

Cordillera Valley Club Property Owners Association & Cordillera Valley Club Metropolitan District

M E M O R A N D U M

TO: Executive Board of Cordillera Valley Club Property Owners Assoc.
Board of Directors of Cordillera Valley Club Metropolitan District
FROM: Cheri Curtis
DATE: February 8, 2010

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

**February 15, 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 9906262.

Distribution:

<u>CVCMD</u>	<u>Term</u>	<u>Officer Position</u>	<u>Committee Assignment</u>
Rick Pirog	05/12	President	
Jay Morten	05/14	Secretary/Treasurer	Real Property
Barry Gassman*	05/12	VP/Asst. Secretary	
John O'Brien	05/14	VP/Asst. Secretary	Safety & Operations
Emilie Egan	05/12	VP/Asst. Secretary	Finance & Administration

<u>CVCPOA</u>	<u>Term</u>	<u>Officer Position</u>	<u>Committee Assignment</u>
Tim Benedickt	07/12	Acting 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

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

*Barry Gassman was appointed in October 2010 until the May 2012 election. There will be two years remaining of the four-year term that ends in 2014.

**CORDILLERA VALLEY CLUB METROPOLITAN DISTRICT
CORDILLERA VALLEY CLUB PROPERTY OWNERS ASSOCIATION**

NOTICE IS HERBY GIVEN that the meetings of the Board of Directors of Cordillera Valley Club Metropolitan District and 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, January 18, 2011 beginning at 3:30 p.m., local time, for the following purposes and other matters that may come before the Boards.

Agenda

February 15, 2011

- | | |
|--|------|
| 1) Call to Order/Declaration of Quorum/Director Qualifications (Both Presidents) | 3:30 |
| 2) Consideration of Agenda (Joint) | 3:35 |
| 3) Upcoming Meeting Dates (Info only – no formal action necessary) | 3:40 |
| 4) Minutes | 3:45 |
| a) CVCMD Regular Meeting –January 18, 2011 | |
| b) CVCPOA Regular Meeting – January 18, 2011 | |
| c) CVCPOA Special Meeting – January 31, 2011 | |
| 5) Administrative Matters | |
| a) POA Election of Officers (Benedickt) | 3:50 |
| b) Metro District Conflict of Interest Resolution (Gassman) | 3:55 |
| c) Possible Amendment to POA Conflict of Interest Policy (Staff) | |
| d) Robertson & Marchetti Engagement Letters (Marchetti) | |
| e) Executive Session (If Necessary) | |
| 6) Projects and Reports | |
| a) DRB and Covenant Enforcement Update (Mauriello) | 4:00 |
| b) CTC Report (Baker) | 4:15 |
| c) Berm Project Update | |
| i) General Berm Update (Baker) | 4:30 |
| ii) Easement (Gassman) | 4:35 |
| iii) Status of document turnover from VAg (Pirog) | 4:40 |
| iv) Status of Zehren Proposal for review of berm files (Marcin) | 4:45 |
| v) Construction in CDOT Right of Way (Marcin) | 4:50 |
| d) WFP Land Use Plan (Wilhelm) | 4:55 |
| e) POA Amendment to Declaration (Greenfeder) | 5:10 |
| f) Community Plan Steering Group (Borne and Navarro) | 5:20 |
| g) West Gate Project (DeJong and Marcin) | 5:30 |
| h) Other | 5:35 |
| 7) Public Safety Report (DeJong) | 5:40 |
| 8) Operations Report (Carlson) | 5:50 |
| 9) Financial Reports (Marchetti) | 6:00 |
| a) Financial Report MD | |
| b) Accounts Payable MD | |
| c) Financial Report POA | |
| d) Accounts Payable POA | |
| 10) Reports – (Info Only; No Action Necessary) | 6:15 |
| a) Other Financial Reports | |
| b) Real Estate Report | |
| 11) Adjournment | 6:30 |

**CORDILLERA VALLEY CLUB
PROPERTY OWNERS ASSOCIATION AND METRO DISTRICT
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 at 3:30 p.m. unless otherwise notified

Month	Meeting	Date
February	Regular Meeting (3rd Tuesday)	February 15, 2011
March	Regular Meeting (3rd Tuesday)	March 15, 2011
April	Regular Meeting (3rd Tuesday)	April 19, 2011
May	Regular Meeting (3rd Tuesday)	May 17, 2011
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

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Jan-11						
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29	30	31				

 Indicates Holiday

 Indicates Meeting

RECORD OF PROCEEDINGS

**Minutes of the Regular Meeting
Of the Board of Directors of
Cordillera Valley Club Metropolitan District
January 18, 2011**

A Regular Meeting of the Board of Directors of the Cordillera Valley Club Metropolitan District, Eagle County, Colorado, was held January 18, 2011 at 8:30 a.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. The Board met in joint session with the members of the Board of the Cordillera Valley Club Property Owners Association.

Attendance

The following Directors were present and acting:

- Rick Pirog
- Barry Gassman
- John O'Brien
- Emilie Egan
- Jay Morten (By Telephone)

Also in attendance were:

- Cordillera Valley Club POA
Tom Marcin, Art Greenfeder, Tim Benedickt, & Bob Engleby
- Operations
Dan Carlson & Todd DeJong
- Robertson & Marchetti, P.C.
Ken Marchetti & Cheri Curtis
- Others
Patrick Wilhelm
Sarah Baker
Bob Vanourek
Bruce Baumgartner
David Bentley
John Messervey
Susan Apple
Chris Hynes
Frank Navarro (By Telephone)
Kent Myers (By Telephone)
Debby Shields (By Telephone)

Call to Order

The Regular Meeting of the Board of Directors of Cordillera Valley Club Metropolitan District was called to order by Director Pirog, noting a quorum was present.

RECORD OF PROCEEDINGS

CORDILLERA VALLEY CLUB METROPOLITAN DISTRICT January 18, 2011 Meeting Minutes

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

Agenda The agenda was approved as presented.

Minutes The Board reviewed the meeting minutes of the December 21, 2010 meeting. Upon motion duly made and seconded it was unanimously

RESOLVED to approve the meeting minutes of the December 21, 2010 Regular Meeting as presented with Directors Egan, Gassman, Morten, O'Brien, and Pirog voting in favor of the resolution.

Public Input There was no public input.

24 Hour Notice and Posting Locations The Board reviewed the resolution designating the East Gate, the West Gate and the Cordillera Valley Clubhouse as the locations to post the meeting notices for 2011 with the CVC Clubhouse as the 24hour posting location. By motion duly made and seconded, it was unanimously

RESOLVED to approve the 24-Hour posting location as the CVC Clubhouse.

Meeting Dates And Times The Board reviewed the calendar for future meetings. By motion duly made and seconded, it was unanimously

RESOLVED to adopt regular meeting dates and times for 2011 as the third Tuesday of the month at 3:30 p.m. at the 9 Iron Grill.

Conflict of Interest Resolution Mr. Gassman distributed a proposed Conflict of Interest Resolution for the Board's review. It was agreed that the Board needs full disclosure from all Board members and the actions of a Board member cannot influence

RECORD OF PROCEEDINGS

CORDILLERA VALLEY CLUB METROPOLITAN DISTRICT January 18, 2011 Meeting Minutes

the other Board members' decisions. The Board requested that all board members review the resolution and forward comments to Mr. Gassman. Approval of the resolution was tabled until the February meeting.

Bob Vanourek joined the meeting at 10:15 a.m.

Amendment to Covenants

Mr. Greenfeder presented an Amendment to the CVCPOA Covenants that he reported is strongly supported by the community. The group working to amend the covenants needs additional support from community and is requesting endorsement of the amendment from the District and the POA Boards. As a comparison, the covenant amendment adopted by the Cordillera Property Owners Association excludes the Lodge and grandfathered properties. The proposed CVCPOA covenant amendment would apply to all properties in CVC. Mr. Navarro questioned the Board endorsing the amendment without allowing property owners the opportunity to review and compare the CPOA and CVCPOA amendments. Upon motion duly made and seconded it was

RESOLVED to support the covenant amendment with Directors Egan, Gassman, O'Brien, and Pirog voting in favor of the resolution and Director Morten voting against the resolution.

Mr. Hynes requested the amendment prohibit leasing on a nightly basis. It was noted the Amendment to the Covenant does not limit the number of owners.

Berm

Mr. Marcin reported that Carrie McDonald has been engaged by the District to work with CDOT to determine if constructing the berm in the CDOT right-a-way is an option. Ms. McDonald has made phone calls and left messages but has not received a response from CDOT yet.

Mr. Gassman has been working with Patrick Wilhelm on the revisions to the berm easement between the District and WFP and has also received no response. The Board discussed the email from Dr. Mellman questioning the Board's actions related to the funds spent on the berm to date. The Board discussed the invoices from VAG and the ability to obtain all of the District files. The Board recommended having Mr. Gassman and Mr. Pirog meet with Mr. Judge to obtain all the District documents.

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CORDILLERA VALLEY CLUB METROPOLITAN DISTRICT January 18, 2011 Meeting Minutes

It was suggested hiring Pedro Campos to complete a peer review to verify the District has received all berm related documents from VAg. By motion duly made and seconded it was unanimously

RESOLVED to authorize Mr. Marcin to get a proposal to not exceed \$1000 from Zehren & Associates to have Mr. Campos review the berm documents with Directors Egan, Gassman, Morten, O'Brien, and Pirog voting in favor of the resolution.

West Gate

Mr. Marcin met with Mr. DeJong to review the status of the project. The goal is to have the new security system operational by the February meeting.

It was questioned how the existing transponders will work with the new system and Mr. DeJong explained the new system will be able to read all devices. The Operations Committee will need to determine the procedures for replacing transponders with RFID cards.

Security

Mr. Engleby suggested reducing security once the new system is in place to reduce costs. It was noted there is a benefit to having first responder services twenty-four hours a day. Discussion followed on security and the Board agreed there is a need to obtain input from the community through a survey. Mr. DeJong expressed his support for twenty-four hour per day security since security costs have already been reduced by \$60,000 through decreased services. Mr. Engleby stated additional drive-throughs around the community during the day to reduce speeding and protecting children would be his preference.

Security Contract

The 2011 security contract was included in the Board packet and has been reviewed by Mr. O'Brien on behalf of the Operations Committee. Upon motion duly made and seconded it was unanimously

RESOLVED to approve the 2011 Security contract as revised with Directors Egan, Gassman, Morten, O'Brien, and Pirog voting in favor of the resolution.

Mr. DeJong requested to be involved during the DRB meetings and to be more involved with members. The Board suggested including information on the security officers on the website. Mr. O'Brien, Mr. Engleby and Mr. Marcin agreed to serve on the security committee.

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CORDILLERA VALLEY CLUB METROPOLITAN DISTRICT January 18, 2011 Meeting Minutes

Accounts Payable The Board questioned the invoices from VAg, Inc. By motion duly made and seconded it was unanimously

RESOLVED to approve the accounts payable as presented with the exception of the VAg invoices that will be reviewed by Mr. Pirog and Mr. Gassman with Directors Egan, Gassman, Morten, O'Brien, and Pirog voting in favor of the resolution.

Operations Mr. Carlson reported the waterline covers will be lowered when the weather permits. The Board directed Mr. Carlson to have UERWA look at replacing missing covers.

Financial Report Mr. Marchetti presented the December financial report. By motion duly made and seconded, it was unanimously

RESOLVED to approve the December 31, 2010 financial report as presented.

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

RESOLVED to adjourn the meeting of the Cordillera Valley Club Metropolitan District Board of Directors this 18th day of January 2011.

Respectfully submitted,

Cheri Curtis
Secretary for the Meeting

RECORD OF PROCEEDINGS

Minutes of the Regular Meeting Of the Board of Directors of Cordillera Valley Club Property Owners Association January 18, 2011

A Meeting of the Board of Directors of the Cordillera Valley Club Property Owners Association, Eagle County, Colorado, was held January 18, 2011 at 8:30 a.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. The Board met in joint session with the members of the Board of the Cordillera Valley Club Metropolitan District.

Attendance

The following Directors were present and acting:

- Tim Benedickt
- Art Greenfeder
- Tom Marcin
- Bob Engleby

Also in attendance were:

- Cordillera Valley Club Metropolitan District
Rick Pirog, Barry Gassman, Emilie Egan,
John O'Brien & Jay Morten (By Telephone)
- Operations
Dan Carlson & Todd DeJong
- Robertson & Marchetti, P.C.
Ken Marchetti & Cheri Curtis
- Others
Patrick Wilhelm
Sarah Baker
Bob Vanourek
Bruce Baumgartner
David Bentley
John Messervey
Susan Apple
Chris Hynes
Frank Navarro (By Telephone)
Kent Myers (By Telephone)
Debby Shields (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. Benedickt, noting a quorum was present.

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CORDILLERA VALLEY CLUB PROPERTY OWNERS ASSOCIATION January 18, 2011 Meeting Minutes

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 provide to CVC and may vote in such matters, in compliance with his duties to the Association. The Board noted, for the record, that this disclosure is 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

Agenda

The agenda was approved as presented.

Minutes

The Board reviewed the meeting minutes of the December 21, 2010 meeting. By motion duly made and seconded it was unanimously

RESOLVED to approve the meeting minutes of the December 21, 2010 meeting as presented.

The minutes from the December 28, 2010 Annual Membership meeting were reviewed and discussed. There were no changes to the minutes.

Public Input

There was no public input for items not on the meeting agenda.

Meeting Dates And Times

The Board reviewed the calendar for future meetings. By motion duly made and seconded, it was unanimously

RESOLVED to adopt regular meeting dates and times for 2011 as the third Tuesday of the month at 3:30 p.m. at the 9 Iron Grill, with

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CORDILLERA VALLEY CLUB PROPERTY OWNERS ASSOCIATION January 18, 2011 Meeting Minutes

the POA annual meeting be held on July 5 and a POA member meeting will be held on December 27, 2011.

POA Board Member Appointment

With the resignation of Mr. Carey, the POA Board needs to appoint a replacement director to serve until the July 5, 2011 Annual Meeting. Steve McKeever, Steve Smith, Kent Myers and Chris Hynes have all expressed interest in serving on the Board. The Board agreed to send an email to all members requesting written information from members interested in serving on the POA Board by January 28, 2011. The Board will meet via teleconference on January 31 at 3:00 p.m. to make an appointment to the Board. Upon motion duly made and seconded it was unanimously

RESOLVED to appoint Tim Benedickt as interim president until a replacement is appointed and a regular election of officers is held.

Conflict of Interest Policy

The Metro District Board reviewed a draft of a new Conflict of Interest Policy the District intends to adopt at its February meeting. The POA Board requested a copy of the proposed Metro District policy indicating they are considering revising the POA conflict of interest policy. Both Boards were encouraged to adopt a strong conflict policy to avoid repeating prior problems.

CTC

Sarah Baker and David Bentley reported on a January 10, 2011 letter from the Wilhelm Family Partnership (the WFP) to the members of the Club in which the WFP indicated they are withdrawing all ownership options previously submitted and that they intend to work solely with the members of the Club through a newly establishing a Board of Governors.

The CTC has agreed to continue to work for the good of the community and continue to look at Club ownership options if and when the Club becomes available. Mr. Engleby stated his position that the CVCPOA should not contribute any additional funds to the CTC at this time.

Community Vision Steering Group

Bruce Baumgartner apprised the Board of his background and reported he is facilitating the Community Vision Steering Group (CVSG). The CVSG's goal is to facilitate the development of what community members see Cordillera becoming in 2016. The physical aspects of Cordillera, the

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CORDILLERA VALLEY CLUB PROPERTY OWNERS ASSOCIATION January 18, 2011 Meeting Minutes

Community programs, and special events are all being considered. The process involves developing a community baseline, gathering demographic and “sense of community” data, having community members participate in a SWOT exercise (community strengths, weaknesses, opportunities and threats) and benchmarking to other excellent communities. CVC Board and community members were encouraged to participate. Frank Navarro and Ruth Borne expressed interest and were appointed to represent CVC.

Fractional Ownership

Mr. Patrick Wilhelm stated there are seventeen unused (unplatted) density units remaining in CVC that were approved in the original PUD process. WFP believes they own these density rights. WFP is proposing constructing fractional ownership on the property adjacent to the Club with no more than four owners per property. The concept includes two, three, and four bedroom homes. WFP would also consider the possibility of including additional existing CVC properties within the concept. WFP believes the concept will add value to the Club and can become a stepping stone to purchasing single family homes. Although there are no current plans available for display, Mr. Wilhelm indicated the concept would include a front desk for the check-in process.

Mr. Greenfeder and Mr. Myers stated the proposal sounds like a lodge concept. The Board expressed concerns with a lodge stating it would require maid and maintenance services along with additional parking. It was noted any design proposed would need DRB approval. Mr. Greenfeder stated WFP will need to demonstrate how this plan will benefit CVC owners.

Bob Vanourek joined the meeting at 10:15 a.m.

Mr. Barnett expressed concerns with additional traffic in the community. Mr. Wilhelm stated they will listen to the voices of the community and they may determine whole ownership is better for community.

Ms. Baker explained the seventeen units belong to all of CVC and WFP will need to request a change to the density as would any property owner in CVC. The Board discussed the possibility of other property owners with large lots requesting additional density.

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CORDILLERA VALLEY CLUB PROPERTY OWNERS ASSOCIATION January 18, 2011 Meeting Minutes

Mr. Pirog questioned the parking issues. Mr. Wilhelm indicated both underground and above ground is included in concept plan. Mr. Pirog stated fractional ownership in other communities has been beneficial as a feeder for fee simple ownership. Mr. Wilhelm agreed to present a marketing plan to the community with an explanation of how a project of this type could benefit the community.

Mr. Hynes questioned the size of the concept. Mr. Vanourek stated the Mayacama Club is a beautiful property and believes WFP could build a desirable property within CVC.

Amendment to Covenants

Mr. Greenfeder presented an Amendment to the Covenants that he reported is strongly supported by the community. The group working to amend the covenants needs additional support from community and is requesting endorsement of the amendment from the District and the POA Boards. As a comparison, the covenant amendment adopted by the Cordillera Property Owners Association excludes the Lodge and grandfathered properties. The proposed CVCPOA covenant amendment would apply to all properties in CVC. Mr. Navarro questioned the Board endorsing the amendment without allowing property owners the opportunity to review and compare the CPOA and CVCPOA amendments. Upon motion duly made and seconded it was unanimously

RESOLVED to support the Amendment to the Covenant as presented.

Mr. Hynes requested the amendment prohibit leasing on a nightly basis. It was noted the Amendment to the Covenant does not limit the number of owners.

PUD Amendment

Mr. Greenfeder suggested engaging Dominic Mauriello to represent CVC to amend the CVC PUD. The application to amend the PUD will require a letter of support from the Metropolitan District. Upon motion duly made and seconded it was unanimously

RESOLVED to approve engaging the services of Mauriello Planning Group to assist with amending the CVC PUD.

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CORDILLERA VALLEY CLUB PROPERTY OWNERS ASSOCIATION January 18, 2011 Meeting Minutes

- DRB Report** There were no submittals in January so the DRB meeting was cancelled. Dominic Mauriello is meeting with Stephanie Lord-Johnson to transition administration of the DRB.
- West Gate** Mr. Marcin met with Mr. DeJong to review the status of the project. The goal is to have the new security system operational by the February meeting.
- It was questioned how the existing transponders will work with the new system and Mr. DeJong explained the new system will be able to read all devices. The Operations Committee will need to determine the procedures for replacing transponders with RFID cards.
- Security** Mr. Engleby suggested returning security staffing and costs to pre-2008 levels before the significant increase from 16 to 24 hour per day gatehouse coverage. It was noted there is a benefit to having first responder services twenty-four hours a day. Discussion followed on security and the Board agreed there is a need to obtain input from the community through a survey. Mr. DeJong expressed his support for twenty-four hour per day security since security costs have already been reduced by \$60,000 through decreased services. Mr. Engleby stated additional drive-throughs around the community during the day to reduce speeding and protecting children would be his preference.
- Mr. DeJong requested to be involved during the DRB meetings and to be more involved with members. The Board suggested including information on the security officers on the website. Mr. O'Brien, Mr. Engleby and Mr. Marcin agreed to serve on the security committee.
- Accounts Payable** The Board reviewed the accounts payable list and questioned the invoices from VAg, Inc. Upon motion duly made and seconded it was unanimously
- RESOLVED** to approve the accounts payable list with the exception of the VAg invoices that will be reviewed by Mr. Benedickt and the DRB.
- Mr. Benedickt suggested not paying DRB Board members for DRB meetings in the future.

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CORDILLERA VALLEY CLUB PROPERTY OWNERS ASSOCIATION January 18, 2011 Meeting Minutes

Operations Mr. Carlson reported the waterline covers will be lowered when the weather permits. The Board directed Mr. Carlson to have UERWA look at replacing missing covers.

Financial Report Mr. Marchetti presented the December financial report. By motion duly made and seconded, it was unanimously

RESOLVED to approve the December 31, 2010 financial report as presented.

Adjournment There being no further business to come before the Board at this time, 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 18th day of January, 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
January 31, 2011**

The Special Meeting of the Board of Directors of the Cordillera Valley Club Property Owners Association, Eagle County, Colorado, was held January 31, 2011 at 3:00 p.m., at the at the office of Robertson & Marchetti, P.C., 28 Second Street, Suite 211, Edwards, Eagle County, Colorado, in accordance with the applicable statutes of the State of Colorado. .

Attendance

The following Directors were present and acting:

- Tim Benedickt
- Tom Marcin (Telephone)
- Bob Engleby (Telephone)
- Art Greenfeder (Telephone)

Also in attendance were:

- Robertson & Marchetti, P.C.
Ken Marchetti & Cheri Curtis

Call to Order

The Meeting of the Board of Directors of Cordillera Valley Club Property Owners Association was called to order by Mr. Benedickt, 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 provide to CVC and may vote in such matters, in compliance with his duties to the Association. The Board noted, for the record, that this disclosure is being made at this time with the intent of fully complying with laws pertaining to potential conflicts of interest.

**Board Member
Appointment**

The Board reviewed the information on the prospective candidates to replace Mr. Carey. After discussion and upon motion duly made and seconded it was unanimously

RESOLVED to appoint Kent Myers to serve on the Board until the July 5, 2011 Annual Meeting.

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Mr. Benedickt will notify Mr. Myers and the other candidates of the Board's decision and encourage them to run for the two positions that will be up for election in July.

Adjournment

There being no further business to come before the Board at this time, 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 31st day of January, 2011.

Respectfully submitted,

Cheri Curtis
Secretary for the meeting

SUBJECT TO APPROVAL

Cordillera Valley Club Metro District Conflict of Interest Guidelines

It is the intent of the Cordillera Valley Club Metro District Board of Directors (the “Board”) to adhere to a high level of ethical conduct so that the Cordillera Valley community will have confidence that persons in a position of public responsibility and trust are acting for the benefit of the Cordillera Valley community. These guidelines apply to all Board members, its staff and employees and consultants that perform services or contract with, or solicit work from, the Board. The Cordillera Valley Metro District is called the Metro District.

These guidelines are intended to supplement, but not replace, any state and federal laws governing conflicts of interest applicable to metropolitan districts organized under the laws of the State of Colorado.

Set forth below are specific rules that each person to whom these guideline apply must follow.

Family Members

No Board member shall appoint, hire, influence the hiring of, or supervise (a “restricted arrangement”) an “immediate family” member in the execution of his or her Board duties. A Board member shall recuse himself or herself from all discussions and votes pertaining to any restricted arrangement between an immediate family member and the Metro District and shall not attempt to influence any other Board member in respect of any decision or action of the Board regarding his or her immediate family member. Upon a Board member obtaining knowledge that the Board may enter into a restricted arrangement, such member shall promptly disclose to the Board in writing, to his or her knowledge, all material facts and circumstances about the restricted arrangement.

“Immediate family” means a husband, wife, son, daughter, mother, father, step-son, step-daughter, step-mother, step-father, grandmother, grandfather, brother, sister, domestic partner, any person with whom he or she is cohabiting and any person to whom she or he is engaged to be married. A “domestic partner” is an unmarried adult, unrelated by blood, with whom an unmarried Board member has a committed relationship, maintains a mutual residence or shares basic living expenses.

Gifts to Board Members

No Board member, or any member of his immediate family, shall solicit or accept a gift, entertainment, service, loan, or promise of future benefits from a client, employee or staff member of the Board or any other person with whom the Board has an existing, ongoing or pending contract, business or regulatory relationship. A gift includes the receipt of something of value for less than full and fair consideration.

Use of Board Membership for Private Gain

No Board member may use his or her office or position on the Board to obtain private gain for himself or herself or for a member of his immediate family, for any business entity with which he or she has a financial interest or an interest as creditor, or has any arrangement concerning employment or prospective employment or the provision of services or prospective services.

No Board member may use his or her position to enhance his or her personal financial position, enhance his or her property values to the exclusion of others, solicit or expect special treatment from staff or employees of the Board or any person with whom the Board does business.

Restrictions on Conflict of Interest Transactions

No Board member or member of his or her immediate family should have any financial interest in any person with whom the Metro District has entered into or is negotiating a contract or other arrangement for profit, unless the interested Board member has made full disclosure of the financial interest and all material facts surrounding the transaction or arrangement and the Board, after discussion without the presence of the interested member, decides to enter into the contract or arrangement. A Board member shall recuse herself or himself from any vote or discussions pertaining to any potential or actual “conflict of interest transaction” the Metro District may enter into with such Board member, his immediate family or an entity in which the interested Board member has a financial interest, has an interest as creditor or has an arrangement concerning employment or prospective employment or the provision of services or prospective services. It will be an obligation of the interested Board member to disclose promptly in writing to all of the other Board members, whether or not the Board is in session, all the material facts of the potential or actual conflict of interest transaction.

A “conflict of interest transaction” is a contract or agreement, whether oral or written, or a transaction or financial relationship, between the Metro District and the interested Board member, his or her immediate family, or an entity in which a Board member has a financial interest, has an interest as creditor or has an arrangement concerning employment or prospective employment or the provision of services or prospective services.

The following exceptions are not considered to be conflict of interest transactions:

- (1) A Board member who contracts with the Metro District, provided that the member and/or his or her immediate family and entities controlled by him or her and/or members of his immediate family, hold an equity interest in the entity of less than five percent (5%) of the issued and outstanding equity or voting interests.
- (2) Contracts in which the Board member has fully disclosed a personal interest and has not voted thereon.

- (3) A Board member may vote, notwithstanding any other prohibition, if participation is necessary to obtain a quorum or otherwise enable the Board to act, and if the Board member complies with the voluntary disclosure procedures discussed above.

Conclusions

An arrangement, action, transaction, gift or other circumstance involving the Metro District may violate one or more of the rules discussed in these Guidelines. It is the intent of the Board that the rules set forth above are to be liberally interpreted in light of the stated intent of the Board. Any member of the Board may recuse herself or himself at any time from involvement in any decision or discussion in which the Board member believes he or she has or may have a conflict of interest.

ROBERTSON & MARCHETTI, P.C.

Certified Public Accountants

TRANSMITTAL LETTER

TO: CVCPOA Board of Directors

FROM: Cheri Curtis

RE: Conflict of Interest Policy

DATE: February 11, 2011

Following is the Conflict of Interest Policy adopted by the Board in 2006. A draft of the District policy is included in the Board packet.

The Board has the option of leaving the currently policy in place or adopting a policy similar to the District's policy.

CORDILLERA VALLEY CLUB PROPERTY OWNERS ASSOCIATION
EXECUTIVE BOARD
RESOLUTION
DIRECTOR CONFLICTS OF INTEREST

11-9, 2006

The Executive Board of Cordillera Valley Club Property Owners Association, a Colorado nonprofit corporation (the "Association"), hereby approves and adopts the following Resolution:

RESOLVED, that the following Policy of the Association related to Director Conflicts of Interest is hereby adopted and ratified:

1. **General Duty.** The Executive Board shall use its best efforts at all times to make decisions that are consistent with high principles, and to protect and enhance the value of properties of the members and Association. All Directors shall exercise their power and duties in good faith and in the best interest of the Association. All Directors shall comply with all lawful provisions of the Declaration and the Association's Articles, Bylaws, and Rules and Regulations. As of the date of adoption of this Policy, conflicting interest transactions of directors and officers of the Association are governed by C.R.S. §7-128-501, pursuant to C.R.S. §38-33.3-310.5, and the provisions of this Policy are intended to comply with such statutes.

2. **Definition.** A "conflicting interest transaction" is defined as a contract, transaction or other financial relationship between the Association and a director of the Association, or between the Association and a party related to a director, or between the Association and an entity in which a director of the Association is a director or officer or has a financial interest.

3. **Disclosure of Conflicting Interest Transaction.** Any conflicting interest transaction on the part of any Director shall be verbally disclosed to the other Directors in open session at the first open meeting of the Executive Board at which the interested Director is present prior to any discussion or vote on the matter. After disclosure, the interested Director may participate in the discussion of the matter, and may vote on the matter, in compliance with the Director's duties to the Association. The minutes of the meeting shall reflect the disclosure made, the composition of the quorum and record who voted for and against.

4. **Failure to Disclose Conflicting Interest Transaction.** No conflicting interest transaction entered into in violation of this policy shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a member or by or in the right of the Association, solely because the conflicting interest transaction involves a Director or a party related to a Director or an entity in which a Director is a director or officer or has a financial interest or solely because the Director is present at or participates in the meeting of the Association's Executive Board that authorizes, approves or ratifies the conflicting interest transaction or solely because the Director's vote is counted for such purpose if:

a. The material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Executive Board and the Executive Board in good faith authorized, approves, or ratifies the conflicting interest transaction

by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or

b. The material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members of the Association entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon; or

c. The conflicting interest transaction is fair as to the Association.

5. Definitions. Unless otherwise defined in this Resolution, initially capitalized or terms defined in the Declaration and Bylaws shall have the same meaning herein.

6. Supplement to Law. The provisions of this Resolution shall be in addition to and in supplement of the terms and provisions of the Declaration, Bylaws, and the law of the State of Colorado governing Cordillera Valley Club.

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

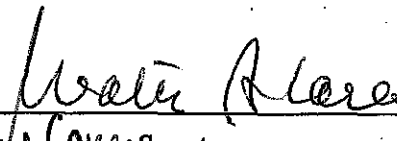
CERTIFICATION

I, the undersigned, do hereby certify:

That I am a duly elected and acting Secretary of Cordillera Valley Club Property Owners Association, a Colorado nonprofit corporation; and

That the foregoing Resolution was duly adopted by action of the Executive Board of the Association at its meeting held on 11-9, 2006, at which a quorum was present.

Dated: 11-9, 2006.



Wally Carey Secretary

MEMORANDUM

To: Board of Directors

From: Ken Marchetti

Date: January 24, 2011

Subject: Engagement Letter

As you know, there are three levels of service that a CPA can render in the preparation of financial statements which are to 1) audit, 2) review or 3) compile the financial statements. A CPA needs to be independent from the person or entity keeping the accounting records in order to perform an audit or review. Since our office keeps the books we are not independent and therefore cannot perform the audit or review. However, since we prepare the financial statements we are required to include a cover letter indicating that we have compiled the statements.

Traditionally we have not entered into engagement letters for the financial statements we compile but there is a new accounting requirement that a written engagement letter be used for compiled financial statements. Accordingly, we have prepared and are asking for your approval of the attached engagement letter to fulfill this requirement.

Please let me know if you have any questions.

ROBERTSON & MARCHETTI, P.C.

Certified Public Accountants

January 24, 2011

Board of Directors
Cordillera Valley Club Metropolitan District
Edwards, CO 81632

This letter is to confirm our understanding of the terms and objectives of our engagement and the nature and limitations of the services we will provide.

We will perform the following services:

We will compile, from information you provide and from accounting records we maintain, annual and interim monthly balance sheets and related statements of revenues, expenditures and changes in fund balance of Cordillera Valley Club Metropolitan District (referred to herein as "the District") for calendar year 2010 and for subsequent years until termination of this engagement which may be terminated by you or by us upon 30 days advance notice provided by the party desiring to terminate. We will compile the financial statements and issue an accountants' report thereon 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. We will utilize information that is the representation of management without undertaking to obtain or provide any assurance that there are no material modifications that should be made to the financial statements in order for the statements to be in conformity with accounting principles generally accepted in the United States of America. Substantially all disclosures and the statement of cash flows required by accounting principles generally accepted in the United States of America may be omitted.

As a consulting financial manager, we participate in the financial management of the District. Management (with our participation) is responsible for:

- a. the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America.
- b. designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of the financial statements.
- c. preventing and detecting fraud.
- d. identifying and ensuring that the entity complies with the laws and regulations applicable to its activities.
- e. making all financial records and related information available to us.

As the accountant, we are responsible for conducting the engagement in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

A compilation differs significantly from a review or an audit of financial statements. Procedures required for a compilation do not contemplate performing inquiry, analytical procedures, or other procedures performed in a review. Additionally, procedures required for a compilation do not

ROBERTSON & MARCHETTI, P.C.

Cordillera Valley Club Metropolitan District
January 24, 2011
Page 2

contemplate obtaining an understanding of the entity's internal control; assessing fraud risk; tests of accounting records by obtaining sufficient appropriate audit evidence through inspection, observation, confirmation, the examination of source documents (for example, cancelled checks or bank images); or other procedures ordinarily performed in an audit. Accordingly, we will not express an opinion or provide any assurance regarding the financial statements being compiled.

Our engagement cannot be relied upon to disclose errors, fraud, or illegal acts. However, if any material errors or any evidence or information that fraud or an illegal act may have occurred comes to our attention during the performance of our compilation procedures we will inform the appropriate level of management.

As part of our engagement, we will also provide the bookkeeping services for the District.

We are not independent with respect to Cordillera Valley Club Metropolitan District. We will disclose that we are not independent in our compilation report.

If, for any reason, we are unable to complete the compilation of your financial statements, we will not issue a report on such statements as a result of this engagement.

Our fees for these services will be billed on an hourly rate basis based on our actual time incurred at our standard billing rates. We may also charge for out-of-pocket expenses incurred, including but not limited to, computer and copy expenses, long distance telephone charges, office supplies used directly by the District (such as personalized checks) and travel expenses for District business out of Eagle County.

We will be pleased to discuss this letter with you at any time.

If the foregoing is in accordance with your understanding, please sign the copy of this letter in the space provided below and return it to us.

Sincerely yours,

ROBERTSON & MARCHETTI, P.C.



Kenneth J. Marchetti, CPA, President
Ken@rmpccpa.com

CORDILLERA VALLEY CLUB METROPOLITAN DISTRICT

President

ROBERTSON & MARCHETTI, P.C.

Certified Public Accountants

January 24, 2011

Board of Directors
Cordillera Valley Club Property Owners Association
Edwards, CO 81632

This letter is to confirm our understanding of the terms and objectives of our engagement and the nature and limitations of the services we will provide.

We will perform the following services:

We will compile, from information you provide and from accounting records we maintain, annual and interim monthly balance sheets and related statements of revenues, expenditures and changes in fund balance and statements of cash flows of Cordillera Valley Club Property Owners Association (referred to herein as "the Association") for calendar year 2010 and for subsequent years until termination of this engagement which may be terminated by you or by us upon 30 days advance notice provided by the party desiring to terminate. We will compile the financial statements and issue an accountants' report thereon 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. We will utilize information that is the representation of management without undertaking to obtain or provide any assurance that there are no material modifications that should be made to the financial statements in order for the statements to be in conformity with accounting principles generally accepted in the United States of America. Substantially all disclosures and the statement of cash flows required by accounting principles generally accepted in the United States of America may be omitted.

As a consulting financial manager, we participate in the financial management of the Association. Management (with our participation) is responsible for:

- a. the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America.
- b. designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of the financial statements.
- c. preventing and detecting fraud.
- d. identifying and ensuring that the entity complies with the laws and regulations applicable to its activities.
- e. making all financial records and related information available to us.

As the accountant, we are responsible for conducting the engagement in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

A compilation differs significantly from a review or an audit of financial statements. Procedures required for a compilation do not contemplate performing inquiry, analytical procedures, or other

ROBERTSON & MARCHETTI, P.C.

Cordillera Valley Club Property Owners Association
January 24, 2011
Page 2

procedures performed in a review. Additionally, procedures required for a compilation do not contemplate obtaining an understanding of the entity's internal control; assessing fraud risk; tests of accounting records by obtaining sufficient appropriate audit evidence through inspection, observation, confirmation, the examination of source documents (for example, cancelled checks or bank images); or other procedures ordinarily performed in an audit. Accordingly, we will not express an opinion or provide any assurance regarding the financial statements being compiled.

Our engagement cannot be relied upon to disclose errors, fraud, or illegal acts. However, if any material errors or any evidence or information that fraud or an illegal act may have occurred comes to our attention during the performance of our compilation procedures we will inform the appropriate level of management.

As part of our engagement, we will also oversee the bookkeeping services for the Association and prepare the Association's federal and Colorado income tax returns.

We are not independent with respect to Cordillera Valley Club Property Owners Association. We will disclose that we are not independent in our compilation report.

If, for any reason, we are unable to complete the compilation of your financial statements, we will not issue a report on such statements as a result of this engagement.

Our fees for these services will be billed on an hourly rate basis based on our actual time incurred at our standard billing rates. We may also charge for out-of-pocket expenses incurred, including but not limited to, computer and copy expenses, long distance telephone charges, office supplies used directly by the Association (such as personalized checks) and travel expenses for Association business out of Eagle County.

We will be pleased to discuss this letter with you at any time.

If the foregoing is in accordance with your understanding, please sign the copy of this letter in the space provided below and return it to us.

Sincerely yours,

ROBERTSON & MARCHETTI, P.C.



Kenneth J. Marchetti, CPA, President
Ken@rmpccpa.com

CORDILLERA VALLEY CLUB PROPERTY OWNERS ASSOCIATION

President



**POA Update
DRB Administration**

TO: CVC POA

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

DATE: February 10, 2011

RE: Administration Activities in January/Other Projects



Initial Upstart:

We have spent some time getting started with the overall administration of the DRB. We are educating ourselves on the covenants, design guidelines, and the PUD so that we make sure we are acting consistent with the governing documents for CVC. We have also had to spend time understanding how things were done previously and trying to make a seamless transition. None of our time spent on these initial activities has been billed to CVC.

Potential New Applications (see draft DRB agenda attached):

- Elliott Residence: Lot 9, Filing 1 - 614 Beard Creek Trail
 - New roof structure over existing patio outside of the building envelope
 - Landscape work to stream running through property
 - New hot tub within building envelope
 - Other maintenance items
 - No application received as of date of this report
 - Concerns: roofed structure outside of the envelope inconsistent with guidelines

- Gassman: Lot 3, Filing 7 - 1912 Beard Creek Trail
 - Deck extension of 4'
 - Likely a staff approval
 - Ensure sub-association approval (7 Eagles)
 - No application received as of date of this report
 - Concerns: None

Compliance Deposits:

- Kessenich Residence: Lot 2, Filing 9 - 100 Legacy Trail
 - Request for release of deposit for landscape improvements (begun without DRB approval)
 - Owners were fined \$1,000 for working without approval last summer
 - Owners state everything is done but snow cover prevents final inspection
 - Records show 99% of the work was completed last summer
 - Compromise achieved with owners to release \$4,000 and hold remaining \$1,000 pending spring inspection on revegetation
 - Snow prevents 100% verification

DRB Administration:

- Meeting dates proposed to be moved to 4th Wednesday of the month (see schedule attached). February 23, at 5:00 pm is the next DRB meeting at Robertson and Marchetti's offices
- Revising application forms to remove VAG logo and address information throughout and generally update (application form attached)
- Design Guidelines are being converted from InDesign to Word. General revision required to remove references to VAG and correct some errors or information that can change (like meeting dates). This process will require about 6 hours of time by MPG.
 - **Seeking POA authorization to complete this work**
- MPG would like general direction/agreement on the following:
 1. Neighbor Notification: The current process allows applicants to send notices to neighbors. No local jurisdictions assign this task to the applicants due to the potential for abuse. Some applicants do this before ever making an application. We have no control over what gets sent or when. MPG would like to explore setting up an email list to notify anyone on the list of an application whether development is within the building envelope or outside of the envelope. Minor projects would be exempted. This would be in lieu of mailed notice and would require amendment to design guidelines. Technical web support may be required. We would also like to use the CVC website to provide notice of all applications. Several hours will be required to get this set up.
 2. Fee Amendment: We anticipate the bulk of new projects will be additions and minor changes. Some of these are straight forward and inexpensive to administer. Other applications (work outside of the building envelope) can require much more work. The current fee for a minor building change is \$200 and a landscape change is \$50. MPG recommends that if a DRB meeting is required or the project is more significant in nature, requiring an additional fee. If a DRB hearing is required we

recommend an additional \$1,000. If the application is complex but does not require a hearing, then an additional fee of \$500 could be charged. We believe the DRB functions should strive to be revenue-neutral, but if the POA wishes to subsidize this function, that is fine too.

3. **Guideline Interpretation:** It appears the DRB has exercised broad flexibility with the interpretation of the guidelines in the past. We view this as positive overall, however, there are requests for development that are clearly not allowed by the guidelines but the applicants seek to vary from the guidelines. The covenants allow the DRB to vary from the guidelines when a viable alternative is presented. How much discretion does the does the POA want the DRB to have? A good example is the Elliott application listed above. “Roofed” patios outside of the building envelope are clearly not allowed by the guidelines. Should the DRB allow for exceptions where the neighbors are not opposed? MPG recommends adhering to the guidelines when the guidance is very clear but allowing some DRB interpretation where a credible alternative to the guideline is provided.
4. **DRB/POA Contact by Applicants:** It appears to be very common that applicants or their representatives seek input from DRB and POA members directly outside of the official meeting. We think this puts the DRB members in an awkward position when voting on matters subject to the guidelines. Further, we believe it has the potential to give an appearance of impropriety. We would prefer that all applicant questions be directed to MPG and limit the contact of applicants on specific projects with DRB members to the actual meeting. Does the POA/DRB agree?

Special Projects:

- PUD Amendment
 - MPG working on phase I
 - Analysis of PUD Guide and exploration of alternatives
 - Conversion of PUD Guide to Word - completed
 - Draft proposed amendment to PUD Guide in redline/track changes format
 - March 11 deadline for initial draft from MPG

**AMENDMENT TO
AMENDED AND RESTATED DECLARATION OF
COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS
FOR
CORDILLERA VALLEY CLUB**

This Amendment to the Covenants, Conditions, Restrictions and Easements for Cordillera Valley Club (this "*Amendment*") is made effective as of the date of its recording in the real property records of Eagle County, Colorado and constitutes an amendment to the Amended and Restated Declaration of Covenants, Conditions, Restrictions and Easements for Cordillera Valley Club dated August 29, 1995, and recorded August 29, 1995 in Book 674 at Page 809 of the real property records of the County of Eagle, State of Colorado (the "*Declaration*").

WITNESSETH:

WHEREAS, the Declaration created and defined certain covenants, conditions, restrictions and easements for Cordillera Valley Club; and

WHEREAS, the Owners desire to approve an amendment to the Declaration in certain respects as more particularly provided herein; and

WHEREAS, pursuant to Section 20.2 of the Declaration, the Declaration may be amended by the recording of a written instrument specifying the amendment and executed by the President of the Cordillera Valley Club Property Owners Association, Inc. (the "*Association*") together with a written certificate executed and acknowledged by the Secretary of the Association certifying the approval of the amendment by a sufficient number of Owners; and

WHEREAS, at a meeting of the Owners called for the purpose of adopting this Amendment, not less than 67% of the votes possible to be cast under the Declaration voted to approve this Amendment.

NOW, THEREFORE, the Declaration is hereby amended as follows:

1. Definitions. Any capitalized term used herein without definition shall have the meaning ascribed to it in the Declaration.
2. Article XXI Amendment: Article XXI of the Declaration is hereby deleted in its entirety and replaced with the following:

No land subject to this Declaration or any residence thereon may be used for the creation or operation, by any means, of any "time share estate" as defined in C.R.S. § 38-33-110 or any other time share, interval ownership, vacation club, lodging club, or similar estate or interest in such land or residence, whether on an equity or non-equity basis, no matter how described or classified, by which a purchaser, investor, owner, tenant, member, or licensee obtains the right to use of such land or residence for a period of time and subject

to availability, reservation procedures, or rights of others within the program to use such land or residence. As used in the preceding sentence, “vacation club” and “lodging club” include any arrangement, formal or informal, under which persons or entities share the right to use the land or residence if (a) such right to use the land or residence arises as a privilege of membership in any membership organization, (b) such arrangement is adopted, imposed, marketed, sold, or managed by any party other than those persons or entities who share the right to use the land or residence, or (c) such land or residence is marketed for use pursuant to or subject to such arrangement.

3. Governing Law. This Amendment will be governed by and interpreted in accordance with the laws of the State of Colorado.

4. Conflicts Between Documents. This Amendment hereby supersedes and controls over any contrary provision contained in the Declaration. In case of conflict between the Declaration as amended hereby and the Articles and the Bylaws of the Association, the Declaration, as amended, shall control.

5. Declaration. Except as specifically set forth in this Amendment, the Declaration remains unchanged and in full force and effect. This Amendment shall hereafter be interpreted for all purposes as part of the Declaration.

[Signatures on attached pages]

CVC Incident Summary

Unsecured Door	Club	1
Intrusion Alarm	Spring Creek	3
Intrusion Alarm	Juniper Lane	1
Vehicle Accident	Beard Creek	1
Wildlife Call	Spring Creek	1
Intrusion Alarm	Wilmore	1
Intrusion Alarm	Beard Creek	1

Water Tank Traffic

Vehicles to Date	1556
Vehicles over 2 axles	435

Plows

Thru February 9th	35
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Updated 02/10/2011

ROBERTSON & MARCHETTI, P.C.

Certified Public Accountants

Accountant's Compilation Report

February 11, 2011

Board of Directors
Cordillera Valley Club Metropolitan District
Edwards, Colorado

I have compiled the accompanying balance sheet of Cordillera Valley Club Metropolitan District as of January 31, 2011 and the related statement of revenues, expenditures and changes in fund balance with budgets for the one 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 District. 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 a consulting financial manager for the District.

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 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 District's financial position and results of operations. 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 District 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 if these omissions had been included, they might influence the user's conclusions about the District's 2010 financial position and results of operations. 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 Metropolitan District because I perform certain accounting services that impair my independence.

ROBERTSON & MARCHETTI, P.C.

Kenneth J. Marchetti, CPA
President

CORDILLERA VALLEY CLUB METROPOLITAN DISTRICT
 BALANCE SHEET - ALL FUNDS
 ALL FUND TYPES AND ACCOUNT GROUPS
 For the Dates Indicated Below

Printed:
 02/11/11

	2010 Combined Actual	1/31/11		
		General Fund	Fixed Assets & Debt	Total 1/31/11
Assets				
Checking - First Bank	10,033	19,329		19,329
Money Market - First Bank		0		0
Petty Cash Checking - First Bank	700	700		700
Colotrust - Savings	259,191	190,666		190,666
Accounts Receivable - Other	0	0		0
Accounts Receivable - Developer				0
Due from County Treasurer	1,442	(25,044)		(25,044)
Property Tax Receivable	625,412	625,412		625,412
Prepaid Expense - Snow Removal	0	0		0
Prepaid Insurance	166	166		166
Assets - Equipment	70,382		70,382	70,382
Assets - Construction in Progress	656,213		656,213	656,213
Assets - Landscape Improvement	671,365		671,365	671,365
Assets - Vehicle	0		0	0
Accumulated Depreciation	(242,599)		(242,599)	(242,599)
District Organization Costs, Net	0		0	0
Bond Issue Costs, Net	4,515		4,515	4,515
Total Assets	2,056,821	811,230	1,159,876	1,971,106
Liabilities				
Accounts Payable - GF	5,187	10,138		10,138
Account Payable - CVCPOA	0	0	0	0
Accrued Interest Payable	2,616		2,616	2,616
Deferred Property Tax	625,412	625,412		625,412
LT Debt - Bond Payable	97,444		97,444	97,444
Wells Fargo Note Payable	0		0	0
Total Liabilities	730,659	635,550	100,060	735,610
Net Assets				
Investment in Fixed Assets, Net	1,159,876		1,159,876	1,159,876
Net of Long-term debt	(100,060)		(100,060)	(100,060)
Fund Balance	266,346	175,680		175,680
Total Net Assets	1,326,162	175,680	1,059,816	1,235,496
Total Liabilities and Fund Equity	2,056,821	811,230	1,159,876	1,971,106
	=	=	=	=

See Accompanying Accountant's Report.

Cordillera Valley Club Metro District
Statement of Revenues, Expenditures and Fund Balance Modified Accrual Basis
Actual, Budget and Forecast for the Periods Indicated

General Fund	2011 YTD				2011 Original Budget	2011 Annual			2012 Prelim Budget
	Unaudited 12/31/10	YTD Budget 1/31/11	YTD Actual 1/31/11	Variance Favorable (Unfavor)		2011 Amended Budget	2011 Forecast Total	2011 Variance Fav (Unfav)	
Revenues									
Assessed Value	25,957,960				25,016,480	25,016,480	25,016,480		18,762,360
	24%				-4%				-25%
Operating Mill Levy Rate	25.000				25.000	25.000	25.000		25.000
Debt Service Mill Levy						0.000	0.000		1.180
Total Mill Levy	25.000	0	0	0	25.000	25.000	25.000	0	26.180
Property Taxes - Operations	645,474	0	(17,358)	(17,358)	625,412	625,412	572,412	(53,000)	469,059
Property Taxes - Debt Service		0						0	22,136
Specific Ownership Taxes	21,439	0	1,581	1,581	21,889	21,889	21,889	(0)	17,192
Other Income	19,894	0	0	0			0	0	
Interest Income (Exp) - Operating	5,314	600	(8,177)	(8,777)	7,200	7,200	(1,000)	(8,200)	7,200
Payment from CVCPOA	198,224	0	0	0	188,313	180,609	180,609	0	188,313
Xfer RETA (for operations)	0	0	0	0	0	0	0	0	0
Xfer RETA (for Capital)	57,000	0	0	0	20,000	30,000	30,000	0	30,000
Total Revenues	947,346	600	(23,953)	(24,553)	862,814	865,110	803,910	(61,200)	733,900
Administrative Expenses									
Accounting, Admin & Mgmt	44,000	3,167	3,167	(0)	38,000	38,000	38,000	0	38,000
Audit	5,750	0	0	0	6,000	6,000	6,000	0	6,000
Dues & Subscriptions	527	765	763	2	900	900	900	0	900
Elections	11,321	0	0	0	0	0	0	0	0
Ins Expense, incl Govt Officials	3,916	4,000	3,165	835	4,000	4,000	4,000	0	4,000
Legal Fees	6,144	550	315	235	6,600	6,600	6,600	0	6,600
Meeting Expenses	1,739	200	0	200	2,400	2,400	2,400	0	2,400
Office Supplies & Expense	1,970	250	260	(10)	3,000	3,000	3,000	0	3,000
Treasurer's Fees	19,511	0	1,058	(1,058)	18,762	18,762	18,762	0	14,736
Total Administrative Exp.	94,878	8,932	8,727	204	79,662	79,662	79,662	0	75,636
Public Safety									
Gate House Staffing & Patrols	396,553	30,102	33,238	(3,137)	376,626	361,218	361,218	0	376,626
Vehicle Operating Expense	1,025	0	0	0			0	0	
Total Public Safety	397,578	30,102	33,238	(3,137)	376,626	361,218	361,218	0	376,626

See accompanying accountant's report.

Cordillera Valley Club Metro District
Statement of Revenues and Expenditures
Actual, Budget and Forecast for the Periods Indicated

Modified Accrual Basis

General Fund (Continued)	2011 YTD				2011 Original Budget	2011 Annual			2012 Prelim Budget
	Unaudited 12/31/10	YTD Budget 1/31/11	YTD Actual 1/31/11	Variance Favorable (Unfavor)		2011 Amended Budget	2011 Forecast Total	2011 Variance Fav (Unfav)	
Community Operations:									
Landscaping - Turf Area Maintenance	17,365	0	0	0	16,960	16,960	16,960	0	16,960
Landscaping - Flowers Maintenance	34,150	0	0	0	30,750	30,750	30,750	0	30,750
Lights, Signs, Guardrails, & Fences	3,645	667	26	641	8,000	8,000	8,000	0	8,000
Holiday Lights	8,789	0	0	0	8,723	8,723	8,723	0	8,723
Recreation	0	0	0	0	1,500	1,500	1,500	0	1,500
Walls & Planters Maintenance	6,500	0	0	0	6,000	6,000	6,000	0	6,000
Road Maintenance	1,487	0	0	0	10,500	10,500	10,500	0	10,500
Road Asphalt Patch & Crack Seal	19,912	0	0	0	20,000	20,000	20,000	0	20,000
Road & General Engineering	1,099	417	0	417	5,000	5,000	5,000	0	5,000
Engineering - Special Projects	5,118	556	0	556	5,000	5,000	5,000	0	5,000
Engineering - PUD Mapping	6,615	0	0	0	0	0	0	0	0
Snow Plowing Contract	22,800	4,000	2,000	2,000	20,000	20,000	20,000	0	20,000
Snow Plow Material, Eq Rent, Xtras	127	3,000	165	2,835	6,000	6,000	6,000	0	6,000
Weed & Pest Control	8,520	833	0	833	10,000	10,000	10,000	0	10,000
Tree Care	6,255	0	0	0	6,668	6,668	6,668	0	6,668
Operations Management	43,757	3,646	3,646	(0)	43,757	43,757	43,757	(0)	43,757
Operations Cell Phone	184	45	0	45	540	540	540	0	540
Gatehouse Utilities - Cable TV	1,092	108	82	26	1,300	1,300	1,300	0	1,300
Utilities - Electric	3,055	361	327	34	4,326	4,326	4,326	0	4,326
Utilities - Water	6,789	80	0	80	8,016	8,016	8,016	0	8,016
Utilities - Telephone/ISP	2,191	300	151	149	3,600	3,600	3,600	0	3,600
Gate Maintenance and Transponders	9,498	5,000	0	5,000	5,000	5,000	5,000	0	5,000
Building Maintenance and Repairs	0	0	265	(265)	5,000	5,000	5,000	0	5,000
Operating Contingency		0		0	25,000	25,000	25,000	0	25,000
Total Community Ops Exp	208,949	19,013	6,662	12,351	251,640	251,640	251,640	0	251,640
Debt Service									
Debt Service - Principal 2003 Loan (\$	17,095	0	0	0	17,847	17,847	17,847	0	18,633
Debt Service - Interest 2003 Loan (\$2	5,040	0	0	0	4,288	4,288	4,288	0	3,503
Debt Service - Vehicle Purchase Prin	0	0	0	0		0	0	0	
Debt Service - Vehicle Purchase Inte	0	0	0	0		0	0	0	
Debt Service - 2010 Bonds	0	0	0	0		0	0	0	
Debt Service - 2011 Bonds	0	0	0	0	0	0	0	0	0
Debt Service - 2012 Bonds									
Contingency		0		0		0	0	0	
Total Debt Service Exp	22,135	0	0	0	22,135	22,135	22,135	0	22,136
Total Expenses Before Capital	723,540	58,046	48,627	9,418	730,063	714,655	714,655	0	726,038
Rev over Exp. before Capital	223,806	(57,446)	(72,580)	(15,134)	132,751	150,455	89,255	(61,200)	7,862

See accompanying accountant's report.

Cordillera Valley Club Metro District
 Statement of Revenues and Expenditures
 Actual, Budget and Forecast for the Periods Indicated

Modified Accrual Basis

General Fund (Continued)	2010 YTD				2011 Original Budget	2010 Annual			2012
	Unaudited 12/31/10	YTD Budget 1/31/11	YTD Actual 1/31/11	Variance Favorable (Unfavor)		2011 Amended Budget	2011 Forecast Total	2011 Variance Fav (Unfav)	Prelim Budget
Capital Expenditures & Spec Projects									
Gate House & Equipment	0	0	0	0				0	
RFID Sys (Repl Transponders)*	19,918	0	0	0				0	
Camera System	15,842	0	0	0				0	
Berm Design/PUD-Vag	29,030	0	0	0				0	
Berm Design - Marcin	1,193	0	0	0				0	
Berm Design - Struct & Soils Engr	6,624	0	0	0				0	
Berm Design - Irrigation System	1,625	0	0	0				0	
Berm Committee for PUD & Legal		0		0				0	
Berm Legal Expense	4,619	0	0	0				0	
Lighting and Signage Design - VAg	20,032	0	0	0				0	
Lighting - Materials & Installation	15,042	0	0	0				0	
Signage Upgrade	984	0	0	0				0	
Signage - Vag	0	0	0	0				0	
Open Space/Fishing Rights		0		0				0	
Guard Rail Juniper Ridge to Legacy*		0		0				0	
Equipment Storage Area/Shed		0		0				0	
Retain Wall/Planter Juniper Ridge Rd		0		0				0	
Rock Wall Beard Creek & Juniper		0		0				0	
W Gate Design-Architect	9,895	0	0	0				0	
W Gate Design - Engineering	1,968	0	0	0				0	
W Gate Fence	11,633	0	0	0				0	
W Gate Computerize & Call Box		19,133	18,086	1,047		28,700	28,700	0	
Other Capital Projects		0		0	12,000	12,000	12,000	0	
Total Capital Expenditures	138,403	19,133	18,086	1,047	12,000	40,700	40,700	0	30,000
Rev over Exp After Cap	85,403	(76,579)	(90,666)	(14,087)	120,751	109,755	48,555	(61,200)	(22,138)
Other Financing Sources & Uses									
Bond/Loan Proceeds	0	0	0	0				0	
Bond Issue Costs	0	0	0	0		0	0	0	0
Advances from CVCPOA, Net	0	0	0	0				0	
Transfer To Debt Service Fund	0	0	0	0				0	
Transfer From General Fund	0	0	0	0				0	
Transfer to Cap Projects Fund	0	0	0	0		0	0	0	
Transfer From (to) General Fund	0	0	0	0		0	0	0	0
Total Other Sources & Uses	0	0	0	0	0	0	0	0	0
Beginning Fund Balance	180,943	246,842	266,346	19,504	228,142	246,842	266,346	19,504	314,901
Ending Fund Balance	266,346	170,263	175,680	5,417	348,893	356,597	314,901	(41,696)	292,763

See accompanying accountant's report.

**CORDILLERA VALLEY CLUB METROPOLITAN DISTRICT
FEBRUARY 2011 ACCOUNTS PAYABLE**

Payables to be Approved

<u>VENDOR</u>	<u>DATE</u>	<u>DATE PAID</u>	<u>AMOUNT</u>	<u>ACCT #</u>	<u>DESCRIPTION</u>	<u>Approved By</u>
<u>Gate House Expenses</u>						
CenturyLink	01/14/11	2/15/2011	150.61	1-6060	Gatehouse Phone	Dan Carlson/Operations Committee
DirectTV	02/04/11	2/15/2011	81.99	1-6050	Gatehouse TV	Dan Carlson/Operations Committee
Eagle River Water & Sanitation		2/15/2011		1-6080	Gatehouse Water	Dan Carlson/Operations Committee
Holy Cross Electric	01/26/11	2/15/2011	<u>230.57</u>	1-6070	Gatehouse Electric	Dan Carlson/Operations Committee
Total Gatehouse Utilities			<u>463.17</u>			
<u>Operations Expenses</u>						
The Club at Cordillera	09/21/10	2/15/2011	152.80	1-5350	September Meeting	Finance & Administration Committee
Grimshaw & Haring	01/31/11	2/15/2011	314.65	1-5300	General Legal	Finance & Administration Committee
Holy Cross Energy	01/26/11	2/15/2011	45.24	1-6700	Street Lighting	Dan Carlson/Operations Committee
	01/19/11	2/15/2011	<u>51.02</u>	1-6700	0033 Wilmore Drive	
Total Holy Cross Energy			<u>96.26</u>			
Land Title Guarantee Co	01/11/11	2/15/2011	100.00	1-5400	Barrow's Lot (Reimbursed)	
Lone Star	02/01/11	2/15/2011	29,816.23	1-6370	Security	Contractual Agreement
	02/01/11	2/15/2011	78.21	6100.1	Gate House Repairs	
	02/01/11	2/15/2011	<u>1,933.19</u>	6100.1	Gate House Repairs	
Total LoneStar		2/15/2011	<u>31,827.63</u>			
Premier Landscape Inc		2/15/2011	4,000.00	6450.1	Snowplowing	Dan Carlson/Operations Committee
	01/16/11	2/15/2011	<u>165.00</u>	1-6460	Installing Markers	
Total Premier Landscape Inc.		2/15/2011	<u>4,165.00</u>			
Robertson & Marchetti, P.C.		2/15/2011	3,166.67	5050.1	Accounting & Administration	Finance & Administration Committee
		2/15/2011	<u>160.01</u>	5400.1	Office Supplies	
Total Robertson & Marchetti, P.C.		2/15/2011	<u>3,326.68</u>			
SFB, Inc.		2/15/2011	3,646.42	6350.1	Operations Services	Contractual Agreement
Accounts Payable Total			<u>44,092.61</u>			

ROBERTSON & MARCHETTI, P.C.

Certified Public Accountants

Accountant's Compilation Report

February 11, 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 January 31, 2011 and the related statement of revenues, expenditures and changes in fund balance with budgets for the one 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: **02/10/11**

	<u>12/31/10</u>	<u>01/31/11</u>
Current Assets		
Cash - Unrestricted Portion		
Cash - Checking FBOA	13,165	7,605
Cash - Petty Cash Checking	1,606	1,606
Cash - Savings FBOA	150,649	221,198
Cash - Savings Wells Fargo	0	0
Cash - Restricted Portion		
Cash - Savings FBOA	20,700	20,700
Total Cash in Banks	<u>186,119</u>	<u>251,109</u>
Accounts Receivable		
Assessments Receivable	1,250	121,250
Due from CVCMD	0	0
Gate Damage Receivable	0	0
Receivable from Developer	0	0
Other Accounts Receivable	824	824
Allowance for Doubtful Accounts		
Total Accounts Receivable	<u>2,074</u>	<u>122,074</u>
Other Current Assets		
Prepaid Expenses	2,403	2,403
Total Other Current Assets	<u>2,403</u>	<u>2,403</u>
Total Current Assets	<u>190,597</u>	<u>375,587</u>
Property, Plant & Equipment		
Equipment	0	0
Accumulated Depreciation	0	0
Total Property, Plant & Equip.	<u>0</u>	<u>0</u>
Total Assets	<u>190,597</u>	<u>375,587</u>
Liabilities and Fund Equity		
Current Liabilities		
DRB Deposits	20,700	20,700
DRB Deposits Contra Account	0	0
DRB Interest Payable	0	0
Deferred Assessments	0	0
Accounts Payable	10,769	34,604
Accrued Liabilities	0	0
Accrued Payable - SQMD	0	0
Petty Cash Clearing Account	0	0
Due To SQMD	0	0
Total Liabilities	<u>31,469</u>	<u>55,304</u>
Fund Equity		
Working Capital Contributions	63,300	63,300
Fund Balances	95,828	256,983
Total Fund Equity	<u>159,128</u>	<u>320,283</u>
Total Liabilities and Fund Equity	<u>190,597</u>	<u>375,587</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:

	2010	2011 YTD			2011 Original Budget	2011 Annual			2012
	Actual Thru 12/31/10	Budget Thru 01/31/11	Actual Thru 01/31/11	Variance Favorable (Unfavor)		2011 Amended Budget	2011 Forecast Total	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	16,667	0	(16,667)	200,000	200,000	200,000	0	200,000
Design Review Fees	1,550	0	0	0	0	0	0	0	0
Club Impact Fee	27,938	29,056	0	(29,056)	29,056	29,056	29,056	0	29,056
Interest Income - Operating	1,047	100	77	(23)	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	3,518	42	0	(42)	500	500	500	0	500
Total Revenues	608,233	237,864	190,577	(47,287)	422,756	422,756	421,256	(1,500)	421,256
Administrative Expenses									
Accounting, Admin & Management	34,500	3,375	0	3,375	34,500	34,500	34,500	0	34,500
Audit/Tax Prep Fees	0	0	0	0	650	650	650	0	650
Bad Debts Expense	0	0	0	0	0	0	0	0	0
Bank Charges	2,550	600	28	572	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	300
Ins Expense, incl. D&O Liab.	2,403	2,625	0	2,625	2,625	2,625	2,625	0	2,625
Legal Fees	5,468	667	2,333	(1,666)	8,000	8,000	8,000	0	8,000
Meeting Expenses	704	58	0	58	700	700	700	0	700
Office Supplies & Expense	3,279	125	644	(519)	1,500	1,500	1,500	0	1,500
Property Taxes	5,409	0	0	0				0	
PUD Admendment - MPG	0	0	1,105	(1,105)			14,000	(14,000)	
Total Administrative Exp.	78,314	31,450	28,110	3,340	74,675	74,375	88,375	(14,000)	74,675
DRB Expenses									
DRB Submittals	3,624	0	0	0	0	0	0	0	0
DRB Minor Modification	4,616	0	358	(358)	0	0	0	0	0
DRB General Overhead	14,534	0	755	(755)	0	0	0	0	0
DRB Special Projects	4,117	0	0	0	0	0	0	0	0
Covenant Enforcement & General Rewrite DRB Guidelines	464	0	0	0	3,600	3,600	3,600	0	3,600
POA Meeting Updates	5,341	0	0	0	2,400	2,400	2,400	0	2,400
DRB Storage	2,400	0	200	(200)	1,200	1,200	1,200	0	1,200
DRB - Directors Fees	1,425	0	0	0	2,250	2,250	2,250	0	2,250
Legal Fees	951	0	0	0	1,000	1,000	1,000	0	1,000
Total DRB Expenses	37,472	0	1,313	(1,313)	10,450	10,450	10,450	0	10,450
Public Safety									
Public Safety		0	0	0	4,000	4,000	4,000	0	4,000
Payment to MD for Public Safety	198,224	0	0	0	188,313	180,609	180,609	0	188,313
Total Public Safety	198,224	0	0	0	192,313	184,609	184,609	0	192,313
Community Operations									
Recreation/Fishing	2,724	0	0	0	2,750	2,750	2,750	0	2,750
Community Operations Bonus	5,100	0	0	0		0	0	0	
Total Community Ops Exp	7,824	0	0	0	2,750	2,750	2,750	0	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	
Garden/Water Feature		0	0	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	0
CTC and CCAC Funding ⁽¹⁾	15,272	6,884	0	6,884	130,000	82,605	82,605	0	0
Transfer RETA for Capital	57,000	0	0	0	20,000	30,000	30,000	0	30,000
Total Capital Expenditures	172,823	6,884	0	6,884	150,000	112,605	112,605	0	30,000
Total Expenditures	494,657	38,334	29,422	8,912	430,188	384,789	398,789	(14,000)	310,188
Excess of Revenues over Exp. After Capital	113,576	199,531	161,155	(38,376)	(7,432)	37,967	22,467	(15,500)	111,068
Beginning Fund Balance	(17,748)	84,265	95,828	11,563	122,247	84,265	95,828	11,563	118,295
Ending Fund Balance	95,828	283,796	256,983	(26,813)	114,815	122,232	118,295	(3,937)	229,363

See accompanying accountant's report.

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

**CORDILLERA VALLEY CLUB PROPERTY OWNERS ASSOCIATION, INC
FEBRUARY 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 Associa	01/19/11	02/15/11	24,000.00	Marketing Contribution	Board at Meeting
CVCMD	02/01/11	02/15/11	30,000.00	Capital Projects	Board at Meeting
	02/01/11	02/15/11	45,152.25	Security	
CVCMD Total		02/15/11	<u>75,152.25</u>		
Eagle County Treasurer	12/31/10	02/15/11	5,408.92	2010 Property Taxes	Finance & Administration Committee
Mauriello Planning Group, Inc	01/31/11	02/15/11	650.00	DRB General	Board at Meeting
	01/31/10	02/15/11	644.33	File Boxes	
	01/31/10	02/15/11	1,210.00	PUD Amendment	
	01/31/10	02/15/11	357.50	DRB Submittals	
Mauriello Planning Group Total			<u>2,861.83</u>		
Robertson & Marchetti, P.C.	01/31/10	02/15/11	3,110.59	Accounting & Administration	Finance & Administration Committee
Sherman & Howard	01/31/10	02/15/11	2,332.80	Legal	Board at Meeting
Current Accounts Payable Total			<u>112,866.39</u>		

DRB Payables

<u>VENDOR</u>	<u>DATE</u>	<u>DATE PAID</u>	<u>AMOUNT</u>	<u>DESCRIPTION</u>	<u>Approved By</u>
Peter Kyle				DRB Meetings	Finance & Administration Committee
Ruth Borne				DRB Meeting	Finance & Administration Committee
Suzy Carey				DRB Meeting	Finance & Administration Committee
Ted Leach				DRB Meetings	Finance & Administration Committee
DRB Total			<u>0.00</u>		
Total Payables			<u>112,866.39</u>		