

**RESOLUTION
OF THE BOARDS OF DIRECTORS OF
FOSSIL RIDGE METROPOLITAN DISTRICT NOS. 2-3
ESTABLISHING A RETREAT/POOL 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 Retreat/Pool Committee for the purpose of working on strategies to provide resort-style facilities for residents of Solterra, providing sustainable solutions that meet the needs of today's residents while planning for future growth, working to maintain the success of the Retreat and pool, ensuring fair and equitable use of the facilities to all members of the Solterra community, and to ensure that the Retreat and pool are available for the enjoyment of the homeowners, with safety, security, health, and comfort of the community being the primary objective.

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

1. Establishment and Purpose of the Retreat/Pool Committee. The Boards hereby establish a Retreat/Pool Committee for the purpose of working on strategies to provide resort-style facilities for residents of Solterra, providing sustainable solutions that meet the needs of today's residents while planning for future growth, working to maintain the success of the Retreat and pool, ensuring fair and equitable use of the facilities to all members of the Solterra community, and to ensure that the Retreat and pool are available for the enjoyment of the homeowners, with safety, security, health, and comfort of the community being the primary objective.

2. Authority of the Retreat/Pool Committee.

(A) The Retreat/Pool Committee is hereby authorized to review necessary operation, maintenance, including repairs and replacement, associated with the Retreat and pool, and to further make recommendations to the Boards to sustain and improve the efficiencies and/or effectiveness of any relevant Retreat and pool services and facilities.

(B) The Retreat/Pool Committee shall present a standardized report to the Boards at a minimum of quarterly at the regular Districts’ Board meetings, and more often as desired by the Retreat/Pool Committee or directed by the Boards in conjunction with a

regular or special meeting. Such standardized 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 Retreat/Pool Committee.

(C) The Retreat/Pool Committee shall meet a minimum of twice every calendar year.

(D) The Retreat/Pool 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 Retreat/Pool 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 ten (10) members. The Retreat/Pool 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 Retreat/Pool Committee members shall serve as volunteers and are not entitled to any compensation for their service on the Retreat/Pool Committee, but are entitled to reimbursement for any pre-approved out-of-pocket costs incurred by them for Retreat/Pool Committee purposes, subject to budget limitations. The Retreat/Pool Committee members shall, from among the membership of the Retreat/Pool Committee, select one of them to act as the chairperson of the Retreat/Pool Committee, and may further select one person to serve as the co-chairperson of the Retreat/Pool Committee.

4. Relationship to the Board and the District Manager.

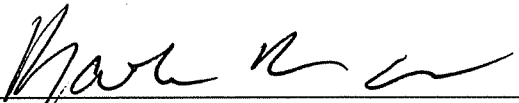
(A) The Retreat/Pool Committee's primary point of contact for coordinating recommendations is the Districts' manager.

5. Amendment. The Districts expressly reserve the right to amend, revise, redact, and/or repeal the Retreat/Pool 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 Retreat/Pool Committee members, increase the number of Retreat/Pool Committee Members, add to or reduce the authority of the Retreat/Pool Committee, eliminate the Retreat/Pool Committee or change the budget allocated to the Retreat/Pool 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.

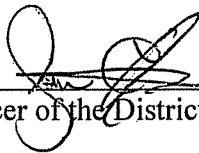
RESOLVED, ADOPTED AND APPROVED this 26th day of September, 2017.

FOSSIL RIDGE METROPOLITAN DISTRICT
NO. 2



Officer of the District

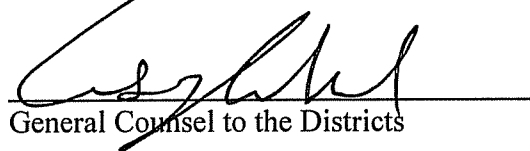
FOSSIL RIDGE METROPOLITAN DISTRICT
NO. 3



Officer of the District

APPROVED AS TO FORM:

WHITE BEAR ANKELE TANAKA & WALDRON
Attorneys at Law



General Counsel to the Districts