

**RESOLUTION  
OF THE BOARDS OF DIRECTORS OF  
FOSSIL RIDGE METROPOLITAN DISTRICT NOS. 2-3**

**ESTABLISHING A SOCIAL COMMITTEE**

WHEREAS, Fossil Ridge Metropolitan District Nos. 2-3 (“Districts”) are quasi-municipal corporations and political subdivisions of the State of Colorado, duly organized and existing pursuant to §§ 32-1-101, *et seq.*, C.R.S.; and

WHEREAS, pursuant to § 32-1-1001(1)(h), C.R.S., the Boards of Directors of the Districts (the “Boards”) are empowered with management, control, and supervision of all business and affairs of the Districts; and

WHEREAS, pursuant to § 32-1-1001(1)(m), C.R.S., the Boards are authorized to adopt, amend, and enforce bylaws and rules and regulations not in conflict with the constitution and laws of Colorado for carrying on the business, objects, and affairs of the Boards and the Districts; and

WHEREAS, the Boards desire to establish a Social Committee for the purpose of promoting efficient and effective Social community events through the Districts.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE DISTRICT AS FOLLOWS:

1. Establishment and Purpose of the Social Committee. The Boards hereby establish a Social Committee for the purpose of assessing the need for appropriate community and social events, necessary funding therefor, and to make recommendations to the Boards regarding community and social events.

2. Authority of the Social Committee.

(A) The Social Committee is hereby authorized to assess the need for appropriate community and social events, necessary funding therefore, and to make recommendations to the Boards regarding community and social events.

(B) The Social Committee shall present a standardized report to the Boards at a minimum of quarterly at the regular Districts’ Board meetings, and more often as desired by the Social Committee or directed by the Boards in conjunction with a regular or special meeting. Such standardized report shall be provided to the Districts’ manager in writing no later than one week before any such meeting, and shall be signed by the chairperson of the Social Committee.

(C) The Social Committee shall meet a minimum of twice every calendar year.

(D) The Social Committee does not have the authority to give directions and/or instructions to contractors, management, consultants or employees of the Districts, unless otherwise approved by the Boards.

3. Committee Members. The Social Committee members will be appointed by the Boards from time to time as reflected in the minutes of the Boards' meeting at which such appointment is made, but shall not exceed a total of five (5) members. The Social Committee members shall serve at the pleasure of the Boards and may be removed at any time, with or without cause, by the Boards. The Social Committee members shall serve as volunteers and are not entitled to any compensation for their service on the Social Committee, but are entitled to reimbursement for any pre-approved out-of-pocket costs incurred by them for Social Committee purposes, subject to budget limitations. The Social Committee members shall, from among the membership of the Social Committee, select one of them to act as the chairperson of the Social Committee, and may further select one person to serve as the co-chairperson of the Social Committee.

4. Relationship to the Board and the District Manager.

(A) The Social Committee's primary point of contact for coordinating recommendations as to community and social events is the Districts' manager.

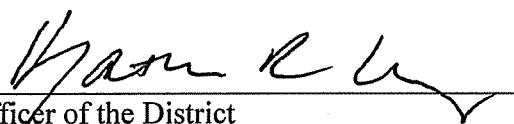
5. Amendment. The Districts expressly reserve the right to amend, revise, redact, and/or repeal the Social Committee's authority granted in this Resolution in whole or in part, from time to time in order to further the purpose of carrying on the business, objects, and affairs of the Districts. The foregoing shall specifically include, but not be limited to, the right to remove Social Committee members, increase the number of Social Committee Members, add to or reduce the authority of the Social Committee, eliminate the Social Committee or change the budget allocated to the Social Committee, in the Boards' discretion.

6. Severability. If any term or provision of this Resolution is found to be invalid or unenforceable by a court of competent jurisdiction or by operation of any applicable law, such invalid or unenforceable term or provision shall not affect the validity of the remainder of the resolution or rules and regulations, as a whole, but shall be severed, leaving the remaining terms or provisions in full force and effect. In addition, in lieu of such void or unenforceable provision, there shall automatically be added a provision similar in terms to such illegal, invalid or unenforceable provision so that the resulting reformed provision is legal, valid and enforceable.

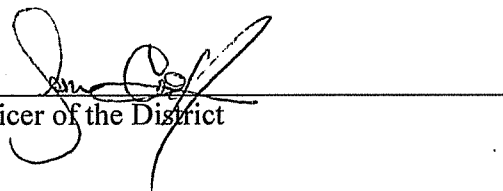
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RESOLVED, ADOPTED AND APPROVED this 26<sup>th</sup> day of September, 2017.

FOSSIL RIDGE METROPOLITAN DISTRICT  
NO. 2

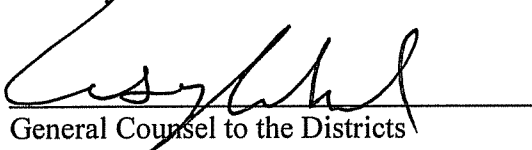
  
\_\_\_\_\_  
Officer of the District

FOSSIL RIDGE METROPOLITAN DISTRICT  
NO. 3

  
\_\_\_\_\_  
Officer of the District

APPROVED AS TO FORM:

WHITE BEAR ANKELE TANAKA & WALDRON  
Attorneys at Law

  
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General Counsel to the Districts