

# RECORD OF PROCEEDINGS

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## MINUTES OF THE SPECIAL MEETING OF THOMPSON CROSSING METROPOLITAN DISTRICT NO. 2

HELD  
February 14, 2025

The Special Meeting of Thompson Crossing Metropolitan District No. 2 was held via Microsoft Teams and Teleconference on Friday, February 14, 2025, at 10:00 a.m.

### ATTENDANCE

#### Directors in Attendance:

Gary Gerrard, President & Chairperson  
Dale Boehner, Vice President  
Todd Williams, Secretary  
Nathan Gerrard, Treasurer

#### Also in Attendance:

George Rowley; White Bear Ankele Tanaka & Waldron.  
Kevin Mitts and Jake Downing; Pinnacle Consulting Group, Inc.

### ADMINISTRATIVE ITEMS

Call to Order: The Special Meeting of the Board of Directors of the Thompson Crossing Metropolitan District No. 2 was called to order by Mr. Mitts at 10:02 a.m.

Declaration of Quorum/Director Qualifications/Disclosure of Potential Conflicts of Interest: Mr. Mitts noted that a quorum was present, with four out of four Directors in attendance. All Board Members confirmed their qualifications to serve on the Board. Mr. Rowley advised the Board that pursuant to Colorado law, certain disclosures by Board Members might be required prior to taking official action at a meeting. Mr. Rowley reported that disclosures for those Board Members who provided notice of potential or existing conflicts of interest, if any, were filed with the Colorado Secretary of State's Office and the Board at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Board. Mr. Rowley inquired into whether members of the Board had any additional disclosures of potential or existing conflicts of interest regarding any matters scheduled for discussion at the meeting. No additional disclosures were noted. The participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

Approval of Agenda: The Board considered the approval of the agenda. Following review and discussion, upon a motion duly made by Director Todd Williams, seconded by Director Gary Gerrard, and upon vote, unanimously carried, it was

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**RESOLVED** to approve the agenda, as presented.

Public Comment: There were no Public Comments received.

Director Comment: There were no Director Comments received.

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## CONSENT AGENDA

Mr. Mitts reviewed the items on the consent agenda with the Board. Mr. Mitts advised the Board that any item may be removed from the consent agenda to the regular agenda upon the request of any Director. No items were requested to be removed from the consent agenda. Upon a motion duly made by Director Todd Williams, Seconded by Director Gary Gerrard, the following items on the consent agenda were unanimously approved, ratified and adopted:

- A. Minutes – November 13, 2024, Special Meeting, December 5, 2024, Special Meeting.
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## LEGAL ITEMS

Ratification of Settlement Agreement with Premier Flex: Mr. Rowley presented the Settlement Agreement to the Board and answered questions. After review and discussion, upon motion duly made by Director Nathan Gerrard, seconded by Director Todd Williams, and upon vote, unanimously carried, it was

**RESOLVED** to approve Ratification of the Settlement Agreement with Premier Flex, as presented.

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## DIRECTOR COMMENT

Director Comment: Director Gary Williams asked the Board if a meeting was necessary to distribute the incoming funds from the Settlement Agreement as well as the Developer Repayment. Mr. Rowley informed the Board that a meeting would not be necessary for the purpose of receiving funds, rather, it would be necessary to hold a meeting to approve a Budget Amendment for the use of funds. After discussion, the Board agreed that a special meeting would be scheduled upon the cadence of future legal proceedings, if necessary.

Director Comment: Director Gary Gerrard inquired as to the ability to compensate Director Nathan Gerrard for time spent on litigation matters. Mr. Rowley informed the board that he will gather more information regarding the ability to compensate Director Nathan

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Gerrard retroactively. Mr. Rowley stated that future payments for litigation work completed by a Director would require a published notice from the District, and bids from the said Director.

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## OTHER MATTERS

There were no other matters.

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## EXECUTIVE SESSION

Executive session, pursuant to § 24-6-402(4)(b), C.R.S., for the purpose of receiving legal advice from general counsel regarding elections and district debt.

Mr. Rowley advised the Board that it was permitted, upon compliance with requisite statutory procedures under the Colorado Open Meetings Law, for the Boards to convene an executive session, pursuant to § 24-6-402(4)(6), C.R.S., to conference with an attorney for the purpose of receiving legal advice from general counsel regarding elections and district debt. Upon motion duly made by Director Gary Gerrard, seconded by Director Todd Williams, and upon vote, it was unanimously

**RESOLVED** to convene an Executive Session with the Board, pursuant to § 24-6-402(4)(b), C.R.S., to conference with an attorney for the purpose of receiving legal advice from general counsel regarding elections and District debt.

It is the 14th day of February 2025, and the time is 10:17 A.M. For the record, I, George Rowley, am the General Counsel. This session is subject to the attorney client privilege and therefore, pursuant to the Open Meetings Law, is not being recorded. Also present at this Executive Session are Director Gary Gerrard, Director Dale Boehner, Director Todd Williams, and Director Nathan Gerrard; Pinnacle Consulting Group Representatives Kevin Mitts and Jake Downing.

This is an Executive Session for the following purpose: Receiving legal advice from general counsel regarding elections and District debt

The Executive Session was adjourned at 10:46 A.M. All participants were in the Executive Session at adjournment. No action was taken in the Executive Session.

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## DIRECTOR COMMENT CONT.

Director Comment: Director Gary began discussion with the Board regarding the open Director position. After discussion, upon motion duly

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made by Director Gary Gerrard, seconded by Director Todd Williams, and upon vote, unanimously carried, it was

**RESOLVED** to approve General Counsel to pursue publishing vacancy notice for the May 2025 election.

ADJOURNMENT

There being no further business to come before the Board, upon motion made by Director Todd Williams, seconded by Director Nathan Gerrard, and upon vote, unanimously carried, the meeting was adjourned at 10:49 a.m.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

Respectfully submitted,



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Jake Downing, Recording Secretary for the Meeting