

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS

OF THE

THOMPSON CROSSING METROPOLITAN DISTRICT NO. 4

Held: Tuesday, November 6, 2018 at 7:00 a.m., at the Abundant Life Tabernacle, 5450 River Ranch Parkway, Johnstown, Colorado.

Attendance:

A regular meeting of the Board of Directors of the Thompson Crossing Metropolitan District No. 4 was scheduled in compliance with the laws of the State of Colorado, with the following directors in attendance:

Bruce Rau
Brandon Wyszynski

Also present were: Jerry Jacobs, Timberline District Consulting, LLC; Dawn Jones, CliftonLarsonAllen, LLP; Jennifer L. Ivey, Icenogle Seaver Pogue, P.C.; Brad Lenz and Jason Pock, Oakwood Homes; and the following members of the public: Steve Panter, Kevin Lemasters, Norm and Deb Hickerson, James G. Howell, Christi Baldeno and Jackie Burgdahler.

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. 4.

**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, LLC, including board membership on each of Thompson Crossing Metropolitan District Nos. 3, 5 and 6. This

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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, LLC, including 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.

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

Ms. Ivey reported on a conversation that she has with Mr. Gertson after the District's July 30, 2018 special meeting during which Mr. Gertson revealed that he had sold his residence and moved to an apartment outside of the District prior to the conduct of this meeting. As such, in accordance with Section 32-1-905(1)(d), C.R.S., Mr. Gertson ceased to be qualified for his office when he moved out of the District and his office was deemed vacant at that time and therefore, he should not have participated in the July 30, 2018 meeting as a director. Ms. Ivey stated that Mr. Gertson has apologized for the mistake and stated that he misunderstood how vacancies occurred.

Ms. Ivey advised that currently three vacancies exist on the Board of Directors. This is one additional vacancy to the two that the Board considered at its July 30, 2018 meeting and resulted when Ms. Dieter sold her residence and moved out of the District. Ms. Ivey advised that in accordance with the direction of the Board at its July 30, 2018 meeting that notice of the vacancies was published in The Johnstown Breeze, advertised through a mail blast and posters being hung within the District. Ms. Ivey reported that 2 applications from eligible electors of the District were received that contained the full information requested by the Board. After discussion, upon motion of Director Wyszynski and second of Director Rau, the Board unanimously appointed Joel Kiesey and Bill Stevens to fill the vacancies on the Board of Directors, authorized the Board President to administer the oaths in accordance with Section 24-12-103, C.R.S., and directed legal counsel to coordinate with them regarding administering the Oath of Office and offering to meet with them regarding District orientation matters.

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- Approval of/Additions to/Deletions from the Agenda: After discussion, upon motion of Director Rau and second of Director Wyszynski, the Board unanimously approved the agenda as presented.
- Public Comment For Matters Not on the Agenda: Public comment was received on the following matters:
- Using NextDoor, websites and other means of communication to ensure that residents are aware of District matters. It was also suggested that notices be posted on the structure housing the mailboxes.
- Approval of Minutes: After review and discussion, upon motion of Director Wyszynski and second of Director Rau, the Board approved the July 30, 2018 special meeting minutes.
- District Manager's Report: Mr. Jacobs reviewed his management report during the Thompson Crossing Metropolitan District No. 3 meeting and noted he had nothing to add at this point.
- Legal Matters – Ratification: Ms. Ivey noted that due to Mr. Gertson's participation in the July 30, 2018 meeting when he was no longer qualified to serve on the Board of Directors, she is recommending ratification of the actions taken at that meeting. Ms. Ivey further noted that Mr. Gertson's participation did not change the outcome of any action items. After discussion, upon motion of Director Wyszynski and second of Director Rau, the Board ratified the actions take at the July 30, 2018 special meeting.
- Legal Matters – Consider Adoption of 2019 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 Rau, 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: Joel Kiesey
Assistant Secretary: Bill Stevens
- Financial Matters – Financial Statements and Claims: Ms. Jones reviewed with the Board the current financial statements. After discussion and upon the motion of Director Wyszynski and second of Director Rau, the Board unanimously accepted the

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financial statements.

Financial Matters – 2019
Budget Hearing and
Action:

Upon motion of Director Wyszynski and second of Director Rau, the Board unanimously approved opening a public hearing on the proposed 2019 budget consistent with published public notice. Ms. Jones reviewed with the Board a proposed 2019 budget. No members of the public wished to address the Board. Upon motion of Director Wyszynski and second of Director Rau, the Board unanimously approved closing public hearing on the proposed 2019 budget. The Board discussed the proposed 2019 budget. Upon the motion of Director Wyszynski and second of Director Rau, the Board unanimously approved adopting a resolution approving the 2019 proposed budget, approving appropriation of funds to the approved budget and certifying the mill levy.

Other Business:

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

- Dazio & Associates, P.C. Audit Engagement for preparation of 2018 audit

Ms. Ivey noted that all other service contracts are on an automatic renewal for 2019.

Adjournment:

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



Secretary of the Meeting