

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

THOMPSON CROSSING METROPOLITAN DISTRICT NO. 6

Held: Tuesday, October 20, 2020, 11:00 a.m., at 5334 Ravenswood Lane, Johnstown, Colorado 80534.

Attendance:

A special meeting of the Board of Directors of the Thompson Crossing Metropolitan District No. 6 was scheduled in compliance with the laws of the State of Colorado. Participation was also available via online and telephone conference in order 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 as follows:

<https://us02web.zoom.us/j/82544901616?pwd=YzBrWWZQU2xrdnFld01rYk84UnZlZz09>, Meeting ID: 825 4490 1616, Password: 623042, or Dial-In Number: 1-669-900-9128

Danny Fernandez, President (*via video/telephone conference*)
Kim Kelley, Secretary/Treasurer (*via video/telephone conference*)
Brandon Wyszynski, Assistant Secretary (*via video/telephone conference*)

The following director was absent:

Steve Panter, Assistant Secretary

Also present were: Shelby Clymer and Kevin Collins, CliftonLarsonAllen LLP (*via video/telephone conference*); Shelby Turner, D.A. Davidson & Co. (*via video/telephone conference*); Tiffany Leichman, Sherman & Howard L.L.C. (*via video/telephone conference*); Jennifer L. Ivey, Icenogle Seaver Pogue, P.C. (*via video/telephone conference*); Brittany Barnett, Timberline District Consulting, LLC (*at the physical location*); Jerry Jacobs, Timberline District Consulting, LLC (*via video/telephone conference*); and approximately three members of the public (*via video/telephone*

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conference).

Call to Order: Director Fernandez, noting the presence of a quorum, called to order the special meeting of the Board of Directors of the Thompson Crossing Metropolitan District No. 6.

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 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, 4 and 5. This disclosure is associated with approval of items on the agenda that may affect his interests.

A written disclosure of these interests had been filed with the Secretary of State and the Board prior to the meeting.

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: After review and discussion, upon motion of Director Kelley and second of Director Fernandez, the Board approved the July 22, 2020 special meeting minutes.

2020 Bonds:
Resolution
Authorizing Issuance
of General Obligation
(Limited Tax
Convertible to
Miss. Turner and Leichman discussed with the Board the proposed bond issuance and presented to and discussed with the Board the resolution authorizing the issuance of the General Obligation (Limited Tax Convertible to Unlimited Tax) Refunding and Improvement Bonds, Series 2020 (the "Bonds") to be issued by the

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Unlimited Tax) Refunding and Improvement Bonds: District in the maximum aggregate principal amount of \$6,000,000, for the purpose of refunding its General Obligation (Limited Tax Convertible to Unlimited Tax) Bonds, Series 2015A, originally issued and currently outstanding in the approximate principal amount of \$2,900,000 and its Subordinate General Obligation Limited Tax Bonds, Series 2015B, originally issued and currently outstanding in the approximate principal amount of \$784,000, paying or reimbursing the costs of capital improvements for the District, funding reserve funds to the extent provided by the documents authorizing the issuance of the Bonds, and paying costs in connection with the issuance of the Bonds and the refunding, authorize 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. The Board selected Shelby Clymer as the District Representative and Kim Kelley as the Sale Representative. The Board elected to sign all allowable documents electronically.

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

Ratify Engagement of D.A. Davidson & Co. as Underwriter: After discussion and review, upon motion of Director Wyszynski and second of Director Fernandez, the Board unanimously ratified the engagement of D.A. Davidson & Co. as Underwriter.

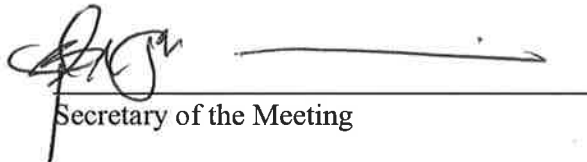
Ratify Engagement of Sherman & Howard as Bond Counsel: After discussion and review, upon motion of Director Kelley and second of Director Wyszynski, the Board unanimously ratified the engagement of Sherman & Howard, L.L.C. as Bond Counsel.

Resolution Repealing a Resolution Imposing Development Fees: Ms. Ivey presented and discussed with the Board the Resolution Repealing a Resolution Imposing Development Fees. After discussion and review, upon motion of Director Kelley and second of Director Fernandez, the Board approved the Resolution Repealing a Resolution Imposing Development Fees with Director Wyszynski abstaining from discussion and voting and directed Ms. Ivey to finalize the dates in the resolution to reflect the closing date on the Bonds.

Satisfaction and Termination of Advance and Reimbursement and Facilities Acquisition Ms. Ivey presented and discussed with the Board approval of Satisfaction and Termination of Advance and Reimbursement and Facilities Acquisition Agreement. After discussion and review, upon motion of Director Fernandez and second of Director Kelley, the Board unanimously approved the Satisfaction and Termination of

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- Agreement: Advance and Reimbursement and Facilities Acquisition Agreement with Director Wyszynski abstaining from discussion and voting and directed Ms. Ivey to finalize the Agreement to include the date of closing on the Bonds and the accurate breakdown of amounts being paid from fees and Bond revenues based on information at closing.
- Additional Documents Necessary for Approval and Issuance of the Bonds: None.
- Legal Matters: None.
- Financial Matters: None.
- Other Business - SDA Pool Member Representatives: After discussion and review, upon motion of Director Fernandez and second of Director Kelley, the Board unanimously approved the designation of Mr. Jacobs as its Member Representative and Ms. Barnett as its Alternate Member Representative to the Colorado Special District Property and Liability Pool ("CSD Pool") to represent the District's interest in CSD Pool Matters on behalf of the District.
- Adjournment: There being no further business to come before the Board, and upon motion of Director Wyszynski, second of Director Fernandez and unanimous vote, the meeting was adjourned


Secretary of the Meeting