

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

ESTABLISHING A PARK ADVISORY 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 Park Advisory Committee for the purpose of generally advising the Board on matters reasonably pertinent to members of the District.

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

1. Establishment and Purpose of the Park Advisory Committee. The Board hereby establishes a Park Advisory Committee for the purpose of reviewing all parks within the District and making specific recommendations to the Board to address the current and future needs of the residents, property owners and taxpayers of the District.

2. Authority of the Park Advisory Committee.

(A) The Park Advisory Committee is hereby authorized to review all parks within the District and to further make specific recommendations to the Board to address the current and future needs of the residents, property owners and taxpayers within the District.

(B) The Park Advisory 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 Park Advisory 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 Park Advisory Committee.

(C) The Park Advisory Committee shall meet a minimum of twice every calendar year. The Park Advisory 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 Park Advisory Committee does not have the authority to give directions and/or instructions to contractors, management, consultants or employees of the District, unless otherwise prior approved by the Board.

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

4. Relationship to the Board and the District Manager.

(A) The Park Advisory Committee's primary point of contact for any recommended policies or procedures, or the implementation of the same, is the District's Manager and the Park Advisory Committee Board liaison as appointed by the Board from time to time. Outside of Board meetings, the Park Advisory 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 Park Advisory 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 Advisory Committee members, increase the number of Park Advisory Committee Members, add to or reduce the authority of the Park Advisory Committee, eliminate the Park Advisory Committee or change the budget allocated to the Park Advisory 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.

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