

**MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
BEEBE DRAW FARMS AUTHORITY
HELD
MAY 9, 2017**

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 9th day of May, 2017, 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:

Christine Hethcock (via speakerphone)
William ("Bill") Caldwell
Glen Adkins

Following discussion, upon motion duly made by Director Caldwell, seconded by Director Adkins and upon vote, unanimously carried, the absence of President Knopinski was excused and the Board appointed Director Hethcock as Acting President for this meeting.

Also In Attendance Were:

Lisa A. Johnson; Special District Management Services, Inc.

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

Tina Wernsman and Leah Checketts; Employees

Patty Caldwell, Mary Jo Farrell, Ed Herman and Carol Satersnoen; Residents

**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 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 Caldwell, Hethcock and Knopinski's Disclosure Statements have been filed. Director Caldwell noted that he currently serves on the Property Owner's Association Board of

Directors.

**ADMINISTRATIVE
MATTERS**

Agenda and Confirmation of Notice Posting: 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 Caldwell, seconded by Director Adkins and, upon vote, unanimously carried, the Agenda was approved as amended and Ms. Johnson noted meeting notices were posted as required.

SECOND READING

Employee Handbook: Ms. Johnson presented and the Board reviewed the draft Employee Handbook. She reported that Attorney Cortese has provided comments and Mr. Tabor has also reviewed the document and provided his comments.

Following discussion, upon motion duly made by Director Adkins, seconded by Director Caldwell and, upon vote, unanimously carried, the Board approved the Employee Handbook and directed Ms. Johnson to accept all changes, finalize the document and distribute to current employees.

**CONSENT
AGENDA**

Consent Agenda: The Board considered the following actions:

- Approve Minutes of the April 11, 2017 Special meeting.
- Consider approval of the payment of claims through the period ending May 9, 2017 as follows:

General Fund:	\$ 26,180.03
Infrastructure Fund	\$ 34,024.25
Amenities Fund	\$ -0-
Total:	\$ 60,204.28

- Accept unaudited financial statements through the period ending March 31, 2017.
- Ratify approval of Changer Order No. 2 to the Service Agreement with Acklam, Inc in the amount of \$2,970.

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

**PUBLIC
COMMENTS**

Public Comments: Mary Jo Farrell inquired if the Board has discussed her request to construct a sidewalk along Beebe Draw Farms Parkway. The Board acknowledged her concern and determined to discuss in more detail during the 2018 budget process.

**OPERATIONS AND
MAINTENANCE**

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

Status of Pool Opening: Ms. Checketts reported that the pool is scheduled to open on Memorial Day weekend.

SECOND READING:

Solar Aeration System at Lake Christina: The Board deferred discussion to the July meeting.

EMERGENCY READING:

Replacement of Pool Heaters: The Board reviewed a proposal from Peak One Pool and Spa, LLC to replace the heaters at the pool.

Following discussion, upon motion duly made by Director Adkins, seconded by Director Caldwell and, upon vote, unanimously carried, the Board approved the proposal from Peak One Pool and Spa, LLC in an amount not to exceed \$13,000 and directed Ms. Johnson to draft a change order to their contract.

**CAPITAL
AMENITIES**

FIRST READING:

Surveillance System at Pool and other Amenities: The Board discussed the need for a surveillance system at the Pool and other amenities. Director Adkins will research options to install surveillance systems at the pool and other amenities.

INFRASTRUCTURE

Status of Filing 2:

Financial Plan to Determine Bonding Capacity: The Board deferred discussion.

OTHER BUSINESS

Other Business: There was no other business presented

LEGAL MATTERS

Continued Discussions with Haven Sporting Club: The Board discussed recent discussions with Haven Sporting Club. Directors Caldwell and Adkins will contact representatives from Haven Sporting Club to continue discussions regarding the Authority's Amenities Fee Structure and other requirements to allow access to Milton Reservoir through Authority property.

Status of Removal of Aristocrat Duck Club Facilities located at Milton Reservoir: Attorney Cortese provided a status on the removal of Aristocrat Duck Club Facilities located at Milton Reservoir.

The Board directed Attorney Cortese to draft a letter to Farmers Reservoir & Irrigation Company ("FRICO") informing them of the cost proposal received by the Authority to remove the existing hunting facilities in the amount of \$4,500 and offering to pay this amount to FRICO to have the facilities removed. In addition, Attorney Cortese was directed to draft a separate letter to FRICO responding to their invoice to the Authority in the amount of \$9,500 and offering to pay \$2,000 with explanation as to how this amount was determined to satisfy this invoice.

No Executive Session was necessary.

SECOND READING:

Resolution No. 2017-05-01, Resolution Regarding the Imposition of Amenities Fees: Attorney Cortese presented and the Board reviewed the draft resolution.

Following discussion, upon motion duly made by Director Adkins, seconded by Director Caldwell and, upon vote, unanimously carried, the Board approved Resolution No. 2017-05-01, Resolution Regarding the Imposition of Amenities Fees as discussed and revised.

Rules and Regulations: The Board discussed the need for Rules and Regulations related to the existing amenities. They asked Ms. Johnson to resend the example of a set of Rules and Regulations that she sent last month to Directors Caldwell, Adkins and Ms. Wernsman.

Director Hethcock offered to draft the rules related to fishing at Lake Christina. Directors Adkins, Caldwell and Ms. Wernsman will work on drafting the rules and regulations for the other amenities.

EMERGENCY READING:

Option to Purchase Right of Way Grant – DCP Operating Company, LP: Director Hethcock presented an Option to Purchase Right of Way Grant with DCP Operating Company, LP. She has provided revisions to the agreement as

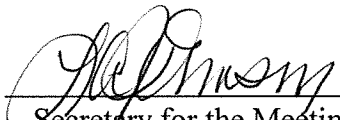
well as the Authority's Oil and Gas Legal Counsel.

Following discussion, upon motion duly made by Director Adkins, seconded by Director Caldwell and, upon vote, unanimously carried, the Board approved the Option to Purchase Right of Way Grant between the Authority and DCP Operating Company, LP.

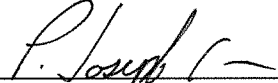
ADJOURNMENT

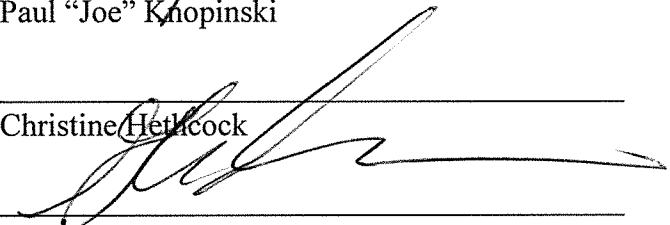
There being no further business to come before the Board at this time, upon motion duly made, seconded, and upon vote, unanimously carried, the meeting was adjourned.


Respectfully submitted,

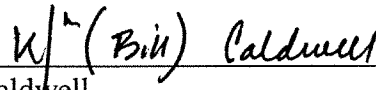
By  Secretary for the Meeting

THESE MINUTES ARE APPROVED AS THE OFFICIAL MAY 9, 2017 MINUTES OF BEEBE DRAW FARMS AUTHORITY BY THE BOARD OF DIRECTORS SIGNING BELOW:


Paul "Joe" Knopinski


Christine Hethcock


Glen Adkins


Bill Caldwell

BEBEE DRAW FARMS AUTHORITY

Beebe Draw Farms Metropolitan District Nos. 1 & 2

May 9, 2017

Please print your name, address and phone number and the issue(s) you are interested in addressing at this meeting.

NAME	ADDRESS	TELEPHONE/EMAIL	ISSUE(S) TO BE ADDRESSED
Patty Caldwell	16497 Lehigh Rd		
Wally & Terrell	16499 Fairbanks Dr S		
Carol Soderstrom	16570 Fairbanks Rd N		
Ed Herman	" "		

Beebe Draw Farms MD Nos. 1 & 2 and Authority Action Items Status Matrix (Updated 05/01/17)

Action Items	Date of Meeting	Assigned To	Priority	Not Started	In Process	Reoccurring	Follow up Required	Complete	Notes
<u>Community Center Expansion</u>	03/08/11				X				<p>04/12/11 – Committee will meet on April 14, 2011 at 6 p.m. Four to five residents expressed interest in attending.</p> <p>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.</p> <p>06/3/11 – committee met with Halcyon Design (Kelly) and shared their information. Kelly will contact the committee when the work is complete.</p> <p>07/13/11 – committee meeting scheduled for July 21, 2011 at 7 p.m. Kelly will present 2 designs to the committee.</p> <p>08/04/11 – committee met and will present information to Authority Board in September.</p> <p>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.</p> <p>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</p> <p>09/25/11 – Community will preview sketches at Pig Roast.</p> <p>11/04/11 – Linda and Angie will give an update at the November board meeting.</p> <p>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.</p> <p>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</p>

Beebe Draw Farms MD Nos. 1 & 2 and Authority Action Items Status Matrix (Updated 05/01/17)

Action Items	Date of Meeting	Assigned To	Priority	Not Started	In Process	Reoccurring	Follow up Required	Complete	Notes
									<p>feedback from the community.</p> <p>04/18/12 – work session held. Expansion will be included in amenities survey that will be distributed to residents soon.</p> <p>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.</p> <p>01/06/16 – Kelly provided proposal for expanded design, etc. for Board to review at January meeting.</p> <p>02/03/06 – Kelly presented proposal at January meeting under First Reading. BOD will consider taking action at their February meeting.</p> <p>03/02/16 – BOD decided to re-visit again during budget season.</p> <p>10/05/16 – Due to reduction in AV, D1 Board members determined to hold off on any action on the community center expansion.</p>
<p><u>Rules and Regulations Regarding Amenities</u></p> <ul style="list-style-type: none"> - <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				X				<p>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.</p> <p>08/04/11 – email drafted and transmitted to residents. Jeff is the contact for interested parties.</p> <p>09/20/11 – Committee will be established in October 2011.</p> <p>12/13/11 – no new report.</p> <p>02/14/12 – no new report. Work in progress.</p> <p>04/18/12 – no new report.</p> <p>06/28/12 – no new report.</p> <p>07/10/12 – no new report.</p> <p>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.</p>

Beebe Draw Farms MD Nos. 1 & 2 and Authority Action Items Status Matrix (Updated 05/01/17)

Action Items	Date of Meeting	Assigned To	Priority	Not Started	In Process	Reoccurring	Follow up Required	Complete	Notes
									<p>Include MaryAnn and T. Charles Wilson in review of draft rules.</p> <p>10/09/12 – Mike will schedule a meeting with the committee in the next 30 days.</p> <p>11/7/12 – Mike held meeting on October 25, 2012. He will provide a report at the November board meeting.</p> <p>12/12/12 – Mike will schedule another committee meeting.</p> <p>02/12/13 – Doug will meet with committee members to draft revisions to the current pool rules and will present this information at the March board meeting.</p> <p>04/02/13 – Community meeting held on March 30, 2013 to solicit comments on current pool rules and regulations and suggestions for revisions.</p> <p>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.</p> <p>06/03/13 – 2013 pool rules have been revised and approved.</p> <p>07/07/15 – Board to appoint a committee to draft rules and regulations regarding Lake Christina.</p> <p>08/04/15 – Linda will solicit interest from the community to participate on a committee to draft rules and regulations related to amenities. Lisa and MaryAnn to provide examples of rules and regulations adopted by other districts or HOAs.</p> <p>01/06/16 – Lisa to schedule work sessions in 2016 to begin the preparation of Rules and Regulations.</p> <p>02/03/16 – BOD to hold work session prior to regular meeting in February to begin discussions.</p> <p>03/02/16 – Work session held. Template documents distributed to working group.</p> <p>05/01/17 – example set of Rules and Regulations</p>

Beebe Draw Farms MD Nos. 1 & 2 and Authority Action Items Status Matrix (Updated 05/01/17)

Action Items	Date of Meeting	Assigned To	Priority	Not Started	In Process	Reoccurring	Follow up Required	Complete	Notes
									emailed to Glen and Bill in April.
<u>Fee Resolution</u>	04/11/17	Elisabeth			X				05/01/17 – Elisabeth to prepare fee resolution for approval by BOD at May meeting.
<u>Employee Handbook</u>	07/12/16	Lisa Bill Glen			X				Lisa to request “template” employee handbook from Michelle Ferguson. 09/07/16 – Lisa to review and revise template. 10/05/16 –In the spirit of reducing costs, Doug and Tina are reviewing and revising template to meet the needs of the Authority 10/31/16 – Doug reviewed and suggested revisions to template. Doug and Lisa met via conference call to review suggested revisions. Lisa accepted revisions and included first draft on November agenda for Board review. 03/06/16 – Board to consider approval at May 2017 meeting.
<u>Facilities and Maintenance Specialist Job Openings</u>	04/11/17	Doug Lisa			X				05/01/17 - Committee interviewed two applicants. Extended offers to both and both accepted. Lisa drafted offer letters and emailed to Doug to obtain signatures.
<u>Budget Items and Future Projects for Consideration</u>		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. -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 2016 budget.

RESOLUTION NO. 2017-05- 01

**RESOLUTION OF THE BOARD OF DIRECTORS OF
BEEBE DRAW FARMS AUTHORITY
ADOPTING FEES FOR AMENITIES**

A. Beebe Draws Farms Authority, an authority and separate legal entity duly created pursuant to Section 29-1-203, C.R.S. (the “**Authority**”), was duly and validly organized in accordance with all applicable laws of the State of Colorado.

B. Pursuant to that certain Authority Establishment Agreement dated April 12, 2011 (the “**AEA**,” as the same may be amended from time to time), between Beebe Draw Farms Metropolitan District No. 1 and Beebe Draw Farms Metropolitan District No. 2 (collectively, the “**Districts**”), the Authority was established for the purpose of furnishing, operating, and planning for the Public Improvements (as described in the Districts’ Amended and Restated Consolidated Service Plan approved March 16, 2011, the “**Service Plan**,” as the same may be amended from time to time).

C. Pursuant to the AEA, the Districts agreed, and the Service Plan provides, that the Authority will own, operate, maintain, finance and construct the Public Improvements, and the Authority may set fees, rates, tolls, charges and penalties for services and facilities provided by the Authority, including, without limitation, the provision of Amenities.

D. By this Resolution (the “**Resolution**”), the Board of Directors of the Authority (the “**Board**”) desires to adopt uniform fees imposed by the Authority for provision of Amenities (the “**Fee(s)**”).

NOW, THEREFORE, by and through its Board, the Authority hereby RESOLVES as follows:

1. The Fees, as set forth on **Exhibit A**, attached hereto and incorporated herein by this reference, are hereby adopted pursuant to the authority granted to the Authority by the AEA, for the purpose of provision, operation and maintenance of the Amenities.

2. As further set forth in Section 3.5(j) of the AEA, the Authority shall have the power to set fees, rates, tolls, charges and penalties, including, without limitation, fees for the provision of Amenities (as defined in Section 2.1(l) of the AEA). Furthermore, pursuant to Section 9.2 of the AEA, the Authority shall establish differential fees for the use of the Amenities for non-residents of the Districts.

3. The Authority may, in its discretion, waive application of the Fee(s) adopted herein, as to itself without formal action by the Board, and may waive the same with respect to other persons or entities by formal action of the Board.

4. The Authority expressly reserves the right to amend, revise, redact, and/or repeal the Fee(s) adopted herein, in whole or in part, from time to time in order to further the purpose of carrying on the business, objects, and affairs of the Board and of the Authority.

5. All Fees shall be due, owing and payable to the Authority, in cash or an equivalent form made payable to "Beebe Draw Farms Authority." In the event that any Fee(s) established hereunder remains unpaid thirty-one (31) days after its respective due date as stated on Exhibit A, the Authority's Manager and/or General Counsel shall be authorized to undertake collection efforts for any and all outstanding amounts. All collections efforts shall be made pursuant to, and in accordance with, applicable state and federal laws. The Authority's General Counsel shall be entitled to charge reasonable legal fees and any related costs and expenses to the owners of any such real property for said collections efforts.

6. If any clause or provision of this Resolution is found to be invalid or unenforceable by a court of competent jurisdiction or by operation of any applicable law, such invalid or unenforceable clause or provision shall not affect the validity of the Resolution as a whole but shall be severed here from, leaving the remaining clauses or provisions in full force and effect.

7. This Resolution hereby replaces and supersedes any previously adopted resolutions by or on behalf of the Authority regarding the imposition of fees for Amenities.

[SIGNATURE PAGE FOLLOWS]

ADOPTED AND APPROVED this 9th day of May, 2017.

BEEBE DRAW FARMS AUTHORITY

By: P. Joseph
President

Attest:

D. Phum
Secretary

EXHIBIT A

FEES

The following Fees are hereby established and payable in accordance with the provisions of the Resolution Adopting Fees for Amenities:

A. Swimming Pool

1. Residents of the Authority:
 - a. \$100/year family membership
2. Non-residents:
 - a. \$300.00/year
 - b. Full payment due at time of membership

B. Pavillion at the Swimming Pool

1. Residents of the Authority:
 - a. \$25.00 non-refundable fee per event.
 - b. Full payment due in conjunction with reservation booking.
2. Non-residents:
 - a. \$100.00 non-refundable fee per event.
 - b. Fully payment due in conjunction with reservation booking.

C. Party at the Swimming Pool (Note: Pool membership required)

1. Residents of the Authority:
 - a. \$100.00 non-refundable fee per event, plus a \$25.00 refundable deposit
 - b. Full payment (\$125) due in conjunction with reservation booking
2. Non-residents:
 - a. \$500.00 non-refundable fee per event, plus a \$250.00 refundable deposit
 - b. Full payment (\$750.000) due at execution of Swimming Pool Event

Agreement.

D. Outlot A and Lake Christina

1. Residents of the Authority: No additional fee*
2. Non-residents:
 - a. \$500.00 per vehicle per year*
 - b. Full payment due at execution of Park Use Permit and Agreement and/or Activity Participation, Assumption of Risk, Release and Waiver of Liability

*Fishing at Lake Christina requires a fishing permit, see item E below.

E. Fishing Permits

1. Residents of the Authority:
 - a. \$10.00 non-refundable fee per family.
 - b. Payment due at time of receipt of fishing permit.
2. Non-residents:
 - a. \$100 non-refundable fee per person.
 - b. Payment due at time of receipt of fishing permit.

F. Reservation of the Pavilion at Lake Christina

1. Residents of the Authority:
 - a. \$100.00 refundable deposit per event
 - b. Full payment due at execution of Park Use Permit and Agreement
2. Non-residents:
 - a. \$500.00 non-refundable fee per event
 - b. Full payment due at execution of Park Use Permit and Agreement

G. RV Storage

1. Residents of the Authority:
 - a. 490 sq. ft. space: \$240.00 per year
 - b. 675 sq. ft. space: \$360.00 per year
 - c. Payment due in accordance with the Vehicle Storage Agreement

2. Non-residents:
 - a. 490 sq. ft. space: \$960.00 per year
 - b. 675 sq. ft. space: \$1,200.00 per year
 - c. Payment due in accordance with the Vehicle Storage Agreement

H. Community Building Rental for Parties

1. Residents of the Authority:
 - a. \$150.00 refundable deposit per event
2. Non-residents:
 - a. \$300.00 non-refundable payment and \$300.00 refundable deposit
 - b. Payment due at execution of Community Center Use Permit and Agreement.

I. Equestrian Facilities and Trail System**

1. Residents of the Authority: No additional fee
2. Non-residents: \$500.00 per year
 - a. Payment due at execution of Park Use Permit and Agreement and/or Activity Participation, Assumption of Risk, Release and Waiver of Liability

**Does not include jump course, which is included in Item D above.