MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE BEEBE DRAW FARMS AUTHORITY HELD DECEMBER 8, 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 8th day of December, 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,
Christine Hethcock, (via speakerphone)
Linda Cox
Glen Adkins

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

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

Michael Welch; Beebe Draw Farms Metropolitan District No. 1 Board Member

Kelly Deitman, Halcyon Design, LLC

Lisa Farmer; Mainstream Corporation, a consultant to Halcyon Design, LLC

Bill Caldwell, Resident

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 Cox, seconded by Director Adkins and, upon vote, unanimously carried, the Agenda was approved as amended.

CONSENT AGENDA

Consent Agenda: The Board considered the following actions:

- Approve Minutes of the November 10, 2015 regular meeting.
- Consider approval of the payment of claims through the period ending December 8, 2015 as follows:

General Fund:	$ 16,232.21
Infrastructure Fund	$ 3,444.50
Amenities Fund	$ 1,682.50
Total:	**$ 21,359.21**

- Approve unaudited financial statements through the period ending November 30, 2015.
- Ratify approval of a proposal from Tamarack Consulting, LLC for web-based operation and maintenance map services.

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

PUBLIC COMMENTS

Public Comments: There were no public comments.

FINANCIAL MATTERS

SECOND READING

Developer Fees Between Beebe Draw Farms Metropolitan District No. 2 and REI Limited Liability Company: Discussion was deferred pending final action by Beebe Draw Farms Metropolitan District No. 2.

LEGAL MATTERS

SECOND READING:

Status of Amended Leases with Farmers Reservoir and Irrigation Company ("FRICO")- EXECUTIVE SESSION: Pursuant to Section 24-6-402(4) (b) of the Colorado Revised Statutes, upon motion duly made by President Knopinski, seconded by Director Cox and, upon an affirmative vote of at least two-thirds of the quorum present, the Board convened in executive session at 7:32 p.m. for the purpose of receiving legal advice from the District's attorney concerning negotiations, as authorized by Section 24-6-402(4)(b) and (e), C.R.S.

Furthermore, pursuant to Section 24-6-402(2)(d.5) (II)(B), C.R.S., no record will be kept of those portions of the executive session that, in the opinion of the Authority's attorney, constitute privileged attorney-client communication pursuant to Section 24-6-402(4)(b), C.R.S. Please see attached attorney statement. No action was taken.

The Board reconvened in regular session at 7:49 p.m.

OPERATIONS AND MAINTENANCE

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

2016 Annual Fees for Amenities: The Board discussed the potential increase of certain fees including pool use fees, RV Storage rental fees, fishing permit fees, etc.

Following discussion, upon motion duly made by Director Cox, seconded by Director Adkins and, upon vote, unanimously carried, the following RV Storage rental fee schedule was adopted for 2016:

Inside District – 476 square foot space = $240 per year
Inside District – 490 square foot space = $240 per year
Inside District – 675 square foot space = $360 per year

Outside District – 476 square foot space = $480 per year
Outside District – 490 square foot space = $480 per year
Outside District – 675 square foot space = $720 per year

The Board determined to hold a work session in early 2016 to discuss setting fees for the remaining amenities.

CAPITAL AMENITIES

Status of New Maintenance Facility:

Award of Construction Contract: Ms. Deitman reviewed the bids received with the Board. Six bids were received. Ms. Deitman recommends award of the contract to DS Constructors, LLC for an amount not to exceed $901,299.

Following discussion, upon motion duly made by Director Cox, seconded by Director Adkins and, upon vote, with Directors Cox and Adkins voting yes and

Directors Knopinski and Hethcock supporting, the Board approved a contract with DS Constructors, LLC in an amount not to exceed $901,299.

Ms. Deitman will work with Attorney Clark to finalize the contract, Notice of Award and Notice to Proceed.

Ms. Deitman then presented two proposals received for Construction Materials Testing and Observation Services. She recommends approval of the bid received from Soilogic in an amount not to exceed $3,560.

Following discussion, upon motion duly made by Director Cox, seconded by Director Adkins and, upon vote, with Directors Cox and Adkins voting yes and Directors Knopinski and Hethcock supporting, the Board approved the proposal from Soilogic for Construction Materials Testing and Observation Services. Ms. Deitman will draft a change order to her contract to cover these services.

She next presented two proposals received for blower door testing and QA Envelope Inspections. Ms. Deitman recommends approval of the proposal from Mainstream Corporation for these services.

Following discussion, upon motion duly made by Director Cox, seconded by Director Adkins and, upon vote, with Directors Cox and Adkins voting yes and Directors Knopinski and Hethcock supporting, the Board approved a proposal from Mainstream Corporation for blower door testing and QA Envelope Inspections. Ms. Deitman will draft a change order to her contract to cover these services.

INFRASTRUCTURE

Planning of Filing 2, Platting of Next Phases:

Service Agreement with Tamarack Consulting, LLC: Director Hethcock presented a Service Agreement with Tamarack Consulting, LLC for Professional Land Surveying and Civil Engineering Services.

Following discussion, upon motion duly made by President Knopinski, seconded by Director Hethcock and, upon vote, with Directors Knopinski and Hethcock voting yes and Directors Cox and Adkins supporting, the Board approved a Service Agreement with Tamarack Consulting, LLC for Professional Land Surveying and Civil Engineering Services.

OTHER BUSINESS

Two Horizontal Well Pads: Director Hethcock informed the Board that Encana will not be pursing the SUPER site on REI property any further. Encana is unwilling to install the landscaping improvements the property owner was requiring in order for the project to move forward.

Status of Surface Damage and Release Agreement between REI Limited Liability Company and Encana: This agreement is no longer needed.

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 DECEMBER 8, 2015 MINUTES OF BEEBE DRAW FARMS AUTHORITY BY THE BOARD OF DIRECTORS SIGNING BELOW:

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Paul "Joe" Knopinski

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Linda Cox

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Christine Hethcock

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Glen Adkins

BEBEE DRAW FARMS AUTHORITY

December 8, 2015

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
Wm (Bill) Caldwell	16497 S. Ledyard Rd	970.515.7822	

Beebe Draw Farms MD Nos. 1 & 2 and Authority Action Items Status Matrix (Updated 11/30/15)

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	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. 07/07/15 – Board to appoint a committee to draft rules and regulations regarding Lake Christina. 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.
Lease at Milton Lake	08/09/11	Joe Christine Elisabeth			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

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									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 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. 06/01/15 – Elisabeth is working with Tamarack regarding the legal description of the hunting area to be

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									included in the new lease. 07/07/15 – Christine in conjunction with Tamarack Consulting has prepared a map of the area. 08/04/15 – Elisabeth to transmit draft agreement to FRICO and request a meeting. 08/12/15 – Elisabeth will transmit the draft agreement and cover letter to Christine for final review prior to transmitting to FRICO. 09/15/15 – Elisabeth transmitted draft documents to FRICO.
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 on the approval process. MaryAnn to work with Kelly

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									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. 4/8/15 – BOD negotiated the purchase of Lot 153.

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									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. 06/01/15 – Proposal from Harold McCloud was $2500. The Board directed Elisabeth to obtain additional proposals. 08/04/15 – Elisabeth has requested a proposal from Kennan Reinert for appraisal services. Kelly has prepared a change order in the amount of $6,000 to cover the additional costs due to design changes (pre-engineered metal building to wood frame design) for the Board to approve at the August meeting. 08/12/15 – BOD approved Halcyon Change Order in the amount of $6,000. Kelly will prepare a first draft of a Request for Qualifications and then transmit to Elisabeth for review. 09/02/15 – draft RFQ has been prepared and transmitted to Elisabeth for review. 09/15/15 – Kelly submitted site plan review package to Weld County. Elisabeth to provide comments and revisions to RFQ and sample contract to Kelly. 10/07/15 – RFQ finalized and published. 10/23/15 – RFQ responses received. Kelly provided summary of responders to BOD. 11/30/15 – Kelly issued addendums to the bid package and extended bid date to December 8th.

Beebe Draw Farms MD Nos. 1 & 2 and Authority Action Items Status Matrix (Updated 11/30/15)

Action Items	Date of Meeting	Assigned To	Priority	Not Started	In Process	Reoccurring	Follow up Required	Complete	Notes
Development of 36 Lots Construction	03/11/14	Christine							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. 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. 06/01/15 – Fiore and Sons contract is complete and final payment was made on May 29, 2015. Environmental Design to provide a proposal to repair the soil around the culvert pipe and install erosion control. 07/07/15 – EDI proposal was approved for erosion control measures.

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									08/04/15 – EDI completed erosion control work. 08/12/15 – REI to re-seed certain lots due to dry utility installation.
Two Horizontal Well Pads	04/14/15	Harvey 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. 08/04/15 – Christine is working with Encana to negotiate a service use agreement for fencing and landscaping along with other provisions. 08/12/15 – Christine reported that Encana is proceeding with construction of the two well pads. Dufford and Brown provided a draft agreement to Christine and Tamarack for review and inclusion of specific terms related to this project. Harvey, Tamarack Consulting will attend the next meeting to give a presentation to the Board on the sites, landscaping, etc. 09/15/15 – Harvey presented view shed plans and discussed what to expect should Encana move forward with the project. Harvey and Christine to continue negotiations with Encana on agreement. 10/30/15 – Christine provided draft surface use agreement and she is working with Encana to finalize.
Investment Rates	08/11/15	Lisa Divena			X				08/12/15 – BOD reviewed investment rates and determined not to take any action at this time. BOD will revisit when 1) interest rates change or 2) after the first of the year. Also, SDMS to contact FirstBank and ask if they would increase the current interest rate to the Colotrust rate. If not, BOD authorized opening an account at Colotrust and moving funds to their liquid account. 08/17/15 –Divena contacted 1stBank regarding request to increase current rate to Colotrust rate or

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									higher. 09/15/15 – Divena will revisit with the Board after the 2016 budget has been approved.
<u>Staining of Community Center and Painting of Pool Shed</u>	08/11/15	Linda			X				08/12/15 – Linda has solicited a bid to stain the community center and paint the pool shed. She will share the information once she receives it. 09/02/15 –Dan received one proposal and forwarded to Linda for review. 09/15/15 – BOD approved an agreement with Flawless Painting. Dan transmitted agreement to the contractor for execution. 10/30/15 – CO 1 approved for additional work.
<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 2015 budget.**