

**ORGANIZATIONAL MINUTES OF THE BOARD OF DIRECTORS OF
THE OVERLOOK AT TELLURIDE HOMEOWNERS ASSOCIATION, INC.
A COLORADO NONPROFIT CORPORATION**

Date: August 28, 2018

Pursuant to a call of the Windhorse Properties, LLC, a Colorado limited liability company (“**Declarant**”), a special joint meeting of the Board of Directors for the Overlook At Telluride Homeowners Association, Inc., a Colorado nonprofit corporation (“**Association**”), was held, and the Board members signified their assent to these Minutes, as indicated by their signature at the end hereof. The meeting was to discuss matters and affairs related to The Overlook At Telluride Subdivision/PUD (“**Community**”).

The meeting was held, with participants appearing either by telephone or in person and by telephone held at the Law Offices of Thomas G. Kennedy in Telluride, Colorado on August 28, 2018 at 2:15 PM.

Jane Hickcox, a representative of the Declarant, called the meeting to order, and on motion duly made, seconded and unanimously carried, was appointed temporary Chairperson.

Present at the meeting were Jane Hickcox, Dirk DePagter and Rich Salem (by telephone).

The temporary Chairperson announced that pursuant to reserved development rights and reserved special declarant rights, the Declarant had appointed Jane Hickcox, Dirk DePagter and Rich Salem as the initial members of the Board of Directors for the Association each for a three year term.

The temporary Chairperson called for nominations for the offices of President, Secretary and Treasurer of the Association for the ensuing year and until the successors of each are chosen and qualified. Thereupon the following persons were nominated for the indicated offices:

Person	Offices
Jane Hickcox	President, Treasurer and Assistant Secretary
Dirk DePagter	Vice President, Assistant Treasurer and Secretary
Rich Salem	Vice President

All the Directors present having voted, the temporary Chairperson announced that the aforementioned persons had been unanimously elected to the offices set forth before their respective names, to serve until the election and qualification of their respective successors.

The President thereupon assumed the duty of Chairperson of the meeting, and the Secretary assumed the duty of Secretary of the meeting.

All Directors and Officers ratified all actions and undertakings taken on behalf of the Association and all documents and instruments signed on behalf of the Association in advance of the organizational meeting

The President then presented the Articles of Incorporation as filed with the Colorado Secretary of State on August 21, 2018. Upon motion duly made, seconded and unanimously carried, the same were unanimously approved by all members and the Board of Directors, and the President directed that a copy be maintained as a part of the permanent corporate records of the Association.

The President next presented the Bylaws for the Association and Community, which were reviewed and discussed by the Directors. Thereafter, it was moved, seconded and unanimously carried that the Bylaws be adopted as presented, without alteration, and the President was authorized and directed to execute the

Bylaws for and on behalf of the Association. The President then directed that the Bylaws be inserted in the permanent corporate records of the Association.

The President next presented the Declaration of Covenants, Conditions and Restrictions for the Overlook At Telluride Subdivision/PUD, which are being executed by the Declarant. The Declaration was reviewed and discussed by the Directors. The Directors acknowledged that the Declaration established certain rights, duties and obligations on the Association and future lot owners, including certain maintenance and repair obligations with respect to the access road, retaining wall, drainage facilities and rockfall mitigation fence, as well as related landscaping and irrigation systems. The President then directed that the Declaration be inserted in the permanent corporate records of the Association.

The President next discussed a certain Road Use, Access and Maintenance Agreement and a certain Development Agreement that the Association is being asked to sign, acknowledging the requirements of the Town of Telluride for the Association to be responsible for the maintenance and repair of the access road, retaining wall and drainage facilities. After discussion, it was moved, seconded and unanimously carried that the Road Use, Access and Maintenance Agreement and the Development Agreement be adopted as presented, without alteration, and the President was authorized and directed to execute the Road Use, Access and Maintenance Agreement and the Development Agreement for and on behalf of the Association. The President then directed that the Road Use, Access and Maintenance Agreement and the Development Agreement be inserted in the permanent corporate records of the Association.

The President next stated that it would be necessary to open a bank account for the Association at a bank at an appropriate time in the future, and to adopt a resolution therefore in the form requested by the bank. Further, the President reviewed applicable provisions of the Colorado Common Interest Ownership Act which require all accounts of the Association to be maintained separate from all other associations and entities, and which require the Association to maintain operational accounts separate from reserve accounts. After discussion, upon motion made, seconded and unanimously carried, it was:

RESOLVED, that at such time that the President determines it to be appropriate, the Association may establish one or more accounts: one as an operating account and another as a reserve account for capital replacements, and such other bank accounts as it deems appropriate for its benefit at a bank or other fund to be chosen by the Officers in the area, and that any one officer of the Association be and is hereby authorized to draw checks on the operating or checking account. This account will require one signature without the necessity of any other counter signature. Initially the President, the Vice President and Treasurer are authorized and empowered to execute transactions with the bank on behalf of the Association;

RESOLVED, FURTHER, that at such time that the President determines that there is a need to establish a reserve account for capital replacements, the President shall establish such an account and thereupon place funds into which reserves for capital replacements will be transferred from the operating account, on a periodic basis as may be required by law. This account will require one signature;

RESOLVED, FURTHER, that the Officers whose signatures are required by the bank be and are hereby authorized and directed to complete and execute the resolution forms for the establishment of accounts and for borrowing purposes as requested by the bank, and retain a copy of those resolutions for inclusion in the permanent records of the Association;

RESOLVED, FURTHER, that all of the resolutions as completed and executed with the bank be and are hereby adopted as the resolutions of the Board of Directors at this Meeting.

The President next discussed a proposed annual operating budget for the Association. After discussion, the Board agreed to schedule a budget meeting after the infrastructure work has been completed and more information about anticipated operating expenses, including, maintenance costs and expenses anticipated to be incurred by the Association in connection with its required maintenance and repair obligations, was known.

The Directors next discussed management of the Common Interest Community. The President stated that it could be appropriate to consider employing or engaging professional management to serve the Association, but after discussion by the Directors, it was determined that any such consideration would occur at a later date and deferred further discussions.

The President then presented a proposal to cover the insurance needs of the Association and the Common Interest Community, as set forth in the Declaration. After much discussion and review of the proposal, and after motion duly made, seconded and unanimously carried, it was:

RESOLVED, that the insurance agency selected by the President is designated as the insurance agency for the Association, and the President is authorized to obtain from said agency all insurance required by the Declaration, the Bylaws, resolutions of the executive board contained in the minutes and the legal documents for the Community. To the extent available, the insurance agent is directed to obtain Director's and Officers' Liability coverage for all officers and Directors of the Association. All officers and Directors shall be held harmless and be indemnified to the extent permitted by law, including reimbursement for legal fees, in the event of loss, damage, or claim engendered by their service.

The President next raised the ability of the Association to eliminate or limit the personal liability of Directors for monetary damages, as allowed under Colorado statutes. After discussion, motion duly made, seconded, and unanimously carried, it was:

RESOLVED, that no member of the Board shall be liable to the Association or any member or creditor of the Association for monetary damages arising from breach of fiduciary duty as a Director; except that this resolution shall not eliminate or limit the liability of a Director to the Association or to members for monetary damages for (i) any breach of a Director's duty of loyalty; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) Acts specified in C.R.S. § 7-128-402; or (iv) any transaction from which a Director derived an improper personal benefit.

The question of a fiscal year for the Association was next discussed. After discussion, and upon motion duly made, seconded and unanimously carried, it was:

RESOLVED, that the Directors adopt a fiscal year for the Association with a year-end of December 31.

The Directors next discussed operation of the Association. After discussion, and motion duly made, seconded and unanimously carried, it was:

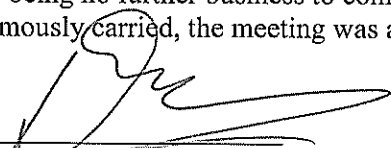
RESOLVED, that the officers of the Association are authorized and empowered to enter into ordinary contracts to conduct the business and affairs of the Association, in the name of and on behalf of the Association, without further approval or action of the Board, subject to the budget(s);

RESOLVED, FURTHER, the officers of the Association are authorized and empowered to hire and fire employees and independent contractors, as they shall deem appropriate, without further approval or action of the Board, subject to the budget(s);

RESOLVED, FURTHER, that all actions taken by the Association prior to the date of these minutes by the persons initially designated as members of the Board, by the present Board and by the officers designated herein are ratified and approved in all aspects;

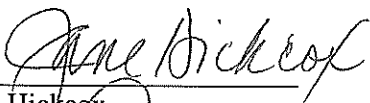
RESOLVED, FURTHER, that the incorporator be and hereby is released from any and all liability for all actions taken on behalf of the Association prior to the date of these minutes.

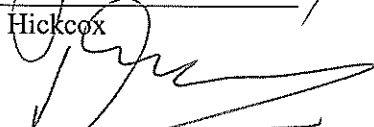
There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.


By: 
Dirk DePagter, Secretary

Date: _____

The undersigned, being all of the Directors of the Owners Association for the Community, by their signature below, certify that they have read the foregoing Minutes; that if present, they participated in said meeting as stated in said Minutes; that if absent, they take, approve, ratify and confirm all business transacted as stated in said Minutes; and each of the undersigned hereby waives any and all notice of the time, place and purpose of such meeting to which she otherwise may have been entitled.

By: 
Jane Hickcox

By: 
Dirk DePagter

By: 
Rich Salem