=%7b%22Tid%22%3a%224aaa468e-93ba-4ee3-ab9f-6a247aa3ade0%22%2c%22Oid%22%3a%227e78628f-89cd-4e97-af6c-60df84b55ffe%22%7d">https://teams.microsoft.com/l/meetup-join/19%3ameeting_M2I5OGE5MzYtYjZjOC00YmUyLTk1ZDYtMDRIYWJjMDE3Yzll%40thread.v2/0?context=%7b%22Tid%22%3a%224aaa468e-93ba-4ee3-ab9f-6a247aa3ade0%22%2c%22Oid%22%3a%227e78628f-89cd-4e97-af6c-60df84b55ffe%22%7d</a></li> <li>2. To attend via telephone, dial 720-547-5281 and enter the following additional information: <ol style="list-style-type: none"> <li>a. Meeting ID: 163 982 384#</li> </ol> </li> </ol>

<u>Board of Directors</u>	<u>Office</u>	<u>Term Expires</u>
Amy Carroll	President	May, 2023
John Schlup	Secretary/Treasurer	May, 2023
Lucas Schlup	Vice President, Asst. Secretary/Asst. Treasurer	May, 2023
Michel Schlup	Vice President, Asst. Secretary/Asst. Treasurer	May, 2025
James Shipton	Vice President, Asst. Secretary/Asst. Treasurer	May, 2025

**I. ADMINISTRATIVE MATTERS**

- A. Present disclosures of potential conflicts of interest.
- B. Confirm quorum, location of meeting, and posting of meeting notice. Approve agenda.
- C. 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.
- D. Review and consider approval of minutes from the September 30, 2022 Special Meeting (enclosure).

**II. FINANCIAL MATTERS**

- A. General Matters

- B. Acceptance of prior Developer paid District costs.

### **III. LEGAL MATTERS**

- A. Consider Approval of an Authorizing Resolution Regarding the Issuance of General Obligation Debt consisting of its Limited Tax General Obligation Bonds, Series 2022A and Subordinate Limited Tax General Obligation Bonds, Series 2022B in the combined maximum aggregate principal amount of up \$110,000,000 (the “2022 Bonds”), authorizing the levy of ad valorem property taxes for the payment of such 2022 Bonds and authorizing the execution of an Indenture of Trust (Senior), and Indenture of Trust (Subordinate), Continuing Disclosure Agreement, Bond Purchase Agreement, and Related Agreements and Certificates, Including Approval of Bond/Financing Issuance Parameters (enclosure); authorizing incidental actions; and repealing prior inconsistent actions.
- B. Consider Approval of Execution, Issuance, and Delivery of Documents necessary to support the transactions necessary for the issuance of the Bonds by District (enclosure).
- C. Consider Approval of Second Amended and Restated Escrow Agreement among the Town of Johnstown, the District, UMB Bank, n.a., as escrow agent, and the Developer as necessary to support the issuance of Bonds by the District (enclosure).
- D. Consider Approval of Any other Updates or Amendments to Agreements with the Town regarding or necessary to support the issuance of Bonds by the District.

### **IV. MANAGER MATTERS**

- A. Management Report and District Matters.

### **V. DIRECTOR MATTERS**

### **VI. OTHER BUSINESS**

- VII. 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.

### **VIII. CONTINUATION/ADJOURNMENT**

**The next meeting is scheduled for November 14, 2022 at 2:00 p.m.**