

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF

THOMPSON CROSSING METROPOLITAN DISTRICT NO. 2

HELD
July 11, 2023

The Special Meeting of the Board of Directors (“Board”) of Thompson Crossing Metropolitan District No. 2 (“District”) was held in person at 27154 County Road 13, Johnstown, Colorado 80534 and via Microsoft Teams at 10:30 a.m. on Tuesday, July 11, 2023. Notice of the Special meeting was duly posted.

ATTENDANCE

Directors in Attendance:

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

Also in Attendance:

Jennifer Ondracek, Sarah Bromley, Kevin Mitts and Shannon McEvoy;
Pinnacle Consulting Group, Inc.
George Rowley and Audrey Johnson; White Bear Ankele Tanaka &
Waldron, P.C.

ADMINISTRATIVE ITEMS

The Special Meeting of the Board of Directors of Thompson Crossing Metropolitan District No. 2 was called to order by Director G. Gerrard at 10:34 a.m. He noted that a quorum was present with all Board members in attendance.

MEETING NOTICE

Mr. Rowley reported that Notice of the Special Board Meeting had been properly posted on the District’s website at least 24 hours in advance of the meeting. The Notice also included the agenda items.

CONFLICTS OF INTEREST

Mr. Rowley noted that notices of potential conflicts of interest for Board Members were filed. 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. The Board reviewed the agenda for the meeting, following which each Board Members confirmed the contents of the 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

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Members determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the Board to act.

ADMINISTRATIVE ITEMS

Agenda: The Board reviewed the agenda. Director Gerrard requested to amend the agenda. Upon motion duly made by Director Gerrard, seconded by Director Williams and, upon vote, it was

RESOLVED to approve the agenda, as amended:

V. C. Consider Approval of Independent Contractor Agreement with Agora West.

Election of Officers: Mr. Rowley presented to the Board the opportunity to change the slate of officers for the current Board members. Following review and discussion, and upon motion duly made by Director Gerrard seconded by Director Williams and, upon vote, it was

RESOLVED to keep the current slate of officers of the Board for Thompson Crossing Metropolitan District No. 2.

Minutes: The minutes of the December 5, 2022, Special Board Meeting were presented. Following review and discussion, and upon motion duly made by Director Williams, seconded by Director Boehner and, upon vote, it was

RESOLVED to approve the minutes of the December 5, 2022, Special Board Meeting as presented.

Public Comment: There were no public comments to come before the Board.

DISTRICT MANAGER ITEMS

District Manager's Report: Ms. Bromley presented the District Manager's report to the Board and answered questions.

FINANCIAL ITEMS

Ratification of Payables: Ms. Ondracek presented the payables listing for the period December 1, 2022, through June 30, 2023. Following review and discussion, upon motion duly made by Director Williams, seconded by Director Gerrard and, upon vote, it was

RESOLVED to ratify approval of the payables listing for the period December 1, 2022, through June 30, 2023.

Unaudited Financial Statement: Ms. Ondracek presented the Unaudited

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Financial Statements for the period ending December 31, 2022, and answered questions. Following review and discussion, upon motion duly made by Director Williams, seconded by Director Gerrard and, upon vote, it was

RESOLVED to accept the Unaudited Financial Statements for the period ending December 31, 2022.

Update of 2022 Audited Financial Statement: Ms. Ondracek presented and informed the Board that she will be filing an Audit Extension on behalf of the District.

DIRECTOR ITEMS

Review and Discussion of Bids and Award Construction Contract for Widening of Ronald Reagan Blvd. to the I-25 Frontage Road: Director Gerrard reviewed the Bids and Award Construction Contract for Widening of Ronald Reagan Blvd to the I-25 Frontage Road with the Board and answered questions.

Approval of Galloway Amended Agreement for Widening Ronald Reagan Blvd to the I-25 Frontage Road: Mr. Rowley presented the Galloway Amended Agreement for Widening Ronald Reagan Blvd to the I-25 Frontage Road to the Board and answered questions. Following review and discussion, upon motion duly made by Director Gerrard, seconded by Director Williams and, upon vote, it was

RESOLVED to approve the Galloway Amended Agreement for Widening Ronald Reagan Blvd to the I-25 Frontage Road.

LEGAL ITEMS

Consider Approval of Construction Funding Loan Agreement: Director Gerrard presented the Construction Funding Loan Agreement to the Board and answered questions. Upon discussion, Director Gerrard and the Board decided to table this item until the next Special Board Meeting.

Consider Approval of Resolution Ratifying Prior Actions of the Board: Mr. Rowley presented the Resolution Ratifying Prior Actions of the Board to the Board and answered questions. Following review and discussion, upon motion duly made by Director Williams, seconded by Director Boehner and, upon vote, it was

RESOLVED to approve the Resolution Ratifying Prior Actions of the Board.

Consideration and Approval of Independent Contractor Agreement with

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Agora West: Director Gerrard presented the Independent Contractor Agreement with Agora West to the Board and answered questions. Upon discussion, Director Gerrard and the Board decided to table this item until the next Special Board Meeting.

ADJOURNMENT

There being no further business to come before the Board upon motion duly made by Director Williams, seconded by Director Gerrard and, upon unanimous vote, the meeting was adjourned at 11:28 a.m.

The foregoing minutes constitute a true and correct copy of the minutes of the above reference meeting.

Respectfully submitted,



Kevin Mitts, Recording Secretary