

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

**ESTABLISHING A LANDSCAPING 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 Landscaping Committee for the purpose of ensuring sustainable, efficient and effective landscaping services are provided throughout all property within the Districts.

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

1. Establishment and Purpose of the Landscaping Committee. The Boards hereby establish a Landscaping Committee for the purpose of reviewing all common areas within the Districts, and to further make recommendations regarding the care and maintenance of the common areas within the Districts.

2. Authority of the Landscaping Committee.

(A) The Landscaping Committee is hereby authorized to assist in the oversight of landscape services performed on property within the Districts, and to make specific recommendations to the Districts’ Manager/Boards regarding ways to sustain and improve the efficiencies and/or effectiveness of such services.

(B) The Landscaping Committee shall present a formal report to the Districts’ Manager/Boards at a minimum of quarterly at the regular Districts’ Board meetings, and more often as desired by the Landscaping Committee or directed by the Boards in conjunction with a regular or special meeting. Such 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 Landscaping Committee. The formal report shall cover landscape items such as trees, shrubs, bed plantings, annual flower plantings, turf areas, native grass areas and irrigation within the Districts’ property.

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

(D) The Landscaping 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 Landscaping 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 nine (9) members. The Landscaping 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 Landscaping Committee members shall serve as volunteers and are not entitled to any compensation for their service on the Landscaping Committee, but are entitled to reimbursement for any pre-approved out-of-pocket costs incurred by them for Landscaping Committee purposes, subject to budget limitations. The Landscaping Committee members shall, from among the membership of the Landscaping Committee, select one of them to act as the chairperson of the Landscaping Committee, and may further select one person to serve as the co-chairperson of the Landscaping Committee.

4. Relationship to the Board and the District Manager.

(A) The Landscaping Committee's primary point of contact for coordinating reviews of landscaped areas and meeting with relevant contractors is the Districts' manager.

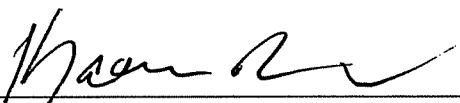
5. Amendment. The Districts expressly reserve the right to amend, revise, redact, and/or repeal the Landscaping Committee's authority granted in this Resolution in whole or in part, from time to time in order to further the purpose of carrying on the business, objects, and affairs of the Districts. The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

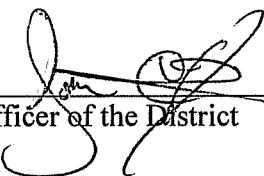
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RESOLVED, ADOPTED AND APPROVED this 26<sup>th</sup> day of September, 2017.

FOSSIL RIDGE METROPOLITAN DISTRICT  
NO. 2

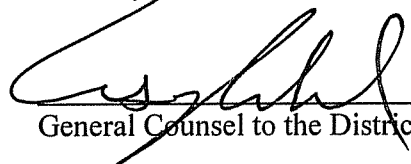
  
\_\_\_\_\_  
Officer of the District

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