

**Alpine Meadows Improvement and Service District
Board of Directors Special Meeting Minutes
June 5, 2013**

A special meeting of the Alpine Meadows Improvement and Service District (AMISD) Board of Directors was convened at 1:30 p.m.MDT on June 5, 2013 in the Meridian Group offices as a follow-up to yesterday's meeting. A quorum of directors was present, with director Mike Halpin attending in person and directors Randy Williams, John Ulfelder and Laura Ladd participating by telephone. Also attending the meeting in person was Lisa Paddleford to take the meeting minutes, Shawn Hawkins, CPA, and Paul D'Amours, counsel to the AMISD.

Laura made a motion to waive the special meeting requirement, which was seconded by John Ulfelder and unanimously approved by the directors.

Reports were given on what was accomplished since yesterday's meeting:

1. Mike Halpin contacted Bank of Star Valley regarding terms for a Line of Credit (LOC). The bank was happy to provide a LOC up to \$90K with a .50% origination fee, 4% fixed for two years and interest not to exceed 6% thereafter.
2. Mike also reported that the developer will contribute \$21,176 towards the picnic pavilion project. The contribution will be made in two installments, the first half immediately and the second half in one year.
3. Shawn Hawkins spoke with Ty Ross, who felt the reserve allocation for 2013 could be significantly reduced, from \$17K to \$1,300. He also said that different options could be considered for the chip seal maintenance, which would also reduce costs significantly.

Laura Ladd said that in light of this information she did not see a need to raise dues this year, although the ISD would need to borrow \$10K in order to fund the first half of the developer's contribution to the picnic pavilion project. Shawn stated there was no need to borrow funds until November-December. Randy Williams was happy with this solution and thought the Board could now move forward with the project. Although the Board can obtain a LOC without member approval, John Ulfelder stated he would still like to notify the members of this action.

Laura thanked Mike and Jerry Halpin for the generous developer contribution, as did the other members. Lisa Paddleford was asked to notify Artemis that the Board was proceeding with the construction of the picnic pavilion.

John suggested that, in order to show due diligence, the Board should solicit other banks for terms on a LOC. Shawn said she will follow up with First Interstate Bank. Shawn said she would like to see the Board sign a resolution regarding the Board seeking a LOC; instead, Laura made a motion for the Board to obtain bids for a \$50K LOC to provide working capital to bridge the gap until payments were received from Lincoln County. John seconded the motion and it was passed unanimously by the Board.

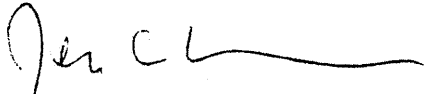
Laura suggested the Board consider some mechanism to raise funds from property owners interested in the pavilion project who may want to contribute donations for miscellaneous accessories (bike racks, trash receptacles, etc.). Randy suggested that the idea of a community garden as another means of getting residents involved might go over well.

John asked how the revised budget should be redistributed and when the Board will approve it. Paul reminded the Board that members must request a copy of the budget. Further, ISDs do not hold member meetings; the budget hearing is a Board meeting at which the budget will be adopted pending approval from the directors. Lastly, Laura asked Shawn to rename the line item for the developer contribution prior to

distribution. Shawn agreed and said she will also revise the budget with new numbers for the reserve fund as they are received from Ty.

The meeting was adjourned at 1:56 p.m. MDT.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "John Ulfelder", with a long horizontal flourish extending to the right.

John Ulfelder

Secretary — Alpine Meadows Improvement and Service District Board of Directors