

MINUTES OF THE JOINT SPECIAL MEETING OF THE
BOARDS OF DIRECTORS

SILVERSTONE METROPOLITAN DISTRICT NOS. 1, 2
AND 3

Held: April 21, 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.

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 October 22, 2020, 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: housing construction in Filing 1, 2 and 3; Filing No. 4 entitlements and water; Filing Nos. 5-6 land sale contract status; Filing No. 7 entitlement and plat update; and noted that commercial area interest is on the increase.

Approval / Ratification of
Public Improvement
Construction Contract(s)

Director Rane summarized District Nos. 1 and 3 public improvement construction contract awards and change orders since the last meeting. Following discussion, upon motion duly made and seconded, the Boards unanimously ratified their contracts and change orders.

Contract Report – Bids and
Awards , Construction
Budgets

None.

Financial Matters

Financial Statements and
Payables

Director Rane presented the financial statements dated March 31st and payables to the Boards. Following discussion, upon motion duly made and seconded, the Boards unanimously ratified the payables and accepted the financials.

2020 Audit

Director Rane provided a summary of the audits for District Nos. 1-2 and audit exemption for District No. 3 to the Boards. Following discussion, upon a motion duly made and seconded, the Boards approved the audits and audit exemption.

General Matters

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| Consider Adoption of 2021 Annual Administrative Resolution | The Board reviewed the 2021 Annual Administrative Resolution. Following discussion, upon a motion duly made and seconded, the Board adopted the resolution. |
| Consider District No. 3 Approval of Capital Advance and Reimbursement Agreement with Silverstone Development Company | Director Rane provided a summary to the Board regarding the Capital Advance and Reimbursement Agreement between Silverstone Development Company and District No. 3 and noted the advances are needed by District No. 3 for public improvement construction. Following discussion, upon a motion duly made and seconded, the Board approved the agreement. |
| District Website | Director Rane reported that the Districts' website is now live. |
| 2021 Accounting/Construction Management Renewal and Rates | Director Rane provided a summary of the 2021 rates to the Boards. Following discussion, upon a motion duly made and seconded, the Boards approved the renewal and rates. |
| Discuss Future boundary Changes and New District Formation Needs | Director Rane provided a summary to the Boards that the commercial boundary is oversized based on the current size of the land that is zoned commercial. Director Rane indicated that a future boundary change is likely between District Nos. 2 and 3 as a result. Director Rane also noted that as an alternative the large residential District No. 2 may undergo additional boundary changes to allow for additional residential districts to be created. |
| Next Regular Meeting | The next regular meeting is October 28, 2021. |
| 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 October 28, 2021. The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting. |

Steve Rane
Steve Rane (Nov 24, 2021 09:24 MST)

Secretary for the Meeting