

**THE BRANSON HILLS INFRASTRUCTURE FACILITIES
COMMUNITY IMPROVEMENT DISTRICT**

**MINUTES OF A MEETING OF
THE BOARD OF DIRECTORS OF THE DISTRICT**

A meeting of the Board of Directors (the "Board") of the Branson Hills Infrastructure Facilities Community Improvement District (the "District") was held on September 26, 2008, commencing at 1:45 p.m. at the conference room at the offices of HCW, LLC, 3027 West Highway 76, Branson, Taney County, Missouri, pursuant to notice duly given.

Members of the Board who were physically present at the meeting were Jeanne Rudloff, Gary Fultz, Barry Schwartz, and Marc Williams. The member of the Board who was present at the meeting via conference call was Richard Huffman. Marc Abbott of Gilmore & Bell, P.C. participated via conference call.

Marc Abbott called the meeting to order and proceeded to conduct the meeting. Roll was called, a simple majority of the Board was present, a quorum was recognized, and the meeting was commenced.

Resolution 2008-01

Marc Abbott introduced Resolution 2008-01 and explained the need to appoint officers to serve in accordance with the District Bylaws. Chairman Huffman called for discussion.

Discussion:

None.

Director Huffman moved to adopt Resolution 2008-01. Director Fultz seconded the motion. Chairman Huffman called for a vote. The vote was held and the motion unanimously carried; Resolution 2008-01 was adopted. The Secretary shall file and maintain Resolution 2008-01 in the District's Minute Book.

Resolution 2008-02

Marc Abbott introduced Resolution 2008-02 and explained the option to amend the District Bylaws to delete certain administrative requirements regarding adoption of the budget. Chairman Huffman called for discussion.

Discussion:

None.

Director Huffman moved to adopt Resolution 2008-02. Director Schwartz seconded the motion. Chairman Huffman called for a vote. The vote was held and the motion unanimously carried; Resolution 2008-02 was adopted. The Secretary shall file and maintain Resolution 2008-02 in the District's Minute Book.

Resolution 2008-03

Marc Abbott introduced Resolution 2008-03 and explained the need to approve the real property special assessment roll. Chairman Huffman called for discussion.

Discussion:

None.

Director Huffman moved to adopt Resolution 2008-03. Director Rudloff seconded the motion. Chairman Huffman called for a vote. The vote was held and the motion unanimously carried; Resolution

2008-03 was adopted. The Secretary shall file and maintain Resolution 2008-03 in the District's Minute Book.

Resolution 2008-04

Marc Abbott introduced Resolution 2008-04 and explained the need to adopt a proposed budget and an actual budget for fiscal year 2009. Chairman Huffman called for discussion.

Discussion:

None.

Director Huffman moved to adopt Resolution 2008-04. Director Fultz seconded the motion. Chairman Huffman called for a vote. The vote was held and the motion unanimously carried; Resolution 2008-04 was adopted. The Secretary shall file and maintain Resolution 2008-04 in the District's Minute Book.

Other Business

There being no other business to come before the meeting, Director Schwartz moved to adjourn the meeting, Director Fultz seconded the motion, the vote unanimously carried, and Chairman Huffman adjourned the meeting.

Respectfully submitted,



Jeanne Rudloff, Secretary