

# RECORD OF PROCEEDINGS

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## MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

THOMPSON CROSSING METROPOLITAN DISTRICT NO. 3

Held: Wednesday, April 22, 2009, at 9:00 a.m., at 4908 Tower Road, Denver, Colorado 80249.

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:

Chad Ellington  
Charles Leder (*via telephone*)  
Steve Bidwell  
David Hostetler (*via telephone*)  
Tim Wilson (*via telephone*)

Also present were: T. Edward Icenogle, Icenogle, Norton, Smith, Gilida & Pogue, P.C.; and Jennifer L. Ivey (*via telephone*), Icenogle, Norton, Smith, Gilida & Pogue, P.C.

Call to Order: Director Ellington, 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.

Disclosure Matters: Mr. Icenogle 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 Ellington disclosed his interests and association with HC Development and Management Services, Inc. and Oakwood Homes, LLC. This disclosure is associated with

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approval of items and 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 Bidwell disclosed his interests and associations with HC Development & Management Services, Inc. This disclosure is associated with approval of items on the agenda that may affect his interests.

Director Hostetler disclosed his interests and associations with WR Investments, LLC. This disclosure is associated with approval of items on the agenda that may affect his interests.

Director Wilson disclosed his interests and associations with Wiens Capital Management and that he also serves as a Director of Thompson Crossing Metropolitan District No. 1. 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 prior to the meeting.

Approval of November 19, 2008 Minutes: After discussion, upon motion of Director Bidwell and second of Director Hostetler, the Board unanimously approved the November 19, 2008 minutes for the Thompson Crossing Metropolitan District No. 3.

Consider Acceptance/Rejection of Attempted Conveyance by Confirmation Deed from WR Investment, LLC on October 8, 2008 (No. 3): After briefing by Mr. Ellington and Mr. Icenogle, and upon the motion of Mr. Bidwell and second of Mr. Hostetler, the Board voted unanimously to reject acceptance of a proposed conveyance of Tracts G, J and N. The Board approved a corrected conveyance and authorized its execution and recordation.

Adoption of Identity Theft Policy: After description by Mr. Icenogle, the Board, upon motion, second and unanimous vote, approved adoption of an identity theft policy resolution and designated Clifton Gunderson

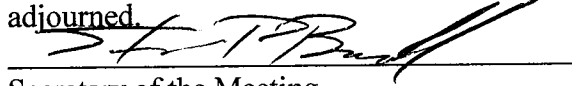
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(Kevin Collins) as the person to execute the policy and serve as FACT agent.

Approval of Annual Resolution: Upon motion, second and unanimous vote, the Board approved its annual resolution and unanimously elected Mr. Ellington as president, Mr. Bidwell as secretary/treasurer and all other directors as assistant secretaries.

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

  
Secretary of the Meeting