

**MINUTES OF THE SPECIAL MEETING
OF THE MEMBERS OF
CHERRYHILL HOMEOWNERS ASSOCIATION**

Pursuant to the written call a special meeting of the members of Cherryhill Homeowners Association was held on the 20th day of July, 2000 at 2135 North Seventh Street, Grand Junction, Colorado. Those members present were Denver Cherry, Richard Witt, Hurst Otto, Fred Handy, Brad Higginbotham, Tim Stern and Cory Carlson. Voting proxies were also held as follows:

John Gormley by Hurst Otto
Ted Albright by Brad Higginbotham
Dan Garrison by Denver Cherry

The lots owned by those present represented a quorum for voting purposes.

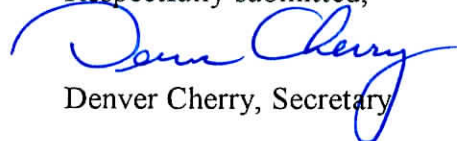
Richard Witt, Chairman called the meeting to order in order to elect at least one new lot owner onto the Board of Directors of Cherryill H.O.A. Denver Cherry and Richard Witt submitted their resignations from the Board effective July 20, 2000 and nominations from the floor to fill those vacancies were accepted. Brad Higginbotham nominated Tim Stern. His nomination was seconded by Hurst Otto and Tim Stern was elected unanimously. Fred Handy nominated Cory Carlson with a second from Tim Stern. Cory Carlson was elected unanimously. The new officers and Hurst Otto are to make a decision as to who will serve as chairman of future meetings.

Various current issues involving the maintenance of the assets were discussed. The new board will follow up as to completion of various projects.

The minutes of the April 25, 2000 meeting were read and following one correction were unanimously approved.

There being no further current business, the meeting was adjourned.

Respectfully submitted,


Denver Cherry, Secretary