

## RECORD OF PROCEEDINGS

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

OF THE

THOMPSON CROSSING METROPOLITAN DISTRICT NO. 5

Held: Tuesday, November 12, 2019 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. 5 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

Jason J.W. Pock, Assistant Secretary (*via telephone*)

The following director was absent (*absence excused*):

Bradley Lenz

Also present were: Kevin Collins, CliftonLarsenAllen LLP; Jennifer L. Ivey, Icenogle Seaver Pogue, P.C.; Jerry Jacobs and Brittany Barnett, Timberline District Consulting, LLC; Russ Hofer, MSI, Inc; Roger Hollard, Land Perspectives, LLC; Chris Carlton Thompson Crossing Metropolitan District No. 3 board member, Natalie Allen and Joel Kieseey, Thompson Crossing Metropolitan District No. 4 board members; Ryan Wood; Thompson Crossing Metropolitan District No. 6 board member; and the following members of the public: Elaine Hoffman, Danny Fernandez, Lynn Beedle, Susan Fischer, and Jackie Burgstahler.

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. 5.

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

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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, 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 Pock disclosed his former interests and association with Clayton Properties Group, II, Inc. d/b/a Oakwood Homes (formerly). 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.

Board Vacancy:

Ms. Ivey advised that one vacancy exists on the Board of Directors.

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:

None.

Approval of Minutes:

After review and discussion, upon motion of Director Wyszynski and second of Director Pock, the Board approved the July 25, 2019 and September 17, 2019 special meeting minutes.

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Legal Matters – Approval of Public Notice of Meetings Resolution/Notice to Residents Policy

Ms. Ivey presented the Board with a resolution re public notice of meetings and policy for notice to residents above and beyond the legally required notices for Board meetings. After discussion, upon motion of Director Wyszynski and second of Director Pock, the Board unanimously approved the resolution.

Legal Matters – Consider Adoption of 2020 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: Bradley D. Lenz

Legal Matters – Adoption of 2020 Election Resolution:

Ms. Ivey presented the Board of Directors with and reviewed a Resolution Concerning 2020 Election. Following discussion and upon motion by Director Wyszynski, second by Director Pock and unanimous vote the Board of Directors adopted and approved the Resolution Concerning 2020 Election.

Legal Matters – Approval of Stipulation, Disclaimer of Interest, and Request for Dismissal in School Site Condemnation:

Ms. Ivey reported that this condemnation case was dismissed on November 11, 2019 and no action was necessary.

Financial Matters – 2020 Budget:

Mr. Collins reviewed the proposed 2020 budget for the District, Thompson Crossing Metropolitan District No. 3, Thompson Crossing Metropolitan District No. 4, and Thompson Crossing Metropolitan District No. 6 with the Board of Directors and Ms. Ivey presented to the Board of Directors a Resolution for approval and adoption of the 2020 budget, appropriating funds therefore and certification of a mill levy thereunder.

Upon motion by Director Wyszynski, second by Director Pock and unanimous vote the Board of Directors opened a public hearing on

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the proposed 2020 budget consistent with published notice. No member of the public wished to speak on the budget at this time, upon motion by Director Wyszynski, second by Director Pock and unanimous vote the Board of Directors closed the public hearing.

After review and discussion of the proposed 2020 budget and upon motion by Director Wyszynski and second by Director Pock, the Board unanimously approved the Resolution adopting the year 2020 budget, appropriating the expenditures therefore and certifying the mill levy thereunder.


Other Business –  
Approval of 2020  
Service Contracts:

The 2020 service contract for engagement of Icenogle Seaver Pogue, P.C. for legal services was reviewed by the Board.

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

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