

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

THOMPSON CROSSING METROPOLITAN DISTRICT NO. 3

Held: Tuesday, November 3, 2020 at 7:30 a.m. at the following telephone and/or electronic location: <https://us02web.zoom.us/j/84809765841?pwd=aElrUVNBZGFGZHIqcG43RERPZ0NaUT09>, Meeting ID: 848 0976 5841, Passcode: 326917; or via telephone Dial-In Number: 1-253-215-8782. All participation in this meeting, including public participation, was by telephone and/or electronic means to preserve the health, safety and welfare of the public in light of the imminent threat caused by the COVID-19 pandemic and due to the State of Emergency declared by Governor Polis, as amended and extended, corresponding executive orders and public health orders, as amended and extended, and CDC recommendations against gathering in large groups in order to mitigate the spread of the COVID-19 virus.

Attendance:

A special 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.

The following Directors were present:

Bruce Rau, President (*via video/telephone conference*)

Brandon Wyszynski, Secretary/Treasurer (*via video/telephone conference*)

Chris Carlton, Assistant Secretary (*via video/telephone conference*)

Also present were: Jerry Jacobs and Brittany Barnett, Timberline District Consulting, LLC (*via video/telephone conference*); Shelby Clymer, CliftonLarsonAllen LLP (*via video/telephone conference*); Jennifer L. Ivey, Icenogle Seaver Pogue, P.C. (*via video/telephone conference*); and the following members of the public: Claudia Burgstahler, Elaine Hoffman; Joel Kiesey, Board Member, Thompson Crossing Metropolitan District No. 4; and Kim Kelley and Danny Fernandez, Board Members, Thompson Crossing Metropolitan District No. 6 (*all via video/telephone*

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conference).

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 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. 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, Inc., a Colorado corporation, and noted his 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 Carlton disclosed his interests and association with Clayton Properties Group II, Inc., a Colorado corporation, d/b/a Oakwood Homes, and noted his 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 of these interests had been filed with the Secretary of State and the Board prior to the meeting.

Consider
Appointments to Ms. Ivey advised the Board that there are currently two vacancies on the Board of Directors of the District. Ms. Ivey further

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Vacancies on Board of Directors: reported that notice of the vacancies was published in accordance with statutory requirements and no otherwise qualified eligible electors of the District submitted letters of interest. Ms. Ivey reported that thereafter Messrs. Blackmer and Pankonin were qualified as eligible electors of the District and may be appointed to the Board. After review and discussion, and upon motion of Director Wyszynski and second of Director Carlton, and unanimous vote the Board appointed Messrs. Blackmer and Pankonin to fill the vacancies on the Board and authorized the Board President to administer their oaths of office.

Approval of/Additions to/Deletions from the Agenda: There were no changes to the agenda.

Public Comment For Matters Not on the Agenda: None.

Approval of Minutes - Approval of Minutes of July 22, 2020 Special Meeting: After review and discussion, and upon motion of Director Wyszynski and second of Director Carlton, and unanimous vote the Board of Directors approved the minutes of the July 22, 2020 Special Meeting.

Approval of Minutes of October 29, 2020 Joint Special Meeting Study Session: After review and discussion, and upon motion of Director Wyszynski and second of Director Carlton, and unanimous vote the Board of Directors approved the minutes of the October 29, 2020 Joint Special Meeting Study Session.

Legal Matters - Adoption of 2021 Annual Resolution/Election of Officers: After review and discussion, and upon motion of Director Wyszynski and second of Director Carlton, and unanimous vote the Board of Directors adopted the 2021 annual resolution, part of which was the election of officers as follows:

President:	Brandon Wyszynski
Secretary:	Ross Blackmer
Treasurer:	Alex Pankonin
Assistant Secretary:	Bruce Rau
Assistant Secretary:	Chris Carlton

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and setting the regular meeting of the Board for the first Tuesday in November 2021, at 7:30 a.m. at the Abundant Life Tabernacle, 5450 River Ranch Parkway, Johnstown, Colorado 80534.

Financial Matters –

Approval of Financial Statements:

Ms. Clymer presented the financial statements through the period ending September 30, 2020. After discussion and review, upon motion of Director Wyszynski and second of Director Carlton and unanimous vote, the Board accepted the financial statements with an adjustment to reflect the removal of the reserve of approximately \$37,500 from the 2.000 mills from the operations and maintenance mill levy from District No. 4.

Approval/Ratification of Claims:

Ms. Clymer reviewed with the Board the interim and current claims of the District from the period July 9, 2020 through October 29, 2020 totaling \$270,800.90. After discussion and review, upon motion of Director Wyszynski and second of Director Carlton and unanimous vote, the Board ratified the interim claims and approved the current claims as presented.

Public Hearing on Proposed 2021 Budget:

Ms. Clymer reviewed with the Board of Directors the draft of the proposed 2021 budget. It was noted that Notice stating the board would consider adoption of the 2021 budget and the public hearing was published pursuant to statute. Upon the motion of Director Wyszynski and second of Director Rau the Board of Directors voted unanimously to open a public hearing on the proposed 2021 budget for the District. No members of the present public wished to address the Board. Upon the motion of Director Wyszynski and the second of Director Rau the Board of Directors voted unanimously to close the public hearing on the proposed 2021 budget.

Approval of 2021 Budget, Appropriation of Funds, and Certification of Mill Levy:

After discussion and review, upon the motion of Director Wyszynski and second of Director Rau the Board of Directors voted unanimously to approve the resolution adopting the 2021 budget and appropriating the funds to the approved budget and certifying the mill levies as provided in the budget with the shortfall in revenue being covered by an additional developer advance.

District Manager's Report:

The Manager's Report was distributed prior to the meeting. There was no specific discussion related to this Item.

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Other Business -

Approval of SDA
Pool Member
Representatives:

Ms. Ivey presented the Designation of Member Representative and Alternate Member Representative for the Colorado Special Districts Property and Liability Pool designating Mr. Jacobs, District Manager, as the Member Representative for the District and Ms. Barnett, Assistant District Manager, as the Alternate Representative for the District. Upon motion of Director Wyszynski and second of Director Carlton and unanimous vote, the Board approved the Designation of Member Representative and Alternate Member Representative with Ms. Ivey being designated as the Alternate Representative for the District.

Adjournment:

There being no further business to come before the Board of Directors, upon motion of Director Wyszynski and second of Director Carlton, the Board of Directors voted unanimously to adjourn the meeting.

DocuSigned by:

Brandon Wyszynski

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Secretary of the District