

GRASS MESA HOMEOWNERS ASSOCIATION
(a Colorado nonprofit corporation)

RESOLUTION OF THE BOARD OF DIRECTORS
No. 2003-04

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 scheduled and duly noticed Special Meeting of the Board of Directors for Grass Mesa Homeowners Association held on the 27th day of May, 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, any vacancy occurring in the Board of Directors shall be filled by the remaining members of the Board of Directors, selecting a new director to fill the vacancy. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office;

NOW, THEREFORE, BE IT RESOLVED:

1. The Board of Directors has accepted the resignation of Anthony ("Ruben") Valdez on May 4, 2003 (a copy of Ruben's resignation letter is attached);
2. The Board of Directors has accepted the resignation of John Skellion on May 19, 2003 (a copy of John's resignation letter is attached);
3. The remaining member of the Board of Directors is Tere McGuire;
4. Jeffrey Lange has volunteered to fill the position vacated by Ruben Valdez thus serving the unexpired three year term due to expire in April, 2006;
5. Holly Steinhoff has volunteered to fill the position vacated by John Skellion thus serving the unexpired two year term due to expire in April, 2005;
6. The undersigned remaining member recommends that the members of the Association ratify and approve such appoints, if such appointments require membership approval.

5/4/03

I, Anthony "Ruben" Valdez
Give Formal Written Notice
of My Resignation To The Remaining
Board Members of The Grass Mesa
Home Owners Association.

I Apologize For The Inconvenience.

Effective Immediately.

Anthony Ruben Valdez

May 19, 2003

**Grass Mesa Homeowners Association
4300 Grass Mesa Road
Rifle, Colorado 81650**

To whom it may concern:

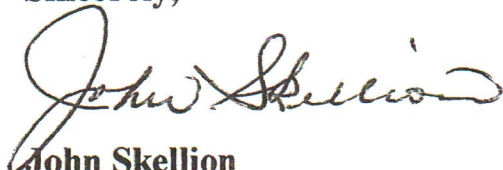
Please accept this letter as formal resignation from the board of directors of Grass Mesa Homeowners Association effective immediately.

Please remove my name from all materials regarding the board members signature authorization forms or any future matters for which I could be held legally liable.

I apologize for any inconvenience that this misunderstanding may have caused you and I sincerely hope that there are no hard feelings on your part, because there are none on mine.

Best of luck with your efforts in the future. You will need it !

Sincerely,

A handwritten signature in dark ink, appearing to read "John Skellion". The signature is fluid and cursive, with a large initial "J" and a long, sweeping underline.

**John Skellion
2662 Grass Mesa Road
Rifle, CO 81650**