

**FIRST AMENDED AND RESTATED
RESOLUTION
OF THE BOARD OF DIRECTORS OF
HIGH PLAINS METROPOLITAN DISTRICT
ESTABLISHING A LANDSCAPE COMMITTEE**

WHEREAS, High Plains Metropolitan District (the “**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. (the “**Special District Act**”); and

WHEREAS, pursuant to § 32-1-1001(1)(h), C.R.S., the Board of Directors of the District (the “**Board**”) is empowered to have the 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, pursuant to a Resolution of the Board of Directors of High Plains Metropolitan District Establishing a Landscaping Committee dated August 28, 2018 (the “**Prior Resolution**”), the Board established a landscape committee; and

WHEREAS, the Board repealed and replaced the Prior Resolution in its entirety by the adoption of an *Amended and Restated Resolution of the Board of Directors of High Plains Metropolitan District Establishing a Landscaping Committee* dated August 20, 2020 (the “**2020 Resolution**”); and

WHEREAS, pursuant to this resolution, the Board desires to amend and restate the 2020 Resolution and adopt this resolution e; and

WHEREAS, the Board desires to establish a landscape committee for the purposes of ensuring efficient and effective landscaping services are provided throughout all property owned and/or maintained by the District.

WHEREAS, the Board desires the landscape committee to provide recommendations and suggestions to the Board with respect to District landscaping matters in an effort to promote the health, safety, prosperity, security and general welfare of the inhabitants of the District.

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

1. Repeal and Replacement of Prior Resolution and 2020 Resolution. The Prior Resolution and 2020 Resolution are hereby repealed and replaced in their entirety by this resolution.

2. Creation and Establishment of the Landscape Committee. The Board hereby creates and establishes the High Plains Metropolitan District Landscape Committee (the “**Landscape Committee**”).

3. Role of Landscape Committee. The Landscape Committee is established to provide recommendations and suggestions to the Board with respect to landscape matters, as may be requested by the Board from time to time. Such matters may include, but are not limited to, assisting the Board in prioritizing landscape improvement projects within the District.

a. The Landscape Committee is authorized to assist the Board with the following:

- i. Review and evaluate landscaping owned, managed and maintained by the District;
- ii. Provide recommendations and alternatives to the Board concerning the management and long term planning for new landscaping and renovation of existing landscaping;
- iii. Provide recommendations on landscape maintenance;
- iv. Provide recommendation on water conservation measures;
- v. Collect resident, property owner and taxpayer input from a broad cross-section of the District;
- vi. Facilitate community dialogue, public education and outreach;
- vii. Serve as a source for ideas, new concepts, suggestions and innovations;
- viii. Provide advice and recommendations to the District’s manager and the Board on District landscape matters; and
- ix. Perform such other functions as directed by the District’s manager or the Board.

b. The Landscape Committee does not have the authority to give directions and/or instructions to the District’s manager or its employees, or to contractors, consultants or employees of the District, unless otherwise approved by the Board. In addition, the Landscape Committee has only such authority as given by the Board and has no authority to bind the District. All communication with and direction to consultants, contractors or employees is the sole responsibility of the Board and the District’s manager.

4. Committee Members. The Landscape 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. The number of members of the Landscape Committee is at the discretion of the Board, with members acting in a volunteer capacity. Each Landscape Committee member shall serve for a term of one (1) year from the date of their appointment, and may, upon expiration of their term, be reappointed in the discretion of the Board. Each Landscape Committee member, at the time of appointment and continuing uninterrupted thereafter while serving on the Landscape Committee, shall be an “Eligible Elector” of the District, as such term is defined in the Special District Act. The Landscape 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 Landscape Committee members shall serve as volunteers and are not entitled to any compensation for their service on the Landscape Committee, but are entitled to reimbursement for any pre-approved out-of-pocket costs incurred by them for Landscape Committee purposes, subject to budget limitations. At the discretion of the Board, the chairperson of the Landscape Committee may be (i) appointed by the Board, or (ii) if not appointed by the Board, the Landscape Committee members shall, from among the membership of the Landscape Committee, select one of them to act as the chairperson of the Landscape Committee. If special purpose groups are formed from Landscape Committee members for specific projects or areas of interest, a group leader may be selected from the group who will report to the chairperson of the Landscape Committee.

5. Conflicts of Interest. If any members of the Landscape Committee conclude that they have a conflict of interest or an appearance of fairness problem with respect to a matter pending before the Landscape Committee so that they cannot discharge their duties on the Landscape Committee, they shall disqualify themselves from participating in the deliberations and the decision-making process with respect to the matter.

6. Point of Contact. The Landscape Committee’s primary point of contact is the District’s manager.

7. Amendment. The District expressly reserves the right to amend, revise, redact, and/or repeal the Landscape 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 Landscape Committee members, increase the number of Landscape Committee Members, add to or reduce the authority of the Landscape Committee, eliminate the Landscape Committee or change the budget allocated to the Landscape Committee, all in the Board’s sole and absolute discretion.

8. 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.

[Signature page follows.]

RESOLVED, ADOPTED AND APPROVED this 18th day of February, 2021.

HIGH PLAINS METROPOLITAN DISTRICT

Shawn P. McGoff

Shawn P. McGoff (Mar 6, 2021 06:52 MST)

Officer of the District

ATTEST:

Jill Shadwell

Jill Shadwell (Mar 8, 2021 07:17 MST)

Secretary

APPROVED AS TO FORM:

WHITE BEAR ANKELE TANAKA & WALDRON
Attorneys at Law



General Counsel to the District

Signature page to First Amended and Restated Resolution of the Board of Directors of High
Plains Metropolitan District Establishing a Landscape Committee