

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

THOMPSON CROSSING METROPOLITAN DISTRICT NO. 3

Held: Tuesday, January 26, 2021 at 8:15 a.m. at the following telephone and/or electronic location: <https://us02web.zoom.us/j/85022864531?pwd=c1BKNVRzWUVHSXIBNmRQL1I5UFRlZz09>, Meeting ID: 850 2286 4531, Passcode: 772015; or via telephone Dial-In Number: 1-346-248-7799. All participation in this meeting, including public participation, was by telephone and/or electronic means to preserve the health, safety and welfare of the public in light of the imminent threat caused by the COVID-19 pandemic and due to the State of Emergency declared by Governor Polis, as amended and extended, corresponding executive orders and public health orders, as amended and extended, and CDC recommendations against gathering in large groups in order to mitigate the spread of the COVID-19 virus.

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.

The following Directors were present:

Brandon Wyszynski, President (*via video/telephone conference*)
Ross Blackmer, Secretary (*via video/telephone conference*)
Alexander B. Pankonin, Treasurer (*via video/telephone conference*)
Chris Carlton, Assistant Secretary (*via video/telephone conference*)

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

Bruce Rau, Assistant Secretary

Also present were: Jerry Jacobs, Brittany Barnett, Corey Pilato, and Jessica Levy, Timberline District Consulting, LLC (*via video/telephone conference*); Shelby Clymer, CliftonLarsonAllen LLP (*via video/telephone conference*); Jennifer L. Ivey, Icenogle

RECORD OF PROCEEDINGS

Seaver Pogue, P.C. (*via video/telephone conference*); and approximately 19 members of the public including the following: James Trull, Elaine Hoffman, Jackie Burgstahler; Joel Kiesey, Board Member, Thompson Crossing Metropolitan District No. 4; Kim Kelley and Danny Fernandez, Board Members, Thompson Crossing Metropolitan District No. 6; Todd Bloom, Oakwood Homes; and Charlie Kyger, ELCI (*all via video/telephone conference*).

Call to Order:

Director Wyszynski, 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 members present was necessary to obtain a quorum or otherwise enable the Board to act.

Director Wyszynski disclosed his interests and association with Clayton Properties Group II, Inc., a Colorado corporation, and noted his board membership on each of the Thompson Crossing Metropolitan District Nos. 3, 4, and 6. This disclosure is associated with approval of items on the agenda that may affect his interests.

Director Blackmer 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 Thompson Crossing Metropolitan District No. 3. This disclosure is associated with approval of items on the agenda that may affect his interests.

Director Pankonin 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 Thompson Crossing Metropolitan District No. 3.

RECORD OF PROCEEDINGS

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, and noted his board membership on Thompson Crossing Metropolitan District No. 3. 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:

There were no changes to the agenda.

Public Comment For Matters Not on the Agenda:

None.

Approval of Minutes - Approval of Minutes of November 3, 2020 Special Meeting:

After review and discussion, and upon motion of Director Wyszynski and second of Director Carlton, and unanimous vote the Board of Directors approved the minutes of the November 3, 2020 Special Meeting.

Legal Matters:

None.

Financial Matters – Approval/Ratification of Claims:

Ms. Clymer reviewed with the Board the interim and current claims of the District from the period October 30, 2020 through January 20, 2021 totaling \$333,781.43. After discussion and review, upon motion of Director Blackmer and second of Director Wyszynski and unanimous vote, the Board ratified the interim claims and approved the current claims as presented.

Approval of Financial Statements:

Ms. Clymer presented the financial statements through the period ending December 31, 2020. The imposition, distribution, and contribution by the developer of the transfer fees was discussed. Director Wyszynski stated that the foundation that receives a portion of the transfer fees is not a District matter, but he will provide additional information regarding that foundation after the

RECORD OF PROCEEDINGS

meeting. It was discussed that the landscaping line item came in over budget by \$71,735. Mr. Jacobs reported that money was held back from the former landscaper for non-performance or inadequate performance of work. After discussion and review, upon motion of Director Wyszynski and second of Director Blackmer and unanimous vote, the Board accepted the financial statements.

Approval of 2020 Audit Engagement Letter:

Ms. Clymer reviewed with the Board of Directors the 2020 audit engagement letter. Ms. Clymer reported that the fee for all three audits increased from \$15,100 to \$15,700, that field work is set to begin in March/April and will take 30 - 45 days to complete. After discussion and review, upon the motion of Director Wyszynski and second of Director Blackmer the Board of Directors voted unanimously to approve the 2020 audit engagement letter and representation letter.

District Manager's Report -

The Manager's Report was distributed prior to the meeting. The following items were discussed in detail:

Landscape Maintenance RFP Recommendations:

Mr. Jacobs reviewed the landscape maintenance RFP recommendations with the Board. Mr. Trull noted that a full rate sheet for the contractor needs to be included and it needs to be clarified if the work for monitoring the pump house is part of the proposal or would be additional services. Mr. Jacobs stated that he will clarify those items and include that in the final contract. After review and discussion, upon a motion of Director Wyszynski and second of Director Blackmer the Board of Directors voted unanimously to approve the landscape maintenance contract with Environmental Designs, Inc. subject to the corrections/clarifications noted.

Landscape Committee Recommendations on Pump Repairs outside of Budgeted Expenses for 2021:

Mr. Jacobs reviewed the landscape committee recommendations on pump repairs outside the budgeted expenses for 2021 with the Board. Additional discussion of the recommendations of the landscape committee are included in the minutes of the special meeting of the Board of Directors of Thompson Crossing Metropolitan District No. 4.

New Snow Removal Contractor:

Mr. Jacobs reviewed the termination of the current snow removal contractor and proposal to contact with a new snow removal contractor with the Board. After discussion and review, upon a

RECORD OF PROCEEDINGS

motion of Director Wyszynski second by Director Blackmer the Board of Directors voted unanimously to approve the contract with Environmental Designs, Inc.

PVREA Public Street
Light Replacement:

Mr. Jacobs reviewed the PVREA public street light replacement with the Board. Mr. Jacobs reported that the Town owns the streets and streetlights but that the District had some additional parts that have been used to make repairs and the supply of those parts is being exhausted and this may require the use of different lighting. Members of the public noted aesthetic concerns with the use of new lighting. Director Carlton noted that additional conversations will need to be had with the Town regarding this matter.

Other Business:

None.

Adjournment:

There being no further business to come before the Board of Directors, upon motion of Director Wyszynski and second of Director Blackmer, the Board of Directors voted unanimously to adjourn the meeting.

DocuSigned by:

Ross Blackmer

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Secretary of the District