

MINUTES OF THE COORDINATED
CONTINUED ORGANIZATIONAL MEETING OF
LEGACY PARK METROPOLITAN DISTRICT NOS. 1-5

HELD
January 23, 2025

The Boards of Directors of Legacy Park Metropolitan District Nos. 1-5 held a coordinated continued organizational meeting, open to the public, at 10:00 a.m., Thursday, January 23, 2025. Notice of the meeting was posted in one public place within the boundaries of each District.

ATTENDANCE

Directors in Attendance:

Conley Smith
Kenneth Spencer, Board Chair
Greg Ludlow

Also in Attendance:

Alan Pogue, Hannah Pogue; Icenogle Seaver Pogue, P.C.
Diane Wheeler; Simmons & Wheeler
Geol Schelrman; Cohere Life
Kevin Mulshine; HMS Development
Zack Bishop, Johnathan Heroux, Blaine Hawkins; Piper Sandler
Ken Guckenberger- Kutak Rock
Kendall Bulleit, Edwin Bulleit, Brett Sealy; MBS Capital Market
Don Hinson, JM Hinson; Hinson Companies

Absent:

Dale Bruns

CALL MEETING TO
ORDER

The meeting was called to order at 10:03 a.m. by Mr. Pogue, noting that a quorum was present. The Directors in attendance confirmed their qualifications to serve.

QUALIFICATION OF
BOARD MEMBERS/
OATHS OF OFFICE AND
BONDS/
CONFLICT OF
INTEREST
DISCLOSURE

Mr. Pogue discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Boards of Directors to the Secretary of State. The members of the Boards were requested to disclose any potential conflicts of interest regarding 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 Mr. Pogue that disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors.

APPROVAL OF
AGENDA/CONFIRM
MEETING
LOCATION/POSTING
OF NOTICES

The Boards reviewed the agenda. Upon motion by Director Spencer and seconded by Director Smith, the Boards unanimously approved the agenda as presented. Mr. Pogue noted that the meeting was being conducted via MS Teams as indicated on the agenda and confirmed that

notice providing the time, date and video link information was duly posted in advance of the meeting.

PUBLIC COMMENT ON
MATTERS NOT ON THE
AGENDA

Mr. Pogue opened the meeting for public comment, no public comment was made, and closed the public comment period.

APPROVAL OF
MINUTES

The Boards reviewed the minutes from the December 16, 2025 Organizational Meeting. Upon motion by Director Ludlow, and seconded by Director Smith, the Boards unanimously approved the December 16, 2025 Organizational Meeting minutes

APPOINTMENT OF
OFFICERS

Mr. Pogue discussed with the Boards the duties of the Officers for the Districts, including the offices of President, Secretary and Treasurer. The Boards unanimously selected and approved the Officers of the Districts as follows:

President: Conley Smith
Vice President: Greg Ludlow
Treasurer: Kenneth Spencer
Secretary: Dale Bruns

ENGAGEMENT OF
CONSULTANTS

Mr. Pogue discussed with the Boards engagement of a District Manager, Accountant, and Project Administrator. Upon motion by Director Smith and seconded by Director Spencer, the Boards unanimously selected and approved the engagement of Cohere Life as District Manager and Simmons & Wheeler as District Accountant.

JOINT ENGAGEMENT
OF PIPER SANDLER &
CO AND MBS
CAPITAL MARKETS AS
UNDERWRITERS FOR
LIMITED TAX
GENERAL
OBLIGATION BONDS,
SERIES 2025A

Mr. Pogue discussed with the Boards Joint Engagement of Piper Sandler & Co and MBS Capital Markets as Underwriters for Limited Tax General Obligation Bonds, Series 2025A. Upon motion by Director Smith and seconded by Director Ludlow, the Boards unanimously approved Joint Engagement of Piper Sandler & Co and MBS Capital Markets as Underwriters for Limited Tax General Obligation Bonds, Series 2025A.

INSURANCE
COVERAGE

Mr. Pogue discussed the insurance requirements with the Boards to obtain insurance coverage through the Colorado Special Districts Property and Liability Pool. The Board considered Adoption of Resolution to obtain coverage through the Colorado Special Districts Property and Liability Pool.

Upon motion by Director Ludlow and seconded by Director Spencer, the Boards unanimously approved the adoption of the Resolution to obtain

coverage through the Colorado Special Districts Property and Liability Pool.

SPECIAL DISTRICT
ASSOCIATION

The Boards considered joining the Special District Association. Upon motion by Director Ludlow and seconded by Director Spencer, the Boards unanimously approved joining the Special District Association.

WEBSITE
ESTABLISHMENT

Mr. Pogue discussed establishing a District Website with the Boards. Following review, discussion, and upon motion by Director Spencer and seconded by Director Smith, the Boards unanimously approved establishing a District Website.

WEBSITE POSTING

Mr. Pogue requested consent for Legacy Park Metropolitan District Nos. 1-5 to be listed on the websites of the District Manager, District Accountant, and Icenogle Seaver Pogue, P.C. Following review, discussion, and upon motion by Director Ludlow and seconded by Director Smith, the Boards unanimously approved the listing of Legacy Park Metropolitan District Nos. 1-5 on the websites of the District Manager, District Accountant, and Icenogle Seaver Pogue, P.C.

FINANCIAL ITEMS

Ms. Wheeler discussed with the Boards the need to establish (1) Form SS-4 Application for Employer Identification Number; (2) Application for Sales Tax Exemption for Colorado Organizations; and (3) Application by Official Custodian for Assignment of PDPA Number for Public Funds Deposited in Banks. Following review, discussion and upon motion by Director Smith and seconded by Director Ludlow, the Boards unanimously ratified approval of execution of the Form SS-4 Application for Employer Identification Number; (2) Application for Sales Tax Exemption for Colorado Organizations; and (3) Application by Official Custodian for Assignment of PDPA Number for Public Funds Deposited in Banks.

DISTRICT CHECKING
ACCOUNT

Mr. Pogue discussed establishing a District Checking Account with the Boards and answered questions. Upon motion by Director [REDACTED] and seconded by Director [REDACTED], the Boards unanimously approved establishing a District Checking Account through 1st Bank.

CAPITAL
INFRASTRUCTURE

No items to discuss.

LEGAL ITEMS

ADMINISTRATIVE
MATTERS
RESOLUTION AND
DIRECTOR

Mr. Pogue reviewed the Administrative Matters Resolution and Director Fees with the Boards. Upon motion duly made by Director Smith, seconded by Director Spencer, the Boards unanimously approved the Administrative Matters Resolution. The Board deferred approval of Director Fees to the next meeting.

BOARD VACANCY

Mr. Pogue discussed with the Boards the current Board Vacancy, and the Board deferred further discussion to the next meeting agenda.

AMENDMENT TO 2025
REGULAR SPECIAL
DISTRICT ELECTION
RESOLUTION AND
SETTING OF BALLOT
ISSUE TITLE AND
BALLOT ISSUES
CONTENT THEREFOR

Mr. Pogue reviewed the Amendment to 2025 Regular Special District Election Resolution and Setting of Ballot Issue Title and Ballot Issues Content Therefor with the Boards. Upon motion duly made by Director Ludlow, seconded by Director Smith, the Boards unanimously approved the Amendment to 2025 Regular Special District Election Resolution and Setting of Ballot Issue Title and Ballot Issues Content Therefor.

ADJOURNMENT

There being no further business to come before the Boards and upon motion and second, the meeting was adjourned at 10:49 a.m.

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

Respectfully Submitted,

Hannah Pogue, Secretary for the Meeting