

**AMENDED AND RESTATED RESOLUTION
OF THE BOARD OF DIRECTORS OF
MIDTOWN AT CLEAR CREEK METROPOLITAN DISTRICT**

ESTABLISHING A GARDEN COMMITTEE

WHEREAS, Midtown at Clear Creek Metropolitan District (“District”) is a quasi-municipal corporation and political subdivision 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 Board of Directors of the District (the “Board”) is empowered with management, control, and supervision of all business and affairs of the District; and

WHEREAS, pursuant to § 32-1-1001(1)(m), C.R.S., the Board is 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 Board and the District; and

WHEREAS, the Board desires to establish a Garden Committee for the purpose of ensuring efficient and effective use of the garden areas, both the individual homeowner plots as well as the farm area, and to make recommendations to the Board on ways to improve the same.

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

1. Establishment and Purpose of the Garden Committee. The Board hereby establishes a Garden Committee for the purpose of reviewing all garden areas, both the individual homeowner plots as well as the farm area, and to further make recommendations to the Board on ways to improve the efficiencies and/or effectiveness of any relevant garden areas.

2. Authority of the Garden Committee.

(A) The Garden Committee is hereby authorized to assist in the oversight of all garden areas, both the individual homeowner plots as well as the farm area, and to further make recommendations to the Board on ways to improve the efficiencies and/or effectiveness of any relevant garden areas.

(B) The Garden Committee shall present a standardized report to the Board at a minimum of quarterly at the regular District Board meetings, and more often as desired by the Garden Committee or directed by the Board in conjunction with a regular or special meeting. Such standardized report shall (i) include a current list of all members, (ii) be provided to the District’s manager in writing no later than one week before any such meeting, and (iii) shall be signed by the chairperson of the Garden Committee.

(C) The Garden Committee shall meet a minimum of twice every calendar year. The Garden Committee shall provide prior notice of all meetings to the District Manager at least ten (10) days before such meetings, and all meetings shall be open to the public.

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

3. Committee Members. The Garden Committee members will be reflected in the minutes of the Board meeting at which a standardized report is presented in accordance with Section 2(b) of this Resolution. The Garden Committee members shall serve at the pleasure of the Board and may be removed at any time, with or without cause, by the Board. The Garden Committee members shall serve as volunteers and are not entitled to any compensation for their service on the Garden Committee, but are entitled to reimbursement for any pre-approved out-of-pocket costs incurred by them for Garden Committee purposes, subject to budget limitations. The Garden Committee members shall, from among the membership of the Garden Committee, select one of them to act as the chairperson of the Garden Committee, and may further select one person to serve as the co-chairperson of the Garden Committee.

4. Relationship to the Board and the District Manager.

(A) The Garden Committee's primary point of contact for coordinating the review of garden areas and meeting with relevant homeowners and contractors is the District's Manager and the Garden Committee's Board liaison as appointed by the Board from time to time. Outside of Board meetings, the Garden Committee chairperson shall communicate directly with the District Manager and the Board liaison as necessary.


5. Amendment. The District expressly reserves the right to amend, revise, redact, and/or repeal the Garden 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 District. The foregoing shall specifically include, but not be limited to, the right to remove Garden Committee members, increase the number of Garden Committee Members, add to or reduce the authority of the Garden Committee, eliminate the Garden Committee or change the budget allocated to the Garden Committee, in the Board's 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 1 day of Nov, 2018.

MIDTOWN AT CLEAR CREEK
METROPOLITAN DISTRICT



Officer of the District

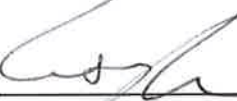
ATTEST:



Secretary

APPROVED AS TO FORM:

WHITE BEAR ANKELE TANAKA & WALDRON
Attorneys at Law



General Counsel to the District