MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE BEEBE DRAW FARMS AUTHORITY HELD NOVEMBER 11, 2014

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 November, 2014, 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)
Christine Hethcock (via speakerphone)
Douglas Tabor
Linda Cox (alternate D1 Board Member)

Also In Attendance Were:
Lisa A. Johnson and Divena Mortimeyer (via speakerphone for a portion of the meeting); Special District Management Services, Inc.

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

Josh Freeman and Michael Welch; Beebe Draw Farms Metropolitan District No. 1 Board Members

Following discussion, upon motion duly made by President Knopinski, seconded by Director Tabor and, upon vote, unanimously carried the absence of Glen Adkins was excused and the Board acknowledged Linda Cox serving as an alternate for Beebe Draw Farms Metropolitan District No. 1.

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 Tabor and, upon vote, unanimously carried, the Agenda was approved.

CONSENT AGENDA

Consent Agenda: The Board considered the following actions:

- Approve Minutes of the October 14, 2014 regular meeting.
- Consider approval of the payment of claims through the period ending November 11, 2014 as follows:

General Fund:	$	32,639.84
Infrastructure Fund	$	30,053.94
Amenities Fund	$	12.50
Total:	$	**62,706.38**

- Approve unaudited financial statements through the periods ending September 30, 2014.

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

PUBLIC COMMENTS

Public Comments: No public comment was received.

FINANCIAL MATTERS

SECOND READING:

2014 Budget Amendment Hearing: The President opened the public hearing to consider the Resolution to Amend the 2014 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of a Resolution to Amend the 2014 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the Authority. No written objections were received prior to this public hearing.

There were no comments and the public hearing was closed.

Following review and discussion, the Board determined that a 2014 Budget Amendment was not needed.

2015 Budget Hearing: The President opened the public hearing to consider the proposed 2015 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of the 2015 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the Authority. No written objections were received prior to this public hearing.

No public comments were received and the public hearing was closed.

Ms. Mortimeyer reviewed the estimated 2014 expenditures and proposed 2015 expenditures.

The Board discussed the mill levy and determined that no mill levy will be certified.

Following discussion, the Board considered the adoption of Resolution No. 20114-11-01 to Adopt the 2015 Budget and Appropriate Sums of Money. Upon motion duly made by President Knopinski, seconded by Director Tabor and, upon vote, unanimously carried, Resolution No. 2014-11-01 was adopted, as discussed, and execution of the Certification of Budget was authorized. Ms. Johnson was authorized to transmit the Certification of Budget to the Division of Local Government not later than January 30, 2015. A copy of adopted Resolution No. 2014-1101 is attached to these Minutes and incorporated herein by this reference.

Request from Beebe Draw Farms Metropolitan District Nos. 1 and No. 2 to Increase 2015 Expenditures: The Board reviewed the request from Beebe Draw Farms Metropolitan District Nos. 1 and 2 to increase administrative expenditures in 2015 to allow for one additional meeting in 2015 to conduct public hearings related to the inclusion and exclusion of property.

Following discussion, upon motion duly made by President Knopinski, seconded by Director Tabor and, upon vote, unanimously carried, the Board approved the requests from Beebe Draw Farms Metropolitan District Nos. 1 and 2 to increase administrative expenditures in 2015 to allow for one additional meeting in 2015 to conduct public hearings related to the inclusion and exclusion of property.

DLG-70 Mill Levy Certification Form: The Board considered authorizing the Authority's Accountant to prepare and sign the DLG-70 Mill Levy Certification form for certification to the Board of County Commissioners and other interested parties.

Following discussion, upon motion duly made by Director Tabor, seconded by Director Cox and, upon vote, unanimously carried, the Board authorized the Authority's Accountant to prepare and sign the DLG-70 Mill Levy Certification

form for certification to the Board of County Commissioners and other interested parties.

2014 Audit: The Board reviewed engagement letters from L. Paul Goedecke, P.C. and BKD CPAs & Advisors to perform the 2014 Audit.

Following discussion, upon motion duly made by President Knopinski, seconded by Director Tabor and, upon vote, unanimously carried, the Board approved the engagement of L. Paul Goedecke, P.C.to perform the 2014 Audit, for an amount not to exceed $5,000.

Consider Approval of a Proposal from Tamarack Consulting for Verification and Documentation of the 2014 Taxable Assessed Valuation Pertaining to Oil and Gas Production: The Board reviewed a proposal from Tamarack Consulting, LLC for Verification and Documentation of the 2014 Taxable Assessed Valuation Pertaining to Oil and Gas Production.

Following discussion, upon motion duly made by President Knopinski, seconded by Director Tabor and, upon vote, unanimously carried, the Board approved the proposal from Tamarack Consulting, LLC for Verification and Documentation of the 2014 Taxable Assessed Valuation Pertaining to Oil and Gas Production for an amount not to exceed $6,400 and ensure that the last two years are included in the analysis.

LEGAL MATTERS CONTINUED

FIRST READING:

Term Sheet Related to Leases with Farmers Reservoir and Irrigation Company ("FRICO"): Attorney Cortese discussed the term sheet with the Board. Director Hethcock recommended revisions in several areas of the term sheet. Attorney Cortese will revise the document and transmit to the Board for final approval. Once the Board approves, Attorney Cortese will transmit the term sheet to Mr. Barry Bowman and FRICO for their review and request to schedule a meeting.

SECOND READING:

Discuss and Review Encanca Access Agreement: There was nothing new to report.

OPERATIONS AND MAINTENANCE

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

Director Cox discussed the possibility of improving and expanding the RV Storage Facility. The Board discussed forming a committee to work with residents on this. Director Cox will solicit interest from community members.

The Board acknowledged the execution of change orders to the Environmental Design Contract to extend the term to December 31, 2015 with no increase in annual fees.

The Board also acknowledged the execution of a change order to the BioTree contract to update the scope of work and cost for services through 2015.

CAPITAL AMENITIES

Status of New Maintenance Facility: Director Tabor provided an update on the status of the location of the new maintenance facility. Director Tabor, Ms. Deitman and others confirmed with Weld County that the location is within 200 feet of an Anadarko metering shed. Weld County suggested the District contact Anadarko and inquire as to the cost to move the location of the metering shed outside of the setback requirement. Anadarko was contacted and has requested additional information before they can provide a response. Tamarack Consulting was contacted to provide a proposal of cost to provide the information that Anadarko is requesting.

Director Tabor then presented two other options to the location of the new maintenance facility. One option is to pursue a location in the unplatted area. The other option would be to locate the facility on Lot 84.

Director Cox is not in favor of locating the facility on Lot 84. She commented that this location is not aesthetically pleasing and will interfere with the functionality of the new community center and the swimming pool. President Knopinski and Director Hethcock agreed.

Director Tabor will share these comments and direction with Ms. Deitman.

INFRASTRUCTURE

Development of the Front 36 Lots and Associated Infrastructure: Ms. Johnson updated the Board on the project. The project is 100% complete. Mr. Volle continues to work with Fiore and Sons and pending change orders.

Substantial Completion: Substantial completion was provided to Fiore and Sons on October 30, 2014.

Consider Approval of Retainage Pay Application: The Board considered approval of the retainage pay application in the amount of $29,891.44.

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

voting yes and Directors Tabor and Cox supporting, the Board approved the Retainage Pay Application in the total amount of $29,891.44.

OTHER BUSINESS

32-1-809, C.R.S. Reporting Requirements, Mode of Eligible Elector Notification for 2014: The Board discussed §32-1-809 C.R.S. reporting requirements and mode of eligible elector notification for 2015.

Following discussion, the Board determined to post the required transparency notice information on the Special District Association's website and the Beebe Draw Farms website.

December Board Meeting: The Board determined to cancel the December 9, 2014 Board Meeting.

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 NOVEMBER 11, 2014 MINUTES OF BEEBE DRAW FARMS AUTHORITY BY THE BOARD OF DIRECTORS SIGNING BELOW:

_____
Paul "Joe" Knopinski

_____
Douglas A. Tabor

_____
Christine Hethcock

_____
Glen Adkins