

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF
BEEBE DRAW FARMS METROPOLITAN DISTRICT NO. 2
HELD
JANUARY 11, 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 Monday, the 11th day of January, 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 conference call
Jason Monforton – via conference call
Paul "Joe" Knopinski

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

Also In Attendance Were:

Lisa Johnson and Liz Alexander; Special District Management Services, Inc.

Kristin Bowers, Esq.; McGeady Sisneros, P.C. – Via conference call

Jeffrey Hare, Linda Evans Cox, George Barrett and Michael Welch; Beebe Draw Farms Metropolitan District No. 1

Angela Powell; Beebe Draw Farms Metropolitan District No. 1 – Via conference call

Kelly Deitman; Halcyon Design, LLC

See attached sign-in sheet

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

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

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("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.

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 Monforton and, upon vote, unanimously carried, the Board approved the agenda for the District's regular meeting, as amended.

PUBLIC COMMENT

There was no public comment.

CONSENT AGENDA

The Board considered the following actions:

- Review and approve Resolution No. 2011-01-01 regarding 24-hour posting place
- Review and approve minutes of the December 6, 2010 continued regular meeting
- Review and approve the payment of claims paid through the period ending January 11, 2011 as follows:

| | |
|-----------------|---------------------|
| General Fund:\$ | <u>31,982.47</u> |
| Total: | \$ <u>31,982.47</u> |
- Review and accept unaudited Financial Statements through the period ending December 31, 2010
- Ratify approval of Change Order No. 2 to the Empire Management Contract for Project Management of Asphalt Patching and Sealing for an increase to the contract of \$675

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

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LEGAL MATTERS

Status of Restructuring: Attorney Bowers reported that the Service Plan is anticipated to be formally submitted to Weld County this week with Planning Commission hearing to follow in March.

FINANCIAL MATTERS

Electronic Account with Applicable State and Federal Authorities for Submitting Payroll Withholding Payments: The Board discussed authorizing Special District Management Services, Inc. to establish an electronic account with applicable State and Federal authorities for submitting payroll withholding payments.

Following discussion, upon motion duly made by Director Knopinski, seconded by Director Burk and, upon vote, unanimously carried, the Board authorized Special District Management Services, Inc. to establish an electronic account with applicable State and Federal authorities for submitting payroll withholding payments.

CAPITAL IMPROVEMENTS

Halcyon Design, LLC Presentation Regarding Potential Expansion Options Under the Authority: Ms. Deitman addressed the Board and community regarding the proposal from Halcyon Design, LLC to expand the Pelican Lake Ranch Community Info and Sales Center. She reported that in order to meet all of the existing requests of the community, the current community center square footage of 2,300 square feet would need to be doubled. Ms. Deitman further reported that the current building has the potential to expand to the south, east and west.

Following discussion, it was determined that the District No. 1 Board of Directors will host a community meeting to solicit input from the community regarding future amenities on January 25, 2011 from 6:00 p.m. to 8:00 p.m. at the Pelican Lake Ranch Community and Info Center.

OPERATIONS

Roadway Sealing and Asphalt Patching: Director Knopinski reported that the contract and roadway sealing and asphalt patching work is complete.

Executive Committee discussion regarding project management services for 2011: It was noted that the Executive Committee met prior to the Board meeting and discussed the transition of responsibilities from District No. 2 to the District No. 1 Authority Board members. The Committee determined to begin involving the District No. 1 Board members immediately so that there will be a quick and smooth transition when the Authority is established.

2011 Landscape Maintenance, Weed Mowing and Snow Removal: Discussion was deferred.

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Purchase and Installation of Dog Stations and Trash Containers at and around Sport Court Area: The Board discussed the purchase and installation of dog stations and trash containers at and around the Sport Court area. Following discussion, the Board directed Ms. Alexander to transmit the most recent dog station and trash container design proposal via email to the District Nos. 1 and 2 Board members for input and/or approval at the next meeting.

OTHER MATTERS

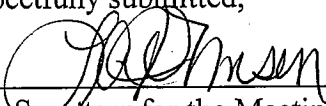
District Website: Ms. Alexander reported that she is in the process of uploading the property owner list to the District website. She noted that once this is complete, she will then transmit an email to all of the property owners to sign up for the website and to obtain a password.

ADJOURNMENT

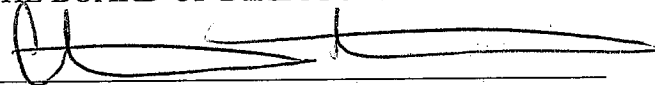
There being no further business to come before the Board at this time, upon motion duly made by Director Knopinski, seconded by Director Burk and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By


Secretary for the Meeting


THESE MINUTES ARE APPROVED AS THE OFFICIAL JANUARY 11, 2011
MINUTES OF BEEBE DRAW FARMS METROPOLITAN DISTRICT NO. 2 BY
THE BOARD OF DIRECTORS SIGNING BELOW:


Christine Hethcock

Thomas A. Burk

Kim DeLancey

Jason Monforton


Paul Knopinski

○ BEBEE DRAW FARMS METROFOLITAN DISTRICT NOS. 1 and 2

JANUARY 11, 2011

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 |
|----------------------|-------------------|-----------------|--------------------------|
| Gary Moore | 16494 Burchley | 785-2745 | |
| Count S. S. S. S. S. | 16474 Burchley | 785-2616 | |
| Wally S. S. S. S. S. | 16474 Burchley CT | 785-2616 | |
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RESOLUTION NO. 2011-01-01
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 January, 2011.

BEEBE DRAW FARMS
METROPOLITAN DISTRICT NO. 2


Secretary