

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE STONE CREEK METROPOLITAN DISTRICT (THE “DISTRICT”) HELD APRIL 21, 2023

A Special Meeting of the Board of Directors (referred to hereafter as the “Board”) of the District was convened on Friday, April 21, 2023, at 12:00 p.m. The District Board meeting was held via Zoom video/telephone conference. The meeting was open to the public.

Directors In Attendance Were:

Ashley Racich
Peter J. Klymkow
Mauricio “Morris” Barbera
Amanda Roper
C.J. Waters

Also, In Attendance Were:

Mariah Watkins; CCH Acquisition LLC, d/b/a Goodwin & Company (“Goodwin”)

Elisabeth A. Cortese, Esq. and Suzanne Meintzer, Esq.; McGeady Becher P.C.

ADMINISTRATIVE MATTERS

Disclosures of Potential Conflicts of Interest: Attorney Cortese discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The Board noted that disclosures of potential conflict of interest statements for Directors Barbera and Klymkow were filed with the Secretary of State seventy-two hours in advance of the meeting. Attorney Cortese then requested that the Board members consider whether they had any additional conflicts of interest to disclose. Attorney Cortese noted for the record that there were no new disclosures made by the Directors present at the meeting and incorporated for the record those applicable disclosures made by the Board Members prior to this meeting and in accordance with the statutes.

Quorum/Confirmation of Meeting Location/Posting of Notice: Attorney Cortese confirmed the presence of a quorum.

The Board entered a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District’s Board meeting. It was noted that the District Board meeting was held by Zoom video / telephone conference. The Board further noted that notice providing the date, time and means of hosting the meeting was duly posted and

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that they have not received any objections, or any requests that the means of hosting the meeting be changed by taxpaying electors within the District's boundaries.

Agenda: Attorney Cortese presented for the Board's review and approval a proposed Agenda for the District's Special Meeting.

Following discussion, upon a motion made by Director Klymkow, seconded by Director Racich and, upon vote unanimously carried, the Agenda for the District's Special Meeting was approved.

EXECUTIVE SESSION

Executive Session: Pursuant to Sections 24-6-402(4)(a), (b) and (e), C.R.S., and upon a motion duly made by Director Racich, seconded by Director Roper and, upon vote unanimously carried, the Board convened in Executive Session at 12:09 p.m. for the sole purpose of receiving legal advice on negotiations related to property and public improvement acquisition matters and potential settlements. The executive session adjourned at 1:17 p.m.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director Racich, seconded by Director Waters and, upon vote unanimously carried, the meeting was adjourned.

Respectfully submitted,

By Shannon Torgerson
Secretary

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ATTORNEY STATEMENT REGARDING PRIVILEGED ATTORNEY-CLIENT COMMUNICATION

Pursuant to Sections 24-6-402(2)(d.5)(II)(b), C.R.S., I, Elisabeth A. Cortese, attest that, in my capacity as the attorney representing Stone Creek Metropolitan District, I attended the executive session meeting that the Board of Directors for Stone Creek Metropolitan District convened at 12:09 p.m. a.m. on April 21, 2023 for the sole purpose of receiving legal advice on negotiations related to property and public improvement acquisition matters and potential settlements, as authorized by Section 24-6-402(4)(a), (b) and (e), C.R.S. I further attest it is my opinion that all or a portion of the executive session discussion constituted a privileged attorney-client communication as provided by Section 24-6-402(4)(b), C.R.S., and, based on that opinion, no further record, written or electronic, was kept or required to be kept pursuant to Section 24-6-402(2)(d.5)(II)(b), C.R.S.

Signed

Elisabeth A. Cortese

Elisabeth A. Cortese, Esq.

Dated:

April 21, 2023