

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

THOMPSON CROSSING METROPOLITAN DISTRICT NO. 5

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. 5 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 Seaver Pogue, P.C. (*via video/telephone conference*); and approximately 19 members of the public including the following:

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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. 5.

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. This disclosure is associated with approval of items on the agenda that may affect his interests.

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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, the Board unanimously approved the minutes of the November 3, 2020 Special Meeting.

Legal Matters:

None.

Financial Matters:

None.

District Manager's Report:

The Manager's Report was distributed prior to the meeting and discussion related thereto is included in the minutes for Thompson Crossing Metropolitan District Nos. 3 and 4 meeting minutes.

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 Carlton, the Board of Directors voted unanimously to adjourn the meeting.

DocuSigned by:

Ross Blackmer

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Secretary of the District