

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

THOMPSON CROSSING METROPOLITAN DISTRICT NO. 3

Held: Tuesday, November 2, 2021 at 7:30 a.m. via online meeting at <https://us02web.zoom.us/j/85936969958?pwd=ZfViekFFVfHnCEd0MnJQU0tYMG0vUT09> and via telephone at 1-346-248-7799, Meeting ID: 859 3696 9958, Passcode: 187034.

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 directors were absent (*absence excused*):

Bruce Rau, Assistant Secretary

Also present were: Emma Francis, MSI, LLC (*via video/telephone conference*); Brittany Barnett, 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*); the following members of the Boards of Directors of Thompson Crossing Metropolitan District No. 4 and Thompson Crossing Metropolitan District No. 6: Elaine Hoffman and Danny Fernandez (*all via video/telephone conference*); Todd Bloom, Oakwood Homes (*via video/telephone conference*); and five members of the public (*all via video/telephone conference*).

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Call to Order: Noting the presence of a quorum the special meeting of the Board of Directors of the Thompson Crossing Metropolitan District No. 3 was called to order.

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. 4, 5 & 6; Central Adams County Water & Sanitation District; Green Valley Ranch East Metropolitan District Nos. 6, 7 & 8; Second Creek Ranch Water & Sanitation District; and Erie Highlands Metropolitan District Nos. 4, 5 & 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. 5. 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. 5. 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

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Metropolitan District No. 5; Erie Highlands Metropolitan District Nos. 2, 3, 4 & 5; Green Valley Ranch East Metropolitan District Nos. 6, 7 & 8; Central Adams County Water & Sanitation District; and Second Creek Ranch Metropolitan District. This disclosure is associated with approval of items on the agenda that may affect his interests.

Ms. Ivey advised that written disclosures of these interests were filed with the Secretary of State at least seventy-two hours prior to the meeting.

Approval of/Additions to/Deletions from the Agenda:

After review and discussion, and upon motion by Director Blackmer, second by Director Wyszynski and unanimous vote the Board approved the agenda as presented.

Public Comment For Matters Not on the Agenda:

Charles Nelson addressed the Board and inquired about the availability of alternate internet service providers, when the new clubhouse amenity will be under construction, and the possibility of installing sidewalks along River Ranch Parkway near Pinewood Court. Ms. Ivey advised that internet service is not a service provided by the District. Director Carlton advised that the only internet service provider is TDS. Ms. Ivey advised that a contract for the construction of the new clubhouse amenity will be considered by the Board later in the meeting, and, assuming the contract is awarded, it is anticipated that construction would start yet this year. Ms. Barnett advised that she would look into the inquiry regarding the sidewalk and report back.

Approval of Minutes -
January 26, 2021
Regular Meeting:

After review and discussion, and upon motion by Director Wyszynski, second by Director Carlton and unanimous vote, the Board of Directors approved the minutes of its January 26, 2021 regular meeting.

October 18, 2021
Consolidated Special
Meeting Study
Session:

After review and discussion, and upon motion by Director Wyszynski, second by Director Carlton and unanimous vote, the Board of Directors approved the minutes of its October 18, 2021 consolidated special meeting study session.

Legal Matters -

Annual Resolution,
Election of Officers

Ms. Ivey presented to and reviewed with the Board a resolution, prepared annually to handle the District's ongoing operation and

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and Regular Meeting
Date/Location: business. After review and discussion, upon motion by Director Blackmer, second by Director Wyszynski, and unanimous vote, the Board of Directors approved the resolution including the election of the following officers to the Board of Directors and regular meeting date/location:

President/Chairman: Brandon Wyszynski
Secretary: Ross Blackmer
Treasurer: Alexander B. Pankonin
Assistant Secretary: Bruce Rau
Assistant Secretary: Chris Carlton

First Tuesday in November, at 7:30 A.M. via Zoom.

Election Resolution: Ms. Ivey presented to and reviewed with the Board the 2022 Regular Special District Election Resolution. Following discussion and upon motion by Director Wyszynski, second by Director Blackmer and unanimous vote, the Board of Directors approved the 2022 Regular Special District Election Resolution and designated publication in the newspaper as the second means of providing the call for nominations.

Engagement of
Community
Resource Services
of Colorado, LLC
for District No. 4
and District No. 6
elections: Ms. Ivey presented to and reviewed with the Board the engagement letter from Community Resource Services of Colorado, LLC for District No. 4 and District No. 6 election services. Following discussion and upon motion by Director Wyszynski, second by Director Carlton and unanimous vote, the Board of Directors approved the engagement letter from Community Resource Services of Colorado, LLC for District No. 4 and District No. 6 election services.

Resolution
Designating an
Official Custodian for
the Colorado Open
Records Act: Ms. Ivey presented to and reviewed with the Board a Resolution Designating an Official Custodian for Purposes of the Colorado Open Records Act, Sections 24-72-200.1 *et seq.*, C.R.S. and proposed rules to be adopted by the Official Custodian. Following discussion and upon motion by Director Blackmer, second by Director Wyszynski and unanimous vote, the Board of Directors adopted and approved the Resolution.

Official Custodian
Adoption of Rules
Related to The Official Custodian adopted the Rules Related to Requests for Inspection of Public Records Pursuant to the Colorado Open Records Act, Sections 24-72-200.1 *et seq.*, C.R.S.

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Requests for
Inspection of
Public Records
Pursuant to
Colorado Open
Records Act:

Acceptance/
Conveyance of
Tracts:

Ms. Ivey presented to and reviewed with the Board the conveyance of tracts and advised that this project would be completed in consultation with the District's management and would be presented to the Board at a future meeting. Ms. Ivey then presented the Board with a Special Warranty Deed conveying to the District the property where the new clubhouse amenity will be located. Following discussion and upon motion by Director Wyszynski, second by Director Blackmer and unanimous vote, the Board of Directors accepted the conveyance of tracts, as presented.

2021 Legislative
Report:

Ms. Ivey presented to and reviewed with the Board a memorandum regarding 2021 Legislation.

Website
Compliance:

Ms. Ivey presented to and reviewed with the Board a memorandum regarding website compliance.

Financial Matters -

Approval/Ratification
of Claims:

Ms. Clymer reviewed with the Board the interim and current claims of the District from the period January 20, 2021 through October 28, 2021 totaling \$680,076.38, noting that the claims included in the packet included some claims previously reviewed and approved by the Board. After review and discussion, upon motion by Director Wyszynski, second by Director Blackmer and unanimous vote, the Board of Directors ratified approval of the interim claims and approved the current claims, as presented.

Interim Financial
Report:

Ms. Clymer reviewed with the Board the financial statements dated August 31, 2021. Following discussion and upon motion by Director Blackmer, second by Director Pankonin and unanimous vote, the Board of Directors accepted the interim financial report dated August 31, 2021, as presented.

Public Hearing on
Proposed 2022
Budget:

Upon motion by Director Wyszynski, second by Director Blackmer and unanimous vote, the Board of Directors opened a public hearing on the proposed 2022 budget consistent with published

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notice. There appearing no member of the public wishing to speak on the budget, upon motion by Director Wyszynski, second by Director Carlton and unanimous vote, the Board of Directors closed the public hearing.

Resolution
Approving
Proposed 2022
Budget,
Certification of
Mill Levy, and
Appropriate Sums
of Money:

Ms. Clymer reviewed with the Board the proposed 2022 budget and Ms. Ivey presented to the Board of Directors a resolution for approval and adoption of the 2022 budget, appropriating funds therefore and certification of a mill levy thereunder. After review and discussion, upon motion by Director Blackmer, second by Director Wyszynski and unanimous vote, the Board of Directors approved the resolution adopting the 2022 budget and appropriating the funds to the approved budget and certifying the mill levies as provided in the budget.

Public Hearing on
Proposed 2021
Budget Amendment:

Upon motion by Director Wyszynski, second by Director Blackmer and unanimous vote, the Board of Directors opened a public hearing on the proposed 2021 budget amendment consistent with published notice. There appearing no member of the public wishing to speak on the budget amendment, upon motion by Director Wyszynski, second by Director Blackmer and unanimous vote, the Board of Directors closed the public hearing.

Resolution
Approving
Proposed 2021
Budget
Amendment and
Appropriate Sums
of Money:

Ms. Clymer reviewed with the Board the proposed 2021 budget amendment and Ms. Ivey presented to the Board of Directors a resolution for approval and adoption of the 2021 budget amendment and appropriating funds therefore. After review and discussion, upon motion by Director Blackmer, second by Director Wyszynski and unanimous vote, the Board of Directors approved the resolution adopting the 2021 budget amendment and appropriating the funds to the approved budget.

Ratifying Approval of
2020 Audit:

Ms. Clymer reviewed with the Board the 2020 audit. After review and discussion, upon motion by Director Wyszynski, second by Director Blackmer and unanimous vote, the Board of Directors ratified approval of the 2020 audit.

Approval of
Engagement Letter
for 2021 Audit:

Ms. Clymer reviewed with the Board the engagement letter from Dazzio & Associates, PC for 2021 audit services. After review and discussion, upon motion by Director Wyszynski, second by Director Blackmer and unanimous vote, the Board of Directors approved the engagement letter from Dazzio & Associates, PC for

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2021 audit services.

Approval of Master Services Agreement and Statement(s) of Work with CliftonLarsonAllen LLP:

Ms. Clymer reviewed with the Board the Master Services Agreement and Statement(s) of Work with CliftonLarsonAllen LLP. After review and discussion, upon motion by Director Wyszynski, second by Director Blackmer and unanimous vote, the Board of Directors approved the Master Services Agreement and Statement(s) of Work with CliftonLarsonAllen LLP, subject to such changes which may be requested by legal counsel.

District Manager's Report:

Ms. Barnett reviewed the Manager's Report included in the meeting packet. There was no specific discussion related to this item.

Other Business -

Approval of Snow Removal Policies:

Mss. Ivey and Barnett reviewed with the Board the snow removal policies. After review and discussion, upon motion by Director Wyszynski, second by Director Carlton and unanimous vote, the Board of Directors approved the snow removal policies.

Approval of Consulting Services Agreement with LAI Design Group of Colorado, Inc.:

Ms. Ivey reviewed with the Board the Consulting Services Agreement with LAI Design Group of Colorado, Inc. After review and discussion, upon motion by Director Blackmer, second by Director Wyszynski and unanimous vote, the Board of Directors approved the Consulting Services Agreement with LAI Design Group of Colorado, Inc.

Approval of Consulting Services Agreement with Schedio Group, LLC:

Ms. Ivey reviewed with the Board the Consulting Services Agreement with Schedio Group, LLC. After review and discussion, upon motion by Director Blackmer, second by Director Wyszynski and unanimous vote, the Board of Directors approved the Consulting Services Agreement with Schedio Group, LLC.

Consider Bid Received for Construction Management Services and Award of Contract:

Ms. Ivey reviewed with the Board the bid received for construction management services and the contract and general conditions. Ms. Ivey noted that pursuant to §§ 24-18-109(3)(b) and 24-18-110, C.R.S. that all of the directors present have conflicts of interest as employees of Clayton Properties Group II, Inc., that the directors had complied with the voluntary disclosure requirements related to their conflicts of interest and that participation of the directors in the vote on this matter is necessary to enable the Board of Directors to act. After review, upon motion of Director Wyszynski and second of Director Carlton, the Board unanimously approved award

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of contract for construction management services to Clayton Properties Group II, Inc.

Consider Bids
Received for the
Thompson River
Ranch Community
Center & Aquatics
Area Public
Improvements Project
and Award of
Contract:

Ms. Ivey reviewed with the Board the bidding process, bids received for, the recommendation for award of contract, and the contract and general conditions for the Thompson River Ranch Community Center & Aquatics Area Public Improvements Project. After review and discussion, upon motion of Director Blackmer and second of Director Wyszynski, the Board unanimously approved award of contract for Thompson River Ranch Community Center & Aquatics Area Public Improvements Project to Taylor Kohrs, LLC subject to final revisions and review by legal counsel and the construction manager.

Covenant Enforcement/
Design Review -
Executive Session:

Director Wyszynski moved that the Board convene in executive session pursuant to Section 24-6-402(4)(b), C.R.S., for the purpose of receiving legal advice on specific legal questions related to covenant enforcement. Director Carlton seconded the motion, which was unanimously approved by the Board at approximately 10:02 a.m.

Ms. Ivey, Ms. Barnett and all 4 Board Members remained for the entire executive session.

Upon a motion by Director Blackmer and seconded by Director Wyszynski the Board moved out of executive session and back into public session at approximately 10:15 a.m.

Approval of
Resolution Adopting
an Amended
Covenant
Enforcement Policy:

Ms. Ivey presented to and reviewed with the Board the Resolution Adopting an Amended Covenant Enforcement Policy. After review and discussion, upon motion of Director Wyszynski and second of Director Blackmer, the Board unanimously approved the Resolution Adopting an Amended Covenant Enforcement Policy.

Approval of
Resolution Adopting
Amended Thompson
River Ranch Design
Guidelines Rules and
Regulations:

Ms. Ivey presented to and reviewed with the Board the Resolution Adopting Amended Thompson River Ranch Design Guidelines Rules and Regulations. After review and discussion, upon motion of Director Wyszynski and second of Director Blackmer, the Board unanimously approved the Resolution Adopting Amended Thompson River Ranch Design Guidelines Rules and Regulations.

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Adjournment:

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

DocuSigned by:
Ross Blackmer
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Secretary of the District