

**MEMORANDUM OF HOMEOWNERS ASSOCIATION CONTRACT AND  
NOTICE OF INCLUSION IN HOMEOWNERS ASSESSMENTS FOR  
MANDATORY TELECOMMUNICATION SERVICES**

This MEMORANDUM OF HOMEOWNERS ASSOCIATION CONTRACT AND NOTICE OF INCLUSION IN HOMEOWNERS ASSESSMENTS FOR MANDATORY TELECOMMUNICATION SERVICES ("Memorandum") is made as of the 10<sup>th</sup> day of January, 2006, by and between Baxter Meadows West LLC, a Montana limited liability company, Baxter Meadows Development, L.P., a Montana limited partnership (together known as "Developer"), and Baxter Meadows Master Community Homeowners Association, Inc., a Montana nonprofit corporation (the "HOA").

WHEREAS, Developer is the developer of a master planned mixed use real estate development project located in Bozeman, Montana and known as "Baxter Meadows" (the "Development"); and

WHEREAS, the Development is a mixed use community, the legal description of which is attached as Exhibit A; and

WHEREAS, Developer has entered into a contract with Vivid Networks, Inc a Montana corporation ("VNI") to provide telecommunication infrastructure and provide telecommunications services to the Development; and

WHEREAS, telecommunication services may include but are not limited to include, telephone, cable and or satellite television, home security monitoring, high-speed internet access services and wireless communications services.

WHEREAS, the HOA is a homeowners association solely for the Development pursuant to the Declaration of Covenants, Conditions and Restrictions for the Development recorded by Developer as Declarant among the Land Records (the "Covenants"); and

WHEREAS, the HOA on its behalf and on behalf of all future owners of homes within the Development (individually "Owner" and collectively "Owners") entered into an Agreement to Obtain Telecommunications Services (the "Agreement"), whereby the HOA engaged VNI to provide telecommunication infrastructure and telecommunications services to Owners hereinafter "Services".

NOW, THEREFORE, in consideration of the foregoing recitals and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto give notice of the following:

- 1) The foregoing Recitals are hereby incorporated into this Memorandum as if fully restated and set forth in this first Paragraph.

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- 2) The Agreement obligates the HOA to make payments to VNI for Services, as designated by VNI regardless of whether Owners use such Services or obtain equivalent services from another provider. To fund such obligation, the Covenants will require all Owners to pay dues and/or assessments for such Services, which may increase from time to time, regardless of whether Owners use such Services or obtain equivalent services from one or more other providers. The obligation of each Owner to pay dues and/or assessments for such Services will be a mandatory obligation that runs with the land and will be secured by a lien on each Owner's home. The Agreement has an initial term of twenty-five (25) years, and no change in control of the HOA shall terminate or modify the Agreement or each Owner's obligation to pay dues and/or assessments for such Services. The HOA's failure to collect dues/assessments for Services will not affect the HOA's obligation to pay the Service Provider(s) as designated by VNI under the Agreement.
- 3) This Memorandum is solely for recording and notice purposes, and does not alter, modify, limit, amend or supplement the Covenants or Agreement in any respect.
- 4) This Memorandum is not a summary of the Agreement or the Covenants. Reference should be made to the Agreement and Covenants for each of their respective terms, provisions and conditions thereof.

IN WITNESS WHEREOF, the parties have executed this Memorandum as of the date first set forth above.

DEVELOPER:

BAXTER MEADOWS WEST, L.L.C.  
a Montana limited liability company

By: Thomas L. Clinton  
Thomas L. Clinton

By: Gerald R. Williams  
Gerald R. Williams

STATE OF MONTANA     )  
  ) ss.  
COUNTY OF GALLATIN    )

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of January, 2006, by THOMAS L. CLINTON and GERALD R. WILLIAMS as managing members of Baxter Meadows West, L.L.C., a Montana limited liability company, on behalf of such company.

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Witness my official hand and seal.

Terri Zullo  
Terri Zullo

Notary Public for the State of Montana  
Residing in Bozeman, Montana

My commission expires: July 31, 2007



BAXTER MEADOWS DEVELOPMENT, L.P.  
a Montana limited partnership

By: Gerald R. Williams  
Gerald R. Williams

STATE OF MONTANA     )  
  ) ss.  
COUNTY OF GALLATIN    )

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of January, 2006, by Gerald R. Williams as member of Baxter Meadows Development, L.P., a Montana limited partnership, on behalf of such company.

Witness my official hand and seal.

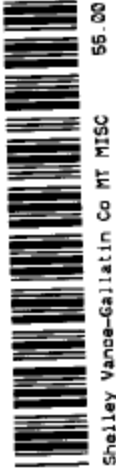
Terri Zullo  
Terri Zullo

Notary Public for the State of Montana  
Residing in Bozeman, Montana

My commission expires: July 31, 2007



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HOA:

BAXTER MEADOWS MASTER COMMUNITY  
ASSOCIATION, INC.,  
a Montana nonprofit corporation

By: David Blanksma

Name: David L. Blanksma

Title: President / Director

STATE OF MONTANA  
COUNTY OF GALLATIN

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of  
January, 2006, by David Blanksma, as President of  
The Baxter Meadows Master Community Association, Inc., a Montana nonprofit  
corporation, on behalf of such company.

Witness my official hand and seal.



Terri Zullo  
Terri Zullo

Notary Public for the State of Montana  
Residing in Bozeman, Montana

My commission expires: July 31, 2007

**Exhibit A**

All of those lands situated in Tracts 2A and 4A of Certificate of Survey No. 2202A, located in the NE 1/4 of Section 3, Township 2 South, Range 5 East and the S ½ of Section 34, Township 1 South, Range 5 East, P.M.M., Gallatin County, Montana, according to the official plat thereof on file and of record in the office of the County Clerk and Recorder of Gallatin County, Montana.

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