RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF
BEEBE DRAW FARMS METROPOLITAN DISTRICT NO. 2
HELD
JUNE 11, 2013

A regular meeting of the Board of Directors (referred to hereafter as "Board") of Beebe Draw Farms Metropolitan District No. 2 (referred to hereafter as "District") was convened on Tuesday, the 11th day of June, 2013, 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, President
Paul "Joe" Knopinski (via speakerphone)
John B. Warnick (via speakerphone)

Following discussion, upon motion duly made by Director Knopinski, seconded by Director Warnick and, upon vote, unanimously carried, the absence of Thomas A. Burk was excused.

Also In Attendance Were:
Lisa A. Johnson and Divena Mortimeyer (via speakerphone); Special District Management Services, Inc.

MaryAnn McGeady, Esq.; McGeady Sisneros, P.C. (via speakerphone)

Paul Goedecke; L. Paul Goedecke, P.C.

Doug Tabor, Michael Welch, Glen Adkins and Linda Cox; Beebe Draw Farms Metropolitan District No. 1 Board members

Kelly Deitman; Halcyon Design, LLC

See attached sign-in sheet for additional attendees.

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 to 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 disclosure statements for Directors Hethcock, Knopinski and Warnick were filed in accordance with the statute.

ADMINISTRATIVE MATTERS

Agenda: The Board reviewed the proposed Agenda for the District's regular meeting.

Following discussion, upon motion duly made by Director Knopinski, seconded by Director Warnick and, upon vote, unanimously carried, the Board approved the Agenda for the District's regular meeting.

Status of Board Appointment: No one was interested in filling the vacancy on the Board of Directors at this time.

Resolution No. 2013-06-01 regarding 24-hour Posting Place: The Board considered Resolution No. 2013-06-01 designating the place at which notice will be posted at least 24 hours prior to each meeting.

Following review, upon motion duly made by President Hethcock, seconded by Director Warnick and, upon vote, unanimously carried, the Board adopted Resolution No. 2013-06-01, as presented. A copy of the Resolution is attached hereto, and incorporated herein, by this reference.

Extension of Term on the Authority Board of Directors: The Board entered into discussion regarding the extension of the term for Director Knopinski on the Authority Board of Directors through June 11, 2013.

Following discussion, upon motion duly made by Director Warnick, seconded by President Hethcock and, upon vote, unanimously carried, the Board ratified the extension of the term of Director Knopinski on the Authority Board through June 11, 2013.

Appointment of Board Member to the Authority Board of Directors: The Board considered the appointment of a Board member to serve on the Authority Board for a term which expires in June of 2015.

Following discussion, upon motion duly made by President Hethcock, seconded by Director Warnick and, upon vote, unanimously carried, the Board appointed

Paul "Joe" Knopinski to the Authority Board for a term that will run through June of 2015.

PUBLIC COMMENT

Public Comment: There were no public comments.

CONSENT AGENDA

Consent Agenda: The Board considered the following action:

- Review and approve Minutes of the November 13, 2012 regular meeting.

- Review and approve the payment of claims paid through the period ending June 11, 2013, as follows:

General Fund:	$	7,488.49
Debt Service Fund:	$	-0-
Total:	$	**7,488.49**

Following discussion, upon motion duly made by Director Knopinski, seconded by Director Warnick and, upon vote, unanimously carried, the Board approved the consent agenda, subject to revisions to the November 13, 2012 Minutes.

LEGAL MATTERS

November 2013 Election: Ms. Johnson addressed the Board regarding the necessity for an election in November. Following discussion, the Board determined there was no need to conduct an election in November of 2013.

FINANCIAL MATTERS

2012 Audit: Mr. Goedecke reviewed the 2012 draft Audited Financial Statements with the Board.

Following review and discussion, upon motion duly made by Director Knopinski, seconded by Director Warnick and, upon vote, unanimously carried, the Board approved the 2012 Audited Financial Statements, subject to final review by legal counsel, and authorized execution of the Representations Letter.

2014 Budget Preparation: The Board discussed the preparation of the 2014 Budget.

Following discussion, upon motion duly made by Director Knopinski, seconded by President Hethcock and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the 2014 Budget. The Board determined to

hold the public hearing to consider adoption of the 2014 Budget on Tuesday, November 12, 2013 at 6:00 p.m. at the regular meeting location.

OTHER MATTERS

2013 SDA Conference: Ms. Johnson discussed with the Board the 2013 SDA Conference in Keystone, Colorado on September 18, 19 and 20, 2013 and asked if any Board members were interested in attending the conference this year. It was noted that President Hethcock and Director Knopinski are interested in attending the conference.

ADJOURNMENT

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

Respectfully submitted,

By _____
Secretary for the Meeting

THESE MINUTES ARE APPROVED AS THE OFFICIAL JUNE 11, 2013 MINUTES OF BEEBE DRAW FARMS METROPOLITAN DISTRICT NO. 2 BY THE BOARD OF DIRECTORS SIGNING BELOW:

_____
Christine Hethcock

_____
Thomas A. Burk

_____
Paul "Joe" Knopinski

_____
John B. Warnick

RESOLUTION NO. 2013-06-01
RESOLUTION OF THE BOARD OF DIRECTORS OF THE
BEEBE DRAW FARMS METROPOLITAN DISTRICT NO. 2
REGARDING POSTING FOR MEETINGS

WHEREAS, Special Districts are required by Subsection 24-6-402(2)(c), C.R.S., to designate annually at the District Board's first regular meeting of each calendar year, the place at which notice will be posted at least 24 hours prior to each meeting.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE BEEBE DRAW FARMS METROPOLITAN DISTRICT NO. 2 AS FOLLOWS:

1. Notices of meetings of the District Board required pursuant to Section 24-6-401, et seq., C.R.S., shall be posted within the boundaries of the District at least 24 hours prior to each meeting at the following location:

   The Pelican Lake Ranch Community
   Info and Sales Center
   16502 Beebe Draw Farms Parkway
   Platteville, Colorado

2. Notices of regular or special meetings required to be posted at three public places within the District and at the office of the County Clerk and Recorder at least 72 hours prior to said meeting shall continue to be made pursuant to Section 32-1-903(2), C.R.S.

ADOPTED this 11th day of June, 2013.

BEEBE DRAW FARMS
METROPOLITAN DISTRICT NO. 2

Secretary