



June 1, 2011

RE: Cordillera Valley Club Property Owners Association
Member Meeting – Tuesday, July 5, 2011, 9:00 a.m.

Dear Homeowners and Property Owners:

Pursuant to the By-Laws of the Cordillera Valley Club Property Owners Association, enclosed is a written notice that the Member Meeting of the Association has been scheduled for 9:00 a.m., local time, Tuesday, July 5, 2011 at the Singletree Community Center, located at 1010 Berry Creek Road, Edwards, Colorado.

Enclosed are the meeting notice and agenda, a proxy, the member meeting Minutes from December 28, 2010, and two April 30, 2011 financial reports; one for CVCPOA and one for CVCMD. These financial statements are prepared in a managerial format but the Association also has annual audited financial statements that are posted on the Association's web site (CVCPOA.org) when the audit is completed. You may also obtain a copy of the audit report by contacting the administrator's office.

Please note that the Board seats held by Bob Engleby and Kent Myers are up for reelection this year. Nominations will be taken from the floor for any candidates who are interested in running. Candidates should be prepared to state their background and interest in serving.

If you will not be attending this meeting and would like your vote represented by some other person, who will be attending, you may complete and return the enclosed proxy. Please fill in all areas including the appointed person's name and sign and date the proxy. You may designate anyone you wish to serve as your proxy or you may contact one of the existing board members, Tim Benedickt (970) 390-1662 or Rick Pirog (970) 390-0608 if you would like one of them to serve as your proxy. Please note that the proxy is not valid unless the name of the proxy holder is completed. Please return the proxy to our office and we will ensure the proxy is presented to the appointed person the day of the meeting. The mailing address for the proxy is:

Cordillera Valley Club Property Owners Association
c/o Robertson & Marchetti, P.C.
28 Second Street, Suite 213
Edwards, CO 81632

Sincerely,
Cordillera Valley Club Property Owners Association

Cheri Curtis
Administrator



**CORDILLERA VALLEY CLUB PROPERTY OWNERS
ASSOCIATION
NOTICE OF MEETING OF MEMBERS
TO BE HELD JULY 5, 2011**

Notice is hereby given that a meeting of the Members of Cordillera Valley Club Property Owners Association (the "Association") has been called by the President of the Association pursuant to Section 4.1 of the Bylaws of the Association. It will be held at the Singletree Community Center located at 1010 Berry Creek Road, Edwards Colorado on July 5, 2011, at 9:00 a.m., local time, for the following purposes:

AGENDA

1. Roll Call; Determination of Quorum; Waiver of Notice – 9:00 a.m.
2. Statement of Compliance with Notice Procedures – 9:05 a.m.
3. Approval of Minutes of the December 28, 2010 Member Meeting – 9:10 a.m.
4. President's Comments – 9:15 a.m.
5. Report Regarding Construction of Berm– 9:25 a.m.
6. West Gate Security Update – 9:40 a.m.
7. PUD Amendment – 9:50 a.m.
8. DRB Report – 10:00 a.m.
9. Public Safety and Community Operations Reports -10:15 a.m.
10. Financial Report – 10:30 a.m.
11. Real Estate Report – 10:45 a.m.
12. Election of Two Directors for Three Year Terms – 11:00 a.m.
13. Other Business – 11:15 a.m.
14. Adjournment – 11:30 p.m.

RECORD OF PROCEEDINGS

Minutes of the Member Meeting of Cordillera Valley Club Property Owners Association December 28, 2010

A Member Meeting of the Cordillera Valley Club Property Owners Association, a Colorado non-profit corporation, was held December 28, 2010 at 9:00 a.m., at the 9 Iron Grill, 0101 Legends Drive, Edwards, Eagle County, Colorado, in accordance with the Association's By-laws and the applicable statutes of the State of Colorado.

Attendance

The following Directors were present:

- Walter Carey
- Art Greenfeder
- Tim Benedickt
- Bob Engleby (Telephone)

The following Director was absent and excused:

- Tom Marcin

Also in attendance were:

- See attached list

Call to Order

The Member Meeting of the Cordillera Valley Club Property Owners Association was called to order by the President on December 28, 2010, at 9:00 a.m.

Declaration of Quorum

According to the Bylaws of the Association, the presence in person or by proxy of ten percent of the total number of votes entitled to be cast at the meeting constitutes a quorum. Mr. Marchetti reported that 55 of 127 lots were represented either in person or by proxy so a quorum was represented at the meeting. It was reported for the record by Mr. Marchetti, that proper notice had been duly sent on December 3, 2010 to all members of the Association in accordance with the requirements of the Bylaws.

Minutes

Minutes from the July 6, 2010 annual meeting were distributed prior to the meeting. Upon motion duly made and seconded, it was unanimously

RESOLVED to approve the minutes from the July 6, 2010 member meeting as presented.

Presidents Comments

Mr. Carey reported due to a family situation, he has decided to submit his resignation and pass the baton to a new generation of leadership.

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Cordillera Valley Club Property Owners Association December 28, 2010 Member Meeting Minutes

Mr. Carey noted the Cordillera Valley Club is a unique “island” within the Valley and it will survive the current challenges.

Mr. Benedickt commended Mr. Carey for a job well done and for his twelve years of tireless service to the community.

CTC

Bob Vanourek and Denise Delaney were present to discuss the status of the Cordillera Transition Corporation. The CTC Board is working to determine the current direction for the CTC. The following items have been accomplished:

- The escrow agreement has been drafted.
- An account review has determined there was no fraud committed by the Club owners.
- The CTC believes the Club should be owned by the community although “community” has not been defined. Whoever owns the Club needs to be trusted by the members and the community.

Mr. Vanourek reported that homes have been built on 750 of the 1,000 home sites in Cordillera. Approximately 560 homeowners are Club members, which equates to approximately 75% of homeowners, also belong to the Club

Mr. Navarro questioned why the members would not purchase the Club. Mr. Pirog stated the momentum is not there to have the Metropolitan District(s) purchase the Club. Ms. Baker questioned what would make property owners desire to become a member of the Club. It was agreed the property owners do not want it to be mandatory to become a member and the Club. Therefore the Club will need to be vibrant and enticing.

Mr. Benedickt questioned how other golf course communities are operating. Mr. Vanourek stated the examples are all over the Board. The recommendation is the Club should be owned by “Cordillera” whether “Cordillera” is the members, the community, or some mutually agreed upon combination. The specifics will need to be worked out and there needs to be an open and transparent process to accomplish this goal. Mr. Hynes stated residents are looking for an alignment of interest.

It was questioned why someone would want to buy a business that is losing money from an owner that does not want to sell? Mr. Vanourek explained there needs to be a bullet-proof financial plan developed that the community will have the opportunity to approve or reject. Ms. Delaney stated the statement that the Club owner is not interested in selling is

RECORD OF PROCEEDINGS

Cordillera Valley Club Property Owners Association December 28, 2010 Member Meeting Minutes

inaccurate. The Club is a seasonal business. The dues are received in January of each year and used to pay the last quarter expenses and the first quarter expenses before the course is ever open for the season. From June 2009 to October 2010 there was a \$10 million operating cash shortfall. Premier memberships funded \$4.8 million of this shortfall. The Wilhelm's have loaned \$6 million and have taken a second lien on the Club property.

Mr. Barnett does not believe the Wilhelm's will sell the Club for the CTC proposed price and believes the CTC's direction should be to support the Club in its current ownership. Mr. Smith supports what the CTC has done stating it is nice to talk about the business but it is also a community. Many other communities have been through this and most communities come together through the process.

Mr. Benedickt stated the health of the Club affects the value of the Community. The Club needs to retain past members versus obtaining non-members. Based on a question from Mr. Schlendorf, it was explained that the WFP Windrose collection is a vacation club plan with multiple locations and interval ownerships.

Mr. Engleby asked if the CTC would be making a recommendation regarding payment of Club dues. The December 17, 2010 letter from the Club owner casts a doubt on what level of services the Club will provide in 2011. Members have their own perception of the risks. The CTC cannot have tortious interference into the Club's relationships with its members.

It was questioned whether the Escrow Agreement protects the Club members?

Mr. Pirog stated the credibility gap needs to be closed and confidence in the market needs to be restored. Without these, the Club will not obtain new members.

Berm Update

A committee consisting of Sarah Baker, Barry Gassman, Frank Navarro and Rick Pirog has been formed and this committee is evaluating the re-design of the berm from the perspective of CVC property owners. When a revised design has been completed it will need to be submitted to the County for approval.

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An easement agreement for the berm has been drafted and presented to Wilhelm Family Partnership (WFP) for execution. WFP has indicated they will execute the agreement in exchange for approval of interval ownership in CVC. The Berm Committee has indicated to WFP that the berm is being designed by the CVC Metro District and the District does not have jurisdiction over interval ownership. While discussions are continuing, negotiations appear to be stuck on high center.

The Berm Committee is working on an alternative which is the possibility of constructing the berm in the CDOT right-of-way. The Committee is in the very preliminary phases of this evaluation.

It was reported WFP has expressed an interest in constructing some type of "fractional ownership" homes on a portion of Tract R which is currently the golf course tract. It is not clear exactly where they would be located but reportedly they would be in the vicinity of the club house. The POA covenants currently prohibit timeshares but an amendment may be necessary to clarify the covenants related to other forms of "fractional ownership."

Mr. Barnett suggested the west end portion of the berm/noise mitigation barrier be constructed first but the Committee advised that the County's requirement is for the berm to be constructed all at once rather than in phases.

In summary, the Berm Committee is looking at all options to proceed with construction of the berm in a cost effective manner. Unless a berm can be constructed in CDOT right of way, an easement agreement from the Club will be needed before plans can be presented to Eagle County and the County's approval will be necessary before construction could occur.

Public Safety Report

Mr. DeJong reported he purchased Lone Star Security from Rick Adams on April 9, 2010 which included Lone Star's assets and staff. The staff pay rates were kept the same and Mr. DeJong is providing additional employee's benefits. Mr. Adams will remain part of LoneStar for five years. Mr. DeJong gave a presentation on Lone Star's background and the training they provide.

A new security system is being installed that will allow CVC to maintain its own transponder/RFID database separate from CMD. Call boxes are being installed at the west gate entrance and exit so the gatehouse staff can operate the gate remotely.

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Cordillera Valley Club Property Owners Association December 28, 2010 Member Meeting Minutes

DRB Report In a cost saving measure CVC put the DRB administration function out to bid and Mauriello Planning Group has been selected to administer the DRB process beginning in 2011.

Real Estate Update Mr. Pirog presented a real estate report that shows a total of 42 residential transactions in Cordillera and CVC combined during 2010 with seven of the 42 being in CVC. This is compared to a total of 32 transactions in 2009 so the number of transactions is up 30%. However, home prices are about 30% below peak prices and are not showing signs of moving up yet.

Financial Report And 2011 Budget Mr. Marchetti presented the financial statements and 2011 budget. The Association assessments will remain at \$1,500 in 2011 and the Board has made a concerted effort to cut costs and build reserves in anticipation of property taxes collected by the Metro district going down by an estimated 25% to 30% in 2012. Upon motion duly made and seconded, it was unanimously

RESOLVED to ratify the 2011 budget as presented.

Operations Report Mr. Carlson's reported the street light at Highway 6 and Hillcrest has been installed and is working. Residents requested Mr. Carlson look at the sign at Legacy Trail and the fungus on the Aspen trees.

Communications Members requested the draft minutes, the DRB reports, the DRB agenda and the Board packets be posted on the website.

Other Business No other business was presented.

Adjournment There being no further business to come before the meeting, upon motion duly made and seconded, it was unanimously

RESOLVED to adjourn the Member Meeting of the Cordillera Valley Club Property Owners Association this 28th day of December, 2010.

Respectfully submitted,

Ken Marchetti
Secretary for the Meeting

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Members in Attendance:

- Sarah Baker & Paul Cartmill 1914 Beard Creek Trail
- Bart Barnett 0181 Spring Creek Lane
- John Batts 1710 Beard Creek Trail
- Tim Benedickt 1770 Beard Creek Trail
- Rhoda & Howard Bernstein 0066 Juniper Lane
- Walter Carey 1512 Beard Creek Trail
- Judith Chain 0142 Spring Creek Lane
- Emilie C. Egan & Steve Evancho 0010 Sanctuary Lane
- Doug Fields 1372 Beard Creek Trail
- Henry Frigon 0201 Legacy Trail
- Arthur Greenfeder 1225 Beard Creek Trail
- Chris Hynes 0381 Legacy Trail
- Brian Judge 0106 Juniper Lane
- Elizabeth Kennedy 0130 Fall Creek Road
- Theodore Leach 0154 Legacy Trail
- John Mayer 0073 Juniper Lane
- Carolyn & William McDevitt 0005 Sanctuary Lane
- Steve McKeever 1697 Beard Creek Trail
- John Messervey 0322 Legacy Trail
- Jay Morten 0235 Legacy Trail
- Kent & Janet Myers 0965 Beard Creek Trail
- Frank Navarro 0306 Legacy Trail
- Tom Nern 0158 Fall Creek Road
- Rick Pirog 0335 Legends Drive
- David Schlendorf & Nancy Wolk 0011 Sanctuary Lane
- Steve Smith 0140 Juniper Lane
- Janie & Nelson Sims 0101 Fall Creek Road

Members Present by Proxy

- Joseph Billig 0289 Legends Drive
- John Forester 0297 Legends Drive
- Jonathan & Bethany Haerter 0854 Beard Creek Trail
- Robert Hahn 2 Lots Represented
- Jan Helen 1846 Beard Creek Trail
- Mark & Michele Hellerstein 1165 Beard Creek Trail
- Michael & Janet Kass 0033 Legends Court
- Peter & Dawn Kyle 0941 Beard Creek Trail
- Longboat West 2 Lots Represented
- Paul McCarthy 0033 Wilmore Drive
- Robert & Cheryl Mellman 0013 Sanctuary Lane

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- Tom & Judith Meredith 0161 Legacy Trail
- Daniel Meyer 0321 Legends Drive
- O'Brien Family Trust 3 Lots Represented
- John O'Brien 1665 Beard Creek Trail
- Roger & Betty Jean O'Sheen 2 Lots Represented
- Dennis & Sue Parker 0006 Sanctuary Lane
- David Raduziner & Diana Verrilli 0031 Pinnacle Point
- Tom & Sybil Roach 1398 Beard Creek Trail
- Myriam Robinson 0003 Sanctuary Lane
- Sue Rushmore 0064 Wilmore Drive
- Robert & Deborah Shields 0062 Elk Run

Others in Attendance:

- Robertson & Marchetti, P.C.
Ken Marchetti
- Operations & Security Personnel
Todd DeJong & Dan Carlson
- Legal Counsel
Greg Perkins, Sherman & Howard & Matt Dalton, Grimshaw & Haring, P.C.
- CTC
Bob Vanourek and Denise Delaney

ROBERTSON & MARCHETTI, P.C.

Certified Public Accountants

Accountant's Compilation Report

May 11, 2011

Board of Directors
Cordillera Valley Club Property Owners Association
Edwards, Colorado

I have compiled the accompanying balance sheet of Cordillera Valley Club Property Owners Association as of April 30, 2011 and the related statement of revenues, expenditures and changes in fund balance with budgets for the four month period then ended. I also compiled the accompanying budget and forecast of revenues, expenditures and changes in fund balance for the year ending December 31, 2011 and the preliminary budget for calendar year 2012, in accordance with standards established by the American Institute of Certified Public Accountants.

I have not audited or reviewed the accompanying financial statements and, accordingly, do not express an opinion or provide any assurance about whether the financial statements are in accordance with accounting principles generally accepted in the United States of America.

As a consulting financial manager, I participate in the financial management of the Association. Management (with our participation) is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America and for designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of the financial statements. I have prepared these financial statements in my capacity as consulting financial manager for the Association.

My responsibility includes conducting the compilation in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. The objective of a compilation is to assist management in presenting financial information in the form of financial statements without undertaking to obtain or provide any assurance that there are no material modifications that should be made to the financial statements.

Management (with our participation) has elected to omit substantially all the disclosures and the statement of cash flows required by accounting principles generally accepted in the United States of America. If the omitted disclosures were included in the financial statements, they might influence the user's conclusions about the Association's financial position, results of operations and cash flows. Accordingly, the financial statements are not designed for those who are not informed about such matters.

A compilation of a forecasted financial statement is limited to presenting in the form of a forecast, information that is the representation of management and does not include evaluation of the support for the assumptions underlying the forecast.

I have not examined the accompanying forecast and, accordingly, do not express an opinion or any other form of assurance on the forecasted statement or assumptions. Furthermore, there will usually be differences between the forecasted and actual results, because events and circumstances frequently do not occur as expected and those differences may be material. I have no responsibility to update this report for events or circumstances occurring after the date of this report.

I also compiled the accompanying 2010 historical financial statements of the Association and my report thereon stated that I did not audit or review those financial statements and, accordingly, expressed no opinion or other form of assurance on them. The report noted that management had elected to omit substantially all disclosures and the statement of cash flows, and if these omissions had been included, they might influence the user's conclusions about the Association's 2010 financial position, results of operations, and cash flows. Accordingly, the 2010 financial statements are not designed for those who are not informed about such matters.

I am not independent with respect to Cordillera Valley Club Property Owners Association because I perform certain accounting services that impair my independence.

ROBERTSON & MARCHETTI, P.C.



Kenneth J. Marchetti, CPA, President

**Cordillera Valley Club Property Owners Association
Balance Sheets**

For the Dates Indicated Below

Printed: 05/12/11

	<u>12/31/10</u>	<u>04/30/11</u>
Current Assets		
Cash - Unrestricted Portion		
Cash - Checking FBOA	12,904	366
Cash - Petty Cash Checking	1,606	0
Cash - Savings FBOA	150,849	233,061
Cash - Savings Wells Fargo	0	0
Cash - Restricted Portion		
Cash - Savings FBOA	20,500	20,500
Total Cash in Banks	<u>185,859</u>	<u>253,927</u>
Accounts Receivable		
Assessments Receivable	1,250	8,667
Due from CVCMD	0	0
Gate Damage Receivable	0	0
Receivable from Developer	0	0
Other Accounts Receivable	824	0
Allowance for Doubtful Accounts		
Total Accounts Receivable	<u>2,074</u>	<u>8,667</u>
Other Current Assets		
Prepaid Expenses	2,403	0
Total Other Current Assets	<u>2,403</u>	<u>0</u>
Total Current Assets	<u>190,336</u>	<u>262,594</u>
Property, Plant & Equipment		
Equipment	0	0
Accumulated Depreciation	0	0
Total Property, Plant & Equip.	<u>0</u>	<u>0</u>
Total Assets	<u>190,336</u>	<u>262,594</u>
Liabilities and Fund Equity		
Current Liabilities		
DRB Deposits	20,500	20,500
DRB Deposits Contra Account	0	0
DRB Interest Payable	0	0
Deferred Assessments	0	0
Accounts Payable	12,928	18,845
Accrued Liabilities	0	0
Accrued Payable - SQMD	0	0
Petty Cash Clearing Account	0	0
Due To SQMD	0	0
Total Liabilities	<u>33,428</u>	<u>39,345</u>
Fund Equity		
Working Capital Contributions	63,300	63,300
Fund Balances	93,608	159,950
Total Fund Equity	<u>156,908</u>	<u>223,250</u>
Total Liabilities and Fund Equity	<u>190,336</u>	<u>262,594</u>
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See accompanying accountant's report.

Cordillera Valley Club Property Owners Association
 Statement of Revenues Expenditures and Changes in Fund Balance
 Actual, Budget and Forecast for the Periods Indicated

Printed: 05/12/11

	2010	2011 YTD			2011 Original Budget	2011 Annual			2012
	Actual Thru 12/31/10	Budget Thru 04/30/11	Actual Thru 04/30/11	Variance Favorable (Unfavor)		2011 Amended Budget	2011 Forecast Total	2011 Variance Fav (Unfav)	Prelim Budget
Operating Fund									
Revenues									
Regular Assessments	190,500	192,000	190,500	(1,500)	1,500	1,500	1,500	(1,500)	1,500
Special Assessments		0		0	192,000	192,000	190,500		190,500
RE Transfer Assessments	324,408	33,333	0	(33,333)	200,000	200,000	200,000	0	200,000
Design Review Fees	1,550	0	850	850	0	0	850	850	0
Club Impact Fee	27,938	29,056	28,457	(599)	29,056	29,056	28,457	(599)	29,056
Interest Income - Operating	1,047	400	339	(61)	1,200	1,200	1,200	0	1,200
Developer Settlement	59,272	0	0	0	0	0	0	0	0
Guidelines/Fines/Other Revenue	3,718	167	7,762	7,595	500	500	10,611	10,111	500
Total Revenues	608,433	254,956	227,908	(27,048)	422,756	422,756	431,618	8,862	421,256
Administrative Expenses									
Accounting, Admin & Management	34,500	12,750	12,792	(42)	34,500	34,500	34,500	0	34,500
Audit/Tax Prep Fees	0	0	0	0	650	650	650	0	650
Bad Debts Expense	0	0	0	0		0	0	0	
Bank Charges	2,550	2,000	2,153	(153)	2,400	2,400	2,400	0	2,400
Community Marketing	24,000	24,000	24,000	0	24,000	24,000	24,000	0	24,000
Homeowner Relations	0	0	0	0	0	0	0	0	0
Income Tax Expense	0	0	0	0	300	0	0	0	0
Ins Expense, incl. D&O Liab.	2,403	2,625	2,403	222	2,625	2,625	2,625	0	2,625
Legal Fees	5,468	2,667	2,683	(17)	8,000	8,000	8,000	0	8,000
Meeting Expenses	704	233	100	133	700	700	700	0	700
Office Supplies & Expense	3,279	500	1,054	(554)	1,500	1,500	1,500	0	1,500
Property Taxes	5,409	0	0	0		0	0	0	
PUD Admendment - MPG	0	0	8,555	(8,555)			14,000	(14,000)	
Total Administrative Exp.	78,314	44,775	53,740	(8,965)	74,675	74,375	88,375	(14,000)	74,375

See accompanying accountant's report.

Cordillera Valley Club Property Owners Association
Statement of Revenues Expenditures and Changes in Fund Balance
Actual, Budget and Forecast for the Periods Indicated

Printed: 05/12/11

	2010	2011 YTD			2011 Original Budget	2011 Annual			2012
	Actual Thru 12/31/10	Budget Thru 04/30/11	Actual Thru 04/30/11	Variance Favorable (Unfavor)		2011 Amended Budget	2011 Forecast Total	2011 Variance Fav (Unfav)	Prelim Budget
DRB Expenses									
DRB Submittals	3,602	0	195	(195)	0	0	33	(33)	0
Elliott		0	5,135	(5,135)	0	0	5,135	(5,135)	
Gassman		0	163	(163)	0	0	163	(163)	
Leach		0	780	(780)	0	0	780	(780)	
DRB Minor Modification	4,899	0	0	0	0	0	0	0	0
DRB General Overhead	16,693	800	5,716	(4,916)	0	2,400	12,000	(9,600)	0
DRB Special Projects	4,117	0	0	0	0	0	0	0	
Transition from Vag			650	(650)	0	0	650	(650)	
DRB Plan Reduction Project			2,080	(2,080)	0	0	2,080	(2,080)	
DRB Guidelines Conversion			1,000	(1,000)	0	0	1,000	(1,000)	
Covenant Enforcement -General	464	400	0	400	3,600	1,200	1,200	0	3,600
Rewrite DRB Guidelines		0	0	0		0	0	0	
POA Meeting Updates	5,341	800	1,105	(305)	2,400	2,400	2,400	0	2,400
DRB Storage	2,400	900	129	771	1,200	2,700	2,700	0	0
DRB - Directors Fees	1,425	750	0	750	2,250	2,250	0	2,250	2,250
Legal Fees	951	333	0	333	1,000	1,000	1,000	0	1,000
Total DRB Expenses	39,892	3,983	16,953	(12,970)	10,450	11,950	29,141	(17,191)	9,250
Public Safety		0		0	4,000	4,000	4,000	0	4,000
Public Safety		0	0	0	4,000	4,000	4,000	0	4,000
Payment to MD for Public Safety	198,224	45,152	45,152	0	188,313	180,609	180,609	0	188,313
Total Public Safety	198,224	45,152	45,152	0	192,313	184,609	184,609	0	192,313
Community Operations									
Recreation/Fishing	2,724	2,750	4,312	(1,562)	2,750	2,750	4,312	(1,562)	2,750
Community Operations Bonus	5,100	0	0	0		0	0	0	
Total Community Ops Exp	7,824	2,750	4,312	(1,562)	2,750	2,750	4,312	(1,562)	2,750
Capital/Project Expenditures & Xfers									
Water Tank Expenses-Engineering	7,281	0	0	0				0	
Water Tank Expenses-Architecural	20,448	0	0	0				0	
Water Tank Expenses-Legal G&H	61,683	0	0	0				0	
Water Tank Expenses-Legal S&H	11,138	0	0	0				0	
Recreation Path Requirement per PUD		0	0	0				0	
Open Space/Fishing Rights	0	0	0	0	0	0	0	0	0
Transfer RETA for operations	0	0	0	0	0	0	0	0	65,000
Berm Construction Oversight						10,000	10,000	0	
CTC and CCAC Funding ⁽¹⁾	15,272	18,151	11,410	6,741	130,000	72,605	72,605	0	0
Transfer RETA for Capital	57,000	30,000	30,000	0	20,000	30,000	30,000	0	30,000
Total Capital Expenditures	172,823	48,151	41,410	6,741	150,000	112,605	112,605	0	95,000
Total Expenditures	497,077	144,812	161,567	(16,755)	430,188	386,289	419,042	(32,753)	373,688
Excess of Revenues over Exp. After Capital	111,356	110,144	66,341	(43,803)	(7,432)	36,467	12,576	(23,891)	47,568
Beginning Fund Balance	(17,748)	84,265	93,608	9,343	122,247	84,265	93,608	9,343	106,184
Ending Fund Balance	93,608	194,409	159,950	(34,460)	114,815	120,732	106,184	(14,548)	153,752

See accompanying accountant's report.

(1) While this item is being budgeted, it is not authorized for expenditure without further approval of the Board.

ROBERTSON & MARCHETTI, P.C.

Certified Public Accountants

Accountant's Compilation Report

May 11, 2011

Board of Directors
Cordillera Valley Club Property Owners Association
Edwards, Colorado

I have compiled the accompanying balance sheet of Cordillera Valley Club Property Owners Association as of April 30, 2011 and the related statement of revenues, expenditures and changes in fund balance with budgets for the four month period then ended. I also compiled the accompanying budget and forecast of revenues, expenditures and changes in fund balance for the year ending December 31, 2011 and the preliminary budget for calendar year 2012, in accordance with standards established by the American Institute of Certified Public Accountants.

I have not audited or reviewed the accompanying financial statements and, accordingly, do not express an opinion or provide any assurance about whether the financial statements are in accordance with accounting principles generally accepted in the United States of America.

As a consulting financial manager, I participate in the financial management of the Association. Management (with our participation) is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America and for designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of the financial statements. I have prepared these financial statements in my capacity as consulting financial manager for the Association.

My responsibility includes conducting the compilation in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. The objective of a compilation is to assist management in presenting financial information in the form of financial statements without undertaking to obtain or provide any assurance that there are no material modifications that should be made to the financial statements.

Management (with our participation) has elected to omit substantially all the disclosures and the statement of cash flows required by accounting principles generally accepted in the United States of America. If the omitted disclosures were included in the financial statements, they might influence the user's conclusions about the Association's financial position, results of operations and cash flows. Accordingly, the financial statements are not designed for those who are not informed about such matters.

A compilation of a forecasted financial statement is limited to presenting in the form of a forecast, information that is the representation of management and does not include evaluation of the support for the assumptions underlying the forecast.

I have not examined the accompanying forecast and, accordingly, do not express an opinion or any other form of assurance on the forecasted statement or assumptions. Furthermore, there will usually be differences between the forecasted and actual results, because events and circumstances frequently do not occur as expected and those differences may be material. I have no responsibility to update this report for events or circumstances occurring after the date of this report.

I also compiled the accompanying 2010 historical financial statements of the Association and my report thereon stated that I did not audit or review those financial statements and, accordingly, expressed no opinion or other form of assurance on them. The report noted that management had elected to omit substantially all disclosures and the statement of cash flows, and if these omissions had been included, they might influence the user's conclusions about the Association's 2010 financial position, results of operations, and cash flows. Accordingly, the 2010 financial statements are not designed for those who are not informed about such matters.

I am not independent with respect to Cordillera Valley Club Property Owners Association because I perform certain accounting services that impair my independence.

ROBERTSON & MARCHETTI, P.C.



Kenneth J. Marchetti, CPA, President

CORDILLERA VALLEY CLUB METROPOLITAN DISTRICT
 BALANCE SHEET - ALL FUNDS
 ALL FUND TYPES AND ACCOUNT GROUPS
 For the Dates Indicated Below

Printed:
 05/12/11

	4/30/11			
	2010 Combined Actual	General Fund	Fixed Assets & Debt	Total 4/30/11
Assets				
Checking - First Bank	10,033	16,201		16,201
Money Market - First Bank		0		0
Petty Cash Checking - First Bank	700	0		0
Colotrust - Savings	259,191	270,958		270,958
Accounts Receivable - Other	0	0		0
Accounts Receivable - Developer				0
Due from County Treasurer	1,442	0		0
Property Tax Receivable	625,412	408,050		408,050
Prepaid Expense - Snow Removal	0	0		0
Prepaid Insurance	166	0		0
Assets - Equipment	70,382		70,382	70,382
Assets - Construction in Progress	656,213		656,213	656,213
Assets - Landscape Improvement	671,364		671,364	671,364
Assets - Vehicle	0		0	0
Accumulated Depreciation	(242,599)		(242,599)	(242,599)
District Organization Costs, Net	0		0	0
Bond Issue Costs, Net	4,515		4,515	4,515
Total Assets	2,056,820	695,209	1,159,875	1,855,084
Liabilities				
Accounts Payable - GF	7,710	28,701		28,701
Account Payable - CVCPOA	0	0	0	0
Accrued Interest Payable	1,672		1,672	1,672
Deferred Property Tax	625,412	408,050		408,050
LT Debt - Bonds Payable	97,444		97,444	97,444
Wells Fargo Note Payable	0		0	0
Total Liabilities	732,238	436,751	99,116	535,867
Net Assets				
Investment in Fixed Assets, Net	1,159,875		1,159,875	1,159,875
Net of Long-term debt	(99,116)		(99,116)	(99,116)
Fund Balance	263,823	258,458		258,458
Total Net Assets	1,324,582	258,458	1,060,759	1,319,217
Total Liabilities and Fund Equity	2,056,820	695,209	1,159,875	1,855,084
	=	=	=	=

See Accompanying Accountant's Report.

Cordillera Valley Club Metro District
Statement of Revenues, Expenditures and Fund Balance Modified Accrual Basis
Actual, Budget and Forecast for the Periods Indicated

General Fund	2011 YTD				2011 Original Budget	2011 Annual			2012
	Unaudited 12/31/10	YTD Budget 4/30/11	YTD Actual 4/30/11	Variance Favorable (Unfavor)		2011 Amended Budget	2011 Forecast Total	2011 Variance Fav (Unf)	Prelim Budget
Revenues									
Assessed Value	25,957,960				25,016,480	25,016,480	25,016,480		17,179,067
	24%				-4%				-31%
Operating Mill Levy Rate	25.000				25.000	25.000	25.000		25.000
Debt Service Mill Levy						0.000	0.000		1.289
Total Mill Levy	25.000	0	0	0	25.000	25.000	25.000	0	26.289
Property Taxes - Operations	645,474	243,911	219,798	(24,113)	625,412	625,412	625,412	0	429,477
Property Taxes - Debt Service		0						0	22,136
Property Tax Abatements		0	(53,691)	(53,691)			(53,691)	(53,691)	
Specific Ownership Taxes	21,439	5,472	5,015	(457)	21,889	21,889	21,889	(0)	20,323
Other Income	19,894	0	0	0			0	0	
Interest Income - Operating	5,314	2,400	158	(2,242)	7,200	7,200	2,400	(4,800)	2,400
Abatement Interest (Exp)		0	(8,361)	(8,361)			(8,361)	(8,361)	
Payment from CVCPA	198,224	45,152	45,152	0	188,313	180,609	180,609	0	188,313
Xfer RETA (for operations)	0	0	0	0	0	0	0	0	65,000
Total Revenues	890,346	296,935	208,072	(88,863)	842,814	835,110	768,258	(66,852)	727,648
Administrative Expenses									
Accounting, Admin & Mgmt	44,000	13,667	13,375	292	38,000	38,000	38,000	0	38,000
Audit	5,750	0	0	0	6,000	6,000	6,000	0	6,000
Dues & Subscriptions	527	900	763	137	900	900	900	0	900
Elections	11,321	0	0	0	0	0	0	0	0
Ins Expense, incl Govt Officials	3,916	4,000	3,331	669	4,000	4,000	4,000	0	4,000
Legal Fees	6,144	2,200	1,375	825	6,600	6,600	6,600	0	6,600
Meeting Expenses	1,739	800	400	400	2,400	2,400	2,400	0	2,400
Office Supplies & Expense	1,970	1,000	869	131	3,000	3,000	3,000	0	3,000
Treasurer's Fees	19,511	7,317	6,595	722	18,762	18,762	18,762	0	13,548
Total Administrative Exp.	94,878	29,884	26,709	3,175	79,662	79,662	79,662	0	74,448
Public Safety									
Gate House Staffing & Patrols	396,553	122,687	122,687	(0)	376,626	361,218	361,218	0	376,626
Vehicle Operating Expense	1,025	0	0	0			0	0	
Total Public Safety	397,578	122,687	122,687	(0)	376,626	361,218	361,218	0	376,626

See accompanying accountant's report.

Cordillera Valley Club Metro District
Statement of Revenues and Expenditures
Actual, Budget and Forecast for the Periods Indicated

Modified Accrual Basis

General Fund (Continued)	2011 YTD				2011 Original Budget	2011 Annual			2012 Prelim Budget
	Unaudited 12/31/10	YTD Budget 4/30/11	YTD Actual 4/30/11	Variance Favorable (Unfavor)		2011 Amended Budget	2011 Forecast Total	2011 Variance Fav (Unf)	
Community Operations:									
Landscaping - Turf Area Maintenance	17,365	2,827	1,745	1,082	16,960	16,960	16,960	0	16,960
Landscaping - Flowers Maintenance	34,150	6,150	6,825	(675)	30,750	30,750	30,750	0	30,750
Lights, Signs, Guardrails, & Fences	3,645	2,667	233	2,434	8,000	8,000	8,000	0	8,000
Holiday Lights	8,789	4,362	3,471	890	8,723	8,723	8,723	0	8,723
Recreation	0	0	0	0	1,500	1,500	1,500	0	1,500
Walls & Planters Maintenance	6,500	0	0	0	6,000	6,000	6,000	0	6,000
Road Maintenance	1,487	3,938	4,961	(1,023)	10,500	10,500	10,500	0	10,500
Road Asphalt Patch & Crack Seal	19,912	20,000	16,196	3,804	20,000	20,000	20,000	0	20,000
Road & General Engineering	1,099	1,667	0	1,667	5,000	5,000	5,000	0	5,000
Engineering - Special Projects	5,118	2,222	0	2,222	5,000	5,000	5,000	0	5,000
Engineering - PUD Mapping	6,615	0	0	0	0	0	0	0	0
Snow Plowing Contract	22,800	14,000	19,400	(5,400)	20,000	20,000	25,400	(5,400)	20,000
Snow Plow Material, Eq Rent, Xtras	127	6,000	165	5,835	6,000	6,000	6,000	0	6,000
Weed & Pest Control	8,520	1,250	100	1,150	10,000	10,000	10,000	0	10,000
Tree Care	6,255	0	0	0	6,668	6,668	6,668	0	6,668
Operations Management	43,757	14,586	14,586	(0)	43,757	43,757	43,757	(0)	43,757
Operations Cell Phone	184	180	0	180	540	540	540	0	540
Gatehouse Utilities - Cable TV	1,092	433	583	(150)	1,300	1,300	1,300	0	1,300
Utilities - Electric	3,113	1,442	1,253	189	4,326	4,326	4,326	0	4,326
Utilities - Water	6,732	481	108	373	8,016	8,016	8,016	0	8,016
Utilities - Telephone/ISP	2,191	1,200	950	250	3,600	3,600	3,600	0	3,600
Gate Maintenance and Transponders	9,498	1,667	2,132	(465)	5,000	5,000	5,000	0	5,000
Building Maintenance and Repairs	0	2,500	2,198	302	5,000	5,000	5,000	0	5,000
Operating Contingency		0		0	25,000	25,000	19,600	5,400	25,000
Total Community Ops Exp	208,949	87,570	74,905	12,665	251,640	251,640	251,640	0	251,640
Debt Service									
Debt Service - Principal 2003 Loan (\$	17,095	0	0	0	17,847	17,847	17,847	0	18,633
Debt Service - Interest 2003 Loan (\$2	5,040	0	0	0	4,288	4,288	4,288	0	3,503
Debt Service - Vehicle Purchase Prin	0	0	0	0	0	0	0	0	0
Debt Service - Vehicle Purchase Inte	0	0	0	0	0	0	0	0	0
Debt Service - 2010 Bonds	0	0	0	0	0	0	0	0	0
Debt Service - 2011 Bonds	0	0	0	0	0	0	0	0	0
Debt Service - 2012 Bonds									
Contingency		0		0		0	0	0	
Total Debt Service Exp	22,135	0	0	0	22,135	22,135	22,135	0	22,136
Total Expenses Before Capital	723,540	240,141	224,301	15,840	730,063	714,655	714,655	0	724,850
Rev over Exp. before Capital	166,806	56,794	(16,229)	(73,023)	112,751	120,455	53,603	(66,852)	2,798

See accompanying accountant's report.

Cordillera Valley Club Metro District
 Statement of Revenues and Expenditures
 Actual, Budget and Forecast for the Periods Indicated

Modified Accrual Basis

General Fund (Continued)	2011 YTD				2011 Original Budget	2011 Annual			2012
	Unaudited 12/31/10	YTD Budget 4/30/11	YTD Actual 4/30/11	Variance Favorable (Unfavor)		2011 Amended Budget	2011 Forecast Total	2011 Variance Fav (Unf)	Prelim Budget
Capital Expenditures & Spec Projects									
Gate House & Equipment	0	0	0	0				0	
RFID Sys (Repl Transponders)*	19,918	0	0	0				0	
Camera System	15,842	0	0	0				0	
Berm Design/PUD-Vag	31,553	0	0	0				0	
Berm Design - Marcin	1,193	0	0	0				0	
Berm Design - Struct & Soils Engr	6,624	0	550	(550)				0	
Berm Design - Irrigation System	1,625	0	0	0				0	
Berm Committee for PUD & Legal		0		0				0	
Berm Legal Expense	4,619	0	0	0				0	
Lighting and Signage Design - VAg	20,032	0	0	0				0	
Lighting - Materials & Installation	15,042	0	0	0				0	
Signage Upgrade	984	0	0	0				0	
Signage - Vag	0	0	0	0				0	
W Gate Design-Architect	9,895	0	0	0				0	
W Gate Design - Engineering	1,968	0	0	0				0	
W Gate Fence	11,633	0	0	0				0	
W Gate Computerize & Call Box		19,133	18,586	547		28,700	28,700	0	
Other Capital Projects		0	0	0	12,000	12,000	12,000	0	30,000
Total Capital Expenditures	140,926	19,133	19,136	(3)	12,000	40,700	40,700	0	30,000
Rev over Exp After Cap	25,880	37,661	(35,365)	(73,026)	100,751	79,755	12,903	(66,852)	(27,202)
Other Financing Sources & Uses									
Bond/Loan Proceeds	0	0	0	0				0	
Bond Issue Costs	0	0	0	0		0	0	0	0
Advances from CVCPOA, Net	0	0	0	0				0	
Xfer RETA (for Capital)	57,000	30,000	30,000	0	20,000	30,000	30,000	0	30,000
Total Other Sources & Uses	57,000	30,000	30,000	0	20,000	30,000	30,000	0	30,000
Beginning Fund Balance	180,943	246,842	263,823	16,981	228,142	246,842	263,823	16,981	306,726
Ending Fund Balance	263,823	314,503	258,458	(56,045)	348,893	356,597	306,726	(49,872)	309,523

See accompanying accountant's report.



**CORDILLERA VALLEY CLUB PROPERTY OWNERS ASSOCIATION
MEETING OF MEMBERS
July 5, 2011**

PROXY

The undersigned hereby appoints _____ (Please print name of proxy holder) as the undersigned's proxy, with full power of substitution, to attend the meeting of the members of the Cordillera Valley Club Property Owners Association, Inc. (the "Association") to be held at the Singletree Community Center, 1010 Berry Creek Road, Edwards, Eagle County, Colorado, on July 5, 2011, at 9:00 a.m., local time and any adjournment or adjournments thereof, and to vote thereat the number of votes which the undersigned would be entitled to vote, with all the power the undersigned would possess if present in person, as follows:

1. Election of Directors
2. On such business as may properly come before the meeting.

Receipt of the Notice of Meeting of Members dated June 1, 2011, is hereby acknowledged.

THE ASSOCIATION MUST BE IN RECEIPT OF AN EXECUTED PROXY PRIOR TO THE TIME OF THE MEETING FOR YOUR VOTE TO BE COUNTED. THIS PROXY MAY BE REVOKED AT ANY TIME PRIOR TO THE MEETING AND EXPIRES ON JULY 5, 2011 AT 5:00 PM.

Dated: _____
(Please date your Proxy)

Signature Of Member as such Member's name appears on deed
(Note one Vote per Property)

Print Name

Lot Number, Filing or Street Address

Please return Proxy in the enclosed envelope to: Cordillera Valley Club Property Owners Association
28 Second Street, Suite 213
Edwards, CO 81632