MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE BEEBE DRAW FARMS AUTHORITY HELD APRIL 14, 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 14th day of April, 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
Douglas Tabor
Glen Adkins

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

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

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

Barry Bowman, Aristocrat Duck Club (for a portion of the meeting)

DeWayne Colby, Employee

Gary Moore, Employee

Kelly Deitman, Halcyon Design, LLC

Eric Wernsman; Resident and Consultant to Halcyon Design, LLC

Taylor Ward, Tamarack Consulting, LLC (for a portion of the meeting)

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 Director Tabor, seconded by President Knopinski 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 March 10, 2015 regular meeting.
- Ratify approval of the payment of claims through the period ending February 10, 2015 as follows:

General Fund:	$	44,136.96
Infrastructure Fund	$	26,812.88
Amenities Fund	$	-0-
Total:	$	**70,949.84**

- Approve unaudited financial statements through the period ending February 28, 2015.

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

PUBLIC COMMENTS

Public Comments: No public comment was received.

FINANCIAL MATTERS

Oil and Gas Assessed Valuation Report:

Proposal from Tamarack Consulting to Update Boundary Map: Ms. Johnson reported that as part of the work completed on the oil and gas valuation report, Mr. Bergman, with Tamarack Consulting, suggested that the boundary maps for Beebe Draw Farms Metropolitan District No. 1 and No. 2 may need to be updated. He provided a proposal in the amount of $6,500 to complete a boundary maps update.

The Board discussed the proposal and determined that there was no need to update the boundary maps at this time.

LEGAL MATTERS

SECOND READING:

Term Sheet Related to Leases with Farmers Reservoir and Irrigation Company ("FRICO"): Attorney Cortese reported that the draft term sheet was transmitted to Mr. Bowman of the Aristocrat Duck Club for his review and comment. Mr. Bowman committed to provide comments by the end of the week.

OPERATIONS AND MAINTENANCE

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

FIRST READING:

Hunting on Northern Portion of Milton Reservoir: Mr. Bowman addressed the Board regarding allowing hunting on the northern portion of Milton Reservoir. Mr. Bowman explained that in the past his hunters had access to this section, but agreed at some point not to hunt this area. He has been made aware that some hunters are "poaching" in this area. He would like to eliminate the restriction on hunting in this area and grant two (2) Pelican Lake Ranch residents the right to hunt this area since he has a waiting list for the current area. The two hunters would be determined by a lottery, and would be charged a half-price rate (approximately $600). The two members would be responsible for making their own duck blinds. Ms. Cortese explained the original Hunting Lease (1984) and the current Hunting Lease (1999) contain the same legal description. The Board authorized Ms. Cortese to work with Tamarack Consulting to map the legal description to verify if it includes the northern most portion of Milton Reservoir.

In addition, the Board discussed access concerns and the potential of locking the gate on the road coming down from the ditch. Residents (and perhaps non-residents) are accessing areas that are off limits. The Board also discussed safety concerns in this area should hunters be allowed to hunt as many residents use this area for recreation year round. The Board will continue to discuss these issues.

Neighborhood Security Issues: The Board discussed security concerns within the development. Security cameras have been installed, however, one has been shot-out at least three times. The Board discussed different options for handling the issues and will continue to discuss possible solutions. Ms. Johnson suggested calling the Sheriff's department to alert the Sheriff of the incidents and to ask for assistance in patrolling the area.

SECOND READING:

RV Storage Facility Improvements: The committee continues to gather costs to improve the RV Storage Facility. They will present the final estimated costs at the May meeting.

CAPITAL AMENITIES

Status of New Maintenance Facility:

Status of Weld County Approval: Ms. Deitman reported that she met for a third time with the County, along with Director Tabor and Mr. Wernsman, to discuss the placement of the maintenance facility on Lot 153. Ms. Deitman explained that the County was receptive to the request and she will continue working with them on the site plan review.

Ratification of the Approval to Proceed with the Acquisition of Lot 153: Following discussion, upon motion duly made by Director Tabor, seconded by Director Adkins and, upon vote, with Directors Knopinski, Adkins and Tabor voting "yes" and Director Hethcock abstaining, the Board approved the Contract to Buy and Sell Real Estate for Lot 153 subject to final review by Attorney Cortese.

The Board also directed Attorney Cortese to contact Harold McCloud to obtain a verification of value/limited appraisal on the property.

SECOND READING:

Revised Proposal from Halcyon Design, LLC: Ms. Deitman presented a revised proposal for maintenance facility design, etc. in the amount not to exceed $48,040. Attorney Cortese prepared Addendum No. 4 to the contract which incorporates the revised proposal.

Following discussion, upon motion duly made by Director Tabor, seconded by Director Adkins and, upon vote, with Directors Adkins and Tabor voting "yes" and Director Hethcock and President Knopinski supporting, the Board approved Addendum No. 4.

INFRASTRUCTURE

Development of the Front 36 Lots and Associated Infrastructure:

Director Hethcock reported that two trees were lost during the re-routing of the Encana Access Road. The Infrastructure Fund will pay for the replacement of two trees.

Final payment is pending receipt, review and approval of final pay application.

OTHER BUSINESS

Two Horizontal Well Pads: Director Hethcock and Mr. Ward discussed Encana's request to place two horizontal well pads on the north side of the subdivision. Encana's intent is to place 12 wells in a row and in order to support the 12 wells, they will need 28 tanks, each tank being 25 feet high. A meeting was held with an Encana representative to try to reach an agreement on a location that would result in the lowest impact to the area. Two main options were discussed: (1) lower the ground by 5 feet and build 30 foot berms around the wells/tanks ("view shed"); (2) find a different location. If landscaping is installed by Encana, Director Hethcock is requesting Encana maintain it. Mr. Ward is working on the View Shed drawings and the oil and gas attorneys, Dufford and Brown, are working on an alternate location. Director Hethcock believes there was an agreement made previously not to have any more drilling in Filing No. 1 (Section 8 is in Filing No. 1), but, cannot find the documentation supporting this, however, she is continuing to look along with Dufford and Brown. Director Hethcock explained that wells have to be in Section 8, but, REI can give authority to put the tanks in Section 5.

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 APRIL 14, 2015 MINUTES OF BEEBE DRAW FARMS AUTHORITY BY THE BOARD OF DIRECTORS SIGNING BELOW:

_____

Paul "Joe" Knopinski

_____

Douglas A. Tabor

_____

Christine Hethcock

_____

Glen Adkins

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

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

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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

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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.
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 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

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									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.
Appraisal of Undeveloped Land	07/09/13	Joe Doug			X				BOD approved additional $500 to Value Consultants to re-value the undeveloped property to include its value and use to the Authority. Joe to notify Beverly of approval. 09/10/13 – discussion deferred. 10/08/13 – Joe continues to work with Clifton Larson Allen and Tamarack Consulting to solicit a proposal to update the oil and gas revenue projections on the undeveloped land.

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									11/18/13 – Joe and Doug will solicit proposals from Tamarack and CLA. 01/14/14 – This item is on hold until the valuation of oil and gas revenue issue has been resolved with Weld County. 06/10/14 – D1 discussed this item during their June meeting and determined that given the asking price of the vacant land, the Authority should not move forward with the next steps of possible acquisition. Christine commented that she would confer with her partners to confirm the price of the vacant land.
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

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									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 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.

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									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.
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. 3/3/15 – Fiore is working on re-locating the oil and gas access road.
Maintenance at RV Storage	08/13113	DeWayne			X				Mow weekly and spray for weeds in and around the RV Storage area. Remove the weeds and remove the fence posts.
Oil and Gas Valuation with Weld County	02/10/15	Shane Christine			X				BOD reviewed report prepared by Shane/Tamarack. BOD directed Shane to schedule a meeting with Weld

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									County Assessor to share the information in the report. Christine will attend meeting as well. 4/8/15 – Shane to provide proposal to update boundary maps.
Job Descriptions – Pool Manager and Pool Assistants	02/10/15	Leah Lisa			X				BOD asked Leah to draft job descriptions for the pool manager and pool assistant positions. Once complete, Lisa will transmit to Michelle Ferguson for review and comment. 4/8/15 – Lisa sent job descriptions to Michelle for review and comment.
Solicitation of Pool Assistants for 2015 Season	02/10/15	Leah			X				Leah will solicit interested candidates for the pool assistant positions in mid-March. 4/8/15 – solicitation was posted and resumes were due by April 1, 2015.
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.
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.**