

MINUTES OF A JOINT MEETING OF THE BOARDS OF
DIRECTORS OF SWEETGRASS METROPOLITAN DISTRICT
NOS. 1, 2 AND 3

Held: 11:30 a.m., April 25, 2013, at 2500 Arapahoe Avenue,
Suite 220, Boulder, Colorado.

Attendance/Qualification

The meeting referenced above was held in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve, were in attendance:

Jon R. Lee
David G. Rhodes
Kim Lytle, excused absence

Also present for the Districts: Lewis G. Holtscaw, Secretary and Accountant; and Kristen Bear, White, Bear & Ankele Professional Corporation, District General Counsel.

Call to Order

A quorum of the boards was present and the directors confirmed their qualification to serve, and therefore, the meeting was called to order.

Combined Meeting

The districts are meeting in a combined board meeting. Unless otherwise noted below, the matters set forth below shall be deemed to be the action of Sweetgrass Metropolitan District No. 1 (the "District" or "District No. 1") with concurrence by the Sweetgrass Metropolitan District Nos. 2 and 3 ("District No. 2" and "District No. 3" respectively).

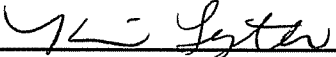
Disclosure Matters

Mr. Allen advised the boards that, pursuant to Colorado law, certain disclosures by the directors may be required prior to taking official action at the meeting. The agenda for the meeting was reviewed, following which each director confirmed that nothing appeared on the agenda for which disclosure certificates had not been filed. The disclosure certificates had been reviewed and were ordered to be made part of the official minutes of the meeting by reference. Additionally, the boards determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the boards to act.

Agenda

The agenda was reviewed and approved.

Minutes	The minutes of the October 25, 2012, meeting were submitted to the boards for approval. A motion was made by Director Rhodes, and seconded by Director Lee, to approve the minutes as presented. The motion passed unanimously.
Annual Administrative Resolution	Mrs. Bear presented the 2013 Annual Administrative Matters Resolution to the boards for their consideration, and noted that the Resolution covered various administrative matters that were required to be attended to by District consultants throughout the year. After further discussion of the Resolution, a motion was made by Director Rhodes, and seconded by Director Lee to approve the resolution. The motion passed unanimously.
2013 Hourly Rates for Construction Management and Accounting Services	The construction management and accounting services call for hourly rates to be determined, and Mr. Holtsclaw presented the 2013 hourly rates indicating the rates were the same as 2012. After a discussion, a motion was made by Director Rhodes, and seconded by Director Lee to accept the rates and continued provision of service to the Districts. The motion passed unanimously.
Construction	No new construction contract activity was reported. Director Lee indicated that additional public infrastructure may be needed in 2014 as more lots are sold. Motion by Director Rhodes, second by Director Lee, authorizing Director Lee to proceed with public improvement construction contracts as necessary.
Financial Matters and Payables	Mr. Holtsclaw presented six months (to March 2013) financial statements and payables for approval. After further discussion of the statements and payables, a motion was made by Director Rhodes, and seconded by Director Lee to accept the financial statements, and approve the payables as presented. The motion passed unanimously.
2012 Audit	Discussion about and approval of the 2012 audits.
Adjournment	There being no further business to come before the boards, and following discussion 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 24, 2013. The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.



 Secretary for the Meeting