

**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 June 30, 2009, commencing at 2:00 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, and Barry Schwartz. 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.

Chairman Huffman 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.

Approval of Minutes

Director Schwartz moved to approve minutes of the August 15, 2006 meeting of the Board, the May 3, 2007 meeting of the Board, and the September 26, 2008 meeting of the Board. Director Rudloff seconded the motion. Chairman Huffman called for a vote. The vote was held and the motion unanimously carried. Minutes of the August 15, 2006 meeting of the Board, the May 3, 2007 meeting of the Board, and the September 26, 2008 meeting of the Board were approved.

Resolution 2009-01

Chairman Huffman introduced Resolution 2009-01 and explained the need to adopt a budget for the 3-month fiscal year ending December 31, 2009. Chairman Huffman called for discussion.

Discussion:

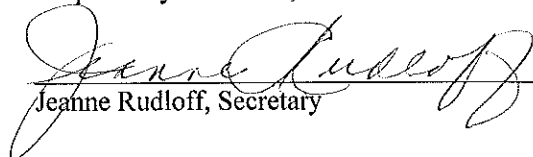
None.

Director Fultz moved to adopt Resolution 2009-01. Director Rudloff seconded the motion. Chairman Huffman called for a vote. The vote was held and the motion unanimously carried; Resolution 2009-01 was adopted. The Secretary shall file and maintain Resolution 2009-01 in the District's Minute Book.

Other Business

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

Respectfully submitted,


Jeanne Rudloff, Secretary