

**RESOLUTIONS OF THE MANAGERS OF SIMKINS HOLDINGS, LLC.**

The undersigned, being all the Managers of Simkins Holdings, LLC, (“Simkins”) a Montana limited liability company, hereby adopt the following resolutions:

***BE IT RESOLVED*** that the Covenants applicable to Simkins’ Town Center development located in Portions of Sections 1 and 2, Township 7 South, Range 3 East, Gallatin County, Montana, and a portion of Section 36, Township 6 South, Range 3 East, (as set forth on Exhibit A) are amended to read as set forth in the “Amended and Restated Big Sky Town Center Declaration of Covenants, Conditions and Restriction,” dated October 1, 2004, a copy of which is attached hereto as Exhibit B;

***BE IT FURTHER RESOLVED***, that having received approval from the Gallatin County Commissioners to amend the covenants, that the manager(s) of the Limited Liability Company are authorized to record the Amended Covenants attached as Exhibit B with the Gallatin County Clerk and Recorder and in light of the fact that the Covenants have been recently recorded, the act of recording is hereby ratified and affirmed;

***BE IT FURTHER RESOLVED***, that the previously filed and recorded Covenants applicable to the Town Center Development (both the Master and Supplemental Covenants) are hereby withdrawn and terminated and replaced with the Amended and Restated Covenants, as attached as Exhibit B,

***BE IT FURTHER RESOLVED***, that the *Big Sky Town Center Design Standards and Guidelines*, attached hereto as Exhibit C, are hereby adopted by Simkins govern the design standards and permitting procedure for the Big Sky Town Center Development;

***BE IT FURTHER RESOLVED***, that the *Big Sky Town Center Master Signage Plan*, attached hereto as Exhibit D, is hereby adopted by Simkins to govern the design standards and permitting requirements for all project and building signs in the Big Sky Town Center Development;

***BE IT FURTHER RESOLVED***, that the *Big Sky Town Center Parking Regulation, Management Plan and Ordinance*, attached hereto as Exhibit E, is hereby adopted by Simkins to govern the parking regulation and parking management within the Big Sky Town Center development;

***BE IT FURTHER RESOLVED***, that to the extent that the directors and officers have executed these documents prior to the formal adoption of this Resolution, that such acts of the Manager(s) is/are hereby ratified and affirmed.

The undersigned waive any notice to which they may be entitled with respect to the matters addressed herein and sign this resolution in lieu of a meeting.

Dated this 18<sup>th</sup> day of October, 2004.

SIMKINS HOLDINGS, LLC.

By: [Signature]  
Thomas Simkins, Manager

By: [Signature]  
William Simkins, Manager

By: [Signature]  
John Simkins, Manager

STATE OF MONTANA     )  
                                  :  
COUNTY OF GALLATIN    )

This instrument was acknowledged before me on October 18<sup>th</sup>, 2004 by William G. Simkins, as Manager of Simkins Holdings, LLC.

[Signature]

Signature

Brenda L. Carrier

Printed Name

Notary Public for the State of Montana

Residing at Belgrade, MT

My Commission Expires: March 31, 2008

(SEAL)

STATE OF MONTANA     )  
                                  :  
COUNTY OF GALLATIN    )

This instrument was acknowledged before me on October 18<sup>th</sup>, 2004, by Thomas Simkins, as Manager of Simkins Holdings, LLC.

[Signature]

Signature

Brenda L. Carrier

Printed Name

Notary Public for the State of Montana

Residing at Belgrade, MT

My Commission Expires: March 31, 2008

(SEAL)

STATE OF MONTANA    )  
                                  :  
COUNTY OF GALLATIN    )

This instrument was acknowledged before me on October 18<sup>th</sup>, 2004, by John Simkins, as  
Manager of Simkins Holdings, LLC.

Brenda L. Carrier

Signature

Brenda L. Carrier

Printed Name

Notary Public for the State of Montana

Residing at Belgrade, MT

My Commission Expires: March 31, 2008

(SEAL)

**TOWN CENTER OWNERS ASSOCIATION  
BOARD OF DIRECTORS POLICY RESOLUTION**

**POLICY:** Collection of Assessments  
Date of Board Adoption: 19 January 2005      Policy No.: /  
Effective Date: 19 January 2005      Date(s) Revised: October 1, 2008

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**RESOLUTION**

- Whereas,      The Town Center Owners Association, Inc. (TCOA) is filed with the Montana Secretary of State as a public benefit, nonprofit Montana corporation; and
- Whereas,      The TCOA Bylaws give its Board of Directors the authority to levy assessments on its Members;
- Whereas,      Those same Bylaws give the Board the authority to impose interest charges and penalties on amounts that are overdue; and
- Whereas,      Those same Bylaws require that certain steps be taken in the collection of unpaid assessments; and
- Whereas,      It is in the best interests of the Association to collect its assessments in a timely manner;

Now, Therefore Be It Resolved That:

1.      Assessments are due biannually on October 1, and April 1, of each year. Bills will be mailed at least thirty (30) days prior to those due dates.
  
2.      If not received within thirty (30) days after the due dates above, assessments become delinquent. Delinquent Members will be notified of their status, and will be assessed a Ten Dollar (\$10.00) penalty, and will begin to accrue interest at the rate of one percent (1%) per month. Upon becoming delinquent Members, Members lose all membership rights in TCOA.

**JUNE, 2005 RESOLUTIONS OF THE DIRECTORS OF THE TOWN CENTER OWNERS' ASSOCIATION**

The undersigned, being the Directors and Officers of the Town Center Owners' Association (TCOA) a Montana non-profit corporation, hereby adopt the following resolutions:

**BE IT RESOLVED** that the Covenants applicable to Simkins' Holdings, LLC's Town Center development located in Portions of Sections 1 and 2, Township 7 South, Range 3 East, Gallatin County, Montana, and a portion of Section 36, Township 6 South, Range 3 East, (as set forth on Exhibit A) are amended to read as set forth in the "Amended and Restated Big Sky Town Center Declaration of Covenants, Conditions and Restriction," dated JUNE 24, 2005, a copy of which is attached hereto as Exhibit A;

**BE IT FURTHER RESOLVED**, that the previously filed and recorded Covenants applicable to the Town Center Development are hereby withdrawn and terminated and replaced with the Amended and Restated Covenants, as attached as Exhibit A,;

**BE IT FURTHER RESOLVED**, that the following parcels of real property, located in the "*Plat of Big Sky Town Center Subdivision, Phase 1, located in the NW1/4 of Section 1, T7S, R3E, and in the SW1/4 of Section 36, T6S, R3E, P.M.M., Gallatin County, Montana,*" according to the official plat [J- 336] thereof on file and of record in the office of the County Clerk and Recorder, Gallatin County, Montana, shall be transferred, granted and quit-claimed to Westland Enterprises, Inc., in accordance with an Amended Subdivision Plat (effecting the following real property) to be filed and recorded with the Gallatin County Clerk and Recorder:

- (1) *Road Tract 5 ("FLATS DRIVE ROAD");*
- (2) *Road Tract 6 ("JUNIPER DRIVE");*
- (2) *Road Tracts 11, 11A and 11B ("SIMKINS STREET");*
- (3) *Road Tracts 12 and 12A ("TAYLOR STREET");*
- (4) *Road Tract 7 ("SAGE DRIVE"); and*
- (5) *Block 9 ("TOWN SQUARE")*

of the "*Plat of Big Sky Town Center Subdivision, Phase 1, located in the NW1/4 of Section 1, T7S, R3E, and in the SW1/4 of Section 36, T6S, R3E, P.M.M., Gallatin County, Montana,*" according to the official plat [J- 336] thereof on file and of record in the office of the County Clerk and Recorder, Gallatin County, Montana;

**AUGUST, 2007 RESOLUTION OF THE DIRECTORS OF THE TOWN CENTER OWNERS' ASSOCIATION, INC., ADOPTING AMENDED CC&RS**

The undersigned, being the Directors and Officers of the Town Center Owners' Association, Inc., (TCOA), a Montana non-profit corporation, having duly met on August 14, 2007, following proper notice of the same, and having considered and discussed proposed amendments to the Covenants, Conditions and Restrictions (CCRs), hereby adopt the following resolution:


**BE IT RESOLVED** that the Covenants, Conditions and Restrictions, applicable to Simkins' Holdings, LLC's Town Center development located in Portions of Sections 1 and 2, Township 7 South, Range 3 East, Gallatin County, Montana, and a portion of Section 36, Township 6 South, Range 3 East, are amended to read as set forth in the "August, 2007 Amended and Restated Big Sky Town Center Declaration of Covenants, Conditions and Restrictions," dated August 15, 2007, a true and accurate copy of which is attached hereto as Exhibit A;


**BE IT FURTHER RESOLVED**, that the previously filed and recorded Covenants, Conditions and Restrictions applicable to the Town Center Development are hereby withdrawn and terminated and replaced with the Amended and Restated Covenants, Conditions and Restrictions, as attached as Exhibit A;

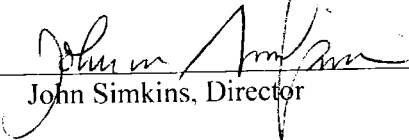
**BE IT FURTHER RESOLVED**, that to the extent that the Director(s) have executed these documents prior to the formal adoption of this Resolution, that such acts of the Directors is/are hereby ratified and affirmed.

Dated this 30<sup>th</sup> day of August, 2007.

TOWN CENTER OWNERS' ASSOCIATION, INC

By:   
Thomas Simkins, Director

By:   
William Simkins, Director

By:   
John Simkins, Director

STATE OF MONTANA     )  
                                  :  
COUNTY OF GALLATIN    )

This instrument was acknowledged before me on August 30, 2007 by William G. Simkins, as Director of Town Center Owners' Association, Inc.

Brenda L. Carrier

Signature

Brenda L. Carrier

Printed Name

Notary Public for the State of Montana

Residing at Belgrade, MT

My Commission Expires: March 31, 2008

(SEAL)

STATE OF MONTANA     )  
                                  :  
COUNTY OF GALLATIN    )

This instrument was acknowledged before me on August 30, 2007, by Thomas Simkins, as Director, of Town Center Owners' Association, Inc.

Brenda L. Carrier

Signature

Brenda L. Carrier

Printed Name

Notary Public for the State of Montana

Residing at Belgrade, MT

My Commission Expires: March 31, 2008

(SEAL)

STATE OF MONTANA     )  
                                  :  
COUNTY OF GALLATIN    )

This instrument was acknowledged before me on August 30, 2007, by John Simkins, as Director, of Town Center Owners' Association, Inc.

Brenda L. Carrier

Signature

Brenda L. Carrier

Printed Name

Notary Public for the State of Montana

Residing at Belgrade, MT

My Commission Expires: March 31, 2008

(SEAL)

AUGUST 30, 2007 RESOLUTIONS OF THE DIRECTORS OF THE TOWN  
CENTER OWNERS' ASSOCIATION, INC., ADOPTING AMENDED MASTER  
SIGNAGE PLAN AND REVISED PARKING REGULATION MANAGEMENT PLAN  
ORDINANCE

The undersigned, being the Directors and Officers of the Town Center Owners' Association, Inc. (TCOA), a Montana non-profit corporation, having duly met on \_\_\_\_\_, 2007, and considered proposed amendments to the Big Sky Town Center Master Signage and the Big Sky Town Center Parking Regulation, Management Plan Ordinance, and having determined that it is in the best interests of the Association to amend the Master Signage and Parking Regulations, hereby adopt the following resolutions:

**BE IT RESOLVED** that the October 20, 2005, Amended Master Signage Plan applicable to the Town Center Development, located in Portions of Sections 1 and 2, Township 7 South, Range 3 East, Gallatin County, Montana, and a portion of Section 36, Township 6 South, Range 3 E ("Exhibit A") and the 2006 Revised Big Sky Town Center Parking Regulation, Management Plan Ordinance, ("Exhibit B") are hereby adopted and shall apply to the Big Sky Town Center; and

**BE IT FURTHER RESOLVED**, that all prior Signage Plans and Parking Regulations applicable to the Big Sky Town Center are hereby withdrawn and terminated and replaced with and superceded by the Amended Master Signage Plan and Revised Big Sky Town Center Parking Regulation, Management Plan Ordinance;

**BE IT FURTHER RESOLVED**, that to the extent that the Director(s) have executed these documents prior to the formal adoption of this Resolution, that such acts of the Directors is/are hereby ratified and affirmed.

The undersigned waive any notice to which they may be entitled with respect to the matters addressed herein and sign this resolution in lieu of a meeting.

Dated this 30<sup>th</sup> day of AUGUST, 2007.

TOWN CENTER OWNERS' ASSOCIATION, INC.

By: Thomas Simkins  
Thomas Simkins, Director

By: William Simkins  
William Simkins, Director

By: John Simkins  
John Simkins, Director

STATE OF MONTANA )  
:  
COUNTY OF GALLATIN )

This instrument was acknowledged before me on August 30, 2007, by William G. Simkins, as Director of Town Center Owners' Association, Inc.

Brenda L. Carrier

Signature

Brenda L. Carrier

Printed Name

(SEAL)

Notary Public for the State of Montana

Residing at Belgrade, MT

My Commission Expires: March 31, 2008

STATE OF MONTANA )  
:  
COUNTY OF GALLATIN )

This instrument was acknowledged before me on August 30, 2007, by Thomas Simkins, as Director of Town Center Owners' Association, Inc.

Brenda L. Carrier

Signature

Brenda L. Carrier

Printed Name

(SEAL)

Notary Public for the State of Montana

Residing at Belgrade, MT

My Commission Expires: March 31, 2008

STATE OF MONTANA )  
:  
COUNTY OF GALLATIN )

This instrument was acknowledged before me on August 30, 2007, by John Simkins, as Director of Town Center Owners' Association, Inc.

Brenda L. Carrier

Signature

Brenda L. Carrier

Printed Name

(SEAL)

Notary Public for the State of Montana

Residing at Belgrade, MT

My Commission Expires: March 31, 2008

**SEPTEMBER 2007 RESOLUTION OF THE DIRECTORS OF THE TOWN CENTER OWNERS' ASSOCIATION, INC., ADOPTING SPECIAL ASSESSMENT FOR COMMON MULTI-FAMILY OPEN SPACE NORTH AND OPEN SPACE SOUTH**

The undersigned, being the Directors and Officers of the Town Center Owners' Association, Inc., (TCOA), a Montana non-profit corporation, having duly met on SEPTEMBER 7, 2007, 2007, following proper notice of the same, and having considered and discussed the proposal to adopt and impose a annual special assessment on the Owners of certain property particularly benefited by the Town Center Multi-Family Open Space Parks to help defray the costs of improvements to those parks and maintenance of the same, and having determined it is in the best interests of the Association to impose a special, annual assessment for such parks, hereby adopt the following resolution:

**BE IT RESOLVED** that the Town Center Owners' Association shall impose a special, annual assessment, in the amount of Fifty-Five Dollars and No Cents (\$55.00) on the following units that are appurtenant to Common Multi-Family Open Space North and Common Multi-Family Open Space South, and located in the Big Sky Town Center:

Block 5, Lot G;  
Block 13, Lot 1A;  
Block 13, Lot 2A;  
Block 17, Lot 1A;  
Block 17, Lot 2A;  
Block 17, Lot 3A; and  
Block 17, Lot 4A.

This annual assessment shall be used by the TCOA to defray the costs of improvements to, and maintenance of these Multi-Family Open Space Parks.

**BE IT FURTHER RESOLVED**, that


1. The Assessments shall be levied annually on March 1<sup>st</sup> and September 1<sup>st</sup> of each year, and shall be paid on or before April 1<sup>st</sup> and October 1<sup>st</sup> of each year. Notice of assessments will be mailed at least thirty (30) days prior to the April 1<sup>st</sup> and October 1<sup>st</sup> due dates.
2. If not received within thirty (30) days after the due dates above, assessments shall be deemed delinquent. Delinquent Owners will be notified of their status and assessed a \$10.00 penalty and will begin to accrue interest at the rate of one percent (1%) per month.
2. If the assessment remains delinquent after sixty days from the due date, the Owner will be notified, in writing, of the delinquency and that if not fully

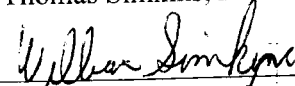
paid within thirty (30) days of the notice that the Association may elect to file a lien on the Owner's property. This warning shall also indicate that foreclosure may be used to enforce the lien and that attorneys' fees, filing fees and court costs will also be the responsibility of the delinquent Owner. Any appeals of this action must be addressed, in writing, to the Board of Directors in a timely manner.

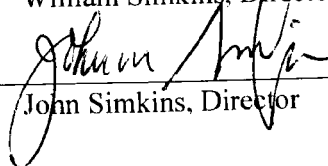
3. If still delinquent ninety (90) days past the due date, the Association will file a lien the Owner's property at the same time that a letter stating that fact has been sent to the Owner. The Owner will also be informed of the additional charges assessed in order to file the lien. The Board may, in its discretion, elect to postpone action if a proper appeal is pending.
4. Every thirty (30) days thereafter, the Board will review delinquent accounts and determine whether or not to proceed with foreclosure. The Owner will be informed of the discussion(s) and continue to be warned and the delinquency shall continue to accrue interest.

Dated this 7<sup>th</sup> day of SEPTEMBER, 2007.

TOWN CENTER OWNERS' ASSOCIATION, INC

By:   
Thomas Simkins, Director

By:   
William Simkins, Director

By:   
John Simkins, Director

STATE OF MONTANA )  
:  
COUNTY OF GALLATIN )

This instrument was acknowledged before me on ~~August~~ <sup>SEPTEMBER</sup> 7, 2007 by William G. Simkins, as Director of Town Center Owners' Association, Inc.

Treva A. Juhnke  
Signature  
Treva A. Juhnke  
Printed Name  
Notary Public for the State of Montana  
Residing at Livingston  
My Commission Expires: 6-10-2009

(SEAL)

STATE OF MONTANA )  
:  
COUNTY OF GALLATIN )

This instrument was acknowledged before me on ~~August~~ <sup>SEPTEMBER</sup> 7, 2007, by Thomas Simkins, as Director, of Town Center Owners' Association, Inc.

Treva A. Juhnke  
Signature  
Treva A. Juhnke  
Printed Name  
Notary Public for the State of Montana  
Residing at Livingston  
My Commission Expires: 6-10-2009

(SEAL)

STATE OF MONTANA )  
:  
COUNTY OF GALLATIN )

This instrument was acknowledged before me on ~~August~~ <sup>SEPTEMBER</sup> 7, 2007, by John Simkins, as Director, of Town Center Owners' Association, Inc.

Treva A. Juhnke  
Signature  
Treva A. Juhnke  
Printed Name  
Notary Public for the State of Montana  
Residing at Livingston  
My Commission Expires: 6-10-2009

(SEAL)

**TOWN CENTER OWNERS' ASSOCIATION, INC.**  
**BOARD OF DIRECTORS POLICY RESOLUTION**

**POLICY: Revised Assessment Rate**

Date of Board Adoption: March 1, 2008 Policy No.: 2

Effective Date: April 1, 2008 Date(s) Revised: \_\_\_\_\_

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**RESOLUTION**

*Whereas*, The Town Center Owners' Association, Inc. (TCOA) is a public benefit, nonprofit Montana corporation; and

*Whereas*, The TCOA Bylaws grant to the Board of Directors the authority to levy assessments on its Members; and

*Whereas*, it is in the best interest of the TCOA to collect its assessments in a timely manner;

*Whereas*, the undersigned, being the Directors and Officers of the TCOA, having duly met on March 1, 2008 following proper notice of the same, and having considered and discussed a proposal to increase the assessment rate for both commercial and residential properties, and having determined it is in the best interest of the TCOA to increase the assessment rate to cover increasing costs associated with maintaining the Town Center infrastructure to an acceptable level, and having notified the TCOA membership, on two (2) occasions by US Mail, of the need to raise the assessment rate, hereby adopt the following resolution:

**Now, Therefore Be It Resolved That:**

1. Commercial Property in the Town Center Commercial (TCC) district zoning classification (Commercial District)
  - a. The Improved Property Assessment for commercial property shall be \$1.64/sf/year, as of the effective date above.
  - b. The Unimproved Property Assessment for commercial property remains unchanged at 20% of the Improved Property Assessment, per Policy # 1.

2. Residential Property in the Town Center Residential (TCR) zoning classification (Residential District)

- a. The Improved Property Assessment for residential property shall be \$790/unit/year, as of the effective date above.
- b. The Unimproved Property Assessment for residential property remains unchanged at 20% of the Improved Property Assessment, per Policy # 1.

Dated this 6<sup>th</sup> day of OCTOBER, 2008.

TOWN CENTER OWNERS' ASSOCIATION, INC

By: [Signature]  
Thomas Simkins, Director

By: [Signature]  
William Simkins, Director

By: [Signature]  
John Simkins, Director

STATE OF MONTANA     )  
                                  :  
COUNTY OF GALLATIN     )

This instrument was acknowledged before me on October 6<sup>th</sup>, 2008  
by William G. Simkins, as Director of Town Center Owners' Association, Inc.

Brenda L. Carrier  
Signature  
Brenda L. Carrier  
Printed Name

(SEAL)

Notary Public for the State of Montana  
Residing at Belgrade, MT  
My Commission Expires: March 31, 2012