



June 7, 2010

NOTICE OF SPECIAL MEMBERS' MEETING

Notice is hereby given that the next Special Members' Meeting for THE KEYSTONE NEIGHBOURHOOD COMPANY, INC. (the "Neighbourhood Company") will be held on Thursday, July 1, 2010 at 2:00 p.m. at The Keystone Center. **The Keystone Center is located at 1628 Sts. Johns Road Keystone, CO. 80435.**

Directions to The Keystone Center from I-70:

Sts. Johns Road is approximately 6.8 miles southeast of I-70 on Hwy. 6 just past the Lodge and Spa at Keystone. You will make a left turn and follow the road until you see The Keystone Center on the right. Parking is available in front of the Center or in the Tenderfoot parking lot located on Lone Pine Circle.

Directions to The Keystone Center from River Run:

Sts. Johns Road is approximately 2.1 miles from the Montezuma free parking lot in front of River Run Village. You will make a right turn on Sts. Johns Road and follow the road until you see The Keystone Center on the right. Parking is available in front of the Center or in the Tenderfoot parking lot located on Lone Pine Circle.

At this meeting we will;

- approve the previous meeting minutes
- review and approve the 2009 audit and audit resolutions
- review year-to-date financial reports
- vote on an Executive Board position
- update Members on Neighbourhood Company accomplishments and current projects
- allow for general input and discussion among the Members

The complete meeting packet can be viewed and printed from the Neighbourhood Company website one week prior to the meeting at <http://www.keystoneneighbourhood.com> under the homeowners tab. If you do not have web access please contact our office, at the number listed below and we can fax or mail a packet to you.

If you are unable to attend the meeting, please mail **both** of your completed Proxy and Ballots, to reach our office by June 29th, 2010, to The Keystone Neighbourhood Company, Inc., 140 Ida Belle Drive Suite F4 Keystone, CO 80435 or fax it to (970) 423-8995. You can also vote on our web site <http://www.keystoneneighbourhood.com> by clicking on the homeowners tab, printing then scanning or faxing your signed Proxy/Ballot.

Thank you.

THE EXECUTIVE BOARD OF THE KEYSTONE NEIGHBOURHOOD COMPANY, INC.

140 Ida Belle Drive Suite F4
Keystone, Colorado 80435
Phone 970.423-8980 Fax 970.423-8995
Toll Free 800.919.0038
www.keystoneneighbourhood.com

PROXY & BALLOT

I am/we are unable to attend the Special Members' Meeting of The Keystone Neighbourhood Company, Inc. ("The Neighbourhood Company") to be held on Thursday, July 1, 2010 at 2:00 p.m. at The Keystone Center.

In order that I am/we are represented at the meeting, I/we do hereby appoint Tim Baker, Executive Director of The Keystone Neighbourhood Company and Doug Lovell, President of the Neighbourhood Company and COO of Keystone Resort, and each of them individually or jointly, as proxies for the undersigned, with full power of substitution to act as my/our lawful agent and proxy to attend the meeting, and any adjournments thereof, or _____, (insert name of individual, if this blank is filled in the appointment shall be instead of the first named individuals) and vote as follows:

INSTRUCTIONS FOR ALL MEMBERS: Please vote on items 1, 2 and 3 below.

- 1. RESOLVED, that amounts collected by or paid to the Association for Capital Replacement purposes for the fiscal year ended December 31, 2009 shall be set aside for future major repairs and replacements and allocated to capital components as provided by the guidelines established by IRC Section 118 and Revenue Rulings 75-370 and 75-371. Such amounts shall be deposited into a separate account. Any amounts so added to replacement funds shall be allocated to the various components at the discretion of the Board of Directors.

_____ Granted _____ Not Granted

- 2. RESOLVED, that excess membership income over membership expense collected by or paid to the Association for the year ended December 31, 2009, shall not be directly refunded to owners, but shall be applied against subsequent tax year member assessments as provided by IRS Revenue Ruling 70-604.

_____ Granted _____ Not Granted

- 3. With respect to any other matters that come before the meeting authority to vote is hereby.

_____ Granted _____ Not Granted

Print First and Last Name

Print Unit Number

Owners Signature and Date

Owners Signature and Date

THIS PROXY & BALLOT MUST BE RETURNED ON OR BEFORE TUESDAY, JUNE 29, 2010 TO THE NEIGHBOURHOOD COMPANY, 140 IDA BELLE DRIVE, SUITE F4, KEYSTONE, CO 80435 OR BY FAX TO 970-423-8995 OR BY VOTING ON OUR WEB SITE AT www.keystoneneighbourhood.com UNDER THE HOMEOWNERS TAB THEN SCAN OR FAX THE SIGNED PROXY/BALLOTT.

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INSTRUCTIONS FOR SKI TIP, TRAPPERS CROSSING, SETTLERS CREEK, ALDERS and RIVER MEADOWS HOMEOWNERS. Please cast your vote below.

1. RESOLVED that the following individual be elected as the Ski Tip Residential Director.

_____ Doug Sims
(Incumbent Director)

Print First and Last Name

Print Unit Number

Owners Signature and Date

Owners Signature and Date

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2010 River Run at Keystone Festival Series

Beachin' in the Mountains Festival	June 12
6th Annual World Music Festival	June 26
Keystone JazzFest	July 10-11
14th Annual Bluegrass and Beer Festival	July 31-August 1
6th Annual Blues Festival and Art Show	August 21-22
2nd Annual Festa Italiana	September 11

2010 River Run Village Event Series

FIRC 5K Walk Against Hunger	June 12
River Run Merchant Tent Sale	June 25-27
Kid's Discovery Days	Select Tuesdays June through August
Family Fun Night and Concert Series	Select Wednesdays in June and July
River Run Family Adventure Festivals	Select Saturdays in July and August
July 4th Bike Parade and Celebration	July 4
Music in the Mountains Concert Series	Select Sundays in July and August
River Run Rocks Concert presented by River Run Merchants	July 24
Blue River Century: An Event to Benefit the Lance Armstrong Foundation	August 22
River Run Merchant Tent Sale	September 3-5
Miniature Golf in River Run	May through October

2010 Warren Station at Keystone & Quaking Aspen Amphitheater Event Series

<i>Stories Alive!</i> Story Hour	Tuesdays in July
<i>Rapunzel: A Rock-n-Roll Fairytale</i>	Select Fridays in July and August
Mountain Standard Time in Concert	July 30
Snake River Chamber Concert featuring TBA	August 8
Keystone Citizens League Annual Summer Social	August 11
Lake Dillon Repertory's "The REP" Summer Gala	August 18
<i>Smokey Joes Café: The Music of Leiber and Stoller</i>	Select Dates in July and August
Friday Night Comedy Night Series	Fridays in August
Adrenaline Film Series	Fridays in September
Mario the Peddler LIVE!	September 11

2010 Homeowner HealthQuest Series

Tai Chi for Everyone	August 7
Exploring Local Wines	August 15
Special Speaker Appearance TBA	September 4