

RECORD OF PROCEEDINGS

MINUTES OF THE CONSOLIDATED REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE BUCKHORN VALLEY METROPOLITAN DISTRICTS NOS. 1 & 2

Held: Tuesday, November 17, 2009 at 9:00 A.M., at 0044
Indian Heights Way, Gypsum, Colorado 81637.

Attendance:

The consolidated regular meeting of the Board of Directors of Buckhorn Valley Metropolitan Districts Nos. 1 & 2 (collectively the "Board of Directors" or "Board") was called and held as shown in accordance with the statutes of the State of Colorado.

The following Directors were present:

Samantha Gale
Gayl Hill
Stephen Kelley

David Garton, Jr. was absent (*absence excused*).

Also present were: Tamara Gilida, Icenogle, Norton, Smith, Gilida & Pogue, P.C. (via telephone conference line) and John Hill, Buckhorn Valley Development, LLC, District Management

Call to Order/ Declaration of
Quorum:

Director Gale called to order the consolidated regular meeting of the Board of Directors of the Buckhorn Valley Metropolitan Districts Nos. 1 & 2 at which time the Secretary of the Boards attested that the Notice of this meeting was properly posted within the Districts. Director Gale noted that a quorum of each of the Boards were present.

Director Gale noted the absence of Director Garton and the Board voted unanimously to excuse his absence upon motion of Director Gale and second of Director Hill.

Disclosure Matters:

Ms. Gilida advised the Boards that, pursuant to Colorado law, certain disclosures would be required prior to taking official action at the meeting. The Boards reviewed the agenda for the meeting, following which each Boards member confirmed the contents of written disclosures previously made, stating the fact and summary nature of any matters, as required under Colorado law, to permit official action to be taken at the meeting.

Director Samantha Gale disclosed that she has a contract for purchase within the Districts and that she is an employee of the

developer, for which she is paid a salary of approximately \$70,000. This disclosure is associated with approval of items on the agenda that may affect his interests.

Director Gayl Hill disclosed that her husband is a member of LLC which owns approximately 160+/- AC in District No. 2 and all of District No. 1 and that his financial interest in matters pertaining to the Districts is greater than \$100,000. This disclosure is associated with approval of items on the agenda that may affect his interests.

Director Stephen Kelley disclosed that he has an option contract to purchase certain real taxable property within the boundaries of the Districts. He also disclosed that he is the sole proprietor of Kelley Mountain Development, LLC which contracts with Buckhorn Valley Development, LLC to perform engineering services related to the Districts, for which he receives an approximate annual amount of \$75,000.00. This disclosure is associated with approval of items on the agenda that may affect his interests.

Written disclosures of these interests were filed with the Secretary of State prior to the meeting.

Approval of November 6,
2009 Special Meeting
Minutes:

Director Gale reviewed the minutes of the November 6, 2009 special meeting of the Boards of Directors. Upon motion of Director Kelley and second of Director Hill, the Boards voted unanimously to approve the minutes of their combined special meeting of November 6, 2009.

Ratify Additional
Expenditure (for Entry
Improvements) Added to
Outstanding Advance and
Reimbursement Obligation
Form Number Two:

Director Gale presented the Boards with the revised Outstanding Advance and Reimbursement Obligation Form Number Two, noting the addition of an expenditure for entry improvements. After discussion, and upon motion of Director Hill and second of Director Kelley, the Boards voted unanimously to ratify the addition of an expenditure for entry improvements to Outstanding Advance and Reimbursement Obligation Form Number Two.

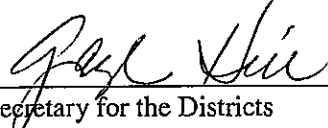
Buckhorn
Development,
Manager's Reports:

Valley
LLC

Mr. Hill, District Manager, presented to the Boards the manager's reports for September and October 2009.

Adjournment:

There being no further business to come before the Boards, upon motion and second, the Boards voted unanimously to adjourn the meeting.


Secretary for the Districts