

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

THOMPSON CROSSING METROPOLITAN DISTRICT NO. 4

Held: Tuesday, March 13, 2018 at 7:00 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. 4 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
James Gerton (via telephone)

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. 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

RECORD OF PROCEEDINGS

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 Election
Services Agreement:

Ms. Ivey presented the Board with and reviewed an Election Services Agreement which would engage Community Resource Services of Colorado, LLC to assist the Designated Election Official with aspects of the election that they can perform more efficiently and cost effectively therefore saving the District money in conducting the election. It was noted that at this time there are 6 candidates running for the 2 four-year terms of office that are up for election but that several candidates have requested information about withdrawing their candidacy in an effort to cancel the election. Ms. Ivey reported that if the election can be canceled the

RECORD OF PROCEEDINGS


Election Service Agreement would be only for those services rendered to the date of cancellation. After discussion, upon motion of Director Leder and second of Wyszynski Leder, a majority of the Board approved the Election Services Agreement, Director Gertson voted against approval.

Legal Matters – Consider Appointment to Vacancy: Ms. Ivey reported that Reid Hollander had tendered his resignation from the Board and therefore his office is vacant until the May 8, 2018 election. Director Rau stated that Mr. Lemasters has expressed interest in filling this vacancy. Upon the motion of Director Gertson and second of Director Wyszynski, the Board unanimously approved appointing Mr. Lemasters to the vacancy on the Board. Mr. Lemasters oath of office will be administered by the Chairman after adjournment of the meeting.

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, a majority of the Board approved adopting a resolution approving the 2017 budget amendment, Director Gertson voted against approval.

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