

ANNUAL MEETING OF BUCKHORN RANCH ASSOCIATION, INC.  
JULY 12, 2008  
PUMP ROOM, FIRE DEPARTMENT  
CRESTED BUTTE, COLORADO

The meeting was called to order at 4:03 pm by Richard Landy per Bylaws schedule .

Grant Bremer immediately questioned the authority of Richard Landy to call the meeting. Landy answered that the Board had been removed at the Special Meetings in May. Bremer asked that a vote be retaken removing the Board. Landy answered that in his opinion that all rules had been followed for the Special Meeting since it could be called by a minimum of 1/3 of the membership, and Brush Creek had a majority of the lots and votes. Bremer stated that only present Board members could call a Special Meeting. Landy disagreed and referred Bremer to the Bylaws.

Nevertheless, a ratification vote was taken. Bremer, Gowins and Guy were given the opportunity to speak on why they should be retained on the Board of Directors..

Bremer stated that the reason the roads were not maintained was that the past Board used the money from the road budget to fund the lawsuit. He wanted to get CTL Thompson to do a study of the roads, but Landy objected. He said that Landy threatened to sue CTL Thompson. (Landy denied this claim and said that he only told CTL Thompson that the HOA would not be responsible for paying for such a study),

Gowins and Guy agreed with Bremers comments regarding the fact that the roads were not plowed properly last winter. Gowins said that the road damage done by her husband constructing a new home was not going to be their responsibility because the roads were not plowed properly.

Landy stated that there was "adequate paper" for use as ballots for a written secret ballot. The membership present refused to have a written vote. Therefore, the vote was taken by Landy presenting the written proxies and a sheet summarizing the votes from Brush Creek Airport, LLC and other proxies received previously. The vote was then taken. Eleven votes were cast to keep the present Board. 134 votes were cast to remove Fran Guy, Elizabeth Gowins and Grant Bremer. Bremer stated that Peter Nichols term had expired, so should not be considered for removal or retention.

Michael Weiner then stated that the Special Meetings were not valid. Landy disagreed and stated that all of the rules of the Bylaws calling for a Special Meeting were followed.

Discussion ensued regarding insuring Board members through Directors and Officers insurance (D & O Insurance). Dick Landy is working on this with Stuart Adams of Insurance Solutions of Lakewood. It is difficult to get because of the lawsuit recently filed which has been settled. Dick did report that the cost of insurance was going to depend on how many people were on the Board. So he suggested that the Board be limited to three members. And then committees could be formed to perform certain functions of the Association.

With the cost of the insurance on the Directors and Officers insurance being considered, Landy proposed that a vote be taken on the number of Directors to be seated. He proposed that it be limited to three members. A non written vote was taken by a show of hands and proxies. It was unanimous that this be passed due to the 134 votes by Landy and proxies. No one else voted.

The election of Directors then took place. Three members were nominated for the three

Directors positions-- Richard Landy, Jerelyn Gott and Carl Moyer. Nominations were made open to other names from the floor. Past Directors were welcomed to enter the race. No other nominations were made. Richard Landy had stated during the vote to retain or remove board members that "adequate paper" for written secret ballots were available for the election were available. Members present declined to want to have a written ballot vote. Therefore, a non written vote was taken for the election, although paper for secret ballot was offered and refused by members present.. All three nominated Directors were elected. Landy voted 134 votes for lots owned and proxies he had received. Five hand votes voted against the slate. Therefore, Landy, Moyer and Gott were elected to be the current Board of Directors. The election was uncontested.

The meeting was temporarily recessed for the convening of the Board of Directors to elect officers. They returned shortly and announced that Richard Landy would serve for 3 years, Carl Moyer would serve for 2 years, and Jerelyn Gott would serve for one year.

Also, Carl Moyer would serve as President/Treasurer for the coming year. Richard Landy would serve as Vice President and Jerelyn Gott would serve as Secretary.

Carl proceeded to conduct the meeting and asked the membership to be positive.

Wendy Chatham then presented the budget for the coming year and had copies available to distribute to members. The budget had been mailed to all owners of record by ordinary first class mail with the Notice for the Annual Meeting with notice that this budget would be discussed at the Annual Meeting. The budget was formally adopted as presented for a six month period, and would be evaluated by the new board and a Financial Committee at the end of the year. Wendy Chatham prepared the summary of expenditures for the past year and assisted Richard Landy to prepare the budget for the coming year. Wendy submits the financial information to Nicki Hewitt, CPA for annual tax returns. Wendy's company is bonded and insured.

Richard Landy said that he was negotiating with the Skyland Metropolitan District for a water line easement whereby the ERRSD needed to cross the HOA road for about 24 feet. He will meet with the attorney for the Skyland District next week. When asked how much the HOA could receive, Landy said that the Skyland District would pay \$25,000 up front for the easement to cross the road. When asked how much Brush Creek was receiving for granting an easement to cross approximately 4000 feet, Landy said that Brush Creek was getting \$100,000 (\$25,000 up front and the rest when the water rights were approved by the water court).

Richard Landy announced that the runway had been damaged by Jeff Hermanson's snow plow operator, Bill Lacy. However, it had been repaired by them at their expense.

A sheet was circulated for signup for committees that were proposed to be formed. These committees are: 1) Affordable Housing, 2) Landscape and Grounds, 3) Design Review Board, 4) Crested Butte Airport Association, 5) Playground, 6) Bylaws and Covenants including CCIOA Conformity Committee, and 7) Financial committee. At the bottom of the sheet was a request for "Suggestions for other committees to benefit subdivision".

Road maintenance was discussed as an ongoing maintenance situation.

Affordable Housing- Stallion Park has two owners. There are several vacancies, Rest are rented.

Carl requested volunteers to serve on a committee to revise Affordable Housing Guidelines.

Six out of eight buildings have Certificates of Occupancy. Last two foundations are in. Developers are waiting for approval from the Design Review Board.

It was suggested that the county be approached by members wishing not to see the last two buildings constructed. Landy said he could not be a party to such action, but would be agreeable not to construct them.

Design Review Board recorded 2004 Design Guidelines and the Amendments in July 9, 2008 with Gunnison County. Peter Nichols handed out an Addendum for the DRB.

Landy said that it is time to form the Crested Butte Airport Association, which is described in the Declaration of Protective Covenants. Frontage owners will set the rules and regulations.

Liz Gowins wants more local meetings and to discuss open space activities on the south side of the airport.

Landy suggested that we have a part time manager for the subdivision. The Board will decide how to open this position and advertise it.

Robert Santangelo announced that he needs a copy of the Settlement Agreement. since he is on the three man committee to allocate proceeds of the settlement.

Also, discussion ensued regarding the fact that the Gunnison County Attorney, David Baumgarten had requested that the ball field not be built. He wanted suggestions for an alternative plan.

Dog Control: This will have to be a priority, according to Carl Moyer. The Board will implement a plan to address this issue.

The roads were discussed further. Richard Landy announced that repairs were in progress, and that additional chip sealing is scheduled to commence on July 21, 2008.

A Weed Management Program was required in the Development Improvements Agreement. Richard Landy met with Rick Yegge, Gunnison County Weed Manager. They will work together to implement an ongoing plan to manage this problem. Brochures were made available to all members present demonstrating which plants were flowers and which were weeds.

Further work needs to be done on the web site. buckhornranchhoa.com. Channing Boucher had set this up previously.

The present Design Review Board will be left in place.

Meeting was adjourned at 6:05 pm.

Respectfully submitted, Jerelyn Gott, Secretary

A handwritten signature in cursive script that reads "Jerelyn Gott". The signature is written in dark ink and is positioned below the typed name of the secretary.

Annual Meeting of the Board of Directors  
Buckhorn Ranch Association  
July 12, 2008

A meeting of the Board of Directors was convened after the election took place at the Annual Meeting on July 12, 2008. In attendance were Carl Moyer, Jerelyn Gott and Richard Landy.

The Annual Meeting had temporarily adjourned for the Meeting of the Board to take place to elect officers and determine staggered terms of Board Members.

Richard Landy was elected to serve a 3 year term. Carl Moyer was elected to serve a two year term. Jerelyn Gott was elected to serve a one year term.

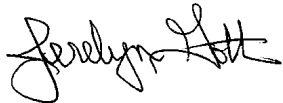
Carl Moyer was elected to serve as President for one year. Richard Landy was elected to serve as Vice-President/Treasurer for one year. Jerelyn Gott was elected as Secretary for one year.

With no other business to discuss at this meeting, the meeting was adjourned, and the Annual Meeting reconvened.

The next meeting will be held within two days to discuss detailed business.

Respectfully submitted,

Jerelyn Gott, Secretary

A handwritten signature in black ink, appearing to read "Jerelyn Gott". The signature is written in a cursive, flowing style with some loops and flourishes.