

# RECORD OF PROCEEDINGS

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

OF THE

THOMPSON CROSSING METROPOLITAN DISTRICT NO. 4

Held: Thursday, August 22, 2019 at 7:30 a.m., at The Abundant Life Tabernacle, 5450 River Ranch Parkway, Johnstown, Colorado 80534.

**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:

Bruce Rau, President  
Brandon Wyszynski, Secretary/Treasurer  
Joel Kiesey, Assistant Secretary  
Bill Stevens, Assistant Secretary

The following directors were absent (absences excused):

None

Also present were: Dawn Jones, CliftonLarsonAllen, LLP (*via telephone*); Jennifer L. Ivey, Icenogle Seaver Pogue, P.C.; Brittany Barrett, Timberline District Consulting, LLC; Stephanie Chichester, North Slope Capital (*via telephone*); Sheila Mares, D.A. Davidson & Co.; Matt Gray, Sherman & Howard, LLC and the following members of the public: Phil Beedle and Lynn Beedle.

**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. 4.

**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.

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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 Rau disclosed his interests and association with Clayton Properties Group II, Inc., a Colorado corporation and developer within the boundaries of the District, and noted his board membership on each of Thompson Crossing Metropolitan District Nos. 3, 5, and 6. This disclosure is associated with approval of items on the agenda that may affect his interests.

Director Wyszynski disclosed his interests and association with Clayton Properties Group II, Inc., a Colorado corporation, and noted his board membership on each of the Thompson Crossing Metropolitan District Nos. 3, 5, and 6. This disclosure is associated with approval of items on the agenda that may affect his interests.

Director Stevens, a resident of and homeowner in the District, disclosed his ownership interest in his home. 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.

Consider  
Appointment to  
Vacancy

Ms. Ivey reported that she had received an inquiry regarding applying for the vacancy from Ms. Barber but did not receive an application, and one application from Ms. Allen. Director Rau inquired if the Board would like to extend the application period to allow for more applications or would like to move forward with Ms. Allen. After discussion it was determined that the Board would move forward with the appointment of Ms. Allen at its September 17, 2019 special meeting. Ms. Ivey was directed to contact Ms. Allen and offer a meeting with the District's consultants to afford Ms. Allen an opportunity to learn about the District before joining the Board.

Approval of/Additions  
to/Deletions from the  
Agenda:

After discussion, upon motion of Director Wyszynski and second of Director Stevens, the Board unanimously approved the agenda.

Public Comment For  
Matters Not on Agenda:

Ms. Beedle stated that the Board really needs to work on communication to the residents regarding District operations and all

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of the work it is doing to refund the 2006 Bonds and allow for lower taxes. Ms. Beedle stated that another example of where communication has been lacking was with the delay in starting the irrigation this year.

Mr. Beedle stated that the District has a bad reputation and that because of this it is blamed for things that it does not control, for example, recently the District was being blamed for drinking water issues which are actually the responsibility of the Town of Johnstown.

Director Rau noted that they are considering doing a mailing of a newsletter to all District residents to help with these matters. Ms. Barrett stated that District management is working on allowing a resident input field on the District's website.

Approval of Minutes: After discussion, upon motion of Director Kiesey and second of Director Stevens, the Board unanimously approved the June 25, 2019 special meeting minutes.

Director Kiesey stated he has not had time to review the July 25, 2019 special meeting minutes. The Board tabled consideration of the July 25, 2019 special meeting minutes.

2019 Bonds: Director Rau reviewed with the Board the schedule for issuance of the 2019 Bonds and stated that thanks to the hard work of the District's consultants the District is on schedule to close on September 5, 2019, ahead of the September 15, 2019 deadline imposed by the 2006 bondholders. Director Rau stated that pricing would be August 27, 2019 and that the exact terms of the 2019 Bonds would be known at that time.

Approval of Proposal for Independent Professional Engineer's Report/Cost Verification Services: After discussion, upon motion of Director Wyszynski and second of Director Stevens, the Board unanimously ratified the engaging Schedio Group to serve as the independent professional engineer and complete the cost verification services.

Approval of Advance and Reimbursement and Facilities Acquisition Ms. Ivey reviewed with the Advance and Reimbursement and Facilities Acquisition Agreement with Clayton Properties Group II, Inc. which provides the procedure for the District's acceptance of the costs that the developer has advanced for the construction of

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Agreement with Clayton Properties Group II, Inc.:

public improvements and the acquisition of those public improvements that are not being dedicated to other local governments. Upon inquiry from Director Stevens, Ms. Ivey explained that the report that is being prepared by Schedio Group would provide the maximum amount that the developer could be reimbursed from the 2019 bond issuance. After further discussion and review, upon motion of Director Wyszynski and second of Director Stevens, the Board unanimously approved the Advance and Reimbursement and Facilities Acquisition Agreement with Clayton Properties Group II, Inc.

Resolution Confirming Facilities Fees Adopted at July 25, 2019 Meeting:

Ms. Ivey reviewed with the Board the resolution confirming the action to adopt a Facilities Fee at its July 25, 2019 meeting. After discussion, upon motion of Director Kiesey and second of Director Stevens, the Board unanimously approved the resolution.

Consider Adoption of Resolution Authorizing Issuance of the District's GO Bonds, Series 2019:

Ms. Mares reviewed the status of the bond transaction and reported that there has already been interest from investors and that this is an excellent time to be in the market. Ms. Mares stated that projected the currently projected interest rate was below 5% which is on par with what has been seen in the past for rated debt issuances, which is very impressive since this is not a rated debt issuance. Ms. Mares stated that this is excellent news for the District.

Mr. Gray discussed with the Board the proposed bond issuance and presented to and discussed with the Board the resolution authorizing the bond issuance, noting that the resolution approves issuance of the bonds and execution of all agreements and documents required to issue the bonds. After discussion and review, upon motion of Director Stevens and second of Director Wyszynski, the Board unanimously approved adoption of the resolution authorizing the issuance of the District's General Obligation (Limited Tax Convertible To Unlimited Tax) Bonds, Series 2019, in the approximate principal amount of \$32,460,000, to be issued for the purpose of refunding its General Obligation (Limited Tax Convertible to Unlimited Tax) Bonds, Series 2006, originally issued and currently outstanding in the aggregate principal amount of \$24,195,000 and paying or reimbursing the costs of capital improvements for the District with such resolution authorizing the issuance of such bonds and the execution of indentures of trust and other documents and agreements ancillary to the issuance and security of the bonds.

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Legal Matters:                      Upon motion of Director Kiesey and second of Director Wyszynski, the Board unanimously approved opening a public hearing on the petition for inclusion of property consistent with published public notice. No members of the public were present to address the Board. Upon motion of Director Kiesey and second of Director Wyszynski, the Board unanimously approved closing the public hearing. Ms. Ivey reviewed with the Board a proposed resolution and order regarding the inclusion of property into the District explaining that this property is in Filing 14 of the development and was believed to be in the District boundaries but it was recently discovered that it is not. The property is undeveloped and was a late acquisition by the developer.

Approval of  
Resolution

Approving Petition  
for Inclusion of  
Property within the  
District:

After discussion, and upon motion of Director Kiesey and second of Director Stevens, the Board unanimously approved adopting a resolution and order regarding the inclusion of real property into the District.

Financial Matters:

None.

Other Business:

Creation and  
Distribution to  
Residents of  
Informational  
Document re the  
District and TCMD 3,  
5 and 6:

Director Rau stated that this was an ongoing effort to ensure greater communication with residents and transparency for the District. Director Stevens stated that he had started working this and had a list of information he believed would be helpful to include and also stated that a reporting/resident input function would be helpful on the District's website. Director Rau stated that this information piece could be included in a mailer explaining the details of the 2019 bonds. After discussion, upon motion of Director Stevens and second of Director Kiesey, the Board unanimously approved District management creating the informational document for review and distribution to residents and exploring the options for creation a resident reporting function on the District's website.

Consider Forming  
Citizens Advisory  
Committee:

Ms. Ivey explained that this would be an action item for Thompson Crossing Metropolitan District No. 3 but it was an item requested by the District so she has worked with Mr. Jacobs to produce a draft for review and comment by the District's Board. Director Rau asked Ms. Ivey to set a time to review the resolution with him. The Board members were asked to review and provide any comments to Ms. Ivey as soon as possible so that this can be

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considered by the Board of Directors of Thompson Crossing Metropolitan District No. 3 and up and running as soon as possible.

Mr. Rau noted that this Citizens Advisory Committee would be a great forum for some of the communication concerns that Mr. and Mrs. Beedle voiced.

Oakwood Homes  
Report re  
Development and  
Amenities:

Director Wyszynski reported that Oakwood Homes has been working on the dedication of the school site which it expects will be completed very soon. Director Stevens noted how helpful these updates are and would like this item to remain on the agenda for future meetings and suggested a quarterly update to the community.

Adjournment:

It was noted that the Independent Engineer's cost verification report is nearly complete and needs to be accepted by the Board and therefore Director Rau's recommendation was to continue this meeting to 7:30 a.m. on Wednesday, August 28, 2019. Upon motion of Director Stevens, second of Director Kiesey and unanimous vote, the meeting was continued to the same location at 7:30 a.m. on Wednesday, August 28, 2019.



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Secretary of the Meeting