

**MINUTES OF THE ANNUAL MEETING
OF THE MEMBERS OF EAGLE RANCH ASSOCIATION**

A Meeting of the Members of Eagle Ranch Association (the "Association") was held on December 6, 2005, at the Brush Creek Pavilion, Eagle Ranch, in Eagle, Colorado.

The following owners (listed alphabetically) were represented in person* or by proxy:

Jim Adams*, Owner 0096 Big Sage and Board Member
Ben Bartosz, Owner 590 Hernage Creek Rd.
John Baty, Owner Lot 42, Block 10, Filing 8
Andrew and Donna Beck, Owners 0029 Pearch C-201
Arlyn Berlinghof*, Owner R-9, 225 Haystacker Dr.
Marsha Bjorson*, Owner 254 Robins Egg Lane
Jeff Boyer*, Owner 0080 Beecher Street
Jennifer Brumbaugh*, Owner 99 Newquist St.
Casey Bullock, Owner 60 East Double Hitch
Dan Corcoran*, Owner 2473 Eagle Ranch Road
John Cortez*, Owner 152 Lime Park Drive.
Stacey Coulter, Owner 764 Hernage Creek Rd.
Dave Crawford, Owner 0051 MacDonald Street
Abby and Peter Dann*, Owners 0002 Camp Fancy Spur
Tanya Dixon, Owner #6 Hernage Gulch Rd.
Jean Frank*, Owner 135 Bunkhouse Pl.
Jim Funk*, Owner 0876 Sylvan Lake Road
Gladys Funke*, Owner 0136 Eagle Ranch Road
Debbie Gareffa*, Owner 110 Seven Hermits
Cynthia Gilbert, Owner Lots Q-10, I-18, P-2
Dolores Gleason, Owner 5 MacDonald St. & H-8 Double Hitch
Ted Gould*, Owner 0674 Hernage Creek Rd.
Vicky Green, Owner 419 Harrier Circle
Elizabeth Hasley*, Owner 41 Lime Park Dr.
Elizabeth Himmes*, Owner 2009 E. Ranch Road
Tyler Hoff, Owner 590 Hernage Creek Rd.
John Hollis*, Owner 53 Lone Spur
Judith O. Hopkins, Owner Lot 25, Block 2, Filing 1
Nancy Hovren and Alan Bovi, Owner 11 Bunkhouse Place
Michael Hoy*, Owner 94 Callie Clark Ct.
Ibrahim M. Ibrahim, Owner 151 Bunkhouse Road
Robert Jackson, Owner 260 Abrams Creek
Jim Jose*, Owner 216 Mayer St.
Beverly Kennedy*, Owner 379 Harrier Circle
Dean Kerkling*, Owner 2396 Eagle Ranch Road
John Kleinman, Owner 396 Harrier Circle
Peter Kozinski*, Owner 148 Bunkhouse Pl.
Kevin Kromer*, Owner 873 Hernage Creek
Robert Kuller*, Owner 120 Lime Park Drive
Douglas Landin*, Owner 0009 Rt. Lady Belle Pl.
Steve Lindstrom*, Owner 1140 Capitol St.

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Peter Lombardi*, Owner 78 Harrier Circle
Richard Loth*, Owner 317 Founders Ave.
Tiffany Lotz, Owner 59 Greenhorn Avenue
R. J. Mahoney*, Owner 0038 Callie Clark Court
Jenni Marquez*, Owner 0817 Robin's Egg Lane
Gary Martinez*, Owner and President of the Board
Tom McCord*, Owner 51 Silver Spur
Cathy McRory, Ower 1733 Eagle Ranch Road
Kimberly McGhee*, Owner 0255 Fourth of July
Donna Meyer*, Owner 371 Founders Ave.
Martha Miller, Owner 37 Abrams
John Miskell*, Owner 45 Mayer St.
George Nachman, Owner 22 East Dewey Park
Linda Nevin*, Owner 0031 Sawmill Circle
John Niemi, representing Owner Parcel F, Aidan's Meadows
Ronald Niemeyer*, Owner 206 Haystacker
G. J. O'Halloran, Owner 0052 Callie Clark Court
Carole Onderdorh*, Owner 0350 Founders Ave, #I-102
Greg Perkins*, Owner 80 Eagle Ranch Rd., counsel to the Board
Houston Perkins, Owner 15 Left Lady Belle
Everett L. Pfeiff, Olde World Development, LLC, Owner 0070 E. Foxglove Lane
Roland Reinholtz, Owner 010 E. Foxglove Lane
Rick Rolater*, Owner 341 Harrier Circle
Kent Rose*, Owner 0271 Bunkhouse and Board Member
Sal Russo Jr., Owner 42 Hernage Creek Rd.
Fred & Nancy Schmidt*, Owner 18 Poplar
Scott Schmidt, Owner 36 Double Hitch
Harry Scoby, Owner 2044 Eagle Ranch Road
Diana Scott*, Owner 0138 Eagle Ranch Road
Jack Skjonsby*, Owner 239 W. Foxglove
Charles Smallwood*, Owner 2414 Eagle Ranch Rd.
Paul Steube, representing Enterprise Bank & Trust
Richard and Dianne Stovall, Owners 2494 Eagle Ranch Road
Ann P. Svejcar, Owner 0350 Founders, Unit 102
Thomas Terrill, Owner 0019 Hernage Creek Rd.
Laurie Thompson*, Owner #13 East Meadow
Julie Thurston, Owner 44 Lonespur
Marne H. Tutt, Owner 1935 Eagle Ranch Rd.
Martin VandeVen*, Owner 286 Robins Egg Lane
Rob Verratti*, Owner 201 Lime Park Drive
Gina Weber, Owner 0267 Hernage Creek Rd.
Scot F. Webster*, Owner 0094 E. Foxglove Lane
Keith Wegan, representing Triangle River 401 LLC, Owner
August Wittenberg, Owner 0856 Sylvan Lake Rd.
Jen Wright, representing Eagle Ranch Village LLC & Castle Peak Building

Others present in person were:

Penny Clough, Association Controller, EWR

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Martin Erkela, Area Manager, CenturyTel
Rob Jones, Area Plant Supervisor, CenturyTel
Cara Jones-Readle, EWR Accounting Manager
Mary Morgan, EWR, Association Administrator and Secretary to the Board
Deby Mouser, Eagle Ranch Administration
Mike Williams, Tenant 2396 Eagle Ranch Road

The order of business was as follows:

1. Call to Order. Mr. Martinez, President, called the meeting to order at 4:10 p.m. MST. Ms. Morgan verified that proper notice of the meeting was given, a copy of which is attached hereto as Exhibit A, and acknowledged that a quorum was present. Copies of proxies and ballots are attached hereto as Exhibit B and incorporated herein by this reference. Mr. Martinez reviewed the revised agenda which was distributed to owners as they arrived at this meeting.
2. Reading of Minutes. Upon motion duly made and seconded, reading of the minutes of the Members' meeting held on December 13, 2004 was waived and they were unanimously approved as submitted
3. Election of Director. Four candidates who were present, Jim Funk, Jim Jose, Frederick J. Schmidt, and Rob Verratti, each provided a brief introduction of himself. Nominees not present were Jennifer Buck and Phil Frank. There were no further nominations, and nominations were closed. Election directions were provided, and the ballots were collected.
4. Financial Reports.
 - a. Balance Sheet as of September 30, 2005 , attached hereto as Exhibit C, was presented by Ms. Clough. No action was taken.
 - b. 2006 Approved Budget. A copy of the Approved Budget Plan for 2006, attached hereto as Exhibit D, had been distributed to all members along with the notice of this meeting. Mr. Martinez reviewed the 2005 year-end projections, noting that the revenues are projected to exceed expenses by \$378,000. Mr. Kerkling reported that the Design Review fees would be raised in 2006, having been the same since the community began.
 - c. Mr. Martinez reviewed the 2006 Capital Project Budget, including the proposal for the construction and funding of the Fitness Facility, attached hereto as Exhibit E, He noted that the Board had decided to delete Camouflage Paint Utility Boxes at this time. If Owners were interested, the Board will re-evaluate, perhaps identifying the most visible boxes. The capital projects include \$225,000 representing 50%, the Association's responsibility for tenant finish for the Fitness Facility, plus \$50,000 for partial year operation; however the likelihood of completing the Facility before the end of the fiscal year is small. It was clarified that membership would be voluntary. There being no votes to reject the Budget, the Budget was deemed ratified in accordance with Colorado Common Interest Ownership Act (the "Act").

5. Capital Replacement /Wildlife Improvement Funds. Upon motion duly made and seconded the following resolution was unanimously approved by the members:

Whereas, the Eagle Ranch Association is a Colorado corporation duly organized and existing under the laws of the State of Colorado, and

Whereas the Members desire that the Association shall act in full accordance with the rulings and regulations of the Internal Revenue Service, now therefore the Members hereby adopt the following resolutions by and on behalf of the Association:

Resolved that the amount collected by or paid to the Association for Capital Replacement or wildlife improvements during the year ended December 31, 2005, shall be set aside for future major repairs, replacements and wildlife improvements and allocated to capital components as provided by the guidelines established by IRC Section 118 and Revenues Rulings 75-370 and 75-371. Such amounts shall be deposited into a separate account. Any amounts so added to replacement funds shall be allocated to the various components at the discretion of the Board of Directors; and

Be it further resolved that interest earned on the Replacement Reserve funds be deposited in the Replacement Reserve Fund and interest earned on Wildlife Fund shall be deposited in the Wildlife Fund.

6. Unfinished Business

- a. Fiber Optics and Email issues. Mr. Martinez indicated that negotiations with CenturyTel were underway, and he was optimistic that the Eagle Ranch would reach agreement to allow the continued use of “eagleranch.com” domain name within the project. Messrs. Jones and Erkela reported that CenturyTel was eager to partner with Eagle Ranch as a technology community model. There was an inquiry about the possibilities of Eagle Ranch becoming an “virtual village” with fiber optics through the community. The Board agreed to further investigate the possibilities.
- b. In response to a question, CenturyTel representatives reported that HDTV is probably a year away. In the interim, cable television is being upgraded. Bundled services are available for high speed internet, long distance and basic phone service. Cabletelevision will be added as soon as is practicable. Flyers were available to interested parties.
- c. One owner stated that cell coverage in Eagle Ranch is inconsistent. Representatives of CenturyTel indicated they are searching for a national cell provider partner, expected by end of first quarter.

7. Community Update.

- a. Trash vandal. Mr. Martinez urged owners to come forward with any information available about recent trash vandalism.

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- b. Mr. Martinez reported that the roundabout approval process is nearly complete, including CDOT, PUC, Railroad, and all utility providers. He estimated construction would begin in spring, about a 90-day project.
 - c. Sylvan Lake Road will be continued across to Brush Creek Road to create better access, remains open space.
 - d. Medical Campus. Mr. Martinez reported that the land had been dedicated over a year ago. Vail Valley and Valley View Hospitals expect to begin construction of a medical office building in spring 2006.
 - e. There are only two remaining undeveloped parcels in the PUD. Road development in the first of the two subdivisions will be undertaken next summer; total 160 single family lots.
 - f. Wildlife Committee Chair Kent Rose reported that they had received a federal grant to assist with stream restoration and trout habitat. Wildlife Committee is also considering deer and elk winter critical habitat improvements.
 - g. The Metropolitan District has determined that trails will not be plowed to avoid damage to sprinkler heads or turf. The Metropolitan District will evaluate cross-country skiing options.
8. Election Results. Ms. Morgan reported that Rob Verratti had been elected to serve a three-year term.

There being no further business, upon motion duly made and seconded, the meeting was closed at approximately 5:40 p.m.

Respectfully submitted,

Mary Morgan, Secretary