

# Gunnison Rising

Bankruptcy Sale

Fully Entitled, 570± Acre Master Planned Development



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# THE OPPORTUNITY

Keen-Summit Capital Partners LLC has been retained as the exclusive real estate broker for the bankruptcy sale of Gunnison Rising, a fully entitled, multi-phase, 570± acre mixed-use development in the City of Gunnison, Colorado. Known as “the last great mountain town”, Gunnison is a community of ~6,560 full time residents, is the county seat for Gunnison County and is a gateway to the greater Gunnison Valley and the nearby ski areas of Crested Butte, Mount Crested Butte and Crested Butte South.

The Gunnison Rising project is one of the largest land opportunities in Western Colorado – offering a master-planned framework for 1,700 residential units and 920,000 square feet of commercial, hospitality, and industrial space directly adjacent to Western Colorado University and Gunnison-Crested Butte Regional Airport, and ~28 Miles from the Crested Butte Mountain Resort.

The City of Gunnison has prioritized this corridor as the centerpiece of regional growth, leveraging Gunnison’s strong tourism economy, higher education base, and outdoor recreation appeal. Anchored by year-round demand and supported by public investment, Gunnison Rising is poised to become one of Colorado’s most dynamic live-work-play communities. As housing prices and demand in Gunnison continue to rise - with a median sale price of over \$630,000 and an average sale price of over \$700,000 - the need for expansion is widely recognized, with Western Colorado University, Gunnison County, and the City of Gunnison all voicing their full support for the project.

Sources: [CBREN Gunnison-Crested Butte](#), [Triple Point](#), Gunnison City September 2025 report.

# THE GUNNISON RISING VISION

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As a shovel ready, fully entitled, master-planned mountain town community ripe with opportunity and natural beauty, Gunnison Rising presents a once in a lifetime opportunity to help shape the future of the entire Gunnison Valley.

Designed to create the ultimate work-life balance alongside the endless amenities Gunnison Valley has to offer, Gunnison Rising will offer walkable trail-oriented neighborhoods, every home within a short walk to a park, immediate adjacency to Western Colorado University, easy access to Tomichi Creek State Wildlife Area, a regional trail head park connection to Signal Peak, and a planned connection to Hartman Rocks. The plan also includes an events center, a “Makers District” for entrepreneurs and business growth, a “Government Campus” and an RV & Glamping Resort.

Nearby amenities just a short walk, bike ride or drive away include Downtown Gunnison, the Jorgenson Ice Rink and Event Center, Gunnison Whitewater Park, Dos Rios Golf Club, as well as the Hartman Rocks Recreation Area and Blue Mesa Reservoir for additional outdoor recreation opportunities including sailing, waterskiing, swimming, fishing, and horseback riding.

Ski and snowboard enthusiasts can head to Monarch Mountain to the east or Crested Butte Mountain Resort (CBMR) to the north for the ultimate ski experience. For ease and simplicity, residents can ride the free RTA bus from Gunnison to the base of CBMR.

# THE GUNNISON RISING VISION

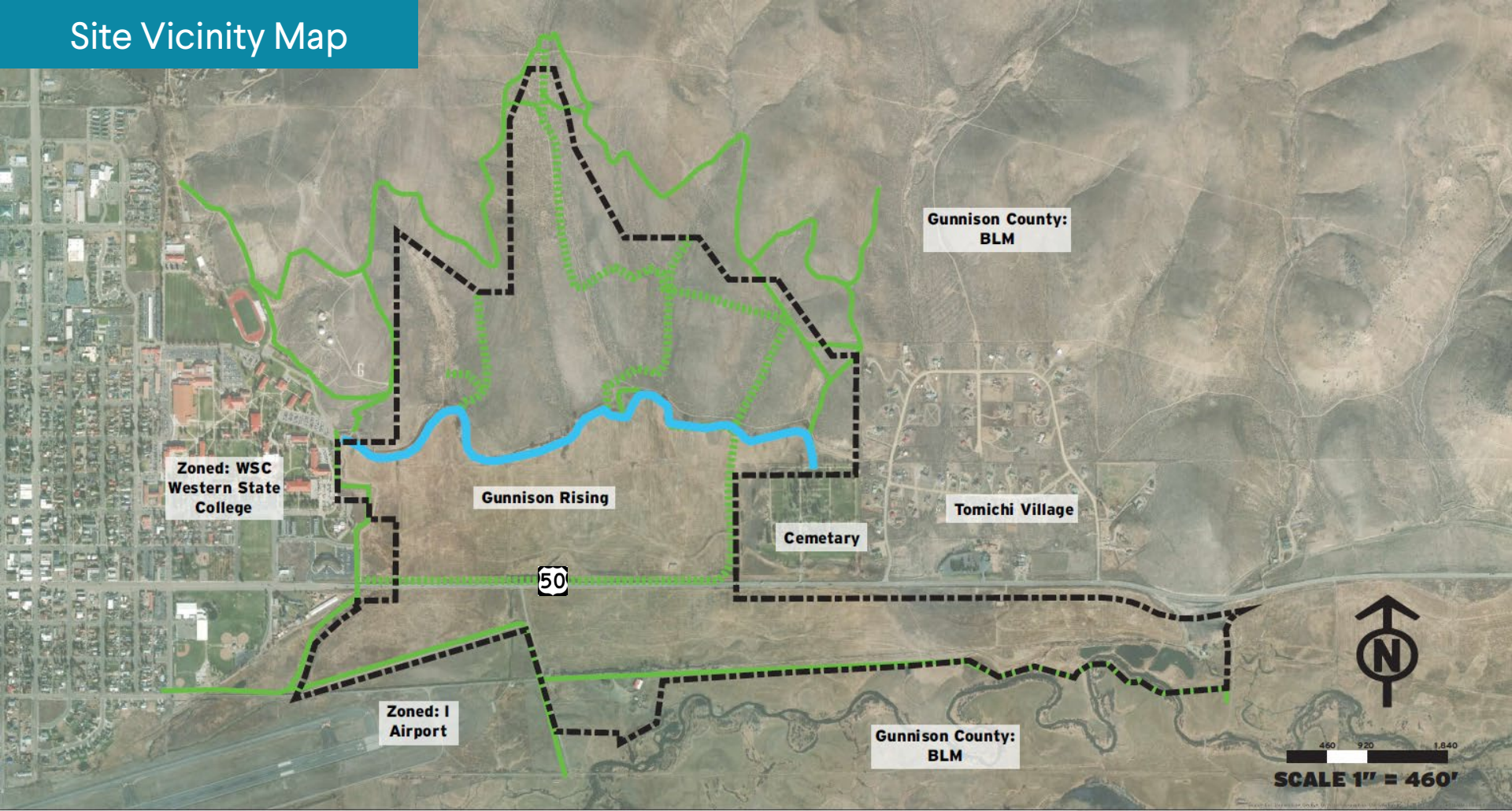
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For residents, Gunnison Rising is designed to offer new housing at a variety of price points and housing options, including single-family homes, spacious duplexes and townhomes, missing middle neighborhood multifamily and amenity-rich multi-family buildings.

For businesses, the proximity to Gunnison-Crested Butte Regional Airport, coupled with Gunnison's active business community - including organizations and resources such as the Gunnison Country Chamber of Commerce, Western Colorado University, ICELab, Gunnison Rotary Club, Gunnison Valley Women's Network and a new FedEx Distribution Center – make Gunnison Rising an ideal place to start or relocate any business venture.

Once completed, Gunnison Rising is set to deliver on its promise of fulfilling the strong demand for work-force and market rate housing, commercial services, and long-term economic vitality to the Gunnison Valley, especially to those in the outdoor sports/rec space.

# Site Vicinity Map



-  Canal Trail
-  Existing Trail
-  Conceptual Trail Location
-  Project Boundary

## GUNNISON RISING

Site Vicinity Map

June 2020



## Approved Master Plan Overview

### Master Plan Overview

**Total Site Area: 570+ acres (Zoned PUD Masterplan, annexed & fully entitled) along both sides of Hwy 50 (~2 mi.)**

- Opportunity Zone: 337+ acres qualifying under a Qualified Opportunity Zone (QOZ) designation
- Metro Districts: 7 total, with up to \$245M bonding capacity available, providing access to tax exempt bond financing
- Full support of City of Gunnison, Western Colorado University and Gunnison County – all of whom recognize the overwhelming need for housing in the community
- Recent Valuation: \$58.4 million “as is” value (THK Associates, December 2024)

### Residential:

- 1,700 Units Total:
  - Detached Homes (under \$520K–\$800K range) – 870 units
  - Attached Homes – 230 units
  - Multifamily – 600 units
- Traditional Neighborhood Development (TND): 142.8 acres
- Large Lot Residential/Future Phase: 264± acres
- RV Park Site: 54.6 acres

### Commercial:

- 920,000± SF Total Entitlements:
  - Retail: 354,020 SF
  - Office: 98,749 SF
  - Industrial/Flex: 266,306 SF
  - Hotel: 200,925 SF (504 keys projected)
- Live/Work: 32.34 acres
- Makers District: 70.9 acres
- Phase 1/Government Campus: 5.81 acres (2 remaining lots)

# Bankruptcy Sale Overview

Offers will be considered for the property in whole or in parts:

- Residential Parcels
- Commercial Parcels
- Hospitality Site
- RV Park Site

On August 28, 2024 (the “Petition Date”), Gunnison Valley Properties, LLC (“GVP”) filed a voluntary petition for relief under Chapter 11 of the U.S. Bankruptcy Code in the U.S. Bankruptcy Court for the District of Colorado (the “Bankruptcy Court”), Case No. 24-15052-JGR (the “Bankruptcy Proceeding”).

By order of the court, GVP retained Keen-Summit Capital Partners LLC (“Keen”) to market its real property assets for Sale. The sale encompasses substantially all of GVP’s real property interests in the Gunnison Rising development, consisting of 570± acres of entitled residential, commercial, and mixed-use land with supporting infrastructure, 7 established Metro Bond Districts, and a Qualified Opportunity Zone (QOZ) designation.

The project represents many years of work in assembling the real estate and working with key stakeholders - including the City, the County, the Gunnison community, and Western Colorado University - to create the conceptual vision for the Project, obtaining the necessary approvals, including annexation into the City, performing the necessary design and engineering, and constructing infrastructure.

Despite achieving full entitlements and completing a successful first phase - including the delivery of sites now occupied by FedEx and the Bureau of Land Management - Gunnison Rising encountered major cash flow challenges beginning in 2022. Rising interest rates delayed the sale of metro district bonds originally expected to fund infrastructure, while unexpected contractor cost overruns exceeded estimates and led to mechanic’s lien claims and litigation.

When efforts to resolve these disputes failed and litigation approached trial, GVP filed for Chapter 11 protection to halt litigation, preserve the value of the project, protect creditors, and restructure around the existing development plan.

With matters stabilized in the chapter 11 proceeding, and with the Phase 1/Government Campus substantially complete - including full electric, water, and sewer, and the near completion of Ute Road to the Phase 1 section - GVP is now seeking a buyer for the balance of the development pursuant to this bankruptcy sale.

# Bankruptcy Sale Overview

*(Continued)*

Offers will be considered for the property in whole or in parts:

- Residential Parcels
- Commercial Parcels
- Hospitality Site
- RV Park Site

As part of the project, the GVP has bond availability with 7 Metro Districts fully approved, an estimated bonding capacity up to \$245M, and the entire capacity available to the buyer. The Metro Districts provide access to tax-exempt bond financing for public infrastructure (with approximately \$7.3 million having been certified to be paid to GVP from Metro District bond proceeds when bonds are sold).

Recent Developments include:

- Via a recent agreement with the City, a high-capacity electrical cable has been connected to the site from the electrical substation located ~1 ½ miles away
- The sale of two lots totaling 5.3 acres in the Phase 1/Government Campus section for \$1,500,000
- The sale of a deed restricted 5.05 acre parcel in the TND section of the project for \$320,000
- The recent sale of lots now occupied by FEDEX and the Bureau of Land Management.
- GVP has also received a non-binding LOI to purchase ~54.6 acres currently designed for an RV park and an offer to purchase ~45 acres in the TND section of the project.
- Interest from national grocery chain for 25-acre parcel

Selling the Project in its current state provides buyers with maximum flexibility as a purchaser will have the ability to collaborate with local officials and community stakeholders to make cost-effective adjustments to the existing plans, align the Project with current market conditions, and preserve the established metro district structure - while securing more favorable bond terms as a financially stronger owner.

Offers are now being considered.



### Airport:

- Gunnison Crested Butte Airport (GUC): ~1 mi



### Roadway Access:

- U.S. Route 50



### National Parks

- Crested Butte Mountain Resort (28 mi)
- Black Canyon National Park (61 mi)
- Aspen Ski Resort (129 mi)



### Distances to Major Cities:

- Denver: 200 mi
- Colorado Springs: 170 mi

# AMENITIES SURROUNDING GUNNISON RISING

- Surrounded by 2M+ acres of public recreation lands
- World Class Trails (1,250 Miles of Regional Trails)
- Adjacent to Western Colorado University
- Gunnison Valley Health Network
- GUC Regional Airport (\$29M upgrade completed Jan 2023) Daily Service to Denver and Seasonal to Dallas, Houston, and Austin
- Located between Hartman Rocks and Signal Peak (70 Miles of Trails) and 7 Miles of Trails within Development
- World Class Outdoor Sport Recreation, Skiing, Mountain Biking, Gravel Biking, Camping, Fishing, Hiking, Boating
- Adjoins Jorgensen Park, Pioneer Museum (covered ice rink, soccer and baseball fields, lighted softball fields, skate park)
- 7.5 Miles of Tomichi Creek with access on Southern Boundary
- Blue Mesa Reservoir (the largest body of water in CO, year-round use, world-class lake trout, boating, fishing)
- Black Canyon National Park



# POPULATION & DEMOGRAPHICS

5-mile Radius of Gunnison Rising



2024 Population  
10,081



Annual Growth  
1.5%



Median HH  
Income \$57,343



Median Home  
Value \$435,984

Source: CoStar

## Population

	2 mile	5 mile	10 mile
2020 Population	5,767	9,498	9,826
2024 Population	5,862	10,081	10,526
Annual Growth 2020-2024	0.4%	1.5%	1.8%
Median Age	29.2	33	33.5
Ave Household Size	2.2	2.2	2.2

## Housing

	2 mile	5 mile	10 mile
Median Home Value	\$388,923	\$435,984	\$445,721

## Income

	2 mile	5 mile	10 mile
Avg Household Income	\$67,201	\$76,683	\$78,505
Median Household Income	\$49,736	\$57,343	\$58,394

## Traffic

Collection Street	Cross Street	Avg. Daily Traffic Volume	Count Year	Distance from Property
US Highway 50	-	5,185	2025	0.00 mi
East Tomichi Avenue	Loveland St	8,101	2025	0.85 mi
North Colorado Street	N Colorado St E	1,774	2025	0.98 mi
North Main Street	E Virginia Ave W	8,859	2025	1.24 mi



## Gunnison-Crested Butte Demographics

### Population and Growth

- Gunnison County population: ~17,000 residents (+18.7% since 2000)
- City of Gunnison: 6,560 residents (+12.3%)
- Crested Butte: 1,639 residents (+27.2%)
- Median age: ~31 years, reflecting a strong university and working-age population
- Seasonal workers and university housing create high rental demand

### Housing Market Snapshot

- Gunnison Median Sales Price (2024): \$740,582 (-.3%)
- Gunnison (2025 Sep LTM) Single-Family Median: \$633,400 (+9%) | Condo Median: \$317,500 (-14.0%)
  - 2024 Average Price in Gunnison-Crested Butte Area: \$1.12M (↑ 8.0%)
  - 2024 Gunnison Active Listings: 182
  - 2024 Gunnison Monthly Supply: 5.8

### Market Dynamics Gunnison- Crested Butte

- Affordable housing remains a key issue driving demand spillover into Gunnison
- Crested Butte South (+31%), Mount Crested Butte (+29.6%), and Gunnison City (+23.8%) led median price gains
- New listings (+0.7%) and supply improved slightly (+6.5%)

# Market Housing Demands

## Gunnison Valley Housing Market:

The number of housing units needed remains high:

- Estimated that a minimum of 265-515 units are needed to keep up with job growth through 2029
- Over 70% of employers have encountered problems keeping or hiring employees due to a lack of housing
- 92% of employers felt that housing was one of the areas more serious problems
- “To address the current housing shortfall and keep up with projected job growth, at least 75% of the estimated 1,300 to 1,550 homes needed to support residents and employees by 2029 in the Valley will need to be priced below market.”- Gunnison Valley Regional Housing Authority

	Units Needed (Low)	Units Needed (High)
Total Catch-up (Existing Needs)	480	480
Total to Keep-up (Projected Needs)	820	1,070
<b>Total Housing Units Needed through 2029</b>	<b>1,300</b>	<b>1,550</b>

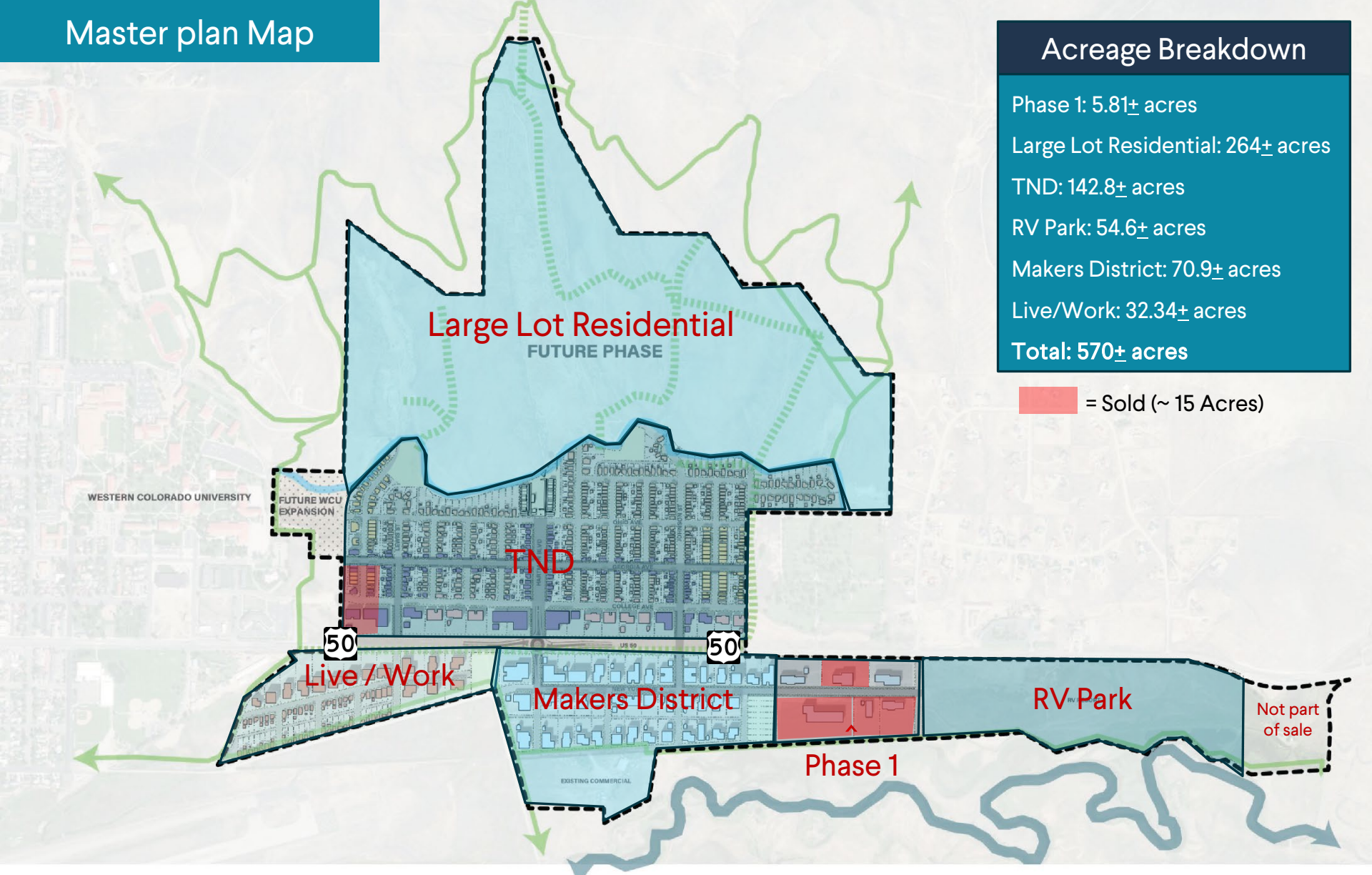
Source: [2024 Gunnison Valley Housing Needs Assessment](#)  
[Gunnison Economic Prosperity Report](#)

# Master plan Map

## Acreage Breakdown

Phase 1: 5.81± acres  
 Large Lot Residential: 264± acres  
 TND: 142.8± acres  
 RV Park: 54.6± acres  
 Makers District: 70.9± acres  
 Live/Work: 32.34± acres  
**Total: 570± acres**

■ = Sold (~ 15 Acres)



## Legend

- |               |                |                          |               |                 |
|---------------|----------------|--------------------------|---------------|-----------------|
| PUD Boundary  | Main Street    | Traditional Neighborhood | Open Space    | Existing Trails |
| Proposed Lots | Missing Middle | Live Work                | Tomichi Creek | Proposed Trails |
| Multifamily   | Maker District | Canal                    |               |                 |

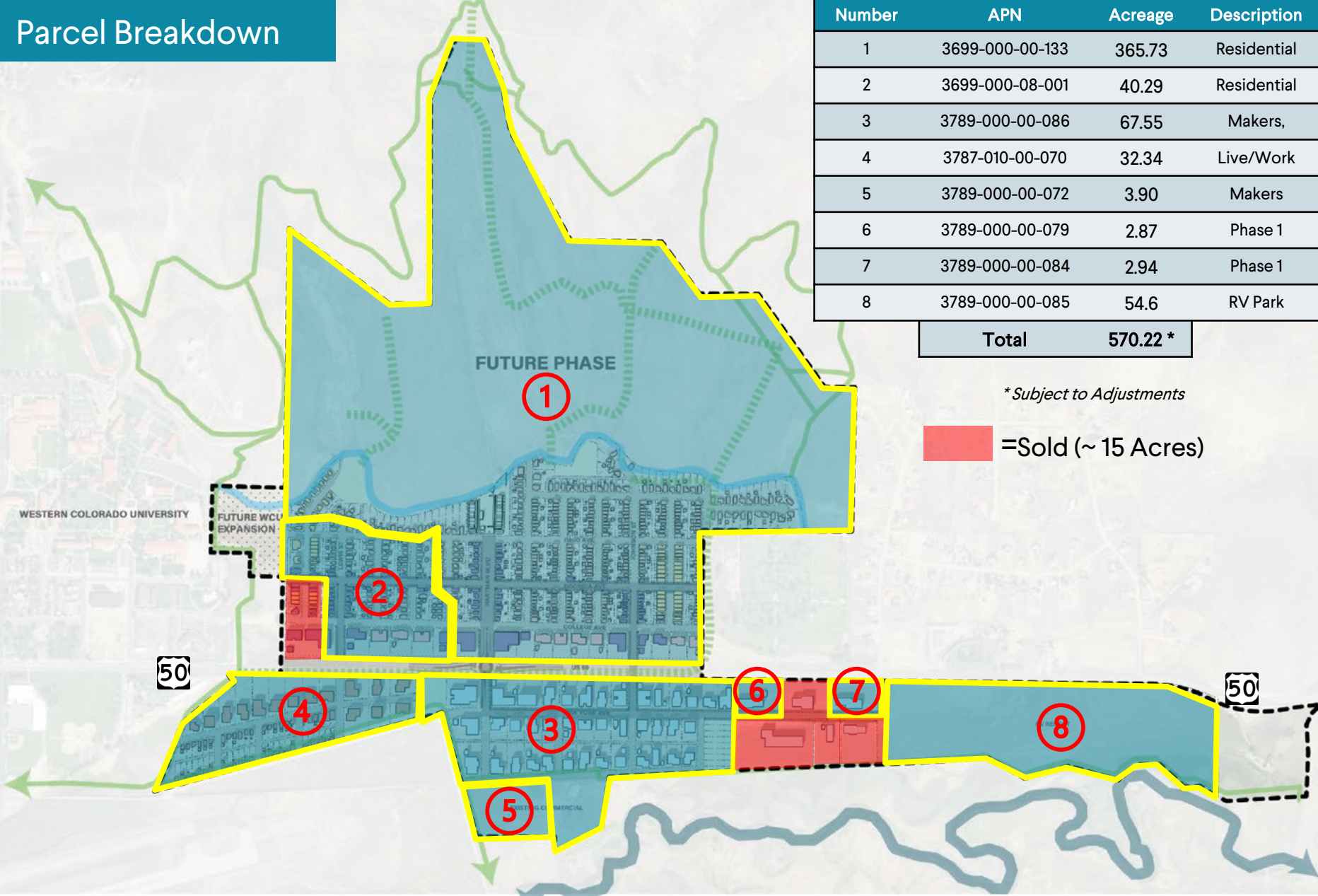
# Parcel Breakdown

Number	APN	Acreage	Description
1	3699-000-00-133	365.73	Residential
2	3699-000-08-001	40.29	Residential
3	3789-000-00-086	67.55	Makers,
4	3787-010-00-070	32.34	Live/Work
5	3789-000-00-072	3.90	Makers
6	3789-000-00-079	2.87	Phase 1
7	3789-000-00-084	2.94	Phase 1
8	3789-000-00-085	54.6	RV Park

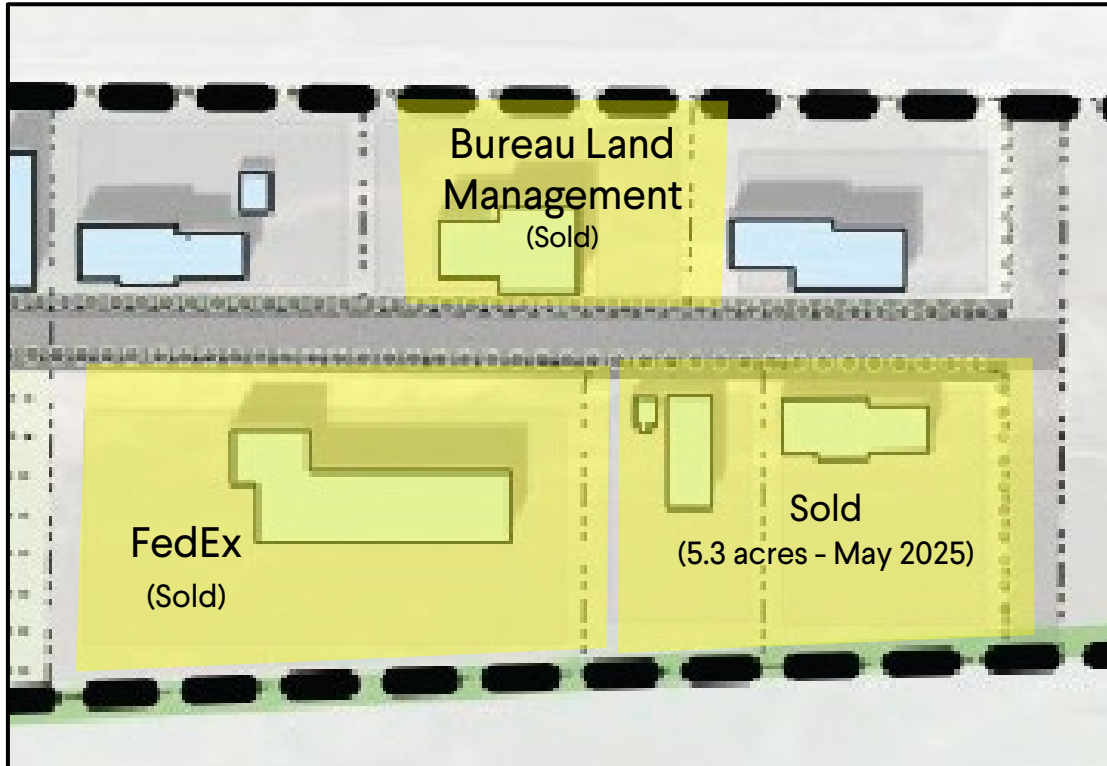
<b>Total</b>	<b>570.22 *</b>
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*\* Subject to Adjustments*

= Sold (~ 15 Acres)



# Phase 1 / Government Campus – 5.81± acres



- 5.3 acres recently sold – \$1,500,000 (May 2025)
- ~10.5 acres previously sold and now occupied by FedEx and Bureau of Land Management
- 5.81 acres remaining
- Utilities and ROW improvements substantially completed. Ute Lane CDOT Access Improvements approved and permitted

# Traditional Neighborhood District (TND) – 142.8± acres



- 5.05 acres (deed restricted) - Sold for \$320,000 (Sept. 2025)
- ~142.8 acres remaining
- Cascadia Partners designed plans for a new urbanist design emphasizing walkability, mixed uses, and integration with regional trails

# Makers District – 70.9± acres



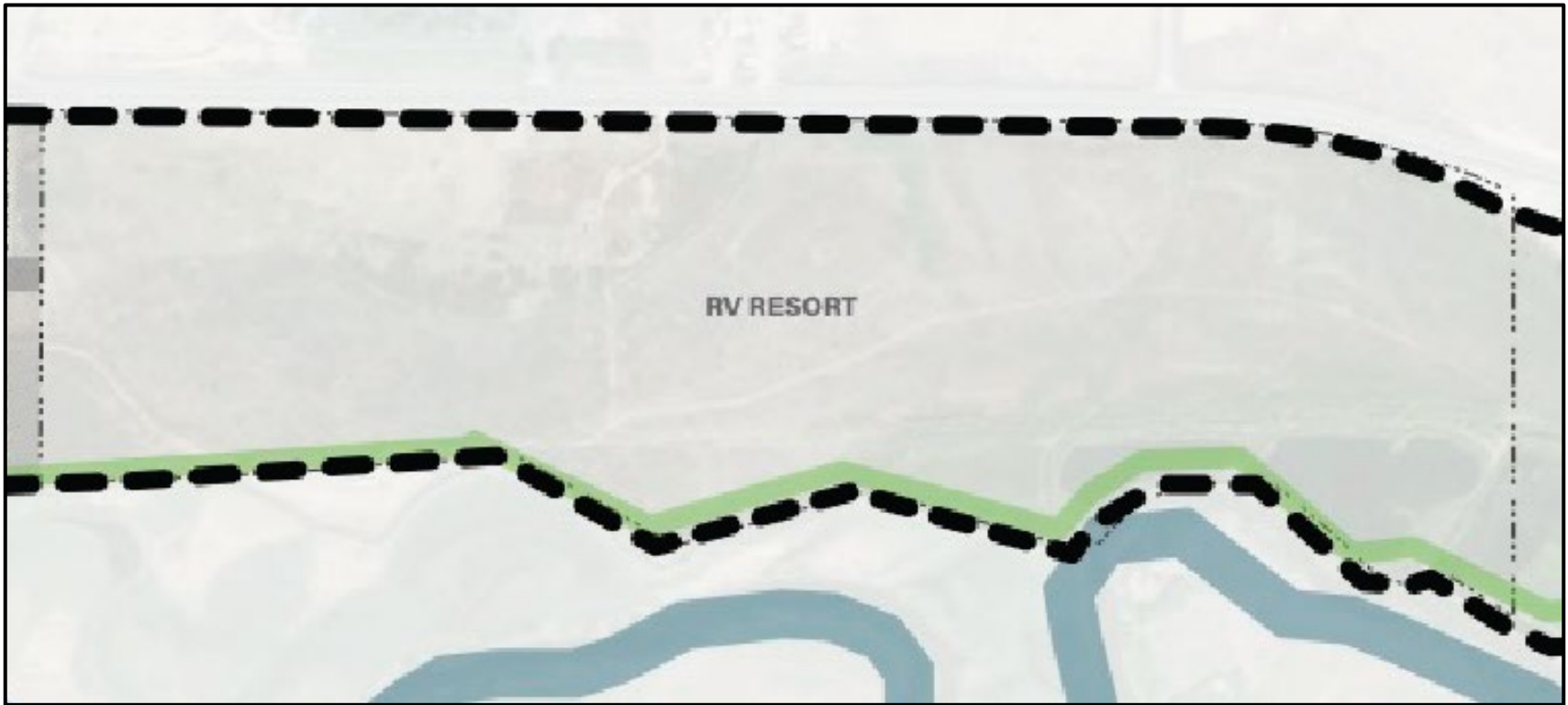
- 70.9± acres
- Designed as a home for small-scale makers and tinkers, including the I-Bar Ranch for music and dancing (I-Bar Performers include the Bellamy Brothers, Charlie Daniels, Nitty Gritty Dirt Band, Wynonna Judd, Juice Newton and Michael Franti, among many others.)
- Recent interest from a national grocery chain for ~25 acres

# Live/Work District – 32.34± acres



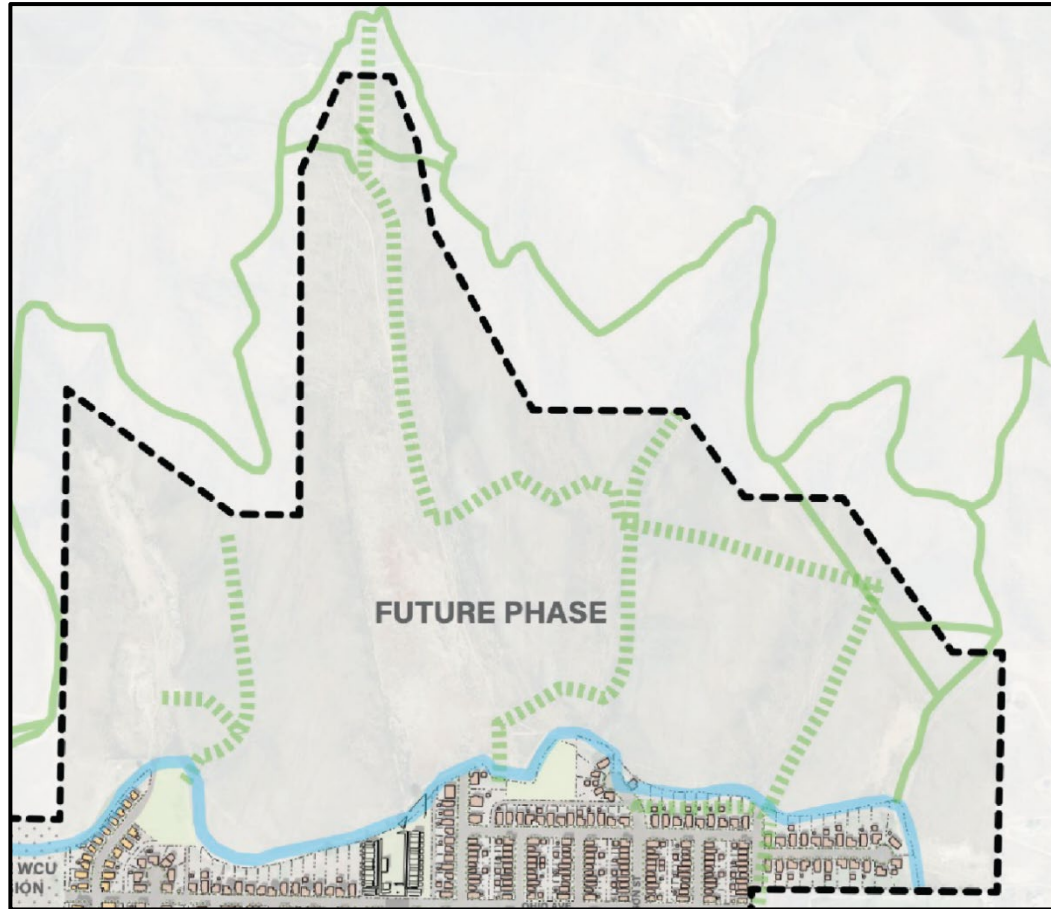
- 32.34± acres

# RV Resort Park – 54.6± acres

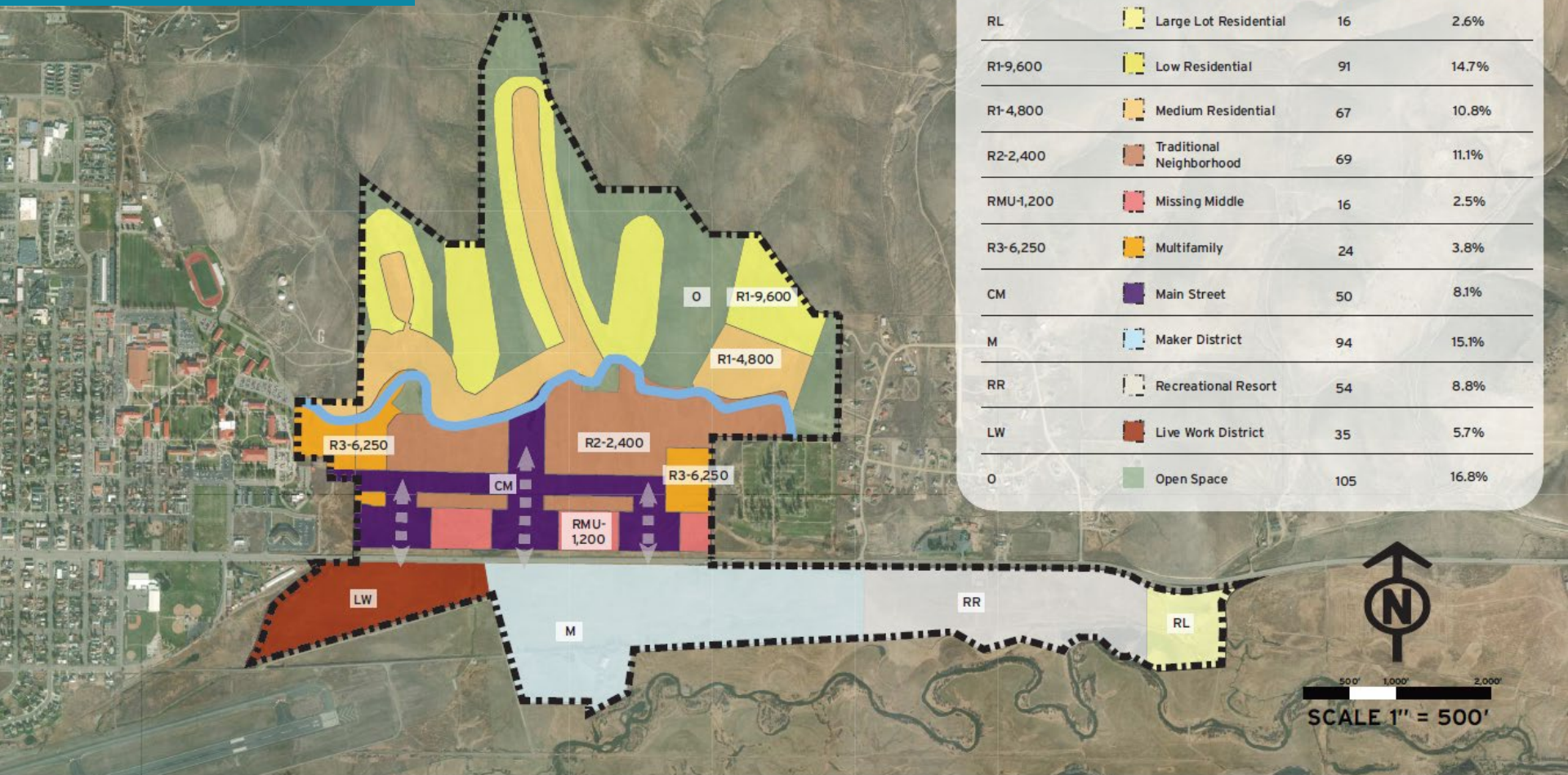


- 370 RV Campground Spaces
- 8,500 square feet support space
- 54.6± acres

# Future Phase - Large Lot Residential – 264± acres



# Zoning Districts Plan



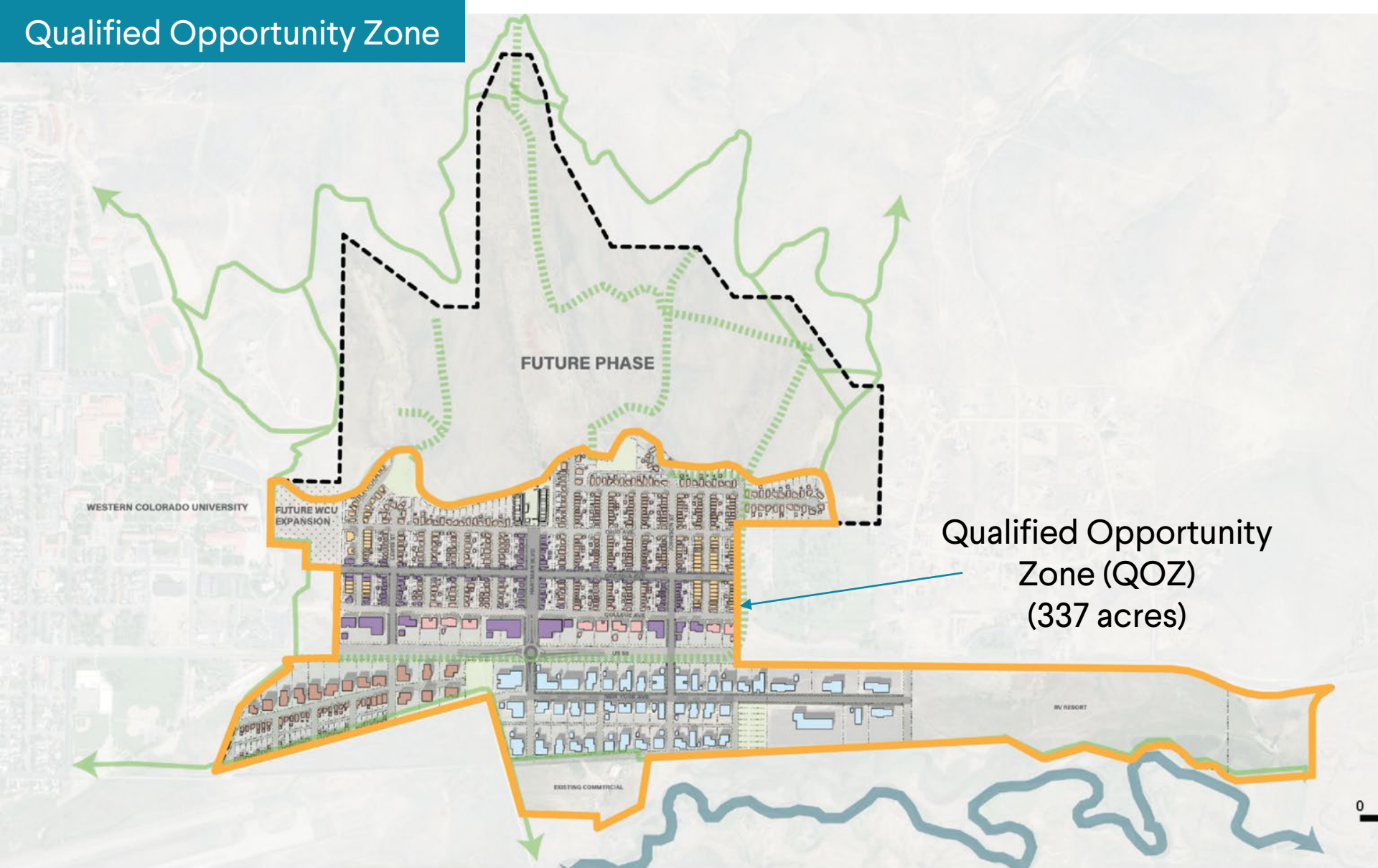
Key	Zone District	Area (ac)	% of PUD
RL	Large Lot Residential	16	2.6%
R1-9,600	Low Residential	91	14.7%
R1-4,800	Medium Residential	67	10.8%
R2-2,400	Traditional Neighborhood	69	11.1%
RMU-1,200	Missing Middle	16	2.5%
R3-6,250	Multifamily	24	3.8%
CM	Main Street	50	8.1%
M	Maker District	94	15.1%
RR	Recreational Resort	54	8.8%
LW	Live Work District	35	5.7%
O	Open Space	105	16.8%

- Canal Trail
- Open Space
- Missing Middle
- Multifamily
- Main Streets
- Large Lot Residential
- Traditional Neighborhood
- Maker Space
- PUD Boundary
- Low Residential
- Main Street
- Recreational Resort
- Medium Residential
- Event + Conference

## GUNNISON RISING Zone Districts Map

January 2021

# Qualified Opportunity Zone







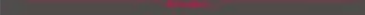
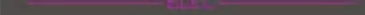

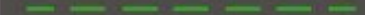

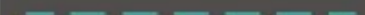

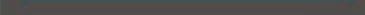
Qualified Opportunity Zone (QOZ)  
(337 acres)

## Legend

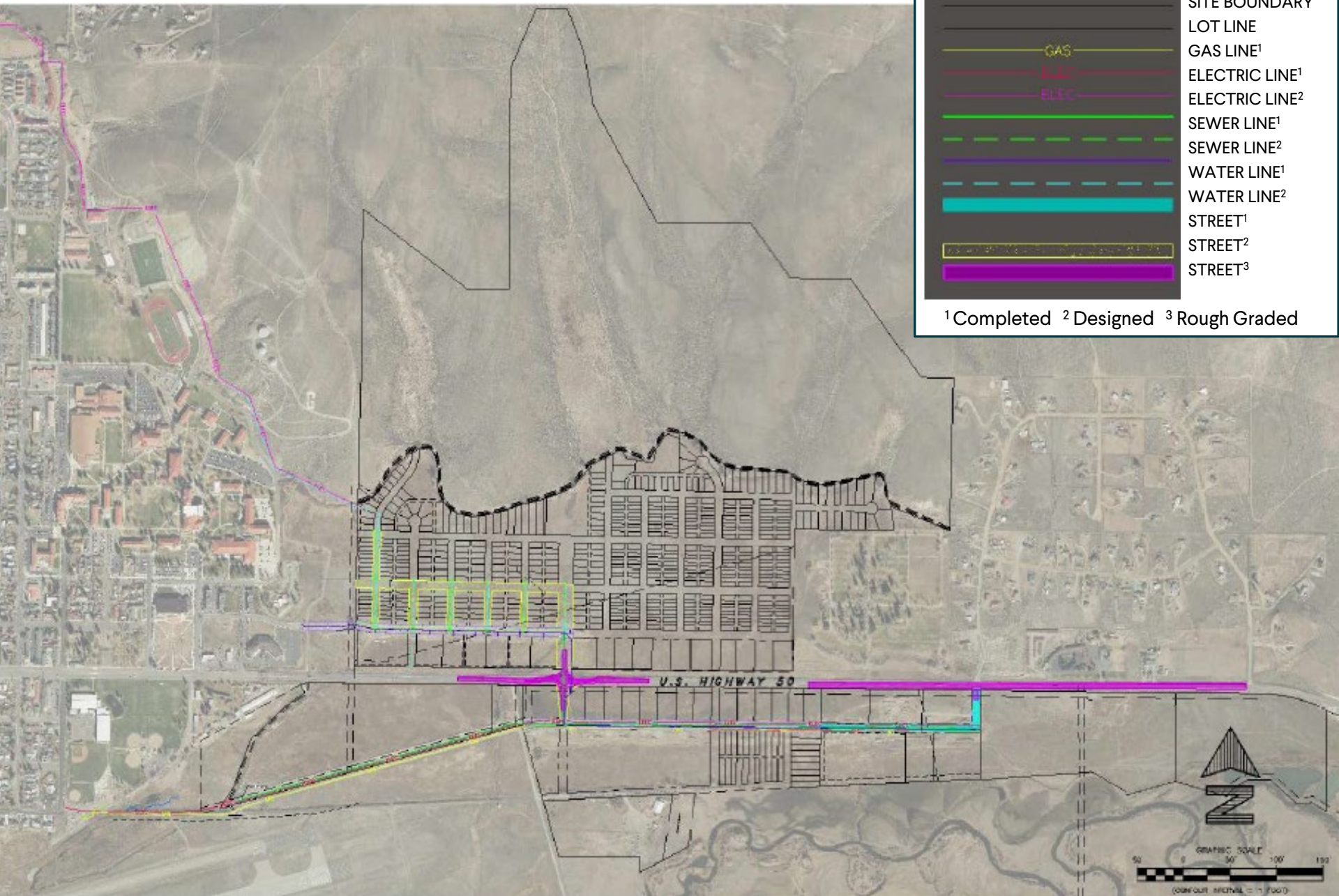
- |               |                |                          |               |                 |
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| Proposed Lots | Missing Middle | Live Work                | Tomichi Creek | Proposed Trails |
| Multifamily   | Maker District | Canal                    |               |                 |

# Infrastructure Status Exhibit

## LEGEND

	SITE BOUNDARY
	LOT LINE
	GAS LINE <sup>1</sup>
	ELECTRIC LINE <sup>1</sup>
	ELECTRIC LINE <sup>2</sup>
	SEWER LINE <sup>1</sup>
	SEWER LINE <sup>2</sup>
	WATER LINE <sup>1</sup>
	WATER LINE <sup>2</sup>
	STREET <sup>1</sup>
	STREET <sup>2</sup>
	STREET <sup>3</sup>

<sup>1</sup> Completed   <sup>2</sup> Designed   <sup>3</sup> Rough Graded



## Permits to Date

### **Approved:**

Civil Set of Drawings- Ph 1

Off-site Electrical Feeds

CDOT Hwy 50 and Ute Lane Intersection

Wetlands – ARDV

Wetlands – NPR

Flood Plain Disturbance

Habitat Conservation Plan/ Incidental Take Permit HCP/ITP

Cultural Resources Survey and Inventory Permit – Site

Cultural Resources Survey and Inventory Permit - Site

Cultural Resources Survey and Inventory Permit - Off-site Util Easement

Cultural Resources Survey and Inventory Permit - Off-site Util Easement

Anthropology and Sage Grouse Studies

### **Pending Approval:**

Civil Set of Drawings- Ph 2

Storm Water Mitigation- Phase 1 & 2

Please Note: Additional Information available at [www.Keen-GunnisonRisingSale.com](http://www.Keen-GunnisonRisingSale.com)

# Additional Information

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Please visit our data room at: [www.Keen-GunnisonRisingSale.com](http://www.Keen-GunnisonRisingSale.com)

The data room includes, among other items:

- December 2024 Highest and Best Use Market Analysis (Appraisal)
- Annexation & PUD data
- Avigation Easement
- Geotechnical Studies
- Historical Preservation
- Legal & Title
- Maps
- Market Studies
- Metro District Information
- Phase 1 Development (Approved & Recorded)
- Phase 2 Development (Revision Required)
- Stormwater Studies
- Traffic & CDOT Studies
- USACE & Wetlands Studies

Other Useful Links:

- [www.GunnisonRising.com](http://www.GunnisonRising.com)
- [City of Gunnison website: www.gunnisonco.gov/departments/economic\\_prosperity/index.php](http://CityofGunnisonwebsite:www.gunnisonco.gov/departments/economic_prosperity/index.php)

View from property looking southwest at adjacent Western Colorado University and City of Gunnison (GUC Airport to middle left)



View of property looking west.  
GUC Airport to upper left and Western Colorado University and City of Gunnison in background.



View of property looking west. Phase 1 (Fedex DC on left and BLM in middle) in foreground, proposed Makers District and Live-Work District to left of Hwy 50, TND & Future Phase to right of Hwy 50. GUC Airport, Western Colorado University and City of Gunnison in background.



View looking northeast at proposed TND & Phase 2 in background, with unfinished College Avenue extension to right.



View of unsold lot in Phase 1.  
Highway 50 in middle of photo , Tomichi Village to upper right and cemetery to upper left



# Disclaimer

Gunnison Valley Properties, LLC (“Debtor”), U.S. Bankruptcy Court for the District of Colorado Case No 24-15052-JGR (“Bankruptcy Court”), has retained Keen-Summit Capital Partners LLC (“Keen”), as real estate advisor, marketing agent, and real estate broker for the sale (the “Transaction”) of the real estate assets at Gunnison Rising Real Estate Development (the “Property”). The sale of the Property is subject to approval by the Bankruptcy Court.

By receiving this Information Memorandum and/or participating in the sale process and/or contacting Debtor and/or Keen, you agree to the following terms and conditions. If you do not agree to these terms and conditions, immediately return this Information Memorandum to Keen and do not participate in the sale.

In connection with your request for information (“Information”) related to the Property and your interest in consummating a Transaction, the Debtor hereby agrees to disclose information to you (“Prospect”) and to engage in conversations and negotiations with you, subject to the understandings, terms and conditions set forth below.

1. The Property is being offered AS-IS, WHERE-IS, with ALL FAULTS.
2. The Information has been prepared:
  - a) for informational purposes only,
  - b) from materials supplied by the Debtor, local municipalities and other sources deemed reliable, and
  - c) to assist Prospects in making their own evaluation of the offering and does not purport to be all-inclusive or to contain all of the information that interested parties may desire. Keen has not assumed responsibility for independent verification of any of the information contained herein and has not in fact in any way audited such Information. In all cases, interested parties should conduct their own investigation and analysis of the offering, conduct site inspections and scrutinize the Information. Prospects should engage legal counsel, accountants, engineers and/or such other professional advisors as Prospects deem appropriate for evaluating the Property.
3. Although the Debtor and Keen will endeavor for the Information to contain data which they believe to be relevant for the purpose of Prospect’s investigation, Prospect understands and agrees that, except pursuant to the definitive purchase agreement to be entered into between the Debtor and Prospect in connection with a Transaction, none of the Debtor, Keen or any of their respective officers, directors, employees, affiliates, agents, advisors or representatives:
  - a) have made or make and expressly disclaim making any written or oral statements, representations, warranties, promises or guarantees, whether express or implied or by operation of law or otherwise, with respect to the Property or with respect to the accuracy, reliability or completeness of the Information, or
  - b) shall have any liability whatsoever to Prospect or any of Prospect’s representatives relating to or resulting from the use of the Information, alleged acts or omissions, or any errors or omissions in the Information.
4. Without limiting the generality of the immediately preceding paragraph, the Information may include certain statements, estimates and projections with respect to the Property. Such statements, estimates and projections reflect various assumptions made by the Debtor, which assumptions may or may not prove to be correct. No representations are made as to the accuracy of such assumptions, statements, estimates or projections. The only information that will have any legal effect will be specifically represented in a definitive purchase agreement, subject to such limitations and restrictions as may be specified therein.

# Disclaimer

5. Prospect agrees that no contract or agreement providing for any Transaction shall be deemed to exist between Prospect and the Debtor unless and until Prospect and the Debtor execute and deliver a final definitive agreement relating thereto (a “Transaction Agreement”) that is approved by the Bankruptcy Court, and Prospect hereby waives, in advance, any claims (including, without limitation, breach of contract) in connection with any Transaction unless and until Prospect and the Debtor shall have executed and delivered a Transaction Agreement. Prospect also agrees that unless and until Prospect and the Debtor shall have executed and delivered a Transaction Agreement, neither Prospect nor the Debtor will be under any legal obligation of any kind whatsoever with respect to a Transaction by virtue of this document except for the matters specifically agreed to herein. Prospect further acknowledges and agrees that the Debtor reserves the right, in its sole discretion, to reject any and all proposals made by Prospect or Prospect’s representatives with regard to a Transaction, and to terminate discussions and negotiations with Prospect at any time. Prospect further understands that the Debtor shall be free to establish and change any process or procedure with respect to a Transaction as the Debtor in its sole discretion shall determine (including, without limitation, negotiating with any other interested party and entering into a final definitive agreement relating to a Transaction with any other party without prior notice to Prospect or any other person).
6. Prospect warrants and represents that it is a principal acting on its own behalf, and not as a broker, finder or agent acting on another’s behalf. Prospect acknowledges that it will not look to the Debtor and/or Keen and their respective Representatives for the payment of any fee or commission. Prospect hereby agrees to indemnify, defend and hold Debtor and Keen and their respective Representatives harmless from and against any and all claims, damages, losses and liabilities, costs and expenses (including reasonable attorneys’ fees and disbursements) arising out of any claim or claims by any broker, finder or similar agent for commissions, fees or other compensation who allege that they have dealt with the Debtor and/or Keen in connection with the Business as an agent of Prospect. Prospect understands that the Debtor and Keen and their respective Representatives have not agreed to pay any brokerage commissions, finder’s fee or other compensation in connection with Prospect’s possible Transaction. If Prospect is working with a broker or finder other than Keen, Prospect agrees that Prospect shall be responsible for the payment of any fees, if any, to such broker, finder or agent.
7. This Agreement shall be governed by and construed in accordance with the laws of the State of Colorado without regard to conflict of law principles (that might dictate the application of the laws of another jurisdiction). Prospect hereby irrevocably and unconditionally consents to submit to the exclusive jurisdiction of the Bankruptcy Court for any lawsuits, claims or other proceedings arising out of or relating to the Property, the sale process, the information, and/or this document, and hereby further irrevocably and unconditionally waives the right to, and agrees not to plead or claim in any such court that any such lawsuit, claim or other proceeding brought in any such court, has been brought in an inconvenient forum. Prospect expressly waives all right to trial by jury in any action or proceeding arising out of or relating to the Property, the sale and/or this document.
8. It is understood that Keen will arrange for appropriate contacts for due diligence purposes. As per your execution of the Non-Disclosure Agreement (“NDA”) you are expressly directed not to contact Gunnison Valley Properties LLC or its lenders without prior approval from Keen. All:
  - a) communications regarding a possible Transaction,
  - b) requests for additional information,
  - c) requests for Property inspections,
  - d) discussions regarding making an offer for the Property and/or participating in the sale process, and/or
  - e) discussions or questions regarding procedures in connection with any possible Transaction,must be submitted or directed exclusively to Keen. Neither Prospect nor Prospect’s Representatives will initiate or cause to be initiated any communication with any employee or representative of Banyan Cay Resort & Golf, LLC without prior approval from Keen.
9. Words and/or phrases not defined herein that are defined in the NDA shall have the meaning ascribed to them in the NDA. In the event of any inconsistency between this Disclaimer and the NDA, the terms of the NDA control.
10. All Transactions are subject to Court approval.

# Contact Information

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All communications, inquiries and requests for information relating to these materials should be addressed to the Keen persons listed below, as representative of the Seller.

## INSPECTIONS BY APPOINTMENT ONLY

Interested parties must contact Keen to schedule access

## BROKERS

As this is a bankruptcy proceeding, brokers should be paid by their buyer.

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## Keen-Summit Capital Partners LLC

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