

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

THOMPSON CROSSING METROPOLITAN DISTRICT NO. 3

Held: Wednesday, July 22, 2020 10:00 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. 3 was scheduled in compliance with the laws of the State of Colorado. Participation was also available by video/telephone conference due to the state of emergency declared by Governor Polis, as amended and extended; the Eighth Amended Public Health Order 20-28; the safer at home and in the vast, great outdoors Executive Order D 2020 091, 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/88606889493?pwd=by9LdS9VQ1FFS2hhek1FYINib2w1QT09>, Meeting ID: 886 0688 9493, Password: 135351 or Dial-In Number: +1 346 248 7799 US

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: Brittany Barnett, Timberline District Consulting, LLC; Jerry Jacobs Timberline District Consulting, LLC (*via video/telephone conference*); Kevin Collins, CliftonLarsonAllen, LLP; Shelby Clymer, CliftonLarsonAllen, LLP (*via video/telephone conference*); Jennifer L. Ivey, Icenogle Seaver Pogue, P.C.; and Danny Fernandez (*via video/telephone 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.

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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. 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:

After discussion, upon motion of Director Rau and second of Director Carlton, 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 Rau and

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second of Director Carlton, the Board approved the November 12, 2019 special meeting minutes.

Legal Matters:

Acceptance of Real Property Conveyance (Outlot A, Filing No. 10):

Ms. Ivey presented the Board with real property conveyance, Outlot A, Filing No. 10 and confirmed that this is not a director qualification parcel

After discussion, upon motion of Director Rau and second of Director Wyszynski, the Board unanimously accepted the real property conveyance, Outlot A, Filing No. 10.

Driveway Easements (Filing No. 10):

Ms. Ivey presented the Board with Driveway Easements (Filing No. 10).

After discussion, upon motion of Director Rau and second of Director Carlton, the Board unanimously approved the Driveway Easements, Filing No. 10.

Intergovernmental Agreement with Statewide Internet Portal Authority:

Ms. Ivey presented the Board the Intergovernmental Agreement with Statewide Internet Portal Authority.

After review and discussion, upon motion of Director Rau and second of Director Wyszynski, the Board unanimously approved the Intergovernmental Agreement with Statewide Internet Portal Authority.

Financial Matters:

2019 Budget Amendment:

Mr. Collins reported that it was determined that an amendment to the 2019 budget was not needed.

Acceptance of the 2019 Audit

Mr. Collins reviewed the 2019 audit with the Board. After review and discussion and upon motion by Director Rau and second by Director Wyszynski, the Board unanimously approved the 2019 audit and filing with the State Auditor contingent upon the auditor issuing an unmodified opinion.

May 31, 2020 Financial Statements and Claims:

Mr. Collins reviewed with the Board the May 31, 2020 financial statements and claims included in the meeting packet. After discussion and upon motion of Director Rau and second of Director Wyszynski, the Board unanimously accepted the financial statements and ratified the claims represented by checks 1429 –

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1486, various bill.com payments, and electronic funds transfers totaling \$468,755.91.

Other Business:

The Board discussed the proposal related to concession operations at the Pool.

After review and discussion, the Board directed Mr. Jacobs to provide more information at the annual budget meeting about the feasibility and steps related to providing concessions at the pool. It was noted that if concessions were to be provided at the pool that an RFP process would be appropriate at that time. Mr. Jacobs was directed to advise the resident that submitted the unsolicited proposal of the Board's discussion.

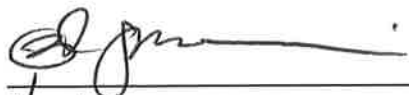
The Board considered appointments to Reports from Citizens Advisory Committee.

After review and discussion, upon motion of Director Rau and second of Director Wyszynski, the Board unanimously approved the appointment of Danny Fernandez, Phil Beedle, Elaine Hoffman, and Claudia (Jackie) Burgstahler the Citizens Advisory Committee.

Ms. Ivey and Mr. Fernandez reported to the Board that the District No. 6 Board has requested that the Board consider an RFP process for the landscape contractor for 2021 services and to increase the level of services that are being provided. Mr. Jacobs was directed to work with the Citizens Advisory Committee and the Landscape Committee to develop a scope of work and RFP and bring additional information related to costs and feasibility back to the Board.

Adjournment:

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



Secretary of the Meeting