

**UNANIMOUS ACTION OF THE  
BOARD OF DIRECTORS OF  
THE BLUE STONE DITCH ASSOCIATION,  
A COLORADO MUTUAL DITCH COMPANY**

The undersigned, being all of the directors of the Blue Stone Ditch Association, a Colorado mutual ditch company (hereafter, "Corporation"), hereby take the following unanimous action:

The Board of Directors of the Corporation hereby amend section 2.01 of the Bylaws of the Corporation to provide as follows:

Annual Meeting. The annual meeting of the shareholders shall be held on the 4<sup>th</sup> Thursday in January of each year, or on such other day as may be selected by the Board of Directors, at the time and at such location in or near De Beque, Colorado as may be designated by the Board of Directors, for the purpose of electing directors, determining assessments on shares of the corporation, and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Colorado, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting of the shareholders, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as such a meeting may be conveniently held.

The effective date of this action is January 9, 2009.

Tom Latham

Name:

Mark Zuph

Name:

Greg C. Huelich

Name:

G. Moore

Name:

Brenda Graham

Name: