

**FIRST AMENDED AND RESTATED
RESOLUTION
OF THE BOARD OF DIRECTORS OF
BLACKSTONE METROPOLITAN DISTRICT**

**DELEGATING ARCHITECTURAL AUTHORITY AND ESTABLISHING
ARCHITECTURAL REVIEW COMMITTEE**

WHEREAS, Blackstone 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 Protective Covenants for Blackstone and Mandatory Resident Social Memberships, recorded in the real property records of the Clerk and Recorder of Arapahoe County, Colorado on October 10, 2005, at Reception Number B515B103 (the “**Covenants**”), provides that the Board shall approve in writing “the construction, erection, placement, alteration, planting, application, or installation of Improvements on Lots”; and

WHEREAS, Article 2, Section 2.1.4 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 delegate architectural authority and establish an architectural review committee as provided herein.

WHEREAS, on November 19, 2020, the Board adopted the Resolution Delegating Architectural Authority and Establishing Architectural Review Committee (the “ARC Resolution”), and the Board desires to adopt this Resolution to amend and restate the ARC Resolution in its entirety.

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

1. Establishment of the Architectural Advisory Committee.

a. The Board hereby establishes the “**Architectural Advisory Committee**” to be appointed as provided in this Resolution. The Board hereby delegates to the Architectural Advisory Committee the right to review all requests for Improvements (as defined in the Covenants) 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 Advisory Committee shall, within thirty (30) days of complete submission of the plans, specifications, and other materials and information the Architectural Advisory Committee may require in conjunction with any such request, provide its recommendation regarding such request to the representative to whom decision-making authority is delegated in Section 2.a of this Resolution.

b. The Architectural Advisory Committee shall be comprised of at least three (3) members, acting in a volunteer capacity, as noted from time to time in the official minutes of the District.

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

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

e. The Architectural Advisory Committee members shall, from among the membership of the Architectural Advisory Committee, select one of them to act as the chairperson of the Architectural Advisory Committee.

f. If any members of the Architectural Advisory Committee conclude that they have a conflict of interest or an appearance of bias with respect to a matter pending before the Architectural Advisory Committee so that they cannot discharge their duties on the Architectural Advisory Committee, they shall disqualify themselves from participating in the deliberations and the recommendation with respect to the matter.

2. Delegation of Architectural Decision-Making Authority.

a. The Board hereby delegates to the District's manager ("**District Manager**"), as the authority to approve (with or without conditions) or disapprove any requests for Improvements, subject to the right to appeal as set forth in Section 2.5 of Covenants. The delegation granted herein shall be revoked on the earlier to occur of the following: (1) at such time as the Board withdraws in writing, in its sole discretion, or (2) the termination of the independent contractor agreement by and between the District and District Manager. Upon the occurrence of any of the foregoing, the Board shall delegate such authority to such other representative as the Board may determine.

b. District Manager shall consider the recommendation from the Architectural Advisory Committee but shall not be required to follow such recommendation if, in District Manager's discretion, the recommendation is contrary to the requirements set forth in the Covenants and/or the architectural standards, rules, regulations and guidelines promulgated pursuant to the Covenants, or is otherwise arbitrary or capricious. In the event the Architectural Advisory Committee fails, for any reason, to provide a recommendation to District Manager in a timely manner so as to allow District Manager to render a decision on any request for an Improvement within the time frame of 45 days as set forth in Section 2.4 of the Covenants, District Manager may review the request for Improvements and approve (with or without conditions) or

disapprove any such request without the recommendation of the Architectural Advisory Committee.

3. Amendment. The District expressly reserves the right to amend, revise, redact, or repeal the 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 replace District Manager with another, remove Architectural Advisory Committee members, increase the number of Architectural Advisory Committee Members, add to or reduce the authority of the Architectural Advisory Committee and District Manager, eliminate the Architectural Advisory Committee, or change the authority delegated to the Architectural Advisory Committee, all in the Board's sole and absolute discretion.

4. 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 this Resolution 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.]

ADOPTED AND APPROVED APRIL 16, 2024.

BLACKSTONE METROPOLITAN DISTRICT

Lee McCall

Lee McCall (Apr 28, 2024 09:42 MDT)

Officer of the District

ATTEST:

Lisa Monahan

Lisa Monahan (Apr 17, 2024 16:25 PDT)

Secretary

APPROVED AS TO FORM:

WHITE BEAR ANKELE TANAKA & WALDRON
Attorneys at Law

CATW

General Counsel to the District

***[Signature page to First Amended and Restated Resolution of the Board of Directors of
Blackstone Metropolitan District Delegating Architectural Authority and Establishing
Architectural Review Committee]***