MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE BEEBE DRAW FARMS AUTHORITY HELD AUGUST 11, 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 11th day of August, 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
Linda Cox
Glen Adkins (via speakerphone)

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

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

Doug Tabor and Josh Freeman; Beebe Draw Farms Metropolitan District No. 1 Board Members

Kelly Deitman, Halcyon Design, LLC

Eric Wernsman; Resident and Consultant to Halcyon Design, LLC

Gary Moore, Resident and Employee of Beebe Draw Farms Authority

See sign in sheet for other 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 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 President Knopinski, seconded by Director Hethcock 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 July 14, 2015 regular meeting.
- Ratify approval of the payment of claims through the period ending August 11, 2015 as follows:

General Fund:	$	18,896.24
Infrastructure Fund	$	7,493.86
Amenities Fund	$	12,562.00
Total:	$	**38,952.10**

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

PUBLIC COMMENTS

Public Comments: There was no public comment.

FINANCIAL MATTERS

June 30, 2015 Financial Statements: The Board reviewed the June 30, 2015 unaudited financial statements and schedule of cash position. Director Hethcock expressed her concern as to why the tax revenue from Beebe Draw Farms Metropolitan District No. 1 and Beebe Draw Farms Metropolitan District No. 2 has not been transferred to the Authority per the Authority Establishment Agreement. Ms. Johnson explained that the District's Accountant, Ms. Mortimeyer, has been working with new staff at the County regarding the notifications the Authority received in 2015 regarding oil and gas company tax refunds. Ms. Mortimeyer had abstained from making any transfers to date in the hopes of resolving the tax issue with the County. Ms. Mortimeyer did plan to provide a memo to the Board on the situation once all of the information from the County was gathered and agreed upon. Ms. Johnson will inform Ms. Mortimeyer of the concerns expressed by the Board.

Following discussion, upon motion duly made by Director Cox, seconded by President Knopinski and, upon vote, with Directors Knopinski, Cox and Adkins voting yes and Director Hethcock abstaining, the Board approved the June 30, 2015 unaudited financial statements and schedule of cash position and directed Ms. Johnson to convey the concerns expressed to Ms. Mortimeyer and ask her to resolve the issue and transfer the revenue.

Certificate of Deposit Rates for Potential Investment of District Funds: The Board reviewed information prepared by Ms. Mortimeyer regarding interest rates for longer term investment of District funds. The Board determined not to take any action at this time and to re-visit this opportunity when interest rates increase or in January or February of 2016.

The Board then discussed the current interest rate paid on their funds held at First Bank and interest rates offered by Colotrust (a government investment pool) for a similar account. The current interest rate at First Bank is .10% and Colotrust's rate is .17%. The Board directed staff to contact 1stBank and ask if they will meet or exceed the rate offered by Colotrust and if the answer is no then staff will prepare the necessary paperwork to open an account with Colotrust and transfer the existing funds to this new account.

LEGAL MATTERS

SECOND READING:

Status of Amended Leases with Farmers Reservoir and Irrigation Company ("FRICO"): Attorney Cortese has prepared the cover letter to FRICO regarding the term sheet and amended lease and will transmit to Director Hethcock for final review and approval before transmitting to FRICO.

OPERATIONS AND MAINTENANCE

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

Hunting Permits from Aristocrat Duck Club: Director Hethcock informed the Board that Mr. Barry Bowman of the Aristocrat Duck Club is ready to issue two permits to residents in the community. Director Adkins will work with Mr. Tabor to draft an email to the community advising them of this opportunity and solicit interest in participating in the lottery for award of the two permits.

Pool Manager's Report: The Board reviewed the August Pool Manager's Report which is attached hereto and incorporated herein.

Status of RV Storage Facility Improvements: Mr. Tabor and Ms. Johnson updated the Board on their efforts to negotiate a Service Agreement with Fence

Solutions, LLC for the purchase and installation of fencing around the expanded RV Storage Facility. Art with Fence Solutions is unwilling to sign the District's Service Agreement and instead would like the District to sign his proposal which serves as his agreement. The Board determined not to approve an agreement with Fence Solutions at this time.

Members of the community and Mr. Moore informed the Board that grading is needed at the existing site.

The Board then took this opportunity to discuss in detail the project needs to enhance this amenity and directed Ms. Johnson to: 1) ask Mr. Cordova to meet with Directors Adkins and Cox, Mr. Tabor and Mr. Moore to determine the project needs, 2) from the information gathered, estimate a cost for the entire project, and 3) Ms. Johnson will use the estimated cost information to draft a memo to the Board regarding the options for funding the project.

Staining of Community Center and Painting of Pool Shed: Director Cox informed the Board that prior to the meeting she met with a contractor to solicit a proposal to re-stain the community center and paint the pool shed. Ms. Johnson reported that $5,000 has been budgeted in 2015 for this work. Director Cox will transmit the proposal to Ms. Johnson once it has been received.

2015 Chip Sealing Project: The Board reviewed the bid summary prepared by Empire Management Inc. for the 2015 Chip Sealing Project. Two bids were received. A-1 Chipseal Co bid in the amount of $86,028.46 and Foothills Paving & Maintenance bid in the amount of $79.818.30. Empire Management reviewed the bids, contacted the materials supplier and references for Foothills Paving & Maintenance and recommends awarding a contract to Foothills Paving & Maintenance for a not to exceed amount of $79,818.30. The main difference in the bids was the number of linear feet of crack sealing bid.

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 Foothills Paving & Maintenance for the 2015 Chip Sealing Project in an amount not to exceed $79,818.30 and directed staff to communicate to Empire Management that the Board would like all of the crack sealing that is determined necessary to be completed by the contractor.

Operation and Maintenance Map: The Board reviewed a proposal from Tamarack Consulting, LLC to prepare an operation and maintenance map of the community for an amount not to exceed $1,045.

Following discussion, upon motion duly made by President Knopinski, seconded by Director Hethcock and, upon vote, unanimously carried, the Board approved the proposal from Tamarack Consulting, LLC to prepare an operations and maintenance map for an amount not to exceed $1,045.

CAPITAL AMENITIES

Status of New Maintenance Facility:

Status of the Acquisition of Lot 153: The Board reviewed a proposal from Kennan Reinert to provide appraisal services for Lot 153 in the amount of $1,000.

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 Kennan Reinert to provide appraisal services for Lot 153 for an amount not to exceed $1,000.

Status of Project: Ms. Deitman updated the Board on the progress made on the new maintenance facility project. She is 65% complete with the design stage. She then presented a change order to the design in the amount of $6,000 to switch from pre-engineered metal building to a wood frame design. The wood framing should reduce the energy costs over time.

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 Change Order No. 1 to the Halcyon Design, LLC contract in the amount of $6,000.

Ms. Deitman then discussed the Request for Qualifications process. She will prepare a first draft of the Request for Qualifications and transmit to Attorney Cortese for review and comment.

INFRASTRUCTURE

Development of the Front 36 Lots and Associated Infrastructure:

Status of Erosion Control Project: Director Hethcock informed the Board that the erosion control work has been completed by Environmental Design, Inc. She also noted that REI will need to re-seed certain lots due to disruptor of the soil during dry utility installations.

FIRST READING:

Planning of Filing 2, Platting of Next Phases: Director Hethcock is working with Tamarack Consulting, LLC to determine which lots to develop next in

Filing 2. Ms. Johnson asked for clarification on which services that are currently being performed by Tamarack Consulting, LLC are expenses to be incurred by the Authority via the Infrastructure Fund. President Knopinski confirmed that the design and engineering of the lots will be paid by the Infrastructure Fund.

SECOND READING:

Paving of Lots 153-158 and 168-175: Director Hethcock informed the Board that the request for bids has been published and bids are due by the end of the month. The Board will consider award of a contract at their September meeting.

OTHER BUSINESS

Two Horizontal Well Pads: Director Hethcock updated the Board. Encana is proceeding with construction of the well sites. Dufford and Brown submitted a draft agreement to Director Hethcock for review and comment. Director Hethcock is working with Tamarack to include certain terms and requirements in the agreement. She will ask Harvey with Tamarack Consulting, LLC to attend the September meeting to give a presentation on the site lay-out.

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 AUGUST 11, 2015 MINUTES OF BEEBE DRAW FARMS AUTHORITY BY THE BOARD OF DIRECTORS SIGNING BELOW:

_____

Paul "Joe" Knopinski

_____

Linda Cox

_____

Christine Hethcock

_____

Glen Adkins

Beebe Draw Farms MD Nos. 1 & 2 and Authority Action Items Status Matrix (Updated 08/04/15)

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

Beebe Draw Farms MD Nos. 1 & 2 and Authority Action Items Status Matrix (Updated 08/04/15)

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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.
Rules and Regulations Regarding Amenities - Enforcement of oil and gas property reclamation - Policy for mail room postings (who is responsible and how long should things remain) - Use of community of center and how to provide access - Rental of community center	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

Beebe Draw Farms MD Nos. 1 & 2 and Authority Action Items Status Matrix (Updated 08/04/15)

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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 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

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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.
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 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

Beebe Draw Farms MD Nos. 1 & 2 and Authority Action Items Status Matrix (Updated 08/04/15)

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									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. 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

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									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.
Development of 36 Lots Construction	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.

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									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. 08/04/15 – EDI completed erosion control work.
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 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 07/07/15 - Committee will provide final cost estimates to the Board at the July meeting. 08/04/15 – Proposals were reviewed for fencing around expanded RV storage area. Fence Solutions was selected. MaryAnn drafted the service agreement. Lisa is working with Fence Solutions regarding insurance changes.
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. 07/07/15 - Christine in conjunction with Tamarack Consulting has prepared a map of the area

Beebe Draw Farms MD Nos. 1 & 2 and Authority Action Items Status Matrix (Updated 08/04/15)

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									08/04/15 – map has been completed and map is included in draft agreement to FRICO.
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. 08/04/15 – Christine is working with Encana to negotiate a service use agreement for fencing and landscaping along with other provisions.
2015 Chip Sealant Project	06/09/15	Dan			X				07/07/15 - BOD approved contract with Empire Management for 2015 Chip Sealant Project Management.
Acquisition of Lot 153	06/09/15	Elizabeth			X				07/07/15 – Christine to provide Elisabeth with names of appraisers. 08/04/15 – MaryAnn requested a proposal from Keenan Reinert for appraisal services.
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.**

POOL MANAGER'S REPORT

AUGUST 2015

The pool is still running great with no problems. All the employees are still working out great!

We have 1 pool party as of now for the month of August. The BBQ area has not been reserved for August.

We still have about 8 families a day coming swimming and they all are happy with the pool.

A resident's dog goes to the pool every day and goes through the fence so I think we should raise the mesh around the fence a little more so it doesn't continue to happen.

Other than that all is well!

Leah