

## RECORD OF PROCEEDINGS

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

OF THE

THOMPSON CROSSING METROPOLITAN DISTRICT NO. 5

Held: Thursday, October 29, 2020 at 9:00 a.m. at the following telephone and/or electronic location: <https://us02web.zoom.us/j/89331559453?pwd=WFJTbEdCOG9Pc2dVSkFaaFVtL3dEdz09>, Meeting ID: 893 3155 9453, Passcode: 530720; or via telephone Dial-In Number: 1- 669-900-9128. 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 study session of the Board of Directors of the Thompson Crossing Metropolitan District No. 5 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*); Kevin Collins and Shelby Clymer, CliftonLarsonAllen, LLP (*via video/telephone conference*); Jennifer L. Ivey, Icenogle Seaver Pogue, P.C. (*via video/telephone conference*); Kelly Leid, Oakwood Homes (*via video/telephone conference*); the following members of the Board of Directors of Thompson Crossing Metropolitan District Nos. 3, 4, and/or 6: Kim Kelley, Joel Kiesey, and Danny Fernandez (*via video/telephone conference*); and the following members of the public: Elaine Hoffman and Gary W.

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*(via video/telephone conference).*

Call to Order: Noting the presence of a quorum the special meeting study session of the Board of Directors of the Thompson Crossing Metropolitan District No. 5 was called to order.

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. 3, 4 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, 4, 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. 3. 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.

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

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Public Comment For Matters Not on the Agenda: Upon inquiry it was noted that the annual meeting and budget hearing are set for 7:30 a.m. on Tuesday, November 3, 2020.

Financial Matters – Discussion Regarding Proposed 2021 Budget: Ms. Clymer reviewed and discussed with the Board the proposed 2021 budget.

Legal Matters: None.

Other Business: None.

Adjournment: There being no further business to come before the Board of Directors, upon motion, second, and unanimous vote the meeting was adjourned.

  
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Secretary of the District