

# RECORD OF PROCEEDINGS

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

OF THE

THOMPSON CROSSING METROPOLITAN DISTRICT NO. 6

Held: Wednesday, July 22, 2020 7:30 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 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/87046511146?pwd=RWFyUUxodFRwWCtLUmdhWWRkNGVqdz09>, Meeting ID: 870 4651 1146, Password: 367293, or Dial-In Number: +1 346 248 7799 US

The following Directors were present:

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

The following director was absent:

Steve Panter

Also present were: Brooke Hutchens, D.A. Davidson & Co.; 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.; Bruce Rau, Oakwood Homes (*via video/telephone conference*); James Trull and Claudia (Jackie) Burgstahler and approximately 20 other members of the public (*some in person and others via*

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*video/telephone conference).*

Call to Order: Director Wyszynski, 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.

Written disclosures of these interests had been filed with the Secretary of State and the Board prior to the meeting.

Director Matters:  
Election of Officers: Ms. Ivey reported that with turnover on the Board after the May 2020 election it would be necessary to elect officers. After discussion, upon motion of Director Kelley and second of Director Wyszynski, the Board unanimously elected the following officers:

President/Chairman: Danny Fernandez  
Secretary/Treasurer: Kim Kelley  
Assistant Secretary: Brandon Wyszynski  
Assistant Secretary: Steve Panter

Approval of/Additions  
to/Deletions from the  
Agenda: After discussion, upon motion of Director Wyszynski and second of Director Fernandez, the Board unanimously approved the agenda as presented.

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Public Comment For Matters Not on the Agenda:	A member of the public made note that various trees in the newer portion of the community need to be replaced. A member of the public also requested that the picnic tables in the new park need to be moved to allow for social distancing.
Approval of Minutes:	After review and discussion, upon motion of Director Wyszynski and second of Director Fernandez, the Board approved the November 12, 2019 special meeting minutes.
Legal Matters:	
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 Fernandez and second of Director Kelley, the Board unanimously approved the Intergovernmental Agreement with Statewide Internet Portal Authority.
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 Fernandez and second by Director Kelley, the Board unanimously approved the 2019 audit and filing with the State Auditor.
May 31, 2020 Financial Statements:	Mr. Collins reviewed with the Board the May 31, 2020 financial statements included in the meeting packet. After discussion and upon motion of Director Fernandez and second of Director Kelley, the Board unanimously accepted the financial statements.
Other Business:	Ms. Hutchens discussed with the Board the refinancing options related to its 2015 Bonds. Various options were discussed including extending the term to lower the mill levy to its maximum amount, refinancing the Bonds without extending the term, and using proceeds from the Bond issuance to negotiate a pay-off with Oakwood Homes for the outstanding developer advance. It was explained that these options can continue to be explored for quite some time before final determinations need to be made since the bond issuance process is two – three months in duration. Ms. Hutchens explained that under any of the scenarios discussed the District would realize significant cost savings that would result in a

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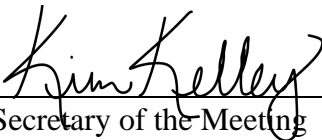
lower debt service mill levy. Director Wyszynski noted his conflict of interest related to negotiating a pay-off with Oakwood Homes for the outstanding developer advance and recused himself from such discussion. Mr. Rau stated that he would suggest that the resident board members work with the consultant team to reach consensus of a proposed negotiated pay-off and that Oakwood Homes would be willing to receive and consider such a proposal.

After consideration and discussion, upon motion of Director Fernandez and second of Director Kelley, the Board unanimously authorized moving forward with a refinancing of its 2015 Bonds and appointed Director Fernandez and the Board representative to give direction on the terms of the refinancing and proposal to Oakwood Homes. Director Fernandez stated that he would be scheduling a Citizens Advisory Committee meeting in the coming weeks to solicit input from the residents on these terms.

Mr. Trull provided a status report on the work of the Landscape Committee and expressed dissatisfaction with some of the processes that have been in place but reported that the Committee has been working closely with Ms. Barnett to ensure that work orders are being properly submitted, to track those work orders, and to monitor the time line for deliverables. Mr. Trull also requested that the Committee be provided a copy of the current landscape maintenance contract, requested that an RFP be put out for 2021 and beyond service and that such RFP expand the scope of the work that is being performed.

Adjournment:

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

  
Secretary of the Meeting