RESOLUTION
OF THE BOARD OF DIRECTORS OF
VISTAS AT WEST MESA METROPOLITAN DISTRICT

ESTABLISHING ARCHITECTURAL REVIEW COMMITTEE AND DELEGATING ARCHITECTURAL AUTHORITY

WHEREAS, Vistas at West Mesa 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.; 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, Article 2, Section 2.1.1 of the Declaration of Covenants Conditions and Restrictions of Vistas at West Mesa, recorded in the real property records of the Clerk and Recorder of El Paso County, Colorado on December 13, 2022, at Reception Number 222149285 (the "**Covenants**"), provides that the Board shall approve in writing the construction, erection, placement, alteration, planting, application, or installation of Improvements on Lots (as those terms are defined in the Covenants); and

WHEREAS, Article 2, Section 2.1.1 of the Covenants further provides that the Board may from time to time, appoint a representative to act on its behalf; and

WHEREAS, the Board desires to establish a committee to implement design guidelines and review, consider and approve, or disapprove, requests for architectural approval, as further outlined in the Covenants.

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

1. Establishment of the Architectural Review Committee and Adoption of Charter. The Board hereby establishes the "**Architectural Review Committee**" to fulfill the purposes and operate according to the terms of the Architectural Review Committee Charter (the "**Charter**"), which is hereby adopted, and attached hereto as **Exhibit A.**

2. Delegation of Authority. The Board delegates to the Architectural Review Committee the right to review all requests for Improvements to the same extent that the Board has that right pursuant to the Covenants. Upon its review of any request for any Improvements, the Architectural Review Committee shall, within thirty (30) days of complete submission of the plans, specifications and other materials and information the Architectural Review Committee may

require in conjunction with any such request, provide its recommendation regarding such request to the Board.

3. Appointment of Committee Members. The Architectural Review Committee shall be comprised of at least three (3) members, acting in a volunteer capacity. The following individuals are hereby appointed to the Architectural Review Committee:

Jeff Powles
Thomas Pucciano
Patrick Anderson

3. Amendment. The District expressly reserves the right to amend, revise, redact, and/or repeal the authority granted in this Resolution 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.

4. Severability. If any term or provision of this Resolution or the Charter are 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 this Resolution or the Charter 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.]

APPROVED AND ADOPTED this April 12, 2024.

VISTAS AT WEST MESA METROPOLITAN DISTRICT, a quasi-municipal corporation and political subdivision of the State of Colorado

By: Jeff Powles
Officer of the District

ATTEST:

By: Thomas Puccio (May 29, 2024 16:54 MDT)

APPROVED AS TO FORM:

WHITE BEAR ANKELE TANAKA & WALDRON
Attorneys at Law

George M Rowley
General Counsel to the District

EXHIBIT A

VISTAS AT WEST MESA METROPOLITAN DISTRICT
ARCHITECTURAL REVIEW COMMITTEE CHARTER

1. The purpose of the Architectural Review Committee (the "**Committee**") is to review all requests for Improvements as defined in the Declaration of Covenants Conditions and Restrictions of Vistas at West Mesa, recorded in the real property records of the Clerk and Recorder of El Paso County, Colorado on December 13, 2022, at Reception Number 222149285 (the "**Covenants**") to the same extent that the Board of Directors (the "**Board**") has that right pursuant to the Covenants. The Covenants require the Board to approve in writing the construction, erection, placement, alteration, planting, application, or installation of Improvements on Lots.

2. Upon the Committee's review of any request for any Improvements, the Committee shall, within thirty (30) days of complete submission of the plans, specifications and other materials and information the Committee may require in conjunction with any such request, provide its recommendation regarding such request to the Board.

3. The Committee members shall serve as volunteers and are not entitled to any compensation for their service on the Committee, but are entitled to reimbursement for any pre-approved, out-of-pocket costs incurred by them for Committee purposes, subject to budget limitations.

4. If any members of the Committee conclude 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 recommendation with respect to the matter.

5. Membership of the Committee shall consist of three (3) or more persons who are in good standing with the District. All members of the Committee must be consented to by the Board. A member may be removed at any time by a majority vote of the Board present and voting at a meeting.

6. The Committee members shall serve at the pleasure of the Board and may be removed at any time, with or without cause, by the Board.

7. The Chair, Vice Chair, and Secretary of the Committee shall be elected by all the Committee members, from among the at-large members of the Committee and shall serve for one (1) year terms.

8. Committee members shall have staggered terms. Two of the new Committee members appointed as of April 12, 2024, will have a term of two (2) years and one of the new Committee members will have a term of three (3) years. The Committee will have the discretion and responsibility to assign term lengths to each Committee member and shall be responsible for communicating all assigned terms to the Board. Beginning in January

2025, each Committee member shall have a term of three (3) years and the term shall be from January 1 to December 31.

9. The Committee will meet as needed with management or the Board of Directors to discuss the financials.

10. The Committee shall complete special assignments as requested by the Board.

11. The Committee does not have the authority to give directions and/or instructions to contractors, management or employees. The Committee will not communicate or represent the District's business, political interests or positions to other persons outside the District. The Committee will not seek bids for services or any other matters.

12. The Committee shall meet at least once each quarter and at such other times as the Committee Chair calls meetings or as otherwise requested by the Board. Meetings shall be open to attendance by all members of the District.

Resolution Establishing Architectural Review Committee - approved

Final Audit Report 2024-05-29

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