

**RESOLUTION  
OF THE  
BOARD OF DIRECTORS  
OF THE  
INSPIRATION METROPOLITAN DISTRICT**

**DESIGNATING THE RESIDENTIAL IMPROVEMENT GUIDELINES  
COMMITTEE WITH THE AUTHORITY TO EXERCISE THE POWER OF DESIGN  
REVIEW**

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WHEREAS, Inspiration Metropolitan District, f/k/a the Rockinghorse Metropolitan District No. 2, (the “**District**”) is a quasi-municipal corporation and political subdivision of the State of Colorado, duly organized pursuant to Article 1, Title 32, Colorado Revised Statutes; and

WHEREAS, the District was organized for the purpose of providing certain improvements, facilities and services to and for the use and benefit of the District, its residents, users, property owners and the public; and

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

WHEREAS, pursuant to § 32-1-1001(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, Rocking Horse Partners, LLC, a Colorado limited liability company, recorded those certain Covenants and Restrictions of RockingHorse in the real property records of the Clerk and Recorder of Douglas County, Colorado on April 11, 2007, at Reception Number 2007028666 (the “**Covenants**”) regarding that certain real property located in the County of Douglas, State of Colorado, as more particularly described in the Covenants; and

WHEREAS, pursuant to the terms of the Covenants and the agreement entered into on January 6, 2014 between the District and the RockingHorse Metropolitan District No. 1 (the “**Assignment Agreement**”), the District has the rights and obligations to enforce the covenants, conditions and restrictions; and

WHEREAS, pursuant to Article 2, Section 2.1.4 of the Covenants and the Assignment Agreement, the District has the authority to appoint a representative or committee to act on its behalf for the review and approval or disapproval of requests for improvements to lots within the Inspiration community subject to an applicant’s right of appeal to the full governing Board as further defined in Article 2, Section 2.4 of the Covenants; and

WHEREAS, pursuant to the before-mentioned authority, the Board adopted the Residential Improvement Guidelines Committee Charter on October 30, 2018 (the “**Charter**”), which established a Residential Improvement Guidelines Committee (the “**Committee**”) for the purpose of prioritizing enforcement of the Covenants and the Residential Improvement Guidelines (the “**Guidelines**”) and suggesting changes to the Guidelines; and

WHEREAS, the Board seeks to expand the powers and authority of the Committee, pursuant to, and in accordance with, Article 2, Section 2.14 of the Covenants and the Assignment Agreement, to include design review in order to ensure that any proposed improvements within the District conform with the Covenants and such rules, regulations, policies, guidelines and procedures as are herein adopted, as may have previously been adopted and as may be modified or supplemented from time to time.

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

1. Delegation of Authority to the Committee. The Committee is hereby empowered to exercise all powers and authorities pursuant to the Covenants, Assignment Agreement and the Guidelines relating to design review.
2. No Liability. The Committee members shall be entitled to the protections under Article 2, Section 2.12 of the Covenants and the Resolution of the Board of Directors Providing for the Defense and Indemnification of Directors and Employees of the District.
3. Conflicts of Interest. If any members of the Committee concludes that they have a conflict of interest or an appearance of fairness problem with respect to a matter pending before the Committee so that they cannot discharge their duties on the Committee, they shall disqualify themselves from participating in the deliberations and the decision-making process with respect to the matter.
4. Point of Contact. The Committee’s primary point of contact is the District’s manager.
5. Charter. The Charter, except to the extent amended by this Resolution, shall remain in full force and effect.
6. Amendment. The District expressly reserves the right to amend, revise, redact, and/or repeal the Committee’s authority granted in this Resolution and/or in the Charter, 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 Committee members, increase the number of Committee members, add to or reduce the authority of the Committee, eliminate the Committee or change the budget allocated to the Committee, if any, all in the Board’s sole and absolute discretion and subject to the limitations contained in the Covenants.

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.

*[The Remainder of this Page Intentionally Left Blank. Signature Page to Follow]*

RESOLVED, ADOPTED AND APPROVED this 13<sup>th</sup> day of August, 2019

**INSPIRATION METROPOLITAN DISTRICT**

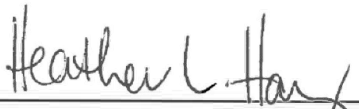
  
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Officer of the District

ATTEST:

  
\_\_\_\_\_  
Secretary

APPROVED AS TO FORM:

WHITE BEAR ANKELE TANAKA & WALDRON  
Attorneys at Law

  
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General Counsel to the District