

# RECORD OF PROCEEDINGS

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## MINUTES OF THE SPECIAL MEETING OF JOHNSTOWN PLAZA METROPOLITAN DISTRICT

HELD  
March 18, 2024

The Special Meeting of Johnstown Plaza Metropolitan District was held via MS Teams and Teleconference on Monday, March 18, 2024, at 12:00 p.m.

### ATTENDANCE

#### Directors in Attendance:

Allen Schlup, President & Chairperson  
Jim Shipton, Vice President & Assistant Secretary  
John Schlup, Secretary  
Tiffany Watson, Assistant Secretary

#### Also in Attendance:

David O'Leary; Spencer Fane, LLP.  
Tiffany Skoglund and Andrew Kunkel; Pinnacle Consulting Group, Inc.

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### ADMINISTRATIVE ITEMS

Call to Order: The Special Meeting of the Board of Directors of the Johnstown Plaza Metropolitan District was called to order by Ms. Skoglund at 12:01 p.m.

Declaration of Quorum/Director Qualifications/Disclosure of Potential Conflicts of Interest: Ms. Skoglund noted that a quorum was present, with four out of four Directors in attendance. All Board Members confirmed their qualifications to serve on the Board. Mr. O'Leary noted that notices of potential conflicts of interest for all Board Members were filed with the Colorado Secretary of State's office and with the District's Board. Mr. O'Leary advised the Board that pursuant to Colorado law, certain disclosures by the Board Members might be required prior to taking official action at a meeting. The Board reviewed the agenda for the meeting, following which 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.

Approval of Agenda: The Board considered the approval of the agenda. Following review and discussion, upon a motion duly made by Director A. Schlup, seconded by Director J. Schlup, and upon vote, unanimously carried, it was

# RECORD OF PROCEEDINGS

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**RESOLVED** to approve the agenda, as presented.

Public Comment: There were no Public Comments received.

Director Comment: There were no Director Comments received.

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## CONSENT AGENDA

Ms. Skoglund reviewed the items on the consent agenda with the Board. Ms. Skoglund advised the Board that any item may be removed from the consent agenda to the regular agenda upon the request of any Director. No items were requested to be removed from the consent agenda. Upon a motion duly made by Director A. Schlup, Seconded by Director J. Schlup, the following items on the consent agenda were unanimously approved, ratified and adopted:

A. Minutes – November 21, 2023, Regular Meeting.

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## LEGAL ITEMS

Operations and Maintenance Agreement between Johnstown Plaza Metropolitan District and Johnstown Plaza, LLC: Mr. O’Leary presented the Operations and Maintenance Agreement between Johnstown Plaza Metropolitan District and Johnstown Plaza, LLC to the Board. Following review and discussion, upon a motion duly made by Director A. Schlup, seconded by Director J. Schlup, and upon vote, unanimously carried, it was

**RESOLVED** to approve the Operations and Maintenance Agreement between Johnstown Plaza Metropolitan District and Johnstown Plaza, LLC, as presented.

Amended and Restated Operations and Maintenance Intergovernmental Agreement: Mr. O’Leary presented the Amended and Restated Operations and Maintenance Intergovernmental Agreement to the Board. Following review and discussion, upon a motion duly made by Director A. Schlup, seconded by Director J. Schlup, and upon vote, unanimously carried, it was

**RESOLVED** to approve the Amended and Restated Operations and Maintenance Intergovernmental Agreement, as presented.

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## DIRECTOR MATTERS

There were no Director Matters to come before the Board.

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## RECORD OF PROCEEDINGS

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OTHER MATTERS

There were no Other Matters to come before the Board.

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ADJOURNMENT

There being no further business to come before the Board, upon motion duly made by Director A. Schlup, seconded by Director J. Schlup, and upon unanimous vote, the meeting was adjourned at 12:06 p.m.

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The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

Respectfully submitted,

*Andrew Kunkel*

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Andrew Kunkel, Recording Secretary for the Meeting