

Cordillera Valley Club Property Owners Association

MEMORANDUM

TO: Executive Board of Cordillera Valley Club Property Owners Association
FROM: Cheri Curtis
DATE: June 15, 2010

This memorandum shall serve as Notice of the Regular Meeting of the Executive Board of Cordillera Valley Club Property Owners Association, which will be held:

June 21, 2011
3:30 p.m.
9 Iron Grill
0101 Legends Drive
Edwards, Eagle County, Colorado

The agenda for the meeting is attached. If you will be unable to attend this meeting, or will be attending the meeting by phone, please let me know as soon as possible. The conference call dial-in number is 800-747-5150 and the access code is 9266060.

Distribution:

| <u>CVCPOA</u> | <u>Term</u> | <u>Officer Position</u> | <u>Committee Assignment</u> |
|----------------|-------------|-------------------------|-----------------------------|
| Tim Benedickt | 07/12 | President | DRB |
| Tom Marcin | 07/12 | VP/Asst. Secretary | Safety & Operations |
| Art Greenfeder | 07/13 | Director | Finance & Administration |
| Bob Engleby | 07/11 | Director | |
| Kent Myers | 07/11 | Director | |

Other Participants

Greg Perkins, Esq.
Ken Marchetti, CPA
Todd DeJong
Dan Carlson

CORDILLERA VALLEY CLUB PROPERTY OWNERS ASSOCIATION

NOTICE IS HERBY GIVEN that a meeting of the Executive Board of Cordillera Valley Club Property Owners Association will be held at the 9 Iron Grill, 0101 Legends Drive, Edwards, Eagle County Colorado on **Tuesday, June 21, 2011 beginning at 3:30 p.m.**, local time, for the following purposes and other matters that may come before the Board.

CVC POA Agenda June 21, 2011

- | | |
|---|------|
| 1) Call to Order/Declaration of Quorum/Director Qualifications | 3:30 |
| 2) Public Input – Property Owners Association Matters | 3:35 |
| 3) Financial Report (Marchetti) | 4:05 |
| 4) Minutes | 4:15 |
| a) CVCPOA Regular Meeting –May 17, 2011 | |
| b) CVCPOA Special Meeting – May 26, 2011 | |
| 5) Administrative Matters | 4:20 |
| a) Accounts Payable POA | |
| b) Annual Meeting | |
| 6) Update regarding ERWSD Acquisition of Tract W-2 | 4:30 |
| 7) DRB Report | 4:40 |
| 8) Projects | |
| a) Berm | 4:50 |
| b) Other | |
| 9) Other Property Owners Association Business | 5:00 |
| 10) Other Reports – (Info Only; No Action Necessary) | 5:20 |
| a) Other Financial Reports | |
| b) Real Estate Report | |
| 11) Upcoming Meeting Dates (Info only – no formal action necessary) | 5:25 |
| 12) Executive Session (If Necessary) | |
| 13) Adjourn Property Owners Association Meeting | 5:30 |

ROBERTSON & MARCHETTI, P.C.

Certified Public Accountants

Accountant's Compilation Report

June 17, 2011

Board of Directors
Cordillera Valley Club Property Owners Association
Edwards, Colorado

I have compiled the accompanying balance sheet of Cordillera Valley Club Property Owners Association as of May 31, 2011 and the related statement of revenues, expenditures and changes in fund balance with budgets for the five month period then ended. I also compiled the accompanying budget and forecast of revenues, expenditures and changes in fund balance for the year ending December 31, 2011 and the preliminary budget for calendar year 2012, in accordance with standards established by the American Institute of Certified Public Accountants.

I have not audited or reviewed the accompanying financial statements and, accordingly, do not express an opinion or provide any assurance about whether the financial statements are in accordance with accounting principles generally accepted in the United States of America.

As a consulting financial manager, I participate in the financial management of the Association. Management (with our participation) is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America and for designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of the financial statements. I have prepared these financial statements in my capacity as consulting financial manager for the Association.

My responsibility includes conducting the compilation in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. The objective of a compilation is to assist management in presenting financial information in the form of financial statements without undertaking to obtain or provide any assurance that there are no material modifications that should be made to the financial statements.

Management (with our participation) has elected to omit substantially all the disclosures and the statement of cash flows required by accounting principles generally accepted in the United States of America. If the omitted disclosures were included in the financial statements, they might influence the user's conclusions about the Association's financial position, results of operations and cash flows. Accordingly, the financial statements are not designed for those who are not informed about such matters.

A compilation of a forecasted financial statement is limited to presenting in the form of a forecast, information that is the representation of management and does not include evaluation of the support for the assumptions underlying the forecast. I have not examined the accompanying forecast and, accordingly, do not express an opinion or any other form of assurance on the forecasted statement or assumptions. Furthermore, there will usually be differences between the forecasted and actual results, because events and circumstances frequently do not occur as expected and those differences may be material. I have no responsibility to update this report for events or circumstances occurring after the date of this report.

I also compiled the accompanying 2010 historical financial statements of the Association and my report thereon stated that I did not audit or review those financial statements and, accordingly, expressed no opinion or other form of assurance on them. The report noted that management had elected to omit substantially all disclosures and the statement of cash flows, and if these omissions had been included, they might influence the user's conclusions about the Association's 2010 financial position, results of operations, and cash flows. Accordingly, the 2010 financial statements are not designed for those who are not informed about such matters.

I am not independent with respect to Cordillera Valley Club Property Owners Association because I perform certain accounting services that impair my independence.

ROBERTSON & MARCHETTI, P.C.

Kenneth J. Marchetti, CPA, President

**Cordillera Valley Club Property Owners Association
Balance Sheets**

For the Dates Indicated Below

Printed: 06/17/11

| | <u>12/31/10</u> | <u>05/31/11</u> |
|---|-----------------|-----------------|
| Current Assets | | |
| Cash - Unrestricted Portion | | |
| Cash - Checking FBOA | 12,904 | 79 |
| Cash - Petty Cash Checking | 1,606 | 0 |
| Cash - Savings FBOA | 150,849 | 208,351 |
| Cash - Savings Wells Fargo | 0 | 0 |
| Cash - Restricted Portion | | |
| Cash - Savings FBOA | 20,500 | 20,500 |
| Total Cash in Banks | <u>185,859</u> | <u>228,930</u> |
| Accounts Receivable | | |
| Assessments Receivable | 1,250 | 4,800 |
| Due from CVCMD | 0 | 0 |
| Gate Damage Receivable | 0 | 0 |
| Receivable from Developer | 0 | 0 |
| Other Accounts Receivable | 0 | 0 |
| Allowance for Doubtful Accounts | | |
| Total Accounts Receivable | <u>1,250</u> | <u>4,800</u> |
| Other Current Assets | | |
| Prepaid Expenses | 2,403 | 0 |
| Total Other Current Assets | <u>2,403</u> | <u>0</u> |
| Total Current Assets | <u>189,512</u> | <u>233,729</u> |
| Property, Plant & Equipment | | |
| Equipment | 0 | 0 |
| Accumulated Depreciation | 0 | 0 |
| Total Property, Plant & Equip. | <u>0</u> | <u>0</u> |
| Total Assets | <u>189,512</u> | <u>233,729</u> |
| Liabilities and Fund Equity | | |
| Current Liabilities | | |
| DRB Deposits | 20,500 | 20,500 |
| DRB Deposits Contra Account | 0 | 0 |
| DRB Interest Payable | 0 | 0 |
| Deferred Assessments | 0 | 0 |
| Accounts Payable | 12,928 | 15,948 |
| Accrued Liabilities | 0 | 0 |
| Accrued Payable - SQMD | 0 | 0 |
| Petty Cash Clearing Account | 0 | 0 |
| Due To SQMD | 0 | 0 |
| Total Liabilities | <u>33,428</u> | <u>36,448</u> |
| Fund Equity | | |
| Working Capital Contributions | 63,300 | 63,550 |
| Fund Balances | 92,784 | 133,732 |
| Total Fund Equity | <u>156,084</u> | <u>197,282</u> |
| Total Liabilities and Fund Equity | <u>189,512</u> | <u>233,729</u> |
| | = | = |

See accompanying accountant's report.

Cordillera Valley Club Property Owners Association
 Statement of Revenues Expenditures and Changes in Fund Balance
 Actual, Budget and Forecast for the Periods Indicated

Printed: 06/17/11

| | 2010 | 2011 YTD | | | 2011 Original Budget | 2011 Annual | | | 2012 |
|----------------------------------|----------------------------|----------------------------|----------------------------|------------------------------------|----------------------------|---------------------------|---------------------------|---------------------------------|------------------|
| | Actual Thru 12/31/10 | Budget Thru 05/31/11 | Actual Thru 05/31/11 | Variance Favorable (Unfavor) | | 2011 Amended Budget | 2011 Forecast Total | 2011 Variance Fav (Unfav) | Prelim Budget |
| Operating Fund | | | | | | | | | |
| Revenues | | | | | | | | | |
| Regular Assessments | 190,500 | 192,000 | 190,500 | (1,500) | 1,500 | 1,500 | 1,500 | (1,500) | 1,500 |
| Special Assessments | | 0 | | 0 | 192,000 | 192,000 | 190,500 | | 190,500 |
| RE Transfer Assessments | 324,408 | 50,000 | 28,750 | (21,250) | 200,000 | 200,000 | 200,000 | 0 | 200,000 |
| Design Review Fees | 1,550 | 0 | 4,400 | 4,400 | 0 | 0 | 6,400 | 6,400 | 0 |
| Club Impact Fee | 27,938 | 29,056 | 28,457 | (599) | 29,056 | 29,056 | 28,457 | (599) | 29,056 |
| Interest Income - Operating | 1,047 | 500 | 449 | (51) | 1,200 | 1,200 | 1,200 | 0 | 1,200 |
| Developer Settlement | 59,272 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Guidelines/Fines/Other Revenue | 3,718 | 208 | 7,862 | 7,654 | 500 | 500 | 10,611 | 10,111 | 500 |
| Total Revenues | 608,433 | 271,764 | 260,418 | (11,347) | 422,756 | 422,756 | 437,168 | 14,412 | 421,256 |
| Administrative Expenses | | | | | | | | | |
| Accounting, Admin & Management | 34,500 | 15,375 | 15,687 | (312) | 34,500 | 34,500 | 34,500 | 0 | 34,500 |
| Audit/Tax Prep Fees | 0 | 650 | 0 | 650 | 650 | 650 | 650 | 0 | 650 |
| Bad Debts Expense | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Bank Charges | 2,550 | 2,050 | 2,466 | (416) | 2,400 | 2,400 | 2,400 | 0 | 2,400 |
| Community Marketing | 24,000 | 24,000 | 24,000 | 0 | 24,000 | 24,000 | 24,000 | 0 | 24,000 |
| Homeowner Relations | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Income Tax Expense | 0 | 0 | 0 | 0 | 300 | 0 | 0 | 0 | 0 |
| Ins Expense, incl. D&O Liab. | 2,403 | 2,625 | 2,403 | 222 | 2,625 | 2,625 | 2,625 | 0 | 2,625 |
| Legal Fees | 5,468 | 3,333 | 3,627 | (294) | 8,000 | 8,000 | 8,000 | 0 | 8,000 |
| Meeting Expenses | 704 | 292 | 150 | 142 | 700 | 700 | 700 | 0 | 700 |
| Office Supplies & Expense | 3,279 | 625 | 1,506 | (881) | 1,500 | 1,500 | 1,500 | 0 | 1,500 |
| Property Taxes | 5,409 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| PUD Admendment - MPG | 0 | 0 | 12,638 | (12,638) | 0 | 0 | 17,000 | (17,000) | 0 |
| Total Administrative Exp. | 78,314 | 48,950 | 62,477 | (13,527) | 74,675 | 74,375 | 91,375 | (17,000) | 74,375 |

See accompanying accountant's report.

Cordillera Valley Club Property Owners Association
 Statement of Revenues Expenditures and Changes in Fund Balance
 Actual, Budget and Forecast for the Periods Indicated

Printed: 06/17/11

| | 2010 | 2011 YTD | | | 2011 Original Budget | 2011 Annual | | | 2012 |
|---|----------------------------|----------------------------|----------------------------|------------------------------------|----------------------------|---------------------------|---------------------------|---------------------------------|------------------|
| | Actual Thru 12/31/10 | Budget Thru 05/31/11 | Actual Thru 05/31/11 | Variance Favorable (Unfavor) | | 2011 Amended Budget | 2011 Forecast Total | 2011 Variance Fav (Unfav) | Prelim Budget |
| DRB Expenses | | | | | | | | | |
| DRB Submittals | 3,602 | 0 | 195 | (195) | 0 | 0 | 195 | (195) | 0 |
| Elliott | | 0 | 5,590 | (5,590) | 0 | 0 | 5,135 | (5,135) | |
| Gassman | | 0 | 163 | (163) | 0 | 0 | 163 | (163) | |
| Leach | | 0 | 845 | (845) | 0 | 0 | 780 | (780) | |
| Brown | | 0 | 260 | (260) | 0 | 0 | 260 | (260) | |
| Hulzinger | | 0 | 325 | (325) | 0 | 0 | 325 | (325) | |
| Fields | | 0 | 1,040 | (1,040) | 0 | 0 | 1,040 | (1,040) | |
| Legends | | 0 | 49 | (49) | 0 | 0 | 49 | (49) | |
| DRB Minor Modification | 4,899 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| DRB General Overhead | 16,693 | 1,000 | 7,341 | (6,341) | 0 | 2,400 | 12,000 | (9,600) | 0 |
| DRB Special Projects | 4,941 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| Transition from Vag | | | 650 | (650) | 0 | 0 | 650 | (650) | |
| DRB Plan Reduction Project | | | 2,080 | (2,080) | 0 | 0 | 2,080 | (2,080) | |
| DRB Guidelines Conversion | | | 1,000 | (1,000) | 0 | 0 | 1,000 | (1,000) | |
| Covenant Enforcement -General | 464 | 500 | 0 | 500 | 3,600 | 1,200 | 1,200 | 0 | 3,600 |
| Rewrite DRB Guidelines | | 0 | 0 | 0 | | 0 | 0 | 0 | |
| POA Meeting Updates | 5,341 | 1,000 | 1,300 | (300) | 2,400 | 2,400 | 2,400 | 0 | 2,400 |
| DRB Storage | 2,400 | 1,125 | 129 | 996 | 1,200 | 2,700 | 2,700 | 0 | 0 |
| DRB - Directors Fees | 1,425 | 938 | 0 | 938 | 2,250 | 2,250 | 0 | 2,250 | 0 |
| Legal Fees | 951 | 417 | 0 | 417 | 1,000 | 1,000 | 1,000 | 0 | 0 |
| Total DRB Expenses | 40,716 | 4,979 | 20,967 | (15,987) | 10,450 | 11,950 | 30,977 | (19,027) | 6,000 |
| Public Safety | | 0 | | 0 | 4,000 | 4,000 | 4,000 | 0 | 4,000 |
| Public Safety | | 0 | 0 | 0 | 4,000 | 4,000 | 4,000 | 0 | 4,000 |
| Payment to MD for Public Safety | 198,224 | 90,305 | 90,305 | 0 | 188,313 | 180,609 | 180,609 | 0 | 180,000 |
| Total Public Safety | 198,224 | 90,305 | 90,305 | 0 | 192,313 | 184,609 | 184,609 | 0 | 184,000 |
| Community Operations | | | | | | | | | |
| Recreation/Fishing | 2,724 | 2,750 | 4,312 | (1,562) | 2,750 | 2,750 | 4,312 | (1,562) | 2,750 |
| Community Operations Bonus | 5,100 | 0 | 0 | 0 | | 0 | 0 | 0 | |
| Total Community Ops Exp | 7,824 | 2,750 | 4,312 | (1,562) | 2,750 | 2,750 | 4,312 | (1,562) | 2,750 |
| Capital/Project Expenditures & Xfers | | | | | | | | | |
| Water Tank Expenses-Engineering | 7,281 | 0 | 0 | 0 | | | | 0 | |
| Water Tank Expenses-Architecural | 20,448 | 0 | 0 | 0 | | | | 0 | |
| Water Tank Expenses-Legal G&H | 61,683 | 0 | 0 | 0 | | | | 0 | |
| Water Tank Expenses-Legal S&H | 11,138 | 0 | 0 | 0 | | | | 0 | |
| Recreation Path Requirement per PUD | | 0 | 0 | 0 | | | | 0 | |
| Open Space/Fishing Rights | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Transfer RETA for operations | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 65,000 |
| Berm Construction Oversight | | | | | | 10,000 | 10,000 | 0 | |
| CTC and CCAC Funding ⁽¹⁾ | 15,272 | 24,202 | 11,410 | 12,792 | 130,000 | 72,605 | 72,605 | 0 | 0 |
| Transfer RETA for Capital | 57,000 | 30,000 | 30,000 | 0 | 20,000 | 30,000 | 30,000 | 0 | 30,000 |
| Total Capital Expenditures | 172,823 | 54,202 | 41,410 | 12,792 | 150,000 | 112,605 | 112,605 | 0 | 95,000 |
| Total Expenditures | 497,901 | 201,185 | 219,470 | (18,285) | 430,188 | 386,289 | 423,878 | (37,589) | 362,125 |
| Excess of Revenues over Exp. After Capital | 110,532 | 70,579 | 40,947 | (29,632) | (7,432) | 36,467 | 13,290 | (23,177) | 59,131 |
| Beginning Fund Balance | (17,748) | 84,265 | 92,784 | 8,519 | 122,247 | 84,265 | 92,784 | 8,519 | 106,074 |
| Ending Fund Balance | 92,784 | 154,844 | 133,732 | (21,112) | 114,815 | 120,732 | 106,074 | (14,658) | 165,205 |

See accompanying accountant's report.

(1) While this item is being budgeted, it is not authorized for expenditure without further approval of the Board.

RECORD OF PROCEEDINGS

**Minutes of the Regular Meeting
Of the Board of Directors of
Cordillera Valley Club Property Owners Association
May 17, 2011**

A Meeting of the Board of Directors of the Cordillera Valley Club Property Owners Association, Eagle County, Colorado, was held May 17, 2011 at 4:15 p.m., at the 9 Iron Grill at 0101 Legends Drive, Edwards, Eagle County, Colorado, in accordance with the applicable statutes of the State of Colorado.

Attendance

The following Directors were present and acting:

- Art Greenfeder - Telephone
- Tom Marcin
- Bob Engleby
- Kent Myers

The following Director was absent:

- Tim Benedickt,

Also in attendance were:

- Cordillera Valley Club Metropolitan District
Rick Pirog, Barry Gassman, Emilie Egan, & Chris Hynes
- Operations
Dan Carlson, Todd DeJong & Ron Delp
- Mauriello Planning Group
Dominic Mauriello
- Robertson & Marchetti, P.C.
Ken Marchetti & Cheri Curtis
- Legal
Greg Perkins
- Others
Jay Morten
Paul Wible
Ted Leach
Sarah Baker (By Telephone)
Frank Navarro (By Telephone)

Call to Order

The Meeting of the Board of Directors of Cordillera Valley Club Property Owners Association was called to order by Mr. Marcin, noting a quorum was present.

**Potential Conflicts
Of Interest**

Mr. Marcin reported that he is the principal owner of Marcin Engineering, LLC which provides engineering services to Cordillera Valley Club

RECORD OF PROCEEDINGS

CORDILLERA VALLEY CLUB PROPERTY OWNERS ASSOCIATION May 17, 2011 Meeting Minutes

Metropolitan District and/or Cordillera Valley Club Property Owners Association. The Board noted that Mr. Marcin may participate in discussions related to services his firm may provides to CVC and may vote in such matters, in compliance with his duties to the Association.

Mr. Myers reported that he is the owner of Airplanners, LLC, a consulting firm that provides services to Eagle Air Alliance. Cordillera Metropolitan District and Cordillera Property Owners Association have provided funding to Eagle Air Alliance and Mr. Myers works directly with Joe Wilson. The Board noted that Mr. Myers may participate in discussions related to services his firm may provide to CVC and may vote in such matters, in compliance with his duties to the Association.

The Board noted, for the record, that these disclosures are being made at this time with the intent of fully complying with laws pertaining to potential conflicts of interest.

Conference Call The log of public participation in the meeting for those participating in person and by phone is as follows:

Public Participation Log

| Meeting Date | In Person | By Phone |
|-----------------|--------------|-------------|
| 01/18/11 | 7 | 3 |
| 02/15/11 | 4 | 1 |
| 03/15/11 | 10 | 1 |
| 04/19/11 | 8 | 1 |
| 05/17/11 | 7 | 2 |

Agenda The agenda was approved as presented.

Public Input Mr. Pirog reported UERWA will resume work next week on the water tank project.

Public Safety Mr. Delp reported there was one person caught trespassing by climbing over the fence into CVC. That person was escorted out of CVC. There have been several sightings of bobcats and one mountain lion. Bears will become active again and could be spotted around CVC. Lonestar Security

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CORDILLERA VALLEY CLUB PROPERTY OWNERS ASSOCIATION May 17, 2011 Meeting Minutes

personnel will start carrying DOW shotguns that are intended to scare wildlife away.

Mr. Delp distributed a draft letter for review by the Board. The letter is addressed to CVC property owners and describes the new security system. Lonestar Security is proposing deactivating the portable transponders as of July 31, 2011. The letter proposes that residents can trade out existing transponders for no charge. The Board discussed charging residents for replacement transponders to cover the cost and deactivating the portable transponders on September 30, 2011. The discussion on the letter was tabled until the June meeting.

Berm Mr. Marcin reported he and Ms. Borne had a positive meeting with Eagle County staff and Patrick Wilhelm regarding construction of the berm.

DRB Mr. Maureillo reported the DRB fee schedule that was presented to the POA Board at the March meeting was approved by the DRB Board and has been implemented.

A written DRB Report was distributed with the Board packet and there is no update beyond the written report.

Mr. Engleby questioned whether MPG is providing covenant enforcement that could be handled by Security. Mr. Mauriello responded they are working together with Lonestar Security to ensure Lonestar is providing covenant enforcement with MPG only providing enforcement of the design guidelines.

PUD Amendment Mr. Mauriello presented a memo describing the proposed PUD amendment, the purpose of which is to:

- Clarify that the Design Guidelines apply to all properties within the PUD including the Club property but excluding Lake Creek Village.
- Require approval of the CVCPOA Executive Board for any amendments to the Design Guidelines.
- Require a super majority (67%) approval of the Board of Directors of the CVCPOA Executive Board for any timeshare properties in the PUD.
- Add an amendment procedure to the PUD Guide.
- Add a provision specifying the number of dwelling units permitted in the various blocks and tracts within CVC and that density units

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CORDILLERA VALLEY CLUB PROPERTY OWNERS ASSOCIATION May 17, 2011 Meeting Minutes

cannot be transferred without approval of a super majority (67%) of the CVCPOA Executive Board. It was noted that no density units have ever been assigned to either the Club House Tract nor the Golf Course Tracts.

- Provide a definition of “Open Space Tract”.
- Clarify the permitted uses of the Club House and Golf Course Parcels and add a provision that Executive Board approval is required for any new uses of these parcels.

A map, estimated to cost up to \$2,000, needs to be submitted to the County with the PUD amendment. Upon motion duly made and seconded, it was

RESOLVED to authorize up to \$2,000 to have a map prepared for the PUD Amendment and allow MPG to contract with the firm of their choice to obtain the map. The motion was approved with three in favor and Director Marcin abstaining. The Board

FURTHER RESOLVED to approve submitting the PUD amendment to the County for approval. The motion was approved with three in favor and Director Marcin abstaining.

Covenants Amendment

Director Greenfeder reported that Ms. Curtis has collected 45 proxies and will continue to collect proxies to call a special meeting for a vote on the proposed covenants amendment. Mr. Navarro offered an opinion that a better way to send proxy would have been to allow those who were against the amendment to the covenants to vote against it. A question was presented on how long the proxies are valid and Mr. Perkins indicated he would research that. [Subsequent to the meeting Mr. Perkins reported that he reviewed the CVC bylaws and Colorado law governing proxies for nonprofit corporations. The bylaws are silent as to the duration of a proxy given. The statutes say that a proxy is valid for 11 months, unless another duration is stated in the proxy. The form of proxy used for the covenants amendment does not state a duration, so it would be valid for the 11 month statutory period.]

ERWSD Acquisition of Tract W-2

Ms. Linn Brooks was present to discuss Eagle River Water and Sanitation District's desire to acquire Tract W-2 on the south side of I-70, which is

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CORDILLERA VALLEY CLUB PROPERTY OWNERS ASSOCIATION May 17, 2011 Meeting Minutes

owned by CVCPOA. Ms. Brooks also discussed their willingness to provide an easement for CVC residents to access the Forest Service property across the water tank parcel adjacent to the north side of CVC and which is owned by Upper Eagle Regional Water Authority. Director Marcin questioned the Board's ability to convey property and also asked why ERWSD would want to parcel. Ms. Brooks explained they will be constructing a facility on Tract W-1, which is owned by ERWSD. The facility will be used for indoor vehicle maintenance, vehicle storage, and operations offices. While they do not plan to construct on Tract W-2, they need to deal with screening and setback issues. By acquiring Tract W-2 they could improve the wetlands and meet their building requirements on Tract W-1.

Mr. Pirog suggested discussing removal of the existing CVC water storage tank during these discussions. Mr. Pirog also suggested obtaining an easement for possible fishing rights. Upon motion duly made and seconded, it was

RESOLVED to appoint Tom Marcin to work with ERWSD on this matter and bring a recommendation back for the Board's consideration.

Minutes

The Board reviewed the meeting minutes of the April 19, 2011 meeting. Upon motion duly made and seconded it was unanimously

RESOLVED to approve the meeting minutes of the April 19, 2011 Meeting, as presented.

Accounts Payable

Mr. Marchetti reviewed the list of accounts payable included in the Board packet. The Board questioned the fishing contribution and agreed to hold payment to Cordillera Metropolitan District for further clarification. Upon motion duly made and seconded it was

RESOLVED to approve the items on the accounts payable list with the exception of the Cordillera POA for the fishing contribution.

Amendment To Covenants

Mr. Hynes questioned the status of the proxy that was mailed to all property owners. Ms. Curtis reported eighteen proxies have been received to date from the second mailing. Mr. Hynes questioned the process to call a meeting and Ms. Baker explained the anticipated process.

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CORDILLERA VALLEY CLUB PROPERTY OWNERS ASSOCIATION May 17, 2011 Meeting Minutes

Annual Meeting

Agenda

The Board reviewed the proposed agenda and the Board agreed to revise the agenda.

Financial

Report

Mr. Marchetti presented the April 30, 2011 financial report. Although not shown in the April report, \$29,000 of RETA funds have been collected in May 2011. With the Metropolitan District expecting approximately 30% less in property taxes in 2012, the financial committee will need to determine whether to reduce expenses, transfer funds from POA to Metro or to go to voters for a mill levy increase. Mr. Engleby agreed to be part of the financial committee.

Security Update

Lonestar reported that the Metro District directed them to charge for all RFID cards which is what CMD is doing. The transition date has been moved to September 30 and a letter notifying all property owners that the old transponders will be turned off will be sent later this summer.

Real Estate

Report

The real estate report was distributed.

Adjournment

There being no further business to come before the Board at this time, and upon motion duly made and seconded it was unanimously

RESOLVED to adjourn the meeting of the Cordillera Valley Club Property Owners Association Board of Directors this 17th day of May, 2011.

Respectfully submitted,

Cheri Curtis
Secretary for the meeting

RECORD OF PROCEEDINGS

Minutes of the Special Meeting Of the Board of Directors of Cordillera Valley Club Property Owners Association May 26, 2011

A Meeting of the Board of Directors of the Cordillera Valley Club Property Owners Association, Eagle County, Colorado, was held May 26, 2011 at 4:05 p.m., at the offices of Robertson & Marchetti, P.C., 28 Second Street, Suite 213, Edwards, Eagle County, Colorado, in accordance with the applicable statutes of the State of Colorado.

Attendance

The following Directors were present and acting:

- Bob Engleby
- Kent Myers
- Tim Benedickt
- Art Greenfeder - Telephone
- Tom Marcin - Telephone

Also in attendance were:

- Robertson & Marchetti, P.C.
Ken Marchetti & Cheri Curtis
- Legal
Greg Perkins

Call to Order

The Meeting of the Board of Directors of Cordillera Valley Club Property Owners Association was called to order by Mr. Marcin, noting a quorum was present.

Potential Conflicts Of Interest

Mr. Marcin reported that he is the principal owner of Marcin Engineering, LLC which provides engineering services to Cordillera Valley Club Metropolitan District and/or Cordillera Valley Club Property Owners Association. The Board noted that Mr. Marcin may participate in discussions related to services his firm may provides to CVC and may vote in such matters, in compliance with his duties to the Association.

Mr. Myers reported that he is the owner of Airplanners, LLC, a consulting firm that provides services to Eagle Air Alliance. Cordillera Metropolitan District and Cordillera Property Owners Association have provided funding to Eagle Air Alliance and Mr. Myers works directly with Joe Wilson. The Board noted that Mr. Myers may participate in discussions related to services his firm may provide to CVC and may vote in such matters, in compliance with his duties to the Association.

RECORD OF PROCEEDINGS

CORDILLERA VALLEY CLUB PROPERTY OWNERS ASSOCIATION May 26, 2011 Meeting Minutes

The Board noted, for the record, that these disclosures are being made at this time with the intent of fully complying with laws pertaining to potential conflicts of interest.

Executive Session Upon motion duly made and seconded it was unanimously

RESOLVED to enter into executive session at 4:06 p.m. to discuss litigation with legal counsel.

The Board adjourned from the executive session at 4:55 p.m. There was no action taken.

Adjournment There being no further business to come before the Board at this time, and upon motion duly made and seconded it was unanimously

RESOLVED to adjourn the meeting of the Cordillera Valley Club Property Owners Association Board of Directors this 26th day of May, 2011.

Respectfully submitted,

Cheri Curtis
Secretary for the meeting

**CORDILLERA VALLEY CLUB PROPERTY OWNERS ASSOCIATION, INC
JUNE 2011 ACCOUNTS PAYABLE**

Payables to be Approved

| <u>VENDOR</u> | <u>DATE</u> | <u>DATE PAID</u> | <u>AMOUNT</u> | <u>DESCRIPTION</u> | <u>Approved By</u> |
|--|-------------|------------------|------------------|-----------------------------|------------------------------------|
| Cordillera Property Owners Association | 01/19/11 | 06/21/11 | 4,312.10 | Fishing Contribution | Board at Meeting |
| Club at Cordillera | 05/17/11 | 06/21/11 | 50.00 | Annual Meeting | Finance & Administration Committee |
| Gregory Perkins LLC | 05/31/11 | 06/21/11 | 944.00 | Legal | Board at Meeting |
| Mauriello Planning Group, Inc | 05/31/11 | 06/21/11 | 1,625.00 | General Administration | Board at Meeting |
| | 05/31/11 | 06/21/11 | 4,082.50 | PUD Amendment | |
| | 05/31/11 | 06/21/11 | 195.00 | Board Report | |
| | 05/31/11 | 06/21/11 | 1,040.00 | Fields Application | |
| | 05/31/11 | 06/21/11 | 48.75 | Legends Application | |
| | 05/31/11 | 06/21/11 | 325.00 | Hulsizer Application | |
| | 05/31/11 | 06/21/11 | 65.00 | Leach Application | |
| | 05/31/11 | 06/21/11 | 260.00 | Brown Application | |
| | 05/31/11 | 06/21/11 | 455.00 | Elliott Application | |
| Mauriello Planning Group Total | | 06/21/11 | 8,096.25 | | |
| Robertson & Marchetti, P.C. | 05/31/11 | 06/21/11 | 3,380.85 | Accounting & Administration | Finance & Administration Committee |
| | 05/31/11 | 06/21/11 | (505.85) | Courtesy Discount | |
| | 05/31/11 | 06/21/11 | 118.72 | Office Expenses | |
| Robertson & Marchetti Total | | | 2,993.72 | | |
| Current Accounts Payable Total | | | 16,396.07 | | |



**POA Update
DRB Administration**

TO: CVC POA Executive Board

**FROM: Mauriello Planning Group, LLC
Dominic Mauriello, AICP
Allison Kent, AICP**

DATE: June 10, 2011

RE: Administration Activities in June/Other Projects



Action Items:

- None

New/Pending Applications:

- Lot 19, Filing 2 - Fields Residence - Deck and storage addition
- Lot 1, Filing 2 - Hulsizer residence - sports court addition

Compliance Deposits:

- Working on refunding/resolving all other deposits including:
 - Just/Hulsizer - Lot 1, Filing 2 of \$5,000 for landscaping - 2009
 - Plumb - Lot 9, Filing 4 of \$500 - 2008

Valid Approvals (not actively constructing):

- Lot 18, Filing 9 - Morten Residence - Final approval expires July 13, 2011
- Lot 19, Filing 2 - Fields Residence - Final approval expires October 12, 2011
- All other projects have expired and are required to re-apply under current guidelines
- See attached list for active construction projects

DRB Administration:

- Design Guidelines: The DRB is working some minor changes to the Design Guidelines based on the change in administration. They will likely adopt changes in June.

- Plan scanning: Rocky Mountain Reprographics has been scanning the plans. The scanning should be completed by the end of June. To be cost effective, they have been scanning during slow periods.

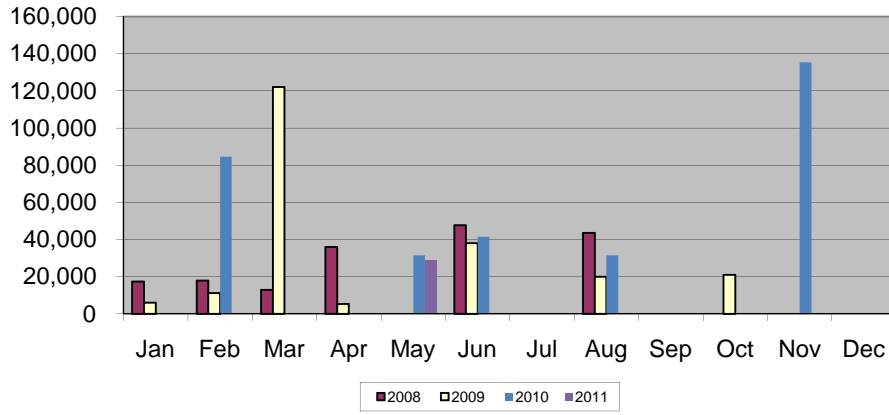
Special Projects:

PUD Amendment

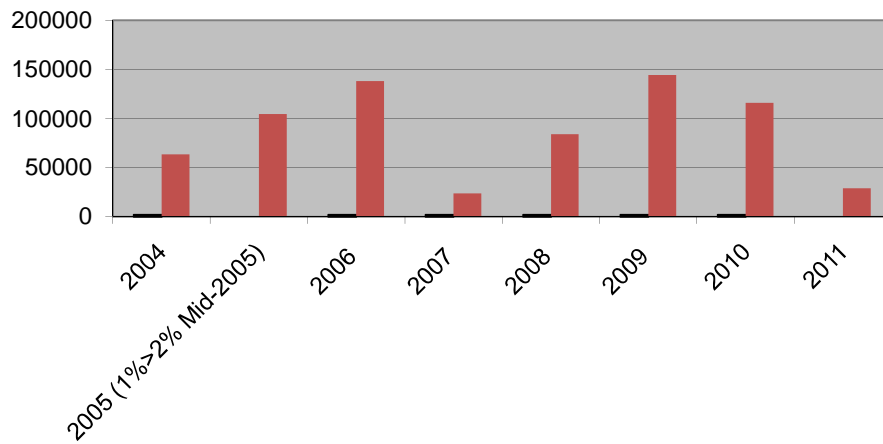
- An application submittal was completed by MPG addressing all of the County's criteria for an amendment to the PUD guide.
- A revised Preliminary Plan Map was developed and included with the PUD Guide.
- The application was submitted to the County in May.
- County is reviewing application.

**Cordillera Valley Club POA
Monthly RETA Report
Data Through May 31, 2011**

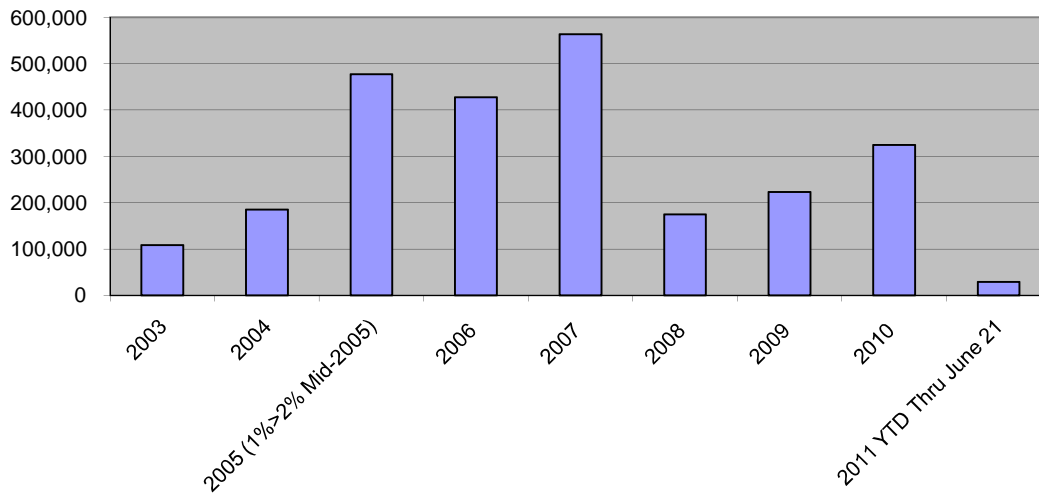
CVC Real Estate Transfer Assessments Monthly Comparison



YTD Total Thru May



RETA Annual Total ('11 YTD)



**Cordillera Valley Club Property Owners Association
Real Estate Transfer Fees
June 21, 2011**

| Date Sold | Lot Number | Seller | Buyer | Address | Amount |
|------------------|-------------------|---------------------------|--------------------------------|-----------------------|--------------------|
| 05/05/11 | Filing 1, Lot 20 | Susan Apple | John & Barbara Mayer | 0105 Juniper Lane | 17,500.00 |
| 05/17/11 | Filing 2, Lot 6 | Spring Creek Retreat, LLC | Catherine Vanessa Bently Lyons | 218 Spring Creek Lane | 11,250.00 |
| | | | Total | | <u>\$28,750.00</u> |

**CORDILLERA VALLEY CLUB
METROPOLITAN DISTRICT
AND PROPERTY OWNERS ASSOCIATION
2011 Meeting Schedule**

The Regular Meetings will be held on the 3rd Tuesday of every month at the 9 Iron Grill, Cordillera Valley Club,
0101 Legends Drive, Edwards, CO

The Metropolitan District will meet at 2:00 p.m. unless otherwise notified

The Property Owners Association will meet at 3:30 p.m. unless otherwise notified

| Month | Meeting | Date |
|-----------|---|--------------------|
| June | Regular Meeting (3rd Tuesday) | June 21, 2011 |
| July | POA July Member Meeting (9:00 a.m.) | July 5, 2011 |
| July | Regular Meeting (3rd Tuesday) | July 19, 2011 |
| August | Regular Meeting (3rd Tuesday) | August 16, 2011 |
| September | Regular Meeting (3rd Tuesday) | September 20, 2011 |
| October | Regular Meeting (3rd Tuesday) | October 18, 2011 |
| November | Regular Meeting (3rd Tuesday) | November 15, 2011 |
| December | Regular Meeting (3rd Tuesday) | December 20, 2011 |
| December | POA December Member Meeting (9:00 a.m.) | December 27, 2011 |
| January | Regular Meeting (3rd Tuesday) | January 17, 2012 |
| February | Regular Meeting (3rd Tuesday) | February 21, 2012 |
| March | Regular Meeting (3rd Tuesday) | March 14, 2012 |
| April | Regular Meeting (3rd Tuesday) | April 18, 2012 |
| May | Regular Meeting (3rd Tuesday) | May 16, 2012 |

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Indicates Holiday

Indicates Meeting