

APPROVED

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

CONSOLIDATED METROPOLITAN DISTRICT

Held Tuesday, the 27th day of November 2007 at 10:00 a.m. at 398 Arroyo Drive, Battlement Mesa, Colorado.

Attendance

A special meeting of the Board of Directors of the Consolidated Metropolitan District, Garfield County, Colorado was called and held as shown above and in accordance with the applicable statutes of the State of Colorado, with the following Directors present and acting:

Fred Inman
George Cathey
Bill Nelson
Frank Lancaster
Bill Wilde

Jay Haygood, Chuck Hall, Gordon Elliott, Ron Schelling, Sue Lancaster, Ray Barbour, John Shepard, Mary Haygood, Bob Jasper and Amie Martin were also in attendance.

Call to Order

Director Inman called the meeting to order at 10:00 a.m. and established that a notice of the meeting had been posted as required by statute. Director Inman noted that a quorum was in attendance.

No potential conflict of interest disclosures were noted or filed on behalf of any of the Directors.

Memorandum of Understanding between The Battlement Mesa Service Association and CMD

Mr. Hall stated Gordon Elliott and Lynn Shore have been appointed to the Joint Advisory Committee (JAC) for BMSA. Director Inman stated Frank Lancaster and Bill Nelson have been appointed for CMD.

On the Memorandum of Understanding under Goals on page 2, the following changes were made: #1, It is the intent and long term goal of BMSA and CMD to structure management of the community in a way which will provide improved services and planning for the future. Page 2, #3, It is the goal that overtime, BMSA plans to contract with CMD to provide public works related

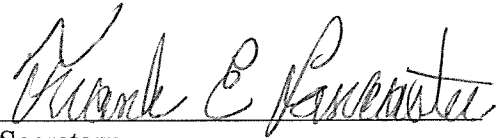
services. The items could include: landscape maintenance, sprinkler maintenance, street sweeping, street litter pickup, bike path/sidewalk maintenance, bench maintenance, fence maintenance, street light maintenance, and sign maintenance. BMSA will continue to be solely responsible for covenants and covenant enforcement. The following Action items were changed: #1, A four member joint advisory committee (JAC) will be established comprised of two board members appointed from each Board of Directors. #2, The primary role of the JAC will be to improve communication and coordination between the BMSA and CMD Boards of Directors. #6, A joint meeting of both the BMSA and CMD Board of Directors will occur at least quarterly and more often as needed. #7 has been changed to, CMD will apply for 50% grant funding for the purchase of a street sweeper. #10 has been changed to, Over time BMSA will review the current structure of the sub associations.

The next joint meeting will be Tuesday, the 26th day of February 2008 at 10:00 a.m. at 398 Arroyo Drive, Battlement Mesa, Colorado.

Adjournment

There being no further business to come before the Board, the meeting was adjourned at 12:25 p.m.

The foregoing constitutes the true and correct minutes of the above referenced meeting and was approved by the Board of Directors of the Consolidated Metropolitan District on the 27th day of December, 2007.


Secretary