

## RECORD OF PROCEEDINGS

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### MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF BEEBE DRAW FARMS METROPOLITAN DISTRICT NO. 2 HELD APRIL 12, 2011

A regular meeting of the Board of Directors of Beebe Draw Farms Metropolitan District No. 2 (referred to hereafter as "Board") was convened on Tuesday, the 12<sup>th</sup> day of April, 2011, 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  
Thomas A. Burk (via speakerphone)  
Jason Monforton (via speakerphone)  
Paul "Joe" Knopinski

Following discussion, upon motion duly made by Director Knopinski, seconded by President Hethcock and, upon vote, unanimously carried, the absence of Kim DeLancey was excused.

##### Also In Attendance Were:

Lisa Johnson and Elizabeth Alexander; Special District Management Services, Inc.  
  
Kristin J. Bowers, Esq.; McGeady Sisneros, P.C. (via speakerphone)  
  
Michael Welch and Rosalind Bader; Beebe Draw Farms Metropolitan District No. 1  
  
Linda Cox and Angela Powell; Beebe Draw Farms Metropolitan District No. 1 (via speakerphone)  
  
Dennis Lacen; Lacen Trucking  
  
DeWayne Colby; Project Manager  
  
Debra Street; Pelican Lake Ranch resident

#### DISCLOSURES OF POTENTIAL

Disclosures of Potential Conflicts of Interest: The Board was advised that Disclosure of Potential Conflict of Interest Statements have been filed for President

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### **CONFLICTS OF INTEREST**

Hethcock with the District No. 2 Board and the Secretary of State in accordance with statutory requirements disclosing that she has an ownership interest in, and is a manager of, Gibraltar Companies, LLC ("Gibraltar"), which has an ownership interest in PLR, LLC, which has an ownership interest in REI, Limited Liability Company ("REI"), which is the owner of all or a significant share of the developable real property within District No. 2.

Director Knopinski stated his Disclosure of Potential Conflict of Interest Statements have been filed with the District No. 2 Board and the Secretary of State in accordance with statutory requirements disclosing that he has been retained by REI for participation in the Executive Committee meetings as a consultant and will be compensated for his time to prepare for and attend those meetings only.

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### **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 President Hethcock and, upon vote, unanimously carried, the Board approved the Agenda for the District's regular meeting, as amended.

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### **PUBLIC COMMENT**

**Public Comment:** Ms. Street advised the Board that REI, Limited Liability Company has hired a realtor to market the vacant lots in the community.

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### **CONSENT AGENDA**

**Consent Agenda:** The Board considered the following actions:

- Review and approve Minutes of the March 8, 2011 regular meeting.
- Review and approve the payment of claims paid through the period ending April 12, 2011 as follows:

General Fund:	\$ <u>31,049.79</u>
Total:	\$ <u><b>31,049.79</b></u>

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

Additionally, Director Knopinski asked Special District Management Services, Inc. to provide an estimate for management and accounting services for the remainder of 2011.

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### **LEGAL MATTERS**

**Restructuring of Districts:** Attorney Bowers reported that the Amended and Restated Consolidated Service Plan was approved by the Weld County Board of County Commissioners on March 16, 2011 and that work is in progress to complete all compliance matters during the Compliance Period, which ends June 30, 2011. It was noted that orders of inclusion and exclusion have been filed.

**Amended and Restated Improvements Agreement According to Policy Regarding Collateral for Improvements:** Attorney Bowers informed the Board that the Weld County Board of County Commissioners has requested the proposed Agreement be directly between Weld County and the Authority and has requested District No. 1 and District No. 2 give its position on the proposed Agreement. The Board will provide comments at the May meeting.

**Authority Establishment Agreement between the District and Beebe Draw Farms Metropolitan District No. 1:** The Board entered into discussion regarding the Authority Establishment Agreement between the District and Beebe Draw Farms Metropolitan District No. 1.

Following discussion, upon motion duly made by President Hethcock, seconded by Director Knopinski and, upon vote, unanimously carried, the Board approved the Authority Establishment Agreement between the District and Beebe Draw Farms Metropolitan District No. 1.

**Process for Appointing Board Members to the Authority Board:** The Board entered into discussion regarding the process for appointing Board members to the Authority Board. The Board determined to nominate a Board member, ask the Board member if they accept the nomination and if so, call for a vote. If a majority vote is given, the Board member is appointed.

**Appointment of Two Board Members to the Beebe Draw Farms Authority Board:** The Board then entered into discussion regarding the appointment of two Board members to the Beebe Draw Farms Authority Board ("Authority Board").

Following discussion, President Hethcock nominated Director Knopinski to serve a two-year term on the Authority Board, following acceptance of the nomination and upon motion duly made by President Hethcock, seconded by Director Monforton and, upon vote, unanimously carried, the Board approved the appointment of Director Knopinski to serve a two-year term on the Authority Board.

Director Knopinski then nominated President Hethcock to serve the initial three-year term on the Authority Board, following acceptance of the nomination and upon motion duly made by Director Knopinski, seconded by Director Burk and, upon vote,

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unanimously carried, the Board approved the appointment of President Hethcock to serve the initial three-year term on the Authority Board.

Also, upon motion duly made by Director Knopinski, seconded by President Hethcock and, upon vote, unanimously carried, the Board approved Directors Burk, Monforton and DeLancey as alternates to the Authority Board.

**License Agreement between the District and REI, Limited Liability Company regarding Cattle Passage:** Director Knopinski reviewed with the Board the License Agreement between the District and REI, Limited Liability Company regarding cattle passage.

Following discussion, upon motion duly made by Director Knopinski, seconded by Director Burk and, upon vote, unanimously carried with Directors Knopinski, Monforton and Burk voting "Yes" and President Hethcock abstaining, the Board approved the License Agreement between the District and REI, Limited Liability Company regarding cattle passage.

### **FINANCIAL MATTERS**

**Financial Matters:** There were no items for discussion.

### **CAPITAL IMPROVEMENTS**

**Capital Improvements:** There were no items for discussion.

### **OPERATIONS**

**Action Items Status:** The Board reviewed the action items status matrix which is attached hereto and incorporated herein by this reference. President Hethcock requested this matrix be posted on the District's website.

**Service Agreement for 2011-2013 Landscape Maintenance between the District and CoCal Landscape Services, Inc.:** The Board reviewed the Service Agreement for 2011-2013 Landscape Maintenance between the District and CoCal Landscape Services, Inc. The Board asked staff to confirm with CoCal Landscape Services, Inc. that the scope of work included services at the Sport Court.

Following discussion, upon motion duly made by Director Knopinski, seconded by President Hethcock and, upon vote, unanimously carried, the Board ratified approval of the Service Agreement for 2011-2013 Landscape Maintenance between the District and CoCal Landscape Services, Inc.

**Proposals for 2011 Pool Contractors:** Ms. Alexander reviewed with the Board the 2011 Pool Maintenance Bid Summary and related proposals. The Board discussed

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the proposals for maintenance and re-plastering of the pool surface and directed staff to research options for re-plastering materials.

Following review and discussion, upon motion duly made by Director Knopinski, seconded by Director Burke and, upon vote, unanimously carried, the Board approved the proposal from Peak One Pool & Spa, LLC for 2011 pool maintenance services for an amount not to exceed \$20,825.45, subject to the receipt of a client list and two acceptable references.

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### **OTHER MATTERS**

**Lake Christina Recreation Area Use Fee:** The Board discussed the implementation of a fee for the use of the recreation area at Lake Christina by residents and non-residents. The Board reviewed the Park Use Permit and Agreement and noted revisions.

Following review and discussion, upon motion duly made by President Hethcock, seconded by Director Knopinski and, upon vote, unanimously carried, the Board approved the Park Use Permit and Agreement as discussed and revised.

**Jump/Cross Country Course:** Ms. Street reported to the Board on the status of the Jump/Cross Country Course. She noted that 20 of the 30 jumps at the equestrian trails at Lake Christina are complete and that \$8,000 has been spent on this portion of the project, to date. She also noted that an additional 8 jumps need to be completed for an estimated cost of \$5,800. Additionally, the judging station and fence need to be repaired for an estimated cost of \$7,000.

The Board requested that Ms. Street provide a written proposal to complete the items at the Jump/Cross Country Course, including the benefits of doing so, to the Authority Board at its May meeting.

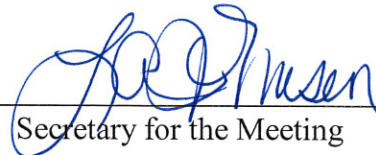
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### **ADJOURNMENT**

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,

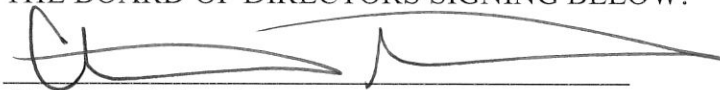
By

  
Secretary for the Meeting

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THESE MINUTES ARE APPROVED AS THE OFFICIAL APRIL 12, 2011  
MINUTES OF BEEBE DRAW FARMS METROPOLITAN DISTRICT NO. 2 BY  
THE BOARD OF DIRECTORS SIGNING BELOW:



Christine Hethcock

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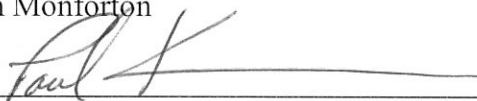
Thomas A. Burk

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Kim DeLancey

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Jason Monforton



Paul "Joe" Knopinski