

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS

OF THE

THOMPSON CROSSING METROPOLITAN DISTRICT NO. 3

Held: Wednesday, October 19, 2011, at 7:30 a.m., at 4908 Tower Road, Denver, Colorado 80249.

Attendance:

A regular 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*)

Jeff Carlson was absent (*absence excused*).

Also present were: Kevin Collins, Clifton Gunderson, LLP; and T. Edward Icenogle and Jennifer L. Ivey, Icenogle Seaver Pogue, P.C.

Call to Order:

Director Ellington, noting the presence of a quorum, called to order the regular 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 approval of items on the agenda that may affect his interests.

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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.

Directors Matters:

Ms. Ivey reported to the Board that letters of resignation from Director Hostetler and Director Wilson were received effective October 10, 2011. After discussion, upon motion of Director Ellington and second of Director Leder, the Board unanimously accepted the resignations for Director Hostetler and Director Wilson. Ms. Ivey and Mr. Icenogle informed the Board regarding the methods of filling the vacancies on the Board.

Approval of November 10, 2010 Minutes:

After discussion, upon motion of Director Ellington and second of Director Leder, the Board unanimously approved the November 10, 2010 minutes for the Thompson Crossing Metropolitan District No. 3.

Legal Matters – Consider Adoption of 2011 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 Ellington and second of Director Leder, the Board unanimously approved the resolution, elected officers and ratified any actions taken in furtherance of those items contemplated in the resolution that already occurred in 2011.

Legal Matters – Consider Adoption of 2012 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 Ellington and second of Director Leder, the Board unanimously approved the resolution and elected officers.

Legal Matters – Consider Adoption of Resolution Repealing Resolution Adopting and Approving Identity Theft Prevention Policies and Identity

Ms. Ivey presented to and reviewed with the Board a resolution repealing the resolution adopting and approving an identity theft prevention policy and identity theft prevention program procedures for Thompson Crossing Metropolitan District No. 3. Upon motion by Director Leder and second by Director Ellington, the Board unanimously voted to approve the Resolution Repealing the

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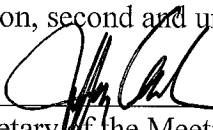
- Theft Prevention Program Procedures: Resolutions Adopting and Approving an Identity Theft Prevention Policy and Identity Theft Prevention Program Procedures.
- Legal Matters – Discuss IRS Ruling Regarding Directors as Employees of Districts: Mr. Icenogle discussed with the Board a recent determination made by the Internal Revenue Service that directors of a special district are considered employees of the District for federal tax purposes.
- Legal Matters – Discuss House Bill 11-1124 and Conflicts of Interest: Mr. Icenogle noted that a memorandum discussing House Bill 11-1124 which amends both the Special District Act and the Colorado Common Interest Ownership Act was distributed to the Board of Directors in the meeting packet and briefly described the change in the law.
- Legal Matters – Consider Adoption of 2012 Regular Special District Election Resolution: Ms. Ivey presented a resolution relating to calling for nominations, designating an election official and conducting an election for the District's Board of Directors. After review, and upon the motion of Director Ellington and second of Director Leder, the Board unanimously approved the resolution.
- Financial Matters – September 30, 2011 Financial Statements and Claims: Mr. Collins reviewed with the Board the September 30, 2011 financial statements and claims. After discussion and upon the motion of Director Ellington and second of Director Leder, the Board unanimously approved the September 30, 2011 financial statements and ratified the claims.
- Financial Matters – 2011 Budget Amendment Hearing and Action: Mr. Collins noted that an amendment to the 2011 budget for the District was not necessary.
- Financial Matters – 2012 Budget Hearing and Action: Mr. Collins reviewed with the Board a proposed 2012 budget, a draft of which had been proposed October 15, 2011. Whereupon, consistent with published public notice, the Board convened a public hearing on the budget. No one appearing to be heard, the Board closed the public hearing. Upon the motion of Director Ellington and second of Director Leder, the Board unanimously adopted a resolution approving the proposed budget, approving appropriation of funds to the approved budget and certifying the proposed mill levy.
- Financial Matters – Ratify Acceptance and Filing of 2010 Audits: Mr. Collins reviewed the audit of the 2010 financial statements of the District. After review and discussion and upon the motion of Director Ellington and second of Director Leder, the Board

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unanimously accepted the audit of 2010 financial statements and ratified Mr. Collins filing it with the State Auditor.

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.



Secretary of the Meeting