

RECORD OF PROCEEDINGS

MINUTES OF THE JOINT REGULAR MEETING OF THE BOARD OF DIRECTORS

OF THE

THOMPSON CROSSING METROPOLITAN DISTRICT NOS. 3-5

Held: Thursday, December 15, 2005, at 10:00 a.m. at 4908 Tower Road, Denver, CO 80249.

Attendance: A joint regular meeting of the Board of Directors of the Thompson Crossing Metropolitan District Nos. 3-5 was scheduled in compliance with the laws of the State of Colorado, with the following directors in attendance:

Tom Mussallem
Varnell Roberts
Charles Leder
Mike Byrne

District No. 3 Director Wiens was absent (absence excused)
District Nos. 4-5 Director Hostetler was absent (absence excused)

Also present were: Ellen McManus, Chad Ellington and Karen Wilborn, Oakwood Homes; Kevin Collins, Clifton Gunderson, LLP and T. Edward Icenogle and John R. Christofferson, Icenogle, Norton, Smith & Blieszner, P.C.

Call to Order: Director Byrne, 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: Director Mussallem disclosed his interests and association with HC Development and Management Services, Inc., Oakwood Homes, LLC and affiliated entity Thompson River Ranch Land Investments. This disclosure is associated with approval of items on the agenda that may affect his interests.

Director Roberts 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 and Thompson River Ranch Land Investments LLC. This disclosure is associated with approval of items on the agenda that may affect his interests.

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

Meeting Location Resolution: After discussion and upon motion, second and a unanimous vote, the Board approved the Resolution regarding Board Meeting Location.


Organizational Items: The Board by unanimous vote appointed Tom Mussallem, Varnell Roberts and Charles Leder to fill the three Director vacancies. The Board elected the following officers: President – Director Mussallem, Secretary and Treasurer – Director Roberts, Assistant Secretary – Director Leder. Mr. Icenogle discussed with the Board matters regarding organizational and annual issues of a district. After discussion and upon motion, second and unanimous vote, the Board approved the Indemnification Resolution. After discussion and upon motion, second and unanimous vote, the Board approved the Organizational Resolution.

Appointment of Consultants: After discussion and upon motion, second and unanimous vote, the Board approved the hiring of Icenogle, Norton, Smith & Blieszner, P.C. as the District's legal counsel. After discussion and upon motion, second and unanimous vote, the Board approved hiring Clifton Gunderson, LLP as the District's accountant. After discussion and upon motion, second and unanimous vote, the Board approved hiring IDES as the District's engineer.

Insurance Coverage: Mr. Icenogle discussed the need for and possible insurance coverages for the District. After discussion and upon motion, second and unanimous vote, the Board directed Mr. Collins to acquire insurance coverage through the Special District Association.

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- Financial Matters: Mr. Collins discussed the financial items necessary for the start up of the District. After discussion and upon motion, second and unanimous vote, the Board directed Mr. Collins to open a bank account for the District.
- 2006 Budget Hearing: Director Mussallem opened a public hearing on the proposed 2006 budget. No one appearing to be heard on the budget, Director Mussallem closed the hearing. Mr. Collins presented the budget and related detail.
- 2006 Budget Approval: Upon motion, second and unanimous vote, the Board unanimously approved the proposed 2006 budget, appropriated the funds thereto and certified the mill levy associated therewith.
- Work Plan: The Board discussed possible work plans for the coming years.
- 2006 Bond Issuance: The Board discussed the possible issuance of bonds in 2006.
- IGA for Operating and Financing Districts: Mr. Icenogle discussed with the Board the possible intergovernmental agreements among operating and financing districts.
- Other Business: After discussion and upon motion, second and unanimous vote, the Board approved the Funding and reimbursement Agreement.
- 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