

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF

THOMPSON CROSSING METROPOLITAN DISTRICT NO. 2

HELD
July 18, 2023

The Special Meeting of the Board of Directors (“Board”) of Thompson Crossing Metropolitan District No. 2 (“District”) was held via Microsoft Teams at 11:00 a.m. on Tuesday, July 18, 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:

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 11:01 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 Director G. Gerrard noted an update to his disclosure that he is no longer an owner or officer of Gerrard Excavating, Inc. Each Board Member confirmed the rest of the contents of the written disclosures previously made stating the fact and summary nature of any matters as required under Colorado law to permit

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official action to be taken at the meeting. Additionally, the Board 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. Upon motion duly made by Director Gerrard, seconded by Director Williams and, upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as presented.

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

Director Comments: There were no director comments to come before the Board.

DISTRICT MANAGER ITEMS

Discuss and Consider Approval of Pinnacle Consulting Group, Inc. Addendum: Ms. Bromley presented the Pinnacle Consulting, Inc. Addendum for the added scope of work requested by the Board for the project to widen Ronald Reagan Blvd and answered questions. Upon motion duly made by Director Williams, seconded by Director Boehner and, upon vote, unanimously carried, it was

RESOLVED to approve the Pinnacle Consulting Group, Inc. Addendum with a not to exceed amount of \$9,800.00.

Discussion of the 2023 Proposed Special Meeting Schedule: Ms. Bromley presented the 2023 Proposed Special Meeting Schedule and answered questions. It was decided that Mr. Mitts would coordinate with Director Gerrard on a monthly basis to schedule future Special Board meetings on an as needed basis.

LEGAL ITEMS

Consider Approval of Independent Contractor Agreement with Agora West: Mr. Rowley presented Independent Contractor Agreement with Agora West to the Board and answered questions. Upon motion duly made by Director Gerrard, seconded by Director Williams and, upon vote, unanimously carried, it was

RESOLVED to approve the Independent Contractor Agreement with Agora West, subject to final review and approval by legal counsel.

Consider Approval of Construction Funding Loan Agreement with Gary

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Gerrard: Mr. Rowley presented the Construction Funding Loan Agreement with Gary Gerrard to the Board and answered questions. Director Boehner requested the cost of the Public Improvements on page eight of the Agreement to read “Two Million, Six Hundred Two Thousand, Eighty Dollars.” Following review and discussion, upon motion duly made by Director N. Gerrard, seconded by Director Williams with Director G. Gerrard abstaining and, upon vote, it was

RESOLVED to approve the Construction Funding Loan Agreement with Gary Gerrard subject to the cost of the Public Improvements on page eight of the Agreement to read “Two Million, Six Hundred Two Thousand, Eighty Dollars.”

Consider Approval of Construction Funding Loan Agreement Dale

Boehner: Mr. Rowley presented and answered questions. Director Boehner requested the cost of the Public Improvements on page eight of the Agreement to read “Two Million, Six Hundred Two Thousand, Eighty Dollars.” Following review and discussion, upon motion duly made by Director Williams, seconded by Director Gerrard with Director Boehner abstaining and, upon vote, it was

RESOLVED to approve the Construction Funding Loan Agreement Dale Boehner subject to the cost of the Public Improvements on page eight of the Agreement to read “Two Million, Six Hundred Two Thousand, Eighty Dollars.”

Consider Award Construction Contract for the Ronald Reagan Boulevard

Public Improvements to Gerrard Excavating, Inc.: Mr. Rowley presented awarding Construction Contract for the Ronald Reagan Boulevard Public Improvements to Gerrard Excavating, Inc. to the Board and answered questions. It was noted that Gerrard Excavating, Inc. was the only bidder for the project. Following review and discussion, upon motion duly made by Director Williams, seconded by Director Boehner with Director Gerrard abstaining upon approval by legal counsel and, upon vote, it was

RESOLVED to approve Awarding Construction Contract for the Ronald Reagan Boulevard Public Improvements to Gerrard Excavating, Inc.

OTHER MATTERS

There were no other matters to come before the Board.

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ADJOURNMENT

There being no further business to come before the Board upon motion duly made by Director Gerrard, seconded by Director Williams and, upon unanimous vote, the meeting was adjourned at 11:35 a.m.

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

Respectfully submitted,

Kevin Mitts
Kevin Mitts, Recording Secretary