

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

THOMPSON CROSSING METROPOLITAN DISTRICT NO. 3

Held: Tuesday, March 13, 2018 at 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
Charles Leder (via telephone)
Brandon Wyszynski

The following directors were absent (absences excused):

Ryan Martin
Steve Panter

Also present were: Kevin Collins, CliftonLarsonAllen, LLP; Jennifer L. Ivey, Icenogle Seaver Pogue, P.C.; Jason Pock, Oakwood Homes; Russ Hofer, MSI; and the following members of the public: Kevin Lemasters, Brandan Willits, Susan Fischer, Paul Fischer, Phil Beedle and Lynn Beedle.

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 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

RECORD OF PROCEEDINGS

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. 4, 5 and 6. This disclosure is associated with approval of items on the agenda that may affect his interests.

Director Leder disclosed his interests and association with Spencer Fane LLC, (the law firm), which represents Clayton Properties Group II, LLC. The law firm bills for services to Clayton Properties Group II, LLC, from which a portion of his salary is derived. 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, LLC, including 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.

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, the agenda was approved as presented.

Public Comment For Matters Not on the Agenda:

None.

Approval of Minutes:

After discussion, upon motion of Director Wyszynski and second of Director Leder, the Board unanimously approved the November 13, 2017 special meeting minutes.

Legal Matters – Consider Approval of Amendment to Facilities Acquisition Agreement:

Ms. Ivey presented the Board with and reviewed an amendment to the Facilities Acquisition Agreement. After discussion, upon motion of Director Wyszynski and second of Director Leder, the Board unanimously approved the Amendment consenting to the assignment of the Facilities Acquisition Agreement.

RECORD OF PROCEEDINGS

Legal Matters –
Emergency Access
Easement:

Ms. Ivey and Mr. Pock presented the Board with and reviewed an Emergency Access Easement. After discussion, upon motion of Director Wyszynski and second of Director Leder, the Board unanimously approved the Emergency Access Easement.

Financial Matters – 2017
Budget Amendment:

Mr. Collins reviewed with the Board a proposed 2017 budget amendment. Director Rau opened a public hearing on the proposed 2017 budget amendment consistent with published public notice. No members of the attendance wished to comment on the proposed 2017 budget amendment. Director Rau closed the public hearing on the proposed 2017 budget amendment. The Board discussed the proposed 2017 budget amendment. Upon the motion of Director Wyszynski and second of Director Leder, the Board unanimously approved adopting a resolution approving the 2017 budget amendment.

Other Business:

None.

Adjournment:

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



Secretary of the Meeting