

**JOINT RESOLUTION OF
THE BOARDS OF DIRECTORS OF THE
EBERT METROPOLITAN DISTRICT AND THE
TOWN CENTER METROPOLITAN DISTRICT
REGARDING FORMATION OF A LANDSCAPE COMMITTEE**

WHEREAS, the Town Center Metropolitan District (“Town Center”) and the Ebert Metropolitan District (“Ebert,” and together with Town Center the “Districts”) were organized as special districts pursuant to the Special District Act, § 32-1-101, et seq., C.R.S., and are located within the City and County of Denver; and

WHEREAS, the Boards of Directors of the Districts (the “Boards”) have a duty to perform certain obligations in order to assure the efficient operation of the Districts; and

WHEREAS, pursuant to § 32-1-1001(1)(h), C.R.S., the Boards have the power to manage, control, and supervise all of the business and affairs of the Districts; and

WHEREAS, pursuant to § 32-1-1001(1)(m), C.R.S., the Boards have the power to adopt, amend, and enforce bylaws, and rules and regulations not in conflict with the constitution and laws of this state for carrying on the business, objects, and affairs of the respective Boards and of the Districts; and

WHEREAS, together, the Boards wish to ensure that the residents, taxpayers and constituents of the Districts and the larger community generally, which includes Town Center and Ebert as well as Town Center Metropolitan District Subdistrict No. 1, Town Center Metropolitan District Subdistrict No. 2, Town Center Metropolitan District Subdistrict No. 3, Town Center Metropolitan District Subdistrict No. 4, and Town Center Metropolitan District Subdistrict No. 5 (collectively, the “Subdistricts”), have input and an organized method by which to communicate concerns to the Districts and their contractors and consultants regarding landscaping within the community that is owned by the Districts or the Subdistricts (the “District Landscaping”); and

WHEREAS, Town Center is responsible for operations and maintenance of public improvements and facilities related to the Districts including but not limited to the District Landscaping, and Ebert is responsible for providing funding for the reasonable and cost effective costs of such operations and maintenance through the imposition of an ad valorem property tax and various fees; and

WHEREAS, to best serve the public’s needs and the needs of residents, taxpayers and constituents of the Districts, the Districts recognizes the importance of seeking public input and feedback regarding District Landscaping and therefore wish to form a joint committee to address such issues (as more fully described herein, the “Landscape Committee”); and

WHEREAS, the Landscape Committee shall serve as a beneficial means by which the Boards may seek and receive resident input in a direct and educated manner, allow residents to

voice concerns, and effectuate corrective actions, when necessary, by direct consultation with the Districts' contractors and consultants; and

WHEREAS, to make the most efficient and effective use of the Landscape Committee, the Boards desire to implement rules, policies, and procedures for the Landscape Committee as set forth herein.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARDS OF DIRECTORS OF THE EBERT METROPOLITAN DISTRICT AND THE TOWN CENTER METROPOLITAN DISTRICT AS FOLLOWS:

1. The Boards hereby form a Landscape Committee of the Districts, the purpose of which is to serve in an advisory role and make recommendations to the Boards regarding policies and operations related to District Landscaping, and, as authorized herein, to act as a liaison between the Districts, the developer of the undeveloped property within the Districts (currently Clayton Properties Group II, Inc., d.b.a. Oakwood Homes), and the Districts' managers (currently Timberline District Consulting, LLC, for Town Center, and Community Resource Services for Ebert). The Landscape Committee has no authority to make decisions on behalf of the Districts without the express written consent or delegation of the respective Boards of the Districts.

2. The Landscape Committee shall be comprised as follows:

a. The Landscape Committee shall be comprised of nine (9) members. Two Landscape Committee positions shall be allocated to Ebert to be filled by two individuals who may or may not be residents of any of the Districts or Subdistricts (the "Ebert Members"); two Landscape Committee positions shall be allocated to Town Center to be filled by two individuals who may or may not be residents of any of the Districts or Subdistricts (the "Town Center Members"); and one Landscape Committee member position shall be allocated to each of the five Subdistricts (five positions total), each such position to be filled by a resident from each of the respective Subdistricts (the "Subdistrict Members").

b. All Landscape Committee members need to be team players who have high integrity, the ability to make wise decisions, a positive attitude, self-control (especially on social media), competence, high character, and are committed to neighborhood unity and well-being while acting in a professional and reasonable manner. All Landscape Committee members must see themselves as representatives of their neighbors and understand that for the community to do well it is best that the Landscape Committee presents unified positive positions.

c. The Districts shall solicit applications from interested residents of the Subdistricts and others to serve on the Landscape Committee throughout the year each year. Such applications shall be reviewed by the Boards.

d. The Ebert Members shall be appointed by Ebert's Board of Directors (the "Ebert Board") in the Ebert Board's sole and absolute discretion, shall serve at the pleasure of the Ebert Board, and may be removed at any time by action of the Ebert Board. The term of the Ebert Members shall be approximately one year and run from the first annual meeting of the Ebert Board to the next such annual meeting, at the Ebert Board's discretion. Any Ebert Member who is appointed to serve on the Landscape Committee after the first annual meeting of the Ebert Board in any given year shall serve until the next such annual meeting.

e. The Town Center Members and the Subdistrict Members shall be appointed by Town Center's Board of Directors (the "Town Center Board") in the Town Center Board's sole and absolute discretion, shall serve at the pleasure of the Town Center Board, and may be removed at any time by action of the Town Center Board. The term of the Town Center Members and the Subdistrict Members shall be approximately one year and run from the first annual meeting of the Town Center Board to the next such annual meeting, at the Town Center Board's discretion. Any Town Center Member or Subdistrict Member who is appointed to serve on the Landscape Committee after the first annual meeting of the Town Center Board in any given year shall serve until the next such annual meeting.

f. The Ebert Board and Town Center Board shall in good faith endeavor to fill all of their respectively allocated Landscape Committee positions each year and to fill any vacancies that may occur from time to time.

3. The Landscape Committee and its members may meet and confer as is reasonably necessary to carry out the Landscape Committee's purposes as set forth herein.

4. The Landscape Committee shall nominate a chairperson from its membership on an annual basis at its first meeting following the first annual meetings of the Ebert Board and the Town Center Board or as soon as practicable thereafter.

5. All actions of the Landscape Committee shall require a majority vote of a quorum of the Landscape Committee. A quorum of the Landscape Committee shall consist of a majority of the then-serving Landscape Committee members. Each member of the Landscape Committee shall be entitled to one vote on all Landscape Committee matters.

6. The Landscape Committee shall fulfill the following purposes:

a. At the Landscape Committee's discretion, conduct surveys of the residents within the Districts and the Subdistricts regarding issues related to District Landscaping.

b. Receive comments from residents and constituents within the Districts and the Subdistricts regarding issues related to District Landscaping.

c. Based on personal observations, comments received, and results of any surveys conducted, compile a list of issues, including, but not limited to, safety issues, regarding District Landscaping (as updated from time to time the "List of District Landscaping Issues").

d. Transmit the List of District Landscaping Issues to the Boards, the developer of the undeveloped property within the Districts, and the Districts' managers on an as needed basis.

e. Report to the Boards at the end of each quarter on the progress in addressing the List of District Landscaping Issues by the Districts, the developer, and/or the Districts' managers, as applicable. For purposes of reporting, quarters shall be designated as follows:

- Q1: Nov-Dec-Jan
- Q2: Feb-Mar-Apr
- Q3: May-June-July
- Q4: Aug-Sept-Oct

f. Make recommendations to the Boards regarding policies, procedures and approaches regarding District Landscaping in order to manage the District Landscaping in the most effective, cost-efficient, and prudent manner possible, including but not limited to identifying items the Boards need to address themselves, with the developer, and/or with the Districts' managers related to District Landscaping. In particular, the Committee will observe, investigate and follow up on matters related to District Landscaping to ensure the Districts are not spending money unnecessarily on poor landscaping services or management, including but not limited to improper planting techniques, selections of inappropriate plants, poor maintenance of plant material, as well as tree warranties that are of shorter duration than industry standard.

g. Whenever possible, the Committee should seek input from credible industry experts such as the City and County of Denver Forestry and Colorado State University.

7. The Boards of Directors of Town Center and Ebert shall, in good faith, take into consideration and strive whenever possible and appropriate in the Boards' discretion to implement the List of District Landscaping Issues, recommendations of the Landscape Committee, and any and all other input from the from the Landscape Committee regarding the District Landscaping.

8. Invalidation of any of the provisions of this Resolution or of any paragraph, sentence, clause, phrase, or word herein, or the application thereof in any given circumstance, shall not affect the validity of the remainder of this Resolution.

9. This Resolution shall be effective immediately upon its adoption by both Town Center and Ebert.

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ADOPTED AND RESOLVED THIS 29th DAY OF January, 2020.

**TOWN CENTER METROPOLITAN
DISTRICT**

By: [Signature]

Name: EDWARD WYSEMAN

Title: PRESIDENT

ATTEST:

By: [Signature]

Name: Donald R. Carpenter

Title: Sec.

ADOPTED AND RESOLVED THIS 26 DAY OF FEBRUARY, 2020.

EBERT METROPOLITAN DISTRICT

By: [Signature]

Name: SANDRA HUTMAN

Title: PRESIDENT

ATTEST:

By: [Signature]

Name: LEA JACOBY

Title: DISTRICT MANAGER