

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

THOMPSON CROSSING METROPOLITAN DISTRICT NO. 3

Held: Friday, October 30, 2015, at 2:00 p.m., at 3619 Idlewood Lane, Johnstown, Colorado.

Attendance:

A special meeting of the Board of Directors of the Thompson Crossing Metropolitan District No. 3 was scheduled in compliance with the laws of the State of Colorado, with the following directors in attendance:

Charles Leder (*via telephone*)

Bruce Rau (*via telephone*)

Chad Ellington was absent (*absence excused*)

Also present were: Jerry Jacobs, Timberline District Consulting, LLC (*via telephone*), Kevin Collins, CliftonLarsonAllen, LLP (*via telephone*), Brandon Wyszynski, Oakwood Homes LLC (*via telephone*), Levi Rose, Oakwood Homes LLC; and Jennifer L. Ivey, Icenogle Seaver Pogue, P.C. (*via telephone*).

Call to Order:

Director Rau, noting the presence of a quorum, called to order the special meeting of the Board of Directors of the Thompson Crossing Metropolitan District No. 3.

**Director Matters/
Disclosure Matters:**

Ms. Ivey then advised the Board that pursuant to Colorado law, certain disclosures by the Board members may be required prior to taking official action at the meeting. The Board then reviewed the agenda for the meeting, following which each Board member confirmed the contents of any 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.

Director Rau disclosed his interests and association with HC Development and Management Services, Inc. and Oakwood Homes

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LLC. This disclosure is associated with approval of items on the agenda that may affect his interests.

Director Leder disclosed his interests and association with HC Development & Management Services, Inc., Oakwood Homes LLC, Thompson River Ranch Land Investments LLC and TRR Development & Management Services, Inc. This disclosure is associated with approval of items on the agenda that may affect his interests.

Written disclosures of these interests had been filed with the Secretary of State and the Board prior to the meeting.

Appointment to
Vacancies on Board:

Ms. Ivey advised the Board that notice of the vacancies on the Board was published on October 15, 2015 in the Johnstown Breeze pursuant to Section 32-1-808, C.R.S., and that no letters of interest were filed on or before October 25, 2015 (within ten days of the date of publication of this notice). Brandon Wyszynski and Ryan Martin were qualified as eligible electors of the District via Contracts to Purchase Taxable Property on October 26, 2015 and may be appointed to the Board.

Following discussion, and upon motion of Director Rau and second of Director Leder, the Board voted to appoint Messrs. Wyszynski and Martin to fill the vacancies on the Board.

Approval of/Additions
to/Deletions from the
Agenda:

After discussion, upon motion of Director Rau and second of Director Leder, the Board unanimously approved the agenda as presented.

Public Comment For
Matters Not on the
Agenda:

None.

Approval of Minutes:

After discussion, upon motion of Director Rau and second of Director Leder, the Board unanimously approved the July 7, 2015 special meeting minutes.

Legal Matters – Consider
Adoption of 2016 Annual
Resolution and Election
of Officers:

Ms. Ivey presented to and reviewed with the Board a resolution, prepared annually to handle the District's ongoing operation and business. After discussion, upon motion of Director Rau and second of Director Leder, the Board unanimously approved the resolution including the election of the following officers to the

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Board of Directors:

President/Chairman: Bruce G. Rau
Secretary/Treasurer: Ryan T. Martin
Assistant Secretary: Chad Ellington
Assistant Secretary: Brandon S. Wyszynski
Assistant Secretary: Charles P. Leder

Financial Matters – Financial Statements and Claims:

Mr. Collins reviewed with the Board the current financial statements and claims as distributed at the meeting. After discussion and upon the motion of Director Rau and second of Director Leder, the Board unanimously accepted the financial statements and approved the claims as presented.

Financial Matters – 2015 Budget Amendment Hearing and Action:

Mr. Collins reviewed with the Board a proposed 2015 budget amendment. Whereupon, consistent with published public notice, the Board convened and opened a public hearing on the budget amendment. No one appearing to be heard, the Board closed the public hearing. Upon the motion of Director Rau and second of Director Leder, the Board unanimously adopted a resolution approving the 2015 budget amendment, with revisions as directed by the Board.

Financial Matters – 2016 Budget Hearing and Action:

Mr. Collins reviewed with the Board a proposed 2016 budget. Whereupon, consistent with published public notice, the Board convened and opened a public hearing on the budget. No one appearing to be heard, the Board closed the public hearing. Upon the motion of Director Rau and second of Director Leder, the Board unanimously adopted a resolution approving the 2016 proposed budget, with revisions as directed by the Board, approving appropriation of funds to the approved budget and certifying the mill levy.

Financial Matters – Ratify Acceptance and Filing of 2014 Audits:

Mr. Collins reviewed the 2014 audit exemption for the District. After review and discussion and upon the motion of Director Rau and second of Director Leder, the Board unanimously accepted the 2014 audit exemption and ratified Mr. Collins' filing it with the State Auditor and directed Mr. Collins to prepare the 2015 audit/audit exemption.

Other Business:

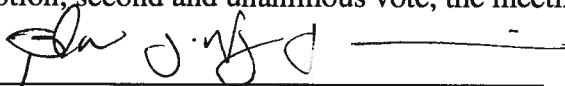
None.

Adjournment:

There being no further business to come before the Board, and upon

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motion, second and unanimous vote, the meeting was adjourned.



Secretary of the Meeting