

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

THOMPSON CROSSING METROPOLITAN DISTRICT NO. 3

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. 3 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
Chris Carlton, Assistant Secretary

The following directors were absent (*absences excused*):

Jason J.W. Pock
Bradley Lenz

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; Natalie Allen and Joel Kiesey, 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. 3.

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

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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. 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 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 Wyszynski and second of Director Carlton, 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 Wyszynski and second of Director Carlton, the Board approved the June 11,

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2019 and September 17, 2019 special meeting minutes.

Legal Matters –
Approval of SDF Fee
Resolution:

Ms. Ivey presented to and reviewed with the Board an SDF fee resolution. After review and discussion, upon motion of Director Wyszynski and second of Director Carlton, the Board unanimously approved the resolution.

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

Ms. Ivey reported to the Board that Thompson Crossing Metropolitan District No. 4 and Thompson Crossing Metropolitan District No. 6 adopted a fee resolution for carriage house fees which will be remitted to the District to cover its operations and maintenance expenses related to the carriage houses. No action was taken at this time.

Legal Matters –
Acceptance of Real
Property Conveyances:

Ms. Ivey presented the Board with a Quit Claim Deed from Clayton Properties Group II, Inc. conveying, Outlots A, B, C, D, E, F, G, H, I, and J and Tracts A, B, and C to the District as contemplated on the plat for Filing No. 9. After discussion, upon motion of Director Wyszynski and second of Director Carlton, the Board unanimously accepted the real property conveyances.

Legal Matters –
Approval of Resolution
Recognizing
Maintenance
Obligations:

Ms. Ivey presented the Board with a resolution recognizing maintenance obligations for platted public use easements in Filing No. 9. After discussion, upon motion of Director Wyszynski and second of Director Carlton, the Board unanimously approved the resolution.

Legal Matters –
Approval of Conveyance
of Easement/License
Agreement(s) to School
District:

Ms. Ivey reviewed with the Board requests from the school district for conveyance of an easement agreement for ingress and egress to the school site and for a license agreement for grading. Upon inquiry from Director Wyszynski, Ms. Ivey clarified that the term of the license agreement was 1 year. After review and discussion, upon motion of Director Wyszynski and second of Director Carlton, the Board unanimously approved granting an easement agreement for ingress and egress to the school site and for a license agreement for grading, contingent upon the school district acquiring the property and upon terms acceptable to legal counsel.

Legal Matters –
Approval of Filing No. 9
Covenant Enforcement:

Ms. Ivey reviewed with the Board the information related to Filing No. 9 Covenant Enforcement. After review and discussion, upon motion of Director Carlton and second of Director Wyszynski, the Board unanimously approved the Filing No. 9 Covenant

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Enforcement responsibilities.

Legal Matters –
Approval of Revised
Design Guidelines:

Ms. Ivey and Mr. Jacobs reviewed with the Board revised design guidelines. After review and discussion, upon motion of Director Wyszynski and second of Director Carlton, the Board unanimously approved the revised design guideline.

Legal Matters –
Approval of Revised
Pool Rules and
Regulations:

Ms. Ivey and Mr. Jacobs reviewed with the Board the revised pool rules and regulations. After review and discussion, upon motion of Director Wyszynski and second of Director Carlton, the Board unanimously approved the Revised Pool Rules and Regulations, as presented.

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 Carlton, 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 Carlton, 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: Chris Carlton
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 Carlton 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

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

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Dismissal in School Site
Condemnation:

Financial Matters –
Financial Statements and
Claims:

Mr. Collins reviewed with the Board the July 31, 2019 financial statements and claims as included in the proposed 2020 budget.

Financial Matters – 2020
Budget:

Mr. Collins reviewed the proposed 2020 budget for the District, Thompson Crossing Metropolitan District No. 4, Thompson Crossing Metropolitan District No. 5, 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 Carlton and unanimous vote the Board of Directors opened a public hearing on the proposed 2020 budget consistent with published notice. Mr. Kiesey stated that this budget does not include the transfer of the additional 2 mills from Thompson Crossing Metropolitan District No. 4, upon motion by Director Wyszynski, second by Director Carlton 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 Carlton, the Board unanimously approved the Resolution adopting the year 2020 budget, appropriating the expenditures therefore and certifying the mill levy thereunder.

District Manager’s
Report:

The District Manager’s report was included in the meeting packet.

Other Business –
Irrigation System
Authorizations:

Mr. Hollard reviewed with the Board and members of the public a request from the School to connect to the District’s non-potable water system for irrigation purposes. Mr. Hollard stated that this request would require further due diligence to ensure that the system has capacity, that enough water rights are available to provide this service, and to assess the amount of a tap fee and service fee that should be charged. After review and discussion and upon motion by Director Wyszynski and second by Director Carlton, the Board unanimously approved Mr. Hollard doing

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further due diligence regarding this request provided that the School district covers all costs associated with such due diligence and that the terms of that service would include the School District covering any costs associated with any necessary expansion and pay a tap fee in the approximate amount of 25% of a typical tap fee and a usage fee of 125% of a normal service fee to cover costs of potential capital improvements and other costs.

Mr. Hollard reviewed with the Board a request from the irrigation technician to complete winter work on the irrigation system. After review and discussion and upon motion by Director Wyszynski and second by Director Carlton, the Board unanimously approved work in an amount not-to-exceed \$1,000.00. Ms. Burgstahler noted a number of concerns with the irrigation system and service, including, but not limited to, whether the irrigation system had been blown out to protect it from freezing, pooling of water due to excess water, and whether the newly planted trees are being adequately watered.

Other Business –
Appointment of
Members of Citizens
Advisory Committee:

Ms. Ivey reviewed with the Board the applicants for the Citizens Advisory Committee: Danny Fernandez, Phil Beedle, and Elaine Hoffman. Ms. Ivey reported that the resolution forming the Citizens Advisory Committee contemplated 5-8 members. Director Rau encouraged more residents to submit applications to join the Citizens Advisory Committee. After review and discussion and upon the motion of Director Wyszynski and second of Director Carlton, the Board unanimously seated Messrs. Fernandez and Beedle and Ms. Hoffman on the Citizens Advisory Committee.

Other Business- 2020
Service Contracts:

The 2020 service contracts were reviewed by the Board.

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

- Splash Pool Services, Inc. Pool Management Contract
- Icenogle Seaver Pogue, P.C. Legal Services
- Dazzio & Associates, P.C. Audit Engagement for preparation of 2019 audit
- Management Agreement with MSI, LLC

Ms. Ivey noted that all other service contracts are on an automatic

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renewal for 2020.

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

DocuSigned by:

Brandon Wyszynski

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Secretary of the Meeting