

# RECORD OF PROCEEDINGS

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## MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS

OF THE

THOMPSON CROSSING METROPOLITAN DISTRICT NO. 3

Held: Tuesday, November 6, 2018 at 7:00 a.m., at the Abundant Life Tabernacle, 5450 River Ranch Parkway, Johnstown, Colorado.

**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:

Bruce Rau  
Brandon Wyszynski  
Jason Pock

Also present were: Jerry Jacobs, Timberline District Consulting, LLC; Dawn Jones, CliftonLarsonAllen, LLP; Jennifer L. Ivey, Icenogle Seaver Pogue, P.C.; Brad Lenz, Oakwood Homes; and the following members of the public: Steve Panter, Kevin Lemasters, Norm and Deb Hickerson, James G. Howell, Christi Baldeno, Jackie Burgdahler, Phil and Lynn Beedle and Jim and Yvonne Zack.

**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. 3.

**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. 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

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Properties Group II, LLC, including board membership on each of Thompson Crossing Metropolitan District Nos. 4, 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, LLC, including board membership on each of the Thompson Crossing Metropolitan District Nos. 4, 5 and 6. This disclosure is associated with approval of items on the agenda that may affect his interests.

Director Pock disclosed his interests and association with Clayton Properties Group II, LLC, he noted for the record board membership on Thompson Crossing Metropolitan District No. 5. This disclosure is associated with approval of items on the agenda that may affect his interests.

Written disclosures, except as noted, of these interests had been filed with the Secretary of State and the Board prior to the meeting.

Ms. Ivey advised that two vacancies exist on the Board of Directors, that notice of the vacancies was published in The Johnstown Breeze on October 25, 2018, that no letters of interest in filling the vacancy were submitted by any qualified eligible electors within ten days of publication, that thereafter Messrs. Carlton and Lenz became qualified as eligible elector of the special district. After discussion, upon motion of Director Pock and second of Director Wyszynski, the Board unanimously appointed Bradley D. Lenz and Chris Carlson to fill the vacancies on the Board of Directors and authorized the Board President to administer the oaths in accordance with Section 24-12-103, C.R.S.

Approval of/Additions  
to/Deletions from the  
Agenda:

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

Public Comment For  
Matters Not on the  
Agenda:

Public comment was received from the public on the following matters:

- The lack of irrigation system usage in the open field and trees dying.
- The status of the items identified at previous meeting for follow-up, particularly the flooding of the sidewalks in the

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enclave area.

- Inconsistent irrigation practices in the native grass area particularly when seeding occurs.

It was noted by Director Pock that a topographic survey is being performed to address drainage issues.

**Approval of Minutes:** After review and discussion, upon motion of Director Wyszynski and second of Director Pock, the Board approved the March 13, 2018 special meeting minutes.

**District Manager's Report:** Mr. Jacobs reviewed his management report which was included in the meeting packet. Mr. Jacobs highlighted results of the pool usage study which indicated that usage of the pool was within normal rates for the size of the pool. A member of the public noted some concerns about the reaction of lifeguards related to an incident with a small child. It was noted that this incident has been investigated. Mr. Jacobs also briefly reviewed the proposed revised Thompson River Ranch Design Guidelines and stated that legal counsel would be thoroughly reviewing these for presentation to the Board at a future meeting. After discussion, action on the Thompson River Ranch Design Guidelines was tabled to the next meeting.

**Legal Matters – Irrigation Lines:** Ms. Ivey presented to and reviewed with the Board a license agreement that was granted to WR Investment LLC for installation of return flow pipeline for irrigation and a termination of such license agreement and granting of a permanent easement related thereto. After review and discussion, upon motion of Director Pock and second of Director Wyszynski, the Board unanimously ratified the License Agreement, approved termination of the License Agreement, and approved granting an easement therefor.

**Legal Matters – Acceptance of Conveyances:** Ms. Ivey reviewed with the Board conveyances for Tracts that the District will own and maintain. After review and discussion, upon motion of Director Pock and second of Director Wyszynski, the Board unanimously accepted the conveyance of Tracts A, B, C, D and F, TRR Filing No. 3 and Tract A, 1<sup>st</sup> Amendment to Filing No. 4.

**Legal Matters – Pool Rules:** Ms. Ivey and Mr. Jacobs reviewed with the Board the proposed pool rules which have also been reviewed with the Pool Management contractor and which memorialize the rules of operation that the pool has been using. A member of the public inquired as to where the

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Pool Rules will be available and requested that the District's website should be added to notices so that residents can find various rules and regulations. After review and discussion, upon motion of Director Pock and second of Director Wyszynski, the Board unanimously approved the Pool Rules, as presented.

Legal Matters – Consider Adoption of 2019 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 review and discussion, upon motion of Director Wyszynski and second of Director Pock, the Board unanimously approved the resolution including the election of the following officers to the Board of Directors:

President/Chairman: Bruce G. Rau  
Secretary/Treasurer: Brandon S. Wyszynski  
Assistant Secretary: Jason J.W. Pock  
Assistant Secretary: Chris Carlton  
Assistant Secretary: Bradley D. Lenz

Financial Matters – Financial Statements and Claims:

Ms. Jones reviewed with the Board the current financial statements and claims as distributed at the meeting. After discussion and upon the motion of Director Wyszynski and second of Director Pock, the Board unanimously accepted the financial statements and approved/ratified the claims.

Financial Matters – 2018 Budget Amendment:

Upon motion of Director Wyszynski and second of Director Pock, the Board unanimously approved opening a public hearing on the proposed 2018 budget amendment consistent with published public notice. Ms. Jones reviewed with the Board a proposed 2018 budget amendment. No members of the public wished to speak. Upon motion of Director Wyszynski and second of Director Pock, the Board unanimously approved closing public hearing on the proposed 2018 budget amendment. The Board discussed the proposed 2018 budget amendment. Upon the motion of Director Wyszynski and second of Director Pock, the Board unanimously approved adopting a resolution approving the 2018 budget amendment.

Financial Matters – 2019 Budget Hearing and Action:

Upon motion of Director Wyszynski and second of Director Pock, the Board unanimously approved opening a public hearing on the proposed 2019 budget consistent with published public notice. Ms. Jones reviewed with the Board a proposed 2019 budget. Public comment on the proposed 2019 budget was received from Mr.

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Lemasters regarding the landscaping budget and the enclave. Director Rau requested additional information be provided regarding revenue projections. Director Wyszynski requested that future financial statements split out the costs of snow and landscaping. The Board directed that the transfer fee budget be increased to \$140,000. Upon motion of Director Pock and second of Director Wyszynski, the Board unanimously approved closing public hearing on the proposed 2019 budget. The Board discussed the proposed 2019 budget. Upon the motion of Director Wyszynski and second of Director Pock, the Board unanimously approved adopting a resolution approving the 2019 proposed budget (with the change related to the transfer fees), approving appropriation of funds to the approved budget and certifying the mill levy.

Financial Matters –  
Ratify Acceptance and  
Filing of 2017 Audit:

Ms. Jones reviewed the 2017 audit with the Board. After review and discussion and upon the motion of Director Wyszynski and second of Director Pock, the Board unanimously ratified the 2017 audit and the filing with the State Auditor.

Other Business:

The 2018/2019 service contracts were reviewed by the Board. Members of the public commented on the need for more supervision of contractors and inquired about claw-back provisions in contracts if work is not performed up to certain performance criteria.

After review and discussion and upon the motion of Director Pock and second of Director Wyszynski, the Board unanimously approved/ratified the following service contracts:

- Dazio & Associates, P.C. Audit Engagement for preparation of 2018 audit
- Grounds Care/Fertilization/Weed/Insect Control Agreement with Hydrologic, Inc.
- Management Agreement with MSI, LLC
- Splash Pool Services, Inc. Pool Management Agreement
- Management Services Agreement with Timberline District Consulting, LLC

Ms. Ivey noted that all other service contracts are on an automatic renewal for 2019.

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Adjournment:

There being no further business to come before the Board, and upon motion of Director Wyszynski, second of Director Pock and unanimous vote, the meeting was adjourned.



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Secretary of the Meeting