

**MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
BEEBE DRAW FARMS AUTHORITY
HELD
JANUARY 12, 2022**

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 Wednesday, the 12th day of January 2022, at 6:00 P.M. This meeting was held via Microsoft TEAMS. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Paul “Joe” Knopinski
Christine Hethcock
Michael Welch
Eric Wernsman

The Directors in attendance confirmed their qualifications to serve.

Also In Attendance Were:

Lisa Johnson and Jenny Hackelman; CliftonLarsonAllen LLP
Alan Pogue, Esq. Icenogle ; Seaver, Pogue, P.C.

William Caldwell & Todd Sundeen; BBDFMD #1 Board Members
Diane Wheeler; Simmons & Wheeler, P.C.
Charles Norton, Esq. and Alicia Garcia, Esq.; Norton Smith Law

Tina Wernsman, Crystal Clark, Mary Jo Farrell, Kent and Brenda Lewis, Mary Jo Majors, Dave Miller, John Skalak, , and Melanie Briggs; members of the public

ADMINISTRATIVE
MATTERS

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 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 Welch, Wernsman, Hethcock, and Knopinski’s Disclosure Statements have been filed.

Agenda, Confirmation of Notice Posting: Ms. Johnson distributed for the Board's review and approval a proposed agenda for the Authority's special meeting.

Following discussion, upon motion duly made by President Knopinski, seconded by Director Wernsman and, upon vote, unanimously carried, the agenda was approved as amended. Ms. Johnson noted meeting notices were posted as required.

Other: None.

FIRST READING:

1. None.

SECOND READING:

1. **Consider Approval of Proposal for HR Services:** The Board discussed the proposal and determined an audit on past employment matters is not needed. The Board would like to proceed with an engagement that is billed on a time and materials basis, and would like Ms. Johnson to analyze the benefits of membership and present that information at a future meeting for final determination on how to proceed.

EMERGENCY READING: None.

CONSENT AGENDA

The Board considered the following actions:

- Minutes of the November 10, 2021 Special Meeting.
- Ratify payment of claims through the period ending December 31, 2021 as follows: \$43,102.90.
- Unaudited Financial Statements for the period ending November 30, 2021.
- Ratify approval of a proposal from T Case Construction for crack seal work in an amount not to exceed \$9,950.

Following discussion, upon motion duly made by President Knopinski, seconded by Director Wernsman and, upon vote, unanimously carried, the Board approved and/or ratified approval of the Consent Agenda with the revisions to the minutes noted by President Knopinski.

Public Comment: Mr. Caldwell addressed the Board with two questions: 1) what was the total cost of the bridge project, and 2) does the crack seal work approved include filling new and old cracks in the roads? Ms. Johnson will

provide Mr. Caldwell with the total cost of the bridge work, and Director Hethcock commented that the proposal for crack seal work does include filling the new and old cracks in the roads.

FINANCIAL
MATTERS

Status of solicitation of proposals for Accounting Services: Ms. Johnson provided an update on the solicitation of accounting services. CLA will provide a proposal and she will include that in the next Board packet.

FIRST READING: None.

SECOND READING:

- **Consider approval of proposal from Wipfli for 2021 Audit:** Following review, upon a motion duly made by Director Hethcock, seconded by Director Wernsman and, upon vote, unanimously carried, the Board approved the proposal from Wipfli to prepare the 2021 Audit.

EMERGENCY READING: None.

OPERATIONS AND
MAINTENANCE

Discuss estimate to repair Coolerado Air: Director Wernsman presented a proposal regarding the repair of the cooling system at the Maintenance Facility. He requested to defer this item until a need is established.

Consider approval of Change Order with Red Willow Construction for \$2,865 for work related to bridge repair: Director Wernsman presented the Change Order in the amount of \$2,865 to the Board. Following review, upon a motion duly made by Director Wernsman, seconded by Director Welch and, upon vote, unanimously carried with Directors Welch and Wernsman voting yes and Directors Hethcock and Knopinski supporting, the Board approved the Change Order with Red Willow Construction for work related to the bridge repair in the amount of \$2,865.

FIRST READING: None.

SECOND READING: None.

EMERGENCY READING: None.

CAPITAL
AMENITIES

FIRST READING: None.

SECOND READING: None.

EMERGENCY READING: None.

INFRASTRUCTURE
MATTERS

Filing No. 2: Director Hethcock provided an update on the infrastructure phasing and development. She will be hosting a community meeting to present this information to residents within the next 30-60 days.

FIRST READING: None.

SECOND READING: None.

EMERGENCY READING: None.

LEGAL MATTERS

FIRST READING:

1. **Consideration and Approval of Land Conveyance to REI:** Director Hethcock gave a presentation concerning the land that is being considered for conveyance from the Authority back to REI. Attorney Pogue addressed the Board regarding the review of the deed documents. Following discussion, upon a motion duly made by President Knopinski, seconded by Director Wernsman and, upon vote with Directors Knopinski, Welch and Wernsman voting yes and Director Hethcock abstaining, the Board approved the transfer of property back to REI, subject to receipt of funds to reimburse the Authority for expenditures made to construct, improve and maintain the RV Storage Facility, and further subject to confirmation that the road to the Authority's improvements has been platted. If it has not been platted, REI must grant an easement for access the facilities. The Authority will continue to maintain the road.
2. **Executive Session Pursuant to Section 24-6-402(4)(b), C.R.S., to receive a legal advice from special counsel and general counsel related to contractual disputes with the Farmers Reservoir and Irrigation Company:** Upon a motion duly made by President Knopinski, seconded by Director Wernsman and, upon vote, unanimously carried, the Board entered into executive session at 7:06 p.m.

Upon a motion duly made by Director Wernsman, seconded by Director Hethcock and, upon vote, unanimously carried, the Board exited executive session at 7:46 p.m. No action was taken.

SECOND READING: None.

EMERGENCY READING: None.

OTHER BUSINESS

None.

ADJOURNMENT

There being no further business to come before the Board at this time, upon a motion duly made by Director Wernsman, seconded by President Knopinski

and, upon vote unanimously carried, the Board approved to adjourn the meeting at 7:49 p.m.

Respectfully submitted,

By  Secretary for the Meeting
DocuSigned by:
Lisa Johnson
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