

GRASS MESA HOMEOWNERS ASSOCIATION
(a Colorado nonprofit corporation)

RESOLUTION OF THE BOARD OF DIRECTORS

No. 2003-01

The undersigned, being all the members of the Board of Directors of the Grass Mesa Homeowners Association, a Colorado nonprofit corporation (the "Association"), pursuant to the authority vested in the Board as hereinbelow described, acting at its regularly scheduled and duly noticed meeting held on the 7th day of January, 2003, hereby approves and adopts the following resolution:

RECITALS:

WHEREAS, the Grass Mesa Homeowners Association is vested with the authority and duty to enforce the terms and conditions of the Articles, Bylaws and Declaration of Easements, Restrictions and Covenants for Grass Mesa Ranch ("Covenants"), recorded on June 7, 1983 with the Clerk & Recorder for Garfield County, Colorado, in Book 628 at Page 503 as Reception No. 342393 (and all duly approved, executed and recorded amendments thereto); and

WHEREAS, the Board of Directors is authorized to act on behalf of the Association; and

WHEREAS, the Board is in receipt of a resignation letter from James Bare, Board member dated January 7, 2003;

WHEREAS, the terms and conditions of the Articles and Bylaws of the Association as well as the Covenants include the Board's duty to replace Board positions when vacated.

NOW, THEREFORE, BE IT RESOLVED:

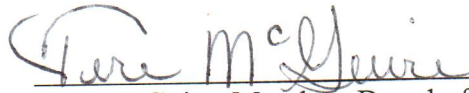
1. The undersigned members of the Board of Directors of the Grass Mesa Homeowners Association unanimously consent to the appointment of John Skellion to fill the remaining term of James Bare effective January 7, 2003.

2. The undersigned members unanimously recommend that the members of the Association ratify and approve such appointment, if such appointment requires membership approval.

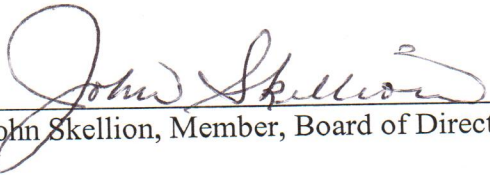
IN WITNESS WHEREOF, the undersigned, being all of the duly-elected members of the Board of Directors of the Grass Mesa Homeowners Association, unanimously approve this Resolution No. 2003-01, as of the Effective Date identified above.



Bret Closs, President and Member,
Board of Directors



Tere McGuire, Member, Board of Directors



John Skellion, Member, Board of Directors

ATTEST:



Cheri Chartier, Secretary/Property Manager
for the Association

JAMES BARE
34671 Highway 6
Silt, Colorado 81652

January 7, 2003

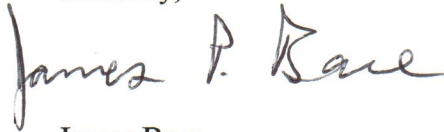
Board of Directors
Grass Mesa Homeowners Association
1899 Grass Mesa Road
Rifle, CO 81650

RE: **Resignation**

Dear Board:

This letter will serve as my resignation as a member of the Board of Directors for Grass Mesa Homeowners Association effective January 7, 2003.

Sincerely,

A handwritten signature in cursive script that reads "James P. Bare". The signature is written in dark ink and is positioned above the printed name.

James Bare

JB/