

MINUTES OF THE JOINT SPECIAL MEETING OF THE
BOARDS OF DIRECTORS

SILVERSTONE METROPOLITAN DISTRICT NOS. 1, 2
AND 3

Held: October 28, 2021, at 9:00 A.M., held via Zoom
Teleconference.

Attendance/Qualification

A joint meeting of the Boards of Directors of SilverStone Metropolitan District Nos. 1, 2 and 3 was held as shown above and in accordance with the applicable statutes of the State of Colorado. The following Directors, having confirmed their qualification to serve on the Boards, were in attendance:

Jon R. Lee, Michael Strear, and Steve Rane

Edward Pluss (excused absence)

Also present for the District:, K. Sean Allen, Esq., White, Bear, Ankele, Tanaka & Waldron, Attorneys at Law, District general counsel; and Taysia Peterson, a resident.

Combined Meeting

The Boards of Directors of the Districts have determined to hold a joint meeting of the Districts and to prepare joint minutes of actions taken by the Districts in such meetings. Unless otherwise noted herein, all official action reflected in these minutes shall be deemed to be the action of all Districts. Where necessary, action taken by an individual District will be so reflected in these minutes.

Call to Order/Quorum

Director Lee noted that a quorum of the Districts' Boards was present and called the meeting to order.

Disclosure Matters

Mr. Allen advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. Allen reported that disclosures for those directors with potential or existing conflicts of interest were filed with the 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. Allen noted that a quorum was present and inquired into whether members of the Board had any additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures

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

Approval of Agenda

The Directors reviewed the agenda. Following discussion, upon motion duly made and seconded, the Boards unanimously approved the agenda.

Approval of Minutes

The minutes of the April 21, 2021 meeting were submitted to the Boards for approval. Following discussion, upon motion duly made and seconded, the Boards unanimously approved the minutes.

Construction Update

Project Status Report

Director Lee provided a summary to the Boards regarding the status of raw water use and its impact on future development. He noted that landscaping installation was ongoing, likely through spring or summer of 2022, and that some oil and gas areas have been plugged and abandoned.

Approval / Ratification of
Public Improvement
Construction Contract(s)

The Board discussed a change order for landscaping in District No. 1 in the amount of \$5,000. Following discussion, upon motion duly made and seconded, the Boards unanimously ratified the change order.

Contract Report – Bids and
Awards , Construction
Budgets

None.

Financial Matters

Financial Statements and
Payables

Director Rane presented the financial statements dated September 30, 2021 and payables to the Boards. Following discussion, upon motion duly made and seconded, the Boards unanimously ratified the payables and accepted the financials.

Public Hearing on 2021
Budget Amendment and
Consider Adoption of
Resolution Amending 2021
Budget

It was determined that no Amendment was needed.

Public Hearing on 2022 Budget and Consider Adoption of Resolution Approving 2022 Budget

Director Rane opened the public hearing on the 2022 Budget. No written objections have been received prior to the meeting. Ms. Peterson, a resident, asked and the Board responded to her questions, and then the hearing was closed.

Director Rane presented the 2022 Budget and Resolution Approving the 2022 Budget to the Boards. Following discussion, upon motion duly made and seconded the Boards unanimously adopted the Resolution Approving the 2022 Budget.

General Matters

Consider Adoption of Resolution Designating the Location of Regular Meetings of the BOD

The Boards discussed locations for regular meetings. Following discussion, upon motion duly made and seconded, the Boards unanimously approved the Resolution designating the Location of Regular Meetings of the BOD.

Discuss and Consider Approval of 2022 Renewal of Property and Liability Schedule and Limits

The Boards discussed the approval of the 2022 Renewal of Property and Liability Schedule and Limits. Following discussion, upon motion duly made and seconded the Boards unanimously approved the 2022 Renewal of Property and Liability Schedule and Limits.

Consider Approval of Resolution Calling May 3, 2022 Election

The Boards reviewed the Resolution Calling May 3, 2022 Director Election. Following discussion, upon a motion duly made and seconded, the Boards adopted the resolution and determined to post calls for nominations via the District website. The Board encouraged Ms. Peterson to seek election to the District No. 2 Board.

Boundary Adjustments with Series 2018 Bond Holder Consent

Director Rane summarized zoning, plat and land use approvals, noting that a revision in district boundaries is needed to accommodate development phasing and approvals. It was noted that the bond holders have given their collective consent for the boundary adjustment.

Consider First Amendment to 2019 Pledge Agreement Regarding Restatement of Section 2.07 Concerning District Payment Obligations and Excluded Property

Director Rane summarized the Amendment. Following discussion, upon a motion duly made and seconded, the Boards approved the First Amendment to 2019 Pledge Agreement.

Public Hearing on
Inclusions and Consider
Approval of Resolutions and
Orders for Inclusions

Director Rane opened the public hearing on the Petition for Inclusion of Property. Mr. Allen noted that notice of the public hearing was published in accordance with Colorado law and no written objections or comments have been received. There being no public comment, the hearing was closed.

Mr. Allen reviewed the Petition and Resolution and Order for Inclusion of Property with the Boards. Following discussion, upon a motion duly made and seconded, the Boards determined to grant the petition and adopt the resolution.

Public Hearing on
Exclusions and Consider
Approval of Resolutions and
Orders for Exclusions

Director Rane opened the public hearing on the Petition for Exclusion of Property. Mr. Allen noted that notice of the public hearing was published in accordance with Colorado law and no written objections or comments have been received. There being no public comment, the hearing was closed.

Mr. Allen reviewed the Petition and Resolution and Order for Exclusion of Property with the Boards. The Boards considered the factors to determine whether to grant or deny the petition for exclusion pursuant to Colorado law. Following discussion, upon a motion duly made and seconded, the Boards determined to grant the petition and adopt the resolution for exclusion.

Next Regular Meeting

The next regular meeting is April 28, 2022.

Adjournment

There being no further business to come before the Boards, and upon motion duly made, seconded and unanimously carried, the Boards determined to adjourn the meeting.

The foregoing minutes were approved by the Boards of Directors on April 28, 2022. The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

Steve Rane

Secretary for the Meeting