

**RESOLUTION
OF THE BOARD OF DIRECTORS OF
BRIGHTON CROSSINGS OPERATIONS BOARD**

**ELIMINATING THE LANDSCAPING COMMITTEE
AND ESTABLISHING AN ENHANCEMENT COMMITTEE**

WHEREAS, Brighton Crossings Operations Board (the “**Authority**”) was formed by virtue of an Establishment Agreement (the “**Agreement**”) by and among Brighton Crossing Metropolitan District Nos. 4-8 (the “**Districts**”), pursuant to § 29-1-203, C.R.S., and in conformity with § 29-1-203.5, C.R.S., upon the mutual execution of the Agreement by the Districts, and is a political subdivision of the State of Colorado; and

WHEREAS, Brighton Crossing Metropolitan District No. 4 (“**District No. 4**”) previously established the Landscaping Committee by resolution adopted on June 11, 2018; and

WHEREAS, on June 11, 2019, District No. 4 adopted that certain Resolution Assigning Committee Oversight to the Brighton Crossings Operations Board, through which the Authority assumed oversight of the Landscaping Committee; and

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

WHEREAS, pursuant to § 32-1-1001(1)(m), C.R.S. and the Agreement, 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 Authority; and

WHEREAS, the Board has determined it to be in the best interests of the Authority to clarify and reorient the authority of the Landscaping Committee and to rename is as the Enhancement Committee; and

WHEREAS, the Board desires to establish the Enhancement Committee for the purpose of gathering community input, recommending capital enhancement and improvement projects on Authority owned and/or maintained property and carrying out enhancement projects approved by the Board.

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

1. Elimination of the Landscaping Committee. The Board hereby eliminates the Landscaping Committee established by the Resolution Establishing a Landscaping Committee dated August 8, 2018, adopted by District No. 4.

2. Establishment and Purpose of the Enhancement Committee. The Board hereby establishes an Enhancement Committee for the purpose gathering community input, recommending capital enhancement and improvement projects on Authority owned and/or maintained property and carrying out enhancement projects approved by the Board.

3. Authority of the Enhancement Committee.

(A) Scope of Authorization. The Enhancement Committee is hereby authorized to assist the Board in the enhancement and improvement of property owned and/or maintained by the Authority and to make specific recommendations to the Board regarding ways to improve such properties. The Enhancement Committee does not have the authority to give directions and/or instructions to contractors, management, consultants or employees of the Authority.

(B) Reporting Requirements. The Enhancement Committee shall present a standardized report to the Board at regular and special meetings of the Board at least once per quarter, and more often as desired by the Enhancement Committee or directed by the Board. Such standardized report shall be prepared by the Enhancement Committee Chairperson, as defined below, and shall be provided to the Authority's manager in writing no later than one week before any such meeting, and shall be signed by the chairperson of the Enhancement Committee. Such report should include detailed status updates regarding current approved projects, descriptions of planned projects pending approval, and comments on budgeting priorities for the next budget year.

(C) Meetings. The Enhancement Committee shall meet a minimum of twice every calendar year. The Enhancement Committee shall be entitled to meet as often as it determines is necessary and helpful in achieving its authorized purposes. The Authority Manager and/or the Authority Manager's authorized representative may attend up to four meetings of the Enhancement Committee per year. The Chairperson of the Enhancement Committee shall provide the Authority Manager and/or the Authority Manager's authorized representative with notice of any scheduled Enhancement Committee meeting at least one-week prior to such meeting.

4. Committee Members. The Enhancement Committee members will be appointed by the Board from time to time as reflected in the minutes of the Board meeting at which such appointment is made, but shall not exceed a total of seven (7) members. The Enhancement 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 Enhancement Committee members shall serve as volunteers and are not entitled to any compensation for their service on the Enhancement Committee, but are entitled to reimbursement for any pre-approved out-of-pocket costs incurred by them for Enhancement Committee purposes, subject to budget limitations. The Enhancement Committee members shall, from among the membership of the Enhancement Committee, select one of them to act as the Chairperson of the Enhancement Committee, and may further select one person to serve as the co-chairperson of the Enhancement Committee.

5. Relationship to the Board and the Authority's Manager. The Enhancement Committee's primary point of contact for coordinating its reports is the Authority's manager and/or the Authority Manager's authorized representative.

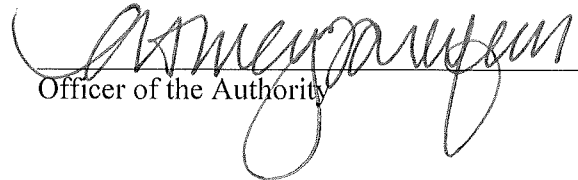
6. Amendment. The Authority expressly reserves the right to amend, revise, redact, and/or repeal the Enhancement Committee's authority granted in this Resolution in whole or in part, from time to time in order to further the purpose of carrying on the business, objects, and affairs of the Authority.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

7. 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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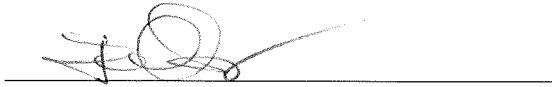
RESOLVED, ADOPTED AND APPROVED this 3rd day of March, 2020.

BRIGHTON CROSSINGS OPERATIONS
BOARD




Officer of the Authority

ATTEST:



APPROVED AS TO FORM:

WHITE BEAR ANKELE TANAKA & WALDRON
Attorneys at Law



General Counsel to the Authority