

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

THOMPSON CROSSING METROPOLITAN DISTRICT NO. 3

Held: Wednesday, October 19, 2016 at 9:30 a.m., at Medical Center of the Rockies, Big Thompson Canyon Meeting Room, 2500 Rocky Mountain Avenue, Loveland, Colorado 80538.

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:

Bruce Rau
Charles Leder
Brandon Wyszynski

The following directors were absent and their absences were excused:

Steve Panter
Ryan Martin

Also present were: Jerry Jacobs, Timberline District Consulting, LLC; Kevin Collins, CliftonLarsonAllen, LLP; Jennifer L. Ivey, Icenogle Seaver Pogue, P.C.; John Glaser, Oakwood Homes LLC; and James Gertson.

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

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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 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.

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 Wyszynski 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 Leder and second of Director Wyszynski, the Board unanimously approved the February 8, 2016 special meeting minutes.

District Manager's Report:

Mr. Jacobs noted that he had previously reviewed the District Manager's Report during the District No. 4 meeting. After discussion, upon motion of Director Leder and second of Director Wyszynski, the Board unanimously approved revisions to the TRR Design Guidelines regarding perimeter fencing for dogs and radon detectors.

Legal Matters – Consider Adoption of 2017 Annual Resolution and Election

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 Leder and

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of Officers: second of Director Wyszynski, the Board unanimously approved the resolution including the election of the following officers to the Board of Directors:

President/Chairman: Bruce G. Rau
Secretary/Treasurer: Ryan T. Martin
Assistant Secretary: Charles P. Leder
Assistant Secretary: Brandon Wyszynski
Assistant Secretary: Steve Panter

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 Wyszynski and second of Director Leder, the Board unanimously accepted the financial statements and approved the claims as presented.

Financial Matters – 2016
Budget Amendment
Hearing and Action: Mr. Collins reported that no budget amendment would be required at this time.

Financial Matters – 2017
Budget Hearing and
Action: Upon motion of Director Wyszynski and second of Director Leder, the Board unanimously approved opening a public hearing on the proposed 2017 budget consistent with published public notice. Mr. Collins reviewed with the Board a proposed 2017 budget. Public comment on the proposed 2017 budget was received from James Gertson. Upon motion of Director Leder and second of Director Wyszynski, the Board unanimously approved closing public hearing on the proposed 2017 budget. The Board discussed the proposed 2017 budget. Upon the motion of Director Leder and second of Director Wyszynski, the Board unanimously adopted a resolution approving the 2017 proposed budget, approving appropriation of funds to the approved budget and certifying the mill levy.

Financial Matters –
Ratify Acceptance and
Filing of 2015 Audit: Mr. Collins reviewed the 2015 audit exemption for the District. After review and discussion and upon the motion of Director Wyszynski and second of Director Leder, the Board unanimously accepted the 2015 audit exemption and ratified Mr. Collins' filing it with the State Auditor.

Other Business: Mr. Jacobs reviewed with the Board the 2016/2017 services contracts. After discussion, upon motion of Director Leder and second of Director Wyszynski, the Board unanimously approved

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the 2016/2017 services contracts and directed Mr. Jacobs to work with MSI, LLC on covenant enforcement issues. The Board determined that it would reassess the performance of the covenant enforcement services in 6 months.

Adjournment:

There being no further business to come before the Board, and upon motion of Director Wyszynski, second of Director Leder and unanimous vote, the meeting was adjourned.


Secretary of the Meeting