

## 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: 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. 6 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  
Ryan Wood, Assistant Secretary

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

Steve Panter

Also present were: Kevin Collins, CliftonLarsonAllen, 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 Kiesey, Thompson Crossing Metropolitan District No. 4 board members; 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. 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

## RECORD OF PROCEEDINGS

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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 5. 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 developer within the boundaries of the District, 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.

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 Wood and second of Director Wyszynski, the Board unanimously approved the agenda as presented.

Public Comment For Matters Not on the Agenda: Ms. Beedle inquired about the single-story building being built near the carriage houses. Director Rau advised that this is a sales office and will be complete in the first quarter of 2020.

Ms. Hoffman requested clarification be sent to the community regarding references in the covenants related to fees for trash and recycling.

Approval of Minutes: After review and discussion, upon motion of Director Wood and second of Director Wyszynski, the Board approved the June 11, 2019 and September 17, 2019 special meeting minutes.

## RECORD OF PROCEEDINGS

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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 Wood, 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 Wood and second of Director Wyszynski, 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: Ryan Wood  
Assistant Secretary: Steve Panter

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 Wood, second by Director Wyszynski and unanimous vote the Board of Directors adopted and approved the Resolution Concerning 2020 Election.

Legal Matters –  
Approval of Fee  
Resolution for Carriage  
House Fees:

Ms. Ivey presented the Board with a fee resolution for carriage house fees and explained that this fee covered the additional operations and maintenance expenses that are attributable to the carriage houses and that the fee was reviewed by an independent third-party rate consultant. After discussion, upon motion of Director Wood and second of Director Wyszynski, the Board unanimously approved the fee resolution for carriage house fees.

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. 5 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. The Board and members of the public discussed the budget and potential options for refinancing the 2015 bonds in order to lower the mill levy. Mr. Collins noted that the bonds cannot be called under December 2020. Director Rau noted

## RECORD OF PROCEEDINGS

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that the debt service mill levy cannot be lowered without a refinancing of the bonds and the operations and maintenance mill levy is set at the same rate as it is in Thompson Crossing Metropolitan District No. 3, Thompson Crossing Metropolitan District No. 4, and Thompson Crossing Metropolitan District No. 5 to ensure all property owners are paying the same tax rate for operations and maintenance expenses.

Upon motion by Director Wyszynski, second by Director Wood and unanimous vote the Board of Directors opened a public hearing on the proposed 2020 budget consistent with published notice. No members of the public wished to speak on the budget, upon motion by Director Wyszynski, second by Director Wood 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 Wood, 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 contracts were reviewed by the Board.

After review and discussion and upon the motion of Director Wood and second of Director Wyszynski, the Board unanimously approved/ratified the following service contracts:

- Icenogle Seaver Pogue, P.C. Legal Services
- Dazzio & Associates, P.C. Audit Engagement for preparation of 2019 audit.

Adjournment:

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

DocuSigned by:  
  
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Secretary of the Meeting