

---

# RECORD OF PROCEEDINGS

---

**Minutes of the Meeting  
Of the Board of Directors of  
Brightwater Club Property Owners Association  
June 24, 2011**

A Meeting of the Executive Board of Directors of the Brightwater Club Property Owners Association, Eagle County, Colorado, was held June 24, 2011 at 2:00 p.m., at the offices of Robertson & Marchetti, P.C., 28 Second Street, Suite 213, Edwards, Eagle County, Colorado, in accordance with the applicable statutes of the State of Colorado.

**Attendance**            The following Directors were present and acting:

- Joe Spencer
- Julie Nelson
- Don Janklow – (By Telephone)
- Malcomb Gray – (By Telephone)
- Garrett Smith – (By Telephone)

Also in attendance were:

- Janice Spencer
- Lynn Janklow
- Carl and Diane Luppens
- John Schelter
- Kirk French – (By Telephone)
- Scott Green – (By Telephone)
- Robert Holt – (By Telephone)
- Mike Budd – (By Telephone)
- Denny Gray – (By Telephone)
- Eric Weaver & Cheri Curtis- Robertson & Marchetti, P.C.

**Call to Order**            The Meeting of the Board of Directors of Brightwater Club Property Owners Association was called to order by Ms. Nelson, noting a quorum was present.

**Agenda**                    Ms. Nelson reviewed the agenda with the Board and participants.

**Minutes**                    The Board reviewed the meeting minutes of the March 17, 2011 Executive Board Meeting and the May 19, 2011 Executive Board meetings. Upon motion duly made and seconded it was

**RESOLVED** to approve the meeting minutes of the March 17, 2011 and the May 19, 2011 meetings as presented.

---

# RECORD OF PROCEEDINGS

---

---

## BRIGHTWATER CLUB PROPERTY OWNERS ASSOCIATION June 24, 2011 Meeting Minutes

---

### Operations

Mr. Weaver reported the Brightwater Club POA website has been completed and is available for viewing. The Valagua Metropolitan District website should be completed and launched soon.

Mr. Weaver received a response from James DeFrancia on CDI's plans to provide maintenance of common area using DIP loan funds. Ms. Nelson reported the DIP loan funds are designated for specific areas.

### Financial Report

Mr. Weaver presented the May 31, 2011 financial statement, noting that the Accounts Receivable of the Association have been shown as deferred on the balance sheet, meaning that revenues in the profit and loss statement are on the cash basis rather than the accrual basis. This provides a much more meaningful summary for the Association since the accounts receivable balances are so large.

Director Nelson noted that Berenbaum Weinshienk have been discounting billings for legal representation of the Association for bankruptcy matters..

### Account Receivable

Mr. Weaver presented a report on the accounts receivable. Ms. Nelson estimated one-third of the property owners are participating owners, one-third are developer owned lots and one-third are non-participating property owners. The Board responded to questions by property owners on the collections past due assessments.

### Accounts Payable

The current accounts payables list was presented for approval and ratification of payment of the accounts payables from March 21, 2011 to May 31, 2011. Upon motion duly made and seconded it was unanimously

**RESOLVED** to approve as the accounts payable list presented and ratify approval of the payment from March 21 to May 31, 2011.

### Bankruptcy Information

Mr. Nelson stated the court hearing on the final installment of the DIP loan has been scheduled. Objections have been filed regarding the bidding process. There is no Asset Purchase Agreement filed and the

---

# RECORD OF PROCEEDINGS

---

---

## BRIGHTWATER CLUB PROPERTY OWNERS ASSOCIATION June 24, 2011 Meeting Minutes

---

Stocking Horse Bid has been reduced to \$7.33 million. There is no ruling from the judge at this point.

The Board discussed filing an objection to the marketing plan but determined this would not be productive. Carl Luppens has filed a motion to create another class of creditors naming property owners as a class.

All Club members should have received a proof of claim form. Information will be forwarded to property owners indicating what can be included on the proof of claim.

Ms. Nelson asked the Board and members of the community for thoughts on what questions should be asked of CDI during the hearing and will pass on the list to bankruptcy counsel.

### **Next Meetings**

The Board will meet as necessary but the next open meeting is tentatively scheduled for September 16, 2011.

### **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 Brightwater Club Property Owners Association Board of Directors this 24th day of June, 2011.

Respectfully submitted,



Cheri Curtis  
Secretary for the meeting