MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE BEEBE DRAW FARMS AUTHORITY HELD MAY 12, 2015

A regular meeting of the Board of Directors (referred to hereafter as the "Board") of the Beebe Draw Farms Authority (referred to hereafter as the "Authority") was convened on Tuesday, the 12th day of May, 2015, at 6:00 P.M., at the Pelican Lake Ranch Community Info and Sales Center, 16502 Beebe Draw Farms Parkway, Platteville, Colorado. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:
Paul "Joe" Knopinski; President via speakerphone for a portion of the meeting
Christine Hethcock via speakerphone
Douglas Tabor
Glen Adkins

Also In Attendance Were:
Lisa A. Johnson; Special District Management Services, Inc.

Elisabeth Cortese, Esq., McGeady Sisneros, P.C. (via speakerphone)

Michael Welch and Linda Cox; Beebe Draw Farms Metropolitan District No. 1 Board Members

Kelly Deitman, Halcyon Design, LLC

Eric Wernsman; Resident and Consultant to Halcyon Design, LLC

Collin Koranda, Tamarack Consulting, LLC (for a portion of the meeting)

Garth Hannum, Resident – 16489 Fairbanks Drive South

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Disclosures of Potential Conflicts of Interest: The Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board of Directors and to the Secretary of State.

Ms. Johnson noted that a quorum was present and requested members of the Board disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting, and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with the statute. It was noted that Directors Hethcock and Knopinski's Disclosure Statements have been filed.

ADMINISTRATIVE MATTERS

Agenda: Ms. Johnson distributed for the Board's review and approval a proposed Agenda for the Authority's regular meeting.

Following discussion, upon motion duly made by Director Tabor, seconded by Director Adkins and, upon vote, unanimously carried, the Agenda was approved.

CONSENT AGENDA

Consent Agenda: The Board considered the following actions:

- Approve Minutes of the April 14, 2015 regular meeting.
- Ratify approval of the payment of claims through the period ending May 12, 2015 as follows:

General Fund:	$	22,859.54
Infrastructure Fund	$	25,982.98
Amenities Fund	$	1,062.00
Total:	$	**49,904.52**

- Approve unaudited financial statements through the period ending April 30, 2015.

Following discussion, upon motion duly made by President Knopinski, seconded by Director Tabor and, upon vote, unanimously carried, the Board approved the consent agenda.

PUBLIC COMMENTS

Public Comments: No public comment was received.

FINANCIAL MATTERS

Status of 2014 Audit: Ms. Johnson reported that the draft audit is complete and has been routed to the Attorney and Accountant for review. The auditor will attend the June meeting to present the 2014 audit.

LEGAL MATTERS

SECOND READING:

Term Sheet Related to Leases with Farmers Reservoir and Irrigation Company ("FRICO"): Attorney Cortese reported that Mr. Bowman of the Aristocrat Duck Club has provided minor revisions to the term sheet. Attorney Cortese will revise the term sheet and then transmit to FRICO and request a meeting. Attorney Cortese is also working with Tamarack Consulting to determine if the northern portion of Milton Reservoir is currently included in the legal description in the lease with FRICO. If not, Tamarack will prepare a map and legal description to include in the new lease.

OPERATIONS AND MAINTENANCE

Action Items Status: The Board reviewed the action items status matrix, which is attached hereto and incorporated herein by this reference.

SECOND READING:

RV Storage Facility Improvements: The committee continues to gather costs to improve the RV Storage Facility. They will present the final estimated costs at the June meeting.

Hunting on Northern Portion of Milton Reservoir: Tamarack Consulting is working to determine if the northern portion of Milton Reservoir is currently included in the lease with FRICO. If not, they will prepare a map and legal description to include in the new lease.

CAPITAL AMENITIES

Status of New Maintenance Facility:

Status of the Acquisition of Lot 153: Attorney Cortese presented a memo regarding the title exceptions identified in the title search on Lot 153. She recommends following up with the Seller to confirm that Development Fees have been paid on Lot 153. She also recommends confirming the water tap fee to obtain water service for the lot.

She is also working with Harold McCloud to obtain a verification of value/limited appraisal on the property.

Status of Project: Ms. Deitman and Mr. Wernsman presented the preliminary site plan. They informed the Board that geo-technical services have been ordered. The design is moving along on schedule.

INFRASTRUCTURE

Development of the Front 36 Lots and Associated Infrastructure:

Change Order No. 17: Mr. Koranda presented Change Order No. 17 which is a deduct to the contract of $-8,496.63. There are two existing aggregate surface access roads which Encana uses to access their wells and equipment in the vicinity of Lots 1-36. These roads cross lots. This Change Order No. 17 is for Fiore and Sons to decommission the existing roads and construct new roads.

Following discussion, upon motion duly made by President Knopinski, seconded by Director Hethcock and, upon vote, with Directors Knopinski and

Hethcock voting yes, Director Adkins supporting and Director Tabor abstaining, the Board approved Change Order No. 17.

Final Payment to Fiore and Sons Contract for Lots 1-36: Mr. Koranda presented the final pay application in the amount of $16,797.00. Notice of final payment was published in the May 11, 2015 newspaper and will publish again on May 18, 2015. Final payment, if no claims are received, can be made on May 29, 2015. Mr. Koranda recommends final payment.

Director Tabor has concerns about the work done in conjunction with this Change Order. Roots were left exposed, the culvert is full of debris and an irrigation main line was hit in the process.

Director Hethcock noted that a proposal from Environmental Design has been solicited to address the exposed roots.

Following discussion, upon motion duly made by Director Knopinski, seconded by Director Hethcock and, upon vote, with Directors Knopinski and Hethcock voting yes, Director Adkins supporting and Director Tabor abstaining, the Board approved the final pay application to Fiore and Sons in the amount of $16,797.00 on May 29, 2015 subject to cleaning the culvert.

OTHER BUSINESS

Two Horizontal Well Pads: Director Hethcock has forwarded the view shed options prepared by Tamarack Consulting to Encana for review and comment.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made, seconded, and upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By ______________________

Secretary for the Meeting

THESE MINUTES ARE APPROVED AS THE OFFICIAL MAY 12, 2015 MINUTES OF BEEBE DRAW FARMS AUTHORITY BY THE BOARD OF DIRECTORS SIGNING BELOW:

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Paul "Joe" Knopinski

Douglas A. Tabor
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Douglas A. Tabor

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Christine Hethcock

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Glen Adkins

Beebe Draw Farms MD Nos. 1 & 2 and Authority Action Items Status Matrix (Updated 04/14/15)

Action Items	Date of Meeting	Assigned To	Priority	Not Started	In Process	Reoccurring	Follow up Required	Complete	Notes
Community Center Expansion	03/08/11	Linda			X				04/12/11 – Committee will meet on April 14, 2011 at 6 p.m. Four to five residents expressed interest in attending. 05/10/11 – Linda Cox gave a report on the outcome of community meeting and presented a memo on the expansion of the community center. The Board asked the committee to share the information with Halcyon Design, LLC. 06/3/11 – committee met with Halcyon Design (Kelly) and shared their information. Kelly will contact the committee when the work is complete. 07/13/11 – committee meeting scheduled for July 21, 2011 at 7 p.m. Kelly will present 2 designs to the committee. 08/04/11 – committee met and will present information to Authority Board in September. 08/09/11 – The Board directed the committee to work with Halcyon Design, LLC to prepare a plan with elevations and then schedule a work session to present the information to the community. 09/07/11 – Metro District/ POA Fall Pig Roast scheduled for 9/25/11 @ 5:00 pm where a presentation will be given on future Community Center Expansion 09/25/11 – Community will preview sketches at Pig Roast. 11/04/11 – Linda and Angie will give an update at the November board meeting. 11/09/11 – Kelly to provide cost estimate of Phase 1, Phase 2 and full project. D1 will draft a survey to all residents soliciting input on future amenities. 02/14/12 – Cost estimates were presented. Committee will prepare an FF&E estimate and report back to BOD. BOD decided to hold a work session in March to solicit

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									feedback from the community. 04/18/12 – work session held. Expansion will be included in amenities survey that will be distributed to residents soon. 10/09/12 – BOD directed staff to add to the November agenda discussions on the design and construction of a new maintenance facility as the first phase of the expansion of the community center.
<u>Rules and Regulations Regarding Amenities</u> - <u>Enforcement of oil and gas property reclamation</u> - <u>Policy for mail room postings (who is responsible and how long should things remain)</u> - <u>Use of community of center and how to provide access</u> - <u>Rental of community center</u>	08/14/12	Doug Linda			X				The Board will establish a resident committee to draft the Rules and Regulations. Joe to draft an email soliciting interest from community members and transmit to Liz for distribution. 08/04/11 – email drafted and transmitted to residents. Jeff is the contact for interested parties. 09/20/11 – Committee will be established in October 2011. 12/13/11 – no new report. 02/14/12 – no new report. Work in progress. 04/18/12 – no new report. 06/28/12 – no new report. 07/10/12 – no new report. 08/17/12 – Mike to establish a committee to create a process to solicit desires of community members and draft rules and regulations related to use of amenities. Include MaryAnn and T. Charles Wilson in review of draft rules. 10/09/12 – Mike will schedule a meeting with the committee in the next 30 days. 11/7/12 – Mike held meeting on October 25, 2012. He will provide a report at the November board meeting. 12/12/12 – Mike will schedule another committee meeting. 02/12/13 – Doug will meet with committee members to draft revisions to the current pool rules and will present

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									this information at the March board meeting. 04/02/13 – Community meeting held on March 30, 2013 to solicit comments on current pool rules and regulations and suggestions for revisions. 04/17/13 – BOD discussed the proposed revisions to the current rules and heard public comments. Doug will incorporate the suggested revisions into the document and present at the next board meeting. 06/03/13 – 2013 pool rules have been revised and approved.
Lease at Milton Lake	08/09/11	Joe Christine MaryAnn			X				Joe, Christine and Jeff met with FRICO to discuss extending the term of the lease etc. They will schedule a follow-up meeting with FRICO to continue the discussions. 11/09/11 – MaryAnn to draft an agreement with FRICO. 12/13/11 – BOD directed MaryAnn to send FRICO the assignment of the lease to the Authority and ask them to execute and to request a meeting to discuss terms of the lease and expansion of use. BOD also directed staff to solicit proposals from Environmental Consultant. 02/07/12 – MaryAnn has spoken with an Environmental consultant. Information that was received was transmitted to the Board. MaryAnn has also drafted the assignment to FRICO and transmitted it to FRICO for review and execution. 04/18/12 – Geitner Environmental provided a report to the Board. BOD will review report and discuss further at May meeting. 06/14/12 – BOD decided to review the results of the amenities survey to determine desire by community for recreational use on Milton Lake before moving this agenda item forward. 07/18/12 – Surveys sent to residents for response. 11/7/12 – surveys complete. Boating on Milton

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									Reservoir ranked in the top five most desirable amenities and it also ranked very high with negative votes. Community seems divided on this potential future amenity. 06/10/14 – Christine will schedule a meeting with Barry Bowman and Doug Tabor to review the current lease and then schedule a meeting with FRICO. 07/08/14 – Christine, Joe, Doug and Barry Bowman have a meeting scheduled with FRICO. 8/18/14 – met with FRICO in August. Elisabeth to draft term sheet for renewal of lease and transmit to BOD for review. 11/05/14 – draft term sheet completed and routed to BOD for discussion at November board meeting. 11/11/14 – BOD discussed term sheet and suggested revisions. Elisabeth will revise accordingly and then send to BOD for final approval. 2/4/15 – Elisabeth will incorporate final comments from Christine and then circulate to the Board for final review prior to requesting meeting with FRICO. 3/3/15 – Elisabeth will research various documents for horsepower limitations and research the possibility of pontoon boats of @ 20hp. 4/7/15 – Elisabeth has transmitted the term sheet to Barry Bowman for review and comment.
Appraisal of Undeveloped Land	07/09/13	Joe Doug			X				BOD approved additional $500 to Value Consultants to re-value the undeveloped property to include its value and use to the Authority. Joe to notify Beverly of approval. 09/10/13 – discussion deferred. 10/08/13 – Joe continues to work with Clifton Larson Allen and Tamarack Consulting to solicit a proposal to update the oil and gas revenue projections on the undeveloped land.

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									11/18/13 – Joe and Doug will solicit proposals from Tamarack and CLA. 01/14/14 – This item is on hold until the valuation of oil and gas revenue issue has been resolved with Weld County. 06/10/14 – D1 discussed this item during their June meeting and determined that given the asking price of the vacant land, the Authority should not move forward with the next steps of possible acquisition. Christine commented that she would confer with her partners to confirm the price of the vacant land.
New Maintenance Facility	10/08/13	Kelly Committee			X				BOD approved a proposal from Tamarack Consulting to survey the land needed for the new maintenance facility. Lisa to draft change order. Joe to discuss specifics with Tim and Kelly. MaryAnn to work with Doug on County process. Tim to survey land within 30 days. BOD to review entire proposal at November meeting. 11/18/13 – Staff and Doug has located a site within Filing 1 that may be suitable to construct a new maintenance facility. Tamarack is currently surveying the desired site. 01/08/14 – Kelly commented at the December 2014 board meeting that the site identified to be acquired is in a good location to meet the needs of a new maintenance facility. 01/14/14 – Kelly will prepare color elevations for Option B for February board meeting. 02/11/14 – Kelly presented color elevations. BOD discussed funding. Next step is to schedule a community meeting in April. 04/02/14 – community meeting is scheduled for April 12, 2014 at 9 am. 06/04/14 – Kelly to continue to work with the County

Beebe Draw Farms MD Nos. 1 & 2 and Authority Action Items Status Matrix (Updated 04/14/15)

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									on the approval process. MaryAnn to work with Kelly on the design/build concept and statutory requirements. 06/10/14 – Kelly to work with MaryAnn on revisions to her proposal. 07/08/14 – Kelly, Doug and Elizabeth have a meeting scheduled to discuss the proposal on July 9, 2014. 08/18/14 – BOD approved addendum to AIA for design work. NTE $51,802. $500,000 limited liability for all but Civil and Structural engineer = $1,000,000. 10/01/14 – Addendum has been executed. Kelly has begun work. 11/05/14 – Kelly updated the Board that due to setback requirements, the maintenance facility may not be able to be constructed on the preferred site. Kelly and Doug are working with the County to determine if the equipment and setbacks can be moved. Kelly has also provided two sketches to potentially use the existing community center and Lot 84 in conjunction to build a new community center and maintenance facility on the entire site. 2/4/15 - . Kelly and the committee have identified two new sites located in Beebe Draw Farms Metropolitan District No.2 ("District No. 2"). She presented the sites to the Board via Google Earth map. The Board discussed both options. Christine will provide a map of District No. 2 that shows the lot layout in the vicinity of the two options to determine which, if any, option is viable. Map indicating two possible locations circulated to BOD for review prior to February meeting. 3/3/15 – Christine sent options for lots to purchase to locate the new maintenance facility on.

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									4/8/15 – BOD negotiated the purchase of Lot 153. Kelly to confirm with the County that the maintenance facility can be constructed on the lot prior to Elisabeth drafting a Sale and Purchase Agreement for the lot. 4/14/15 – Kelly received positive verbal feedback from the County regarding the location of the new maintenance facility. Elisabeth will contact Harold McCloud to obtain a verification of value/limited appraisal on the property.
<u>Development of 36 Lots Construction</u>	03/11/14	Christine Mark Lisa							03/12/14 - Pre-construction meeting was held and the project will begin later this month. Christine to work with Mark to ask Fiore to use access other than Beebe Draw Farms Parkway. Mark to draft summary of project. Lisa to distribute to community and post in mail room. 05/07/14 – project is progressing. BOD will consider approval of change order nos. 1 and 2 at the May meeting. 06/04/14 – BOD will consider approval of change orders 3-6 at June meeting. 06/10/14 – BOD approved CO's 1-6. Project is almost complete. 07/08/14 – BOD approved CO #7. 8/18/14 – CO's # 7-11 approved. 11/05/14 – CO's 12-14 were approved. Mark, Joe and Christine will meet with Fiore and Sons to discuss CO's 15, 17 and 19 and complete a punch walk. 11/11/14 – Retainage payment was approved. Project is complete. 2/4/15 – additional retainage payment was approved as well as CO # 15 and 16. 3/3/15 – Fiore is working on re-locating the oil and gas access road.

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									4/14/15 – Two trees were lost during the re-routing of the access road. The Infrastructure Fund will pay of the replacement of two trees.
Maintenance at RV Storage	08/13113	DeWayne			X				Mow weekly and spray for weeds in and around the RV Storage area. Remove the weeds and remove the fence posts.
Oil and Gas Valuation with Weld County	02/10/15	Shane Christine						X	BOD reviewed report prepared by Shane/Tamarack. BOD directed Shane to schedule a meeting with Weld County Assessor to share the information in the report. Christine will attend meeting as well. 4/8/15 – Shane to provide proposal to update boundary maps. 4/14/15 – BOD reviewed proposal and determined that the boundary maps do not need to be updated at this time.
Job Descriptions – Pool Manager and Pool Assistants	02/10/15	Leah Lisa			X				BOD asked Leah to draft job descriptions for the pool manager and pool assistant positions. Once complete, Lisa will transmit to Michelle Ferguson for review and comment. 4/8/15 – Lisa sent job descriptions to Michelle for review and comment. 4/14/15 – Michelle revised the job descriptions. Lisa transmitted information to Doug, Glenn and Leah for final review.
Solicitation of Pool Assistants for 2015 Season	02/10/15	Leah			X				Leah will solicit interested candidates for the pool assistant positions in mid-March. 4/8/15 – solicitation was posted and resumes were due by April 1, 2015. 4/14/15 – Leah has hired assistants for the season. She has scheduled the CPR class and all tasks associated with a Memorial Weekend opening.
RV Storage Improvements	02/10/15	Committee			X				Committee will gather cost estimates on the proposed RV Storage Improvements and present to the Board at

Beebe Draw Farms MD Nos. 1 & 2 and Authority Action Items Status Matrix (Updated 04/14/15)

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									the March meeting. 4/8/15 – Committee will provide final cost estimates to the Board at the April meeting. 4/14/15 - Committee will provide final cost estimates to the Board at the May meeting
Hunting on Milton Reservoir	04/14/15	Elisabeth Tamarack			X				4/14/15 - Elisabeth to work with Tamarack to map the legal description contained in the current lease to verify if it includes the northern portion of Milton Reservoir. The Board will continue to discuss concerns regarding safety should hunting be allowed on this property.
Neighborhood Security Issues	04/14/15	BOD			X				04/14/15 – BOD to continue discussing options for handling security issues. Staff to contact Sheriff's department to alert them of the situation and solicit their assistance in patrolling the area.
Two Horizontal Well Pads	04/14/15	Taylor Christine Dufford & Brown			X				04/14/15 – Christine is working with Encana on location and responsibility to maintain site. Taylor to complete view shed options. Dufford and Brown researching historical agreements related to drilling in Filing 1.
Budget Items and Future Projects for Consideration		**Authority**				**X**			**Costs and/or decisions for the following:** **1. -Pool Lift to meet ADA requirements – on hold, Authority needs to develop a plan for addressing in future years once major structural changes are made to the pool.** **2. Chip Sealant work in 2015.** **-Re-work irrigation system around sport court, not enough gpm to provide sufficient water to trees (were hand-watered all summer)** **-Landscape and Entryway Monumentation Project – possibly re-visit for 2015 budget.**