MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE BEEBE DRAW FARMS AUTHORITY HELD MARCH 10, 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 10th day of March, 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 (via speakerphone)
Christine Hethcock (via speakerphone)
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

Kelly Deitman, Halcyon Design, LLC

Eric Wernsman; Resident and Consultant to Halcyon Design, LLC

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 as amended.

CONSENT AGENDA

Consent Agenda: The Board considered the following actions:

- Approve Minutes of the February 10, 2015 regular meeting.
- Ratify approval of the payment of claims through the period ending February 10, 2015 as follows:

General Fund:	$	30,465.25
Infrastructure Fund	$	84,106.00
Amenities Fund	$	-0-
Total:	$	**114,571.25**

- Approve unaudited financial statements through the periods ending Revised December 31, 2014 and January 31, 2015.

Following discussion, upon motion duly made by Director Tabor, seconded by President Knopinski 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: Mr. Bergman is working with Weld County to schedule a meeting to discuss the oil and gas valuation report the first week in April 2015. Director Hethcock updated the Board regarding the well locations as provided in Tamarack's oil and gas production report. It has been determined that the wells that were "missing" or "extra" were actually just misappropriated between Beebe Draw Farms Metropolitan District 1 (District No. 1") and Beebe Draw Farms Metropolitan District No. 2 ("District No. 2"), so, the reduction in revenue is not as significant as originally thought. There is a difference in the mill levy between District No. 1 and District No. 2, but, that will be the only loss in revenue; the wells belong to either District No. 1 or District No. 2.

LEGAL MATTERS

SECOND READING:

Term Sheet Related to Leases with Farmers Reservoir and Irrigation Company ("FRICO"): Attorney Cortese discussed the term sheet with the Board. At the prior meeting, the Board had requested Attorney Cortese research the horsepower of Pontoon boats and whether it would be worthwhile to revise the term sheet to allow for 20 hp engines, instead of 10 hp engines. The Board determined to leave the limitation at 10hp. The Board will review the term sheet in greater detail and will provide comments, if any, to Attorney Cortese by March 17, 2015. Attorney Cortese will then compile the revisions and move forward with providing the term sheet to Mr. Bowman.

OPERATIONS AND MAINTENANCE

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

SECOND READING:

RV Storage Facility Improvements: Director Adkins reported that the committee has begun to gather cost estimates to improve and enlarge the RV Storage Facility. Final estimates of cost will be provided at the April board meeting.

CAPITAL AMENITIES

Status of New Maintenance Facility: Per the Board's request at the February meeting, REI provided several lot options for the Board's consideration for the location of the maintenance facility. Ms. Deitman, Mr. Wernsman, and Directors Tabor and Adkins met and looked at the suggested spaces as well as the two sites previously proposed by Ms. Dietman. The first choice, topographically and spatially was the site proposed by Ms. Deitman with the mail kiosk. However, the cost to extend the water, electric, and gas makes the site less desirable. The cost to extend the utilities is estimated as follows: Water: $95,000; Gas: $40,000; and Electric: $40,000 - $65,000. Of the lots provided by REI, the preferred location is Lot 153. REI suggested a sale price of $135,000. Lot 153 is over 3 acres in size and is located on the parkway right across from the original location of the maintenance facility. After negotiations, REI agreed to sell LOT 154 to the Authority for $95,000.

Following discussion, upon motion duly made by Director Tabor, seconded by Director Adkins and, upon vote, with Directors Tabor, Adkins and Knopinski voting yes and Director Hethcock abstaining, the Board approved the purchase of Lot 153 for $95,000 pursuant to written approval from the County to build a maintenance facility on the site. In addition, upon written approval from the County, REI is amendable to drafting the Purchase and Sale Agreement to make the closing contingent on receipt of all necessary approvals from the County.

INFRASTRUCTURE

Development of the Front 36 Lots and Associated Infrastructure:

Pay Application No. 9: Ms. Johnson presented Pay Application No. 9 in the amount of $83,351.46 to Fiore and Sons.

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 Adkins supporting, the Board approved Pay Application No. 9 in the amount of $83,351.46 to Fiore and Sons.

Director Hethcock informed the Board that the remaining change orders submitted by Fiore and Sons have been successfully negotiated and no further payment on those change orders will be considered.

OTHER BUSINESS

Meeting Schedule: The Board discussed the need to meet monthly, and determined at this time to keep the regularly scheduled monthly meetings and determine in advance of each meeting whether the meeting is necessary and if not, the Board will cancel the meeting.

Snow Removal: Director Tabor reported to the Board that he has received many positive comments from residents regarding the effort to remove snow this year. The Board thanked Directors Tabor, Adkins, Ms. Cox, Mr. Colby and Mr. Moore for their hard work and dedication to this effort.

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 MARCH 10, 2015 MINUTES OF BEEBE DRAW FARMS AUTHORITY BY THE BOARD OF DIRECTORS SIGNING BELOW:

Paul J. K

Paul "Joe" Knopinski

Douglas A. Tabor

Douglas A. Tabor

Christine Hethcock

Glen Adkins

Beebe Draw Farms MD Nos. 1 & 2 and Authority Action Items Status Matrix (Updated 03/03/15)

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.
<u>Rules and Regulations Regarding Amenities</u> - <u>Enforcement of oil and gas property reclamation</u> - <u>Policy for mail room postings (who is responsible and how long should things remain)</u> - <u>Use of community of center and how to provide access</u> - <u>Rental of community center</u>	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.
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. 11/18/13 – Joe and Doug will solicit proposals from Tamarack and CLA.

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									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 on the approval process. MaryAnn to work with Kelly on the design/build concept and statutory

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									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.
<u>Development of 36 Lots Construction</u>	03/11/14	Christine Mark							03/12/14 - Pre-construction meeting was held and the project will begin later this month. Christine to work

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		Lisa							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 County Assessor to share the information in the report. Christine will attend meeting as well.
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.

Beebe Draw Farms MD Nos. 1 & 2 and Authority Action Items Status Matrix (Updated 03/03/15)

Action Items	Date of Meeting	Assigned To	Priority	Not Started	In Process	Reoccurring	Follow up Required	Complete	Notes
<u>Solicitation of Pool Assistants for 2015 Season</u>	02/10/15	Leah			X				Leah will solicit interested candidates for the pool assistant positions in mid-March.
<u>RV Storage Improvements</u>	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.
<u>Budget Items and Future Projects for Consideration</u>		**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.**