

# RECORD OF PROCEEDINGS

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## MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE VALAGUA METROPOLITAN DISTRICT

Held: Tuesday, March 24, 2009 at 10:30 a.m., at 4000 Gypsum Creek Road, Gypsum, Colorado.

### Attendance

The special meeting of the Board of Directors of the Valagua Metropolitan District was called and held as shown above and in accordance with the statutes of the State of Colorado. The following Directors, having confirmed their qualification to serve on the Board, were in attendance:

Vernon L. Brock  
C. Michael Budd  
Robert M. Savage  
Ian Hause  
Russ E. Hatle

Also present: Eric Weaver, Robertson & Marchetti, P.C. and Patty Parker, property owner.

Joan Fritsche, Foster Graham Milstein Miller & Calisher, participated via teleconference.

### Call to Order

Director Savage noted that a quorum of the Board was present, verified that notice of the meeting was posted in three locations within the District and that the Directors had confirmed their qualification to serve, and therefore called the meeting of the Board of Directors of the Valagua Metropolitan District to order.

### Disclosure Matters

Ms. Fritsche advised the Board that pursuant to Colorado law, certain disclosures by the Board members may be required prior to taking official action at the meeting. The Board reviewed the agenda for the meeting, following which each Board member disclosed his conflicts of interest, stating the fact and summary nature of any matters, as required under Colorado law, to permit official action to be taken at the meeting. The Board determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the Board to act.

## RECORD OF PROCEEDINGS

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Director Savage reported that he is an owner of real property within the District and an employee of Clearwater Development, Inc. Clearwater Development, Inc. is a property owner and developer within the District, which may have a right to reimbursement costs from the District. This disclosure is associated with approval of items on the agenda, which may affect his interests or those of his employer.

Director Budd reported that he is an owner of real property within the District and that he is engaged as a real estate broker with Prudential Colorado Properties to sell properties within the District. Clearwater Development, Inc. is a property owner and developer within the District, which may have a right to reimbursement costs from the District. This disclosure is associated with approval of items on the agenda, which may affect his interests or those of Clearwater Development, Inc.

Director Brock reported that he is an owner of real property within the District and a consultant to Clearwater Development, Inc. Clearwater Development, Inc. is a property owner and developer within the District, which may have a right to reimbursement costs from the District. This disclosure is associated with approval of items on the agenda, which may affect his interests or those of Clearwater Development, Inc.

Director Hatle reported that he is an owner of real property within the District and that he has an ownership interest in Clearwater Development, Inc. Clearwater Development, Inc. is a property owner and developer within the District, which may have a right to reimbursement costs from the District. In addition, Director Hatle reported that he has investments in Imprimis LLC; Mt. 20 LLC; and Hares Ear LLC. This disclosure is associated with approval of items on the agenda, which may affect his interests or those of Clearwater Development, Inc.

Director Hause reported that he is an owner of real property within the District and a consultant to Clearwater Development, Inc. Clearwater Development, Inc. is a property owner and developer within the District, which may have a right to reimbursement costs from the District. This disclosure is associated with approval of items on the agenda, which may affect his interests or those of his employer.

Written disclosures of these interests were filed with the Secretary of State and the Board prior to the meeting.

Public Comment

There was no public comment.

## RECORD OF PROCEEDINGS

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Writ of Garnishment Ms. Fritsche reported that a Writ of Garnishment – Judgment Debtor Other Than a Natural Person had been served on the District as a result of a Judgment entered against Clearwater Development Inc. in a lawsuit filed by Retreat Developers, LLC and Custom Concepts, LLC, Denver District Court Case No. 08CV011024. The Board discussed the District's obligation under the Writ. Upon motion duly made by Director Hatle and seconded by Director Budd and unanimously carried, the Board authorized Director Savage to review and approve an Answer to be prepared by Foster Graham and filed on or before April 1, 2009 with the District Court and requested Robertson & Marchetti to supply the necessary supporting documentation.

Adjournment There being no further business to come before the Board, and upon motion duly made by Director Hatle and seconded by Director Budd and unanimously carried, the meeting was adjourned.



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Secretary for the Meeting