
RECORD OF PROCEEDINGS

Minutes of the Continued Joint Special Meeting Of the Boards of Directors

Buckhorn Valley Metropolitan District Nos. 1 and 2 August 26, 2008

A Continued Joint Special Meeting of the Boards of Directors of the Buckhorn Valley Metropolitan Districts Nos. 1 and 2, was held on August 26, 2008, at 11:00 a.m., at 0044 Indian Heights, Gypsum, Colorado, Eagle County, Colorado.

Attendance The following Directors were present and acting for each District:

- Herb Eaton

Also in attendance was:

- Eric Weaver, Robertson & Marchetti, P.C..

Call To Order The Continued Joint Special Meeting of the Boards of Directors of Buckhorn Valley Metropolitan District Nos. 1 and 2 was called to order by Director Herb Eaton, on August 26, 2008 at 11:00 a.m.. Director Eaton noted his presence being a quorum due to the recent resignation by Directors David Garton, Jr., Sande Garton, Samantha Gale, and Robert Kingston. The resignations took place due to the pending sale of the project. The Boards noted that the Districts are meeting in a combined board meeting of the two Districts. Unless otherwise noted, the matters set forth shall be deemed to be the action of Buckhorn Valley Metropolitan District No. 1 with concurrence by Buckhorn Valley Metropolitan District No. 2. Each board member affirmed being qualified to serve on the Boards.

**Disclosure of Potential
Conflicts of
Interest**

The Boards noted that they have received certain written disclosures of potential conflict of interest statements from each of the Directors more than seventy-two hours prior to the meeting, indicating the following conflicts: Director Eaton has a direct financial interest in Roark Partners, LLLP as employee of the Developer. The Boards noted, for the record, that this disclosure is restated at this time with the intent of fully complying with laws pertaining to potential conflicts.

**Consideration of
Agenda**

Director Eaton stated that due to the delay in closing portions of the agenda will be tabled until the next meeting. Documents related to the closing are in order and ready for approval subject to the actual closing date.

RECORD OF PROCEEDINGS

Buckhorn Valley Metropolitan Districts No. 1 and 2 February 8, 2008 Meeting Minutes

Closing Documents The documents prepared by District Counsel had been reviewed and it was determined they were ready for approval subject to the actual closing.
Director Eaton

RESOLVED to approve the Transfer, Conveyance and Assignment Agreement between BVMD No. 1, Roark Partners LLP and Buckhorn Valley Development LLC subject to the closing date being scheduled, and

FURTHER RESOLVED to approve the BVMD No. 1 Revenue & Limited Tax Obligation Subordinate Promissory Note in the amount of \$80,482 to Roark Partners subject to the closing date being scheduled, and

FURTHER RESOLVED to approve the 2008 Loan Agreement BVMD No.1 Revenue & Limited Tax Obligation Subordinate Promissory Note in the amount of \$9,000,000 subject to the closing date being scheduled, and

FURTHER RESOLVED to approve the Funding and Reimbursement Agreement Note in the amount of \$500,000 subject to the closing date being scheduled.

Continuance Due to the delay in closing that had occurred, Director Eaton determined that no further business would be concluded at this meeting and that the meeting should be closed and rescheduled for September 8, 2008 at 8:00 a.m. at the same location. Director Eaton

RESOLVED to adjourn the Joint Special meeting of Buckhorn Valley Metropolitan District Nos. 1 and 2 Board of Directors held this 26th day of August, 2008 and to continue the meeting to September 8, 2008 at 11:00 a.m.

Respectfully submitted,



Eric Weaver
Secretary for the Meeting