

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

THOMPSON CROSSING METROPOLITAN DISTRICT NO. 3

Held: Monday, February 08, 2016, at 1:00 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*)

Brandon Wyszynski (*via telephone*)

Ryan Martin (*via telephone*)

Chad Ellington was absent (*absence excused*)

Also present were: Jerry Jacobs, Timberline District Consulting, LLC, Kevin Collins, CliftonLarsonAllen, LLP (*via telephone*) 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 Oakwood Homes LLC. This disclosure is associated with approval of items

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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.

Director Wyszynski disclosed his interests and association with Oakwood Homes, LLC. This disclosure is associated with approval of items on the agenda that may affect his interests.

Director Martin disclosed his interests and association with Oakwood Homes, LLC. 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.

Approval of/Additions
to/Deletions from the
Agenda:

After discussion, upon motion of Director Rau and second of Director Wyszynski, 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 Wyszynski, the Board unanimously approved the October 30, 2015 special meeting minutes.

Legal Matters – Consider
2016 Election
Resolution:

Ms. Ivey presented to and reviewed with the Board a resolution, prepared in even-numbered years to handle the District's regular special district election. After discussion, upon motion of Director Rau and second of Director Wyszynski, the Board unanimously approved the resolution.

Legal Matters –
Affirmation of Posting
Place:

After discussion, upon motion of Director Rau and second of Director Wyszynski, the Board unanimously affirmed its posting place of public meetings in accordance with Section 24-6-402(2)(c), C.R.S. as set forth in its 2016 Annual Administrative Resolution.

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Financial Matters: None.

Other Business: None.

Adjournment: There being no further business to come before the Board, and upon motion, second and unanimous vote, the meeting was adjourned.

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Secretary of the Meeting