

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

THOMPSON CROSSING METROPOLITAN DISTRICT NO. 4

Held: Monday, June 28, 2010, at 7:30 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. 4 was scheduled in compliance with the laws of the State of Colorado, with the following directors in attendance:

Chad Ellington (*via telephone*)

Tim Wilson (*via telephone*)

David Hostetler (*via telephone*)

Charles Leder was absent (*absence excused*).

Also present were: Kevin Collins, Clifton Gunderson, LLP (*via telephone*); T. Edward Icenogle, Icenogle, Norton, Smith, Gilida & Pogue, P.C. (*via telephone*)

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. 4.

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 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.

Public Hearing on 2009
Budget Amendment:

The hearing was opened on the District's proposed 2009 budget amendment. No one appearing to be heard, the hearing was closed. Mr. Collins reviewed the proposed 2009 budget amendment with the Board.

2009 Budget Amendment
Adoption:

After discussion and review, and upon the motion of Director Hostetler and second of Director Wilson, the Board unanimously approved the proposed 2009 budget amendment for Thompson Crossing Metropolitan District No. 4 and appropriated the funds thereto.

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