

**AMENDED & RESTATED RESOLUTION
CONCERNING THE ARCHITECTURAL CONTROL COMMITTEE OF
INDEPENDENCE OVERLAY METROPOLITAN DISTRICT**

WHEREAS, the Independence Overlay Metropolitan District (the “**District**”) is authorized pursuant to § 32-1-1001(a)(8), Colorado Revised Statutes, and pursuant to Section IV.a of its Service Plan, to provide covenant design, review and control enforcement services within its boundaries; and

WHEREAS, the District Board of Directors (the “**Board**”) of the District, may appoint agents to carry out its functions and may adopt, amend and enforce rules and regulations so long as such rules and regulations do not conflict with the constitution or laws of the State of Colorado; and

WHEREAS, pursuant to the Section 4.1 of the District’s Declaration of Covenants, Conditions, and Restrictions of Independence (the “**Covenants**”), the Board may delegate some or all the architectural review authority to the Architectural Control Committee (the “**ACC**”); and

WHEREAS, pursuant to Section 4.1 of the Covenants, the Board has the authority to appoint the ACC, which includes, without limitation the power to: constitute the membership of the ACC; appoint member(s) to the ACC on the occurrence of any vacancy therein, for whatever reason; and to remove any member(s) of the ACC, with or without cause, and appoint the successor(s) thereof; and

WHEREAS, pursuant to Section 4.1 of the Covenants, the ACC shall consist of three or more natural persons; and

WHEREAS, pursuant to Section 4.9 of the Covenants, the ACC has the authority to enact, issue, promulgate, modify, amend, repeal, re-enact, and enforce architectural standards, guidelines, rules and regulations (collectively and as may be approved, amended, restated, replaced or revised, the “**Guidelines**”) to interpret and implement the design review provisions of the Covenants; and

WHEREAS, on April 16, 2024, the Board adopted the Resolution Concerning the Appointment of Members to the Architectural Control Committee of the Independence Overlay Metropolitan District (the “**Previous Resolution**”); and

WHEREAS, the Board wishes to amend and restate the Previous Resolution in its entirety.

NOW, THEREFORE, be it RESOLVED by the Board of the Independence Overlay Metropolitan District as follows:

1. Description and Purpose of the Architectural Control Committee. The Board delegates the architectural review authority of the Covenants to the ACC, unless otherwise delegated as part of this Amended and Restated Resolution (this “**Resolution**”). The ACC’s

primary purpose is to enact, issue, promulgate, modify, amend, repeal, re-enact, and enforce the Guidelines and to interpret and implement the design review provisions of the Covenants.

2. Establishment and Appointment of the ACC and ACC Chair. The Board hereby establishes the ACC, to consist of three (3) members who are current members of the Board (each an “**ACC Member**” and collectively the “**ACC Members**”). ACC Members shall be appointed upon a majority vote of the Board. ACC Members shall be considered unqualified to serve on the ACC at any time they no longer serve on the Board, at which time their position on the ACC shall be deemed vacant. An ACC Member shall be appointed as the ACC Chair upon a majority vote of the Board. The ACC Chair shall attend all Board meetings to be available for discussion, as well as coordinate and preside over all ACC meetings. Two ACC Members will qualify as a quorum of the ACC.

3. Term of ACC Members. It is intended ACC Members will serve until they resign, become unqualified to serve on the ACC, or until removed by action of the Board. The Board may remove any ACC Member from the ACC at any time and for any reason with a majority vote of the Board.

4. Delegation of Authority. Pursuant to Section 4.1.2 of the Covenants, and unless otherwise delegated pursuant to this Resolution, or in the event the Board revokes any ACC authority, the ACC hereby delegates all its authority under the Covenants to the ACC Chair, except that any and all appeals of decisions and actions made by the ACC Chair shall be reviewed by the ACC and determinations on any such appeal made by a majority vote of the ACC. The Board may revoke any authority delegated to the ACC Chair upon a majority vote of the Board.

5. Lot Alteration Proposals. The Board, pursuant to Section 4.1.2 of the Covenants, hereby delegates review of lot alteration proposals, such as alterations to drainage systems, plant and tree placement, large retaining walls, large-scale landscaping changes, or other design proposals that have the potential to affect a neighboring lot (“**Lot Alteration Proposals**”), to a District appointed architect (the “**District Architect**”). The District Architect shall be a licensed architect in the State of Colorado. Residents shall submit applications for Lot Alteration Proposals to the manager of the District (the “**District Manager**”) in accordance with the Guidelines, who then will submit them to the District Architect as applicable. The District Architect shall review the resident’s Lot Alteration Proposal and provide a written recommendation to the ACC Chair (the “**Architect Recommendation**”).

The ACC Chair shall provide written notice to the property owner of its determination on a Lot Alteration Proposal, which shall include the Architect Recommendation. If the ACC Chair denies a Lot Alteration Proposal, a resident may appeal this denial to the ACC. If the ACC then denies the Lot Alteration Proposal, the ACC must provide a written report describing the reasons for the denial which report should be based on the Guidelines. Pursuant to Section 4.4 of the Covenants, the decision of the ACC is final, and no appeals are permitted, nor will any be recognized.

6. Establishment and Membership of the Resident Review Committee. The Board hereby establishes the Resident Review Committee (the “**RRC**”). The RRC is to consist of up to

six (6) voting members and one (1) additional member who shall be an elected or appointed member of the Board (“**District RRC Member**”) for a total of up to seven (7) members (individually a “**RRC Member**” and collectively the “**RRC Members**”). The District RRC Member shall vote only when his or her vote is necessary to establish a quorum. Three RRC Members will qualify as a quorum of the RRC.

7. Description and Purpose of the RRC. The RRC is responsible for reviewing and approving plans for cosmetic changes or additions to homes/lots to ensure that any and all cosmetic changes or additions to homes/lots are consistent with the overall design and aesthetics of the District. The RRC does not have purview over Lot Alteration Proposals, as outlined in Section 5 of this Resolution, or any other authority delegated to the ACC, the ACC Chair, or other designee contemplated in this Resolution.

The RRC will review reports from the District Manager’s office concerning the violations of the Covenants. The RRC will also provide periodic updates to the Board/ACC regarding outstanding violations and whether any revisions should be made to the Guidelines and/or fines/fee structures, either at meetings of the Board or at the Board’s request.

The RRC will be responsible for reviewing appeals to violations of the Covenants, assessed by the District Manager. The RRC will then advise the ACC Chair whether an appeal or variance of the violation should be granted. The ACC Chair may then make a determination on the appeal. A resident may appeal a decision by the ACC Chair regarding violations of the Covenants to the full ACC, who then will hear the appeal at its next meeting and make a final determination. Pursuant to Section 4.4 of the Covenants, the decision of the ACC is final, and no appeals are permitted, nor will any be recognized.

8. Appointment of RRC Members and RRC Chair. Members of the RRC shall be appointed upon a vote of a majority of the Board. An RRC Member will be appointed as its Chair by a majority vote of the RRC Members. The Board, in its full discretion, may remove a member as the RRC Chair, and request the RRC appoint a new Chair. In the event that there is no RRC Chair, the District RRC Member shall be the RRC Chair until one is elected by a majority vote of the RRC.

The RRC Chair shall attend all Board meetings to be available for discussion, provide updates on violations, as well as coordinate and preside over all RRC meetings.

9. Qualifications of RRC Members. Members of the RRC need not be architects or other design or engineering professionals; however, they must be either a resident within the District or the owner of a residential unit within the District, or the spouse or civil partner of such an owner. The Board may amend this Resolution to provide other or different qualifications in its discretion.

10. Notice of RRC Vacancy. Upon the vacancy of an RRC Member position, the District Manager shall, at its earliest convenience, cause notice of such vacancy to be posted on the District’s website and by such other means as it deems convenient and expedient. The notice shall state that persons interested in serving on the RRC may submit a letter of interest to the District Manager, who will then provide copies for review to the current RRC Chair and the

District RRC Member, prior to the next RRC meeting. The RRC, at its next meeting, will interview interested candidates. The RRC may then provide an endorsement of candidates for the Board to consider, though all RRC Member appointments are determined at the sole discretion of the Board. The Board shall review, at its earliest convenience, the letters of interest and may request additional information from property owners before voting to fill vacant RRC Member positions. The Board is not required to fill vacant RRC Member position in any particular time period.

11. Term of Members. It is intended RRC Members will serve until they resign, become unqualified to serve on the RRC or until removed by action of the Board. The Board may remove any RRC Member from the RRC at any time and for any reason with a majority vote of the Board. The RRC cannot remove an RRC Member, but it may submit a report to the Board with its recommendation that an RRC Member be removed at the next Board meeting.

The term of the office of RRC Chair shall be one year, unless the RRC Member holding this office should resign or instead vacate or be removed from the RRC prior.

12. Design Guidelines. The Guidelines are authorized in Section 4.9 of the Covenants. The current version of the Guidelines, as of the date of the execution of this Resolution, is November 7, 2024. The Guidelines may be amended from time to time.

13. Deviations. The District may deviate from the procedures set forth in this Resolution if in its sole discretion such deviation is reasonable under the circumstances.

14. Amendment. The policies, procedures and Fee schedule set forth herein may be supplemented and/or amended from time to time by the District, in its sole and absolute discretion.

15. Supersedes Prior Resolutions. This Resolution shall supersede and replace in their entirety all prior resolutions addressing the ACC. To the extent that any term or provision in this Resolution conflicts with any term or provision in a previously enacted and valid resolution of the District, the term or provision in this Resolution shall prevail.

16. Severability. If any term, condition or provision of this Resolution shall, for any reason, be held to be invalid or unenforceable, the invalidity or unenforceability of such term, condition or provision shall not affect any other provision contained in this Resolution, the intention being that such provisions are severable. In addition, in lieu of such void or unenforceable provision, there shall automatically be added as part of this Resolution a provision similar in terms to such illegal, invalid or unenforceable provision so that the resulting reformed provision is legal, valid and enforceable.

[Remainder of page intentionally left blank, signature page follows.]

ADOPTED on July 22, 2026

INDEPENDENCE OVERLAY
METROPOLITAN DISTRICT

Signed by:
By: Tim Craft
Tim Craft, President

Attest:

Signed by:
By: Jim Yates
Jim Yates, Secretary