

**MINUTES OF A JOINT SPECIAL MEETING OF
THE BOARDS OF DIRECTORS OF THE
BEEBE DRAW FARMS METROPOLITAN DISTRICT NOS. 1 AND 2
HELD
MARCH 7, 2024**

A joint special meeting of the Boards of Directors (referred to hereafter as the “Boards”) of the Beebe Draw Farms Metropolitan District No. 1 (“District No. 1) and Beebe Draw Farms Metropolitan District No. 2 (“District No. “, and together with District No. 1, the “Districts”) was convened on Thursday, the 7th day of March 2024, at 6:30 P.M. This meeting was held at 16494 Beebe Draw Farms Pkwy. Platteville, CO 80651 and via Microsoft Teams videoconference and teleconference. The meeting was open to the public.

ATTENDANCE

District No. 1 Directors In Attendance:

William Caldwell, President
Brenda Lewis, Vice President
Catrena Rosentreader, Secretary
Cindy Billinger, Treasurer
Sharon Dillon, Assistant Secretary

The Directors in attendance confirmed their qualifications to serve.

District No. 2 Directors In Attendance:

Diane Mead, Vice President
Joe Knopinski, Treasurer
Scott Edgar, Secretary

Director Hethcock was absent and excused.

The Directors in attendance confirmed their qualifications to serve.

Also In Attendance Were:

Lisa Johnson and Shauna D’Amato; CliftonLarsonAllen, LLP (“CLA”)
Ron Fano, Esq.; Spencer Fance LLP
MaryAnn McGeady, Esq.; McGeady Becher P.C.

Linda Cox, Melanie Briggs, Pam Pachello, Tina, Webb, Sara Hoover, Carl Pellatz, Ashlee Kazee, John and Kim Coleman, Steven Street, Leon & Chantini Miller, Mike and Janet Konkel, Sam and Denise Carlton, Crystal Clark, Laura Snedman, Jim and Cindy Christianson, John Surber, Roy Wardell, Doug Martin, The Checketts, Rae Raymond, Jerry Tschirpke, Carol Satersmoen and other members of the public.

ADMINISTRATIVE
MATTERS

Disclosures of Potential Conflicts of Interest: The Boards discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the

Boards and to the Secretary of State. Members of the Boards were requested to 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 members of the Boards prior to this meeting in accordance with statute as filed.

It was confirmed that disclosures of potential conflicts of interest were filed for all Directors of District No. 2.

Director Caldwell disclosed that he is currently serving on the Beebe Draw Farms Property Owners Association (the "Owners Association").

Call to Order and Agenda: The meeting was called to order by Ms. Johnson.

Following review of the agenda, upon motion duly made by Director Billinger, seconded by Director Caldwell and, upon vote unanimously carried, the District No. 1 Board approved the agenda.

Following review of the agenda, upon motion duly made by Director Knopinski, seconded by Director Mead and, upon vote unanimously carried, the District No. 2 Board approved the agenda. Director Hethcock's absence was noted and excused.

Quorum, Location of Meeting and Posting of Meeting Notices: The presence of a quorum of each of the Boards was confirmed.

The Boards discussed the requirements of Section 32-1-903(1), C.R.S., concerning the location of the Districts' Board meeting. The Boards determined to conduct the meeting at the above-stated date, time, and location. It was further noted that notice of the time, date, location and manner of meeting was duly posted and that no objections to the location or any requests that the meeting place be changed by taxpaying electors within the Districts' boundaries were received.

It was noted that meeting notices were posted as required.

LEGAL MATTERS

Presentation from REI, LLC Related to Land Conveyance Matter: Director Edgar presented the land conveyance matter to the Boards, giving background history of himself, the Farmers Reservoir and Irrigation Company ("FRICO") and the surrounding land. Director Edgar noted he is the General Manager/CEO of FRICO and as of February 1, 2024, he took over the position as the Manager of REI, LLC ("REI").

REI's position on the land conveyance matter is that the transfer was consistent with the Beebe Draw Farms Authority Establishment Agreement ("AEA") by and between the Districts.

Director Edgar then presented options for next steps. He stated that one option is for REI to transfer the RV storage area back to Beebe Draw Farms Authority (the “Authority”) upon a zoning change and final plat of Outlot A and until that transfer occurs, REI will continue to operate and maintain the RV storage area.

Director Edgar presented another option in which REI transfers the RV storage area back to the Authority once the Authority is prepared to open the area to residents of Pelican Lake Ranch and the public.

Director Edgar gave a presentation of three options for settlement, which is attached hereto and incorporated herein by this reference. He then discussed other terms of settlement as follows: a full release of all claims by District No. 1, District No. 2, the Authority and the Owners Association, as well as a requirement that any comments from any of the entities listed above related to any future Filing Nos. 2 through 6 will not be remitted to Weld County directly but will be sent to REI for review and discussion.

Discussion of Information presented by REI, LLC Regarding Land Conveyance Matter: The Boards had no comments at this time.

Public Comment on Information Presented by REI, LLC Regarding Land Conveyance Matter:

Crystal Clark asked several questions regarding the writing and evaluation process for leases since April 2022. Director Edgar responded to Ms. Clark’s questions, noting a surface use agreement for two pads and a pipeline. FRICO’s dredging project currently has an undetermined lease. The lease with FRICO has an initial term of two years and then will extend as needed. Director Edgar stated that analyses were taken into consideration to ensure fair market value. Ms. Clark inquired about Director Knopinski’s recusal, to which Director Edgar responded, highlighting the value Director Knopinski brings to the Board and District. Furthermore, Ms. Clark commented on the monetary transparency. Director Edgar noted that reopening the AEA, a separate matter from the land transfer, is not a common interest. Ms. Clark proceeded to present a statement to the Boards which is attached hereto and incorporated herein by this reference.

Jerry Tschirpke addressed the Boards, thanking everyone for participation. He commented on the investment made by REI/FRICO and noted his appreciation to Director Edgar for trying to establish a partnership and working together on a conflict resolution. He is hopeful in creating a friendly and mutually profitable relationship with the community.

Carl Pellatz asked questions regarding Outlot A and the RV storage area, separation of the minerals and the land, the ownership of the

minerals, and AEA compliance regarding the land transfer and RV Lot transfer. Director Edgar noted that the minerals are separate and not owned by REI/FRICO. He stated the RV lot qualifies as an amenity, which is different from the land in Filing No. 6.

Pat Powers commented on Filing No. 2 and the proximity of the lots. He requested future filings mirror what is currently built regarding lot size.

Susan Beard voiced her concerns regarding the transfer and thus the limitation of the open space enjoyed by long-term residents. It was noted that diagrams show the transferred land contains horse jumps and trails that have historically given residents lots of open spaces. She noted the arena has existed for twenty years and that she and others in the community are concerned that it may be taken away.

Laura Snedman had questions regarding the completion of the land transfer with a quit claim deed versus a title company. Director Knopinski responded, noting that REI did not think anything interfered with title between the time they gave it to the Authority and when they gave it back to REI. He noted that title commitments only show items of record, and the land transfer was a quit claim deed, thus REI felt comfortable with that process.

Denise Carlson asked about increased open space and the lot sizes in relation to the open space. Director Edgar responded, noting that the PUD determines the number and size of the lots in Filing No. 2, which will then impact the number of lots in subsequent Filings.

A resident inquired about the terms of settlement, related to road accessibility, water pressure, fire access, curb and gutter, road widths, with the accessibility from County Road 39 for all future filings and the Owner Association's influence on that. Director Edgar responded, stating that the individual homeowners would have influence on the terms of settlement.

A resident addressed Director Knopinski, commenting on the lack of due diligence before signing the quit claim deed and emphasizing the residents' interest in mind. She also noted that she was told that no houses would be built behind her home.

Director Rosentreader inquired about approaching Weld County. Director Edgar responded that under the terms of the proposed settlement, the Board may not approach Weld County, but that Board members as individuals can make comments to the County.

A resident asked about the decision for Filing No. 6 vs. Filing No. 2 and

the duration of the process. Director Edgar replied that Filing No. 6 is the matter at hand.

Linda Cox commented on funds for amenities, noting her desire for more balance and a community center. She also voiced her appreciation for participating in the meeting and the willingness for negotiation.

District No. 1 Board, District No. 1 Adjourn to Executive Session Pursuant to C.R.S. §§ 24-6-402(4)(a), (b) and (e) to Receive Legal Advice Regarding Land Conveyance Matter and Potential Negotiations Related to Same (if needed): An executive session was not necessary.

District No. 2 Board, District No. 2 Adjourn to Executive Session Pursuant to C.R.S. §§ 24-6-402(4)(a), (b) and (e) to Receive Legal Advice Regarding Land Conveyance Matter and Potential Negotiations Related to Same (if needed): An executive session was not necessary.

Discussion by Boards Direction to Staff: Director Caldwell commented that the District No. 1 Board needs to consider what has been presented.

Attorneys McGeady and Fano provided options for next steps to their respective clients.

The Boards discussed the options presented. The District No. 1 Board will work with Ms. Johnson to schedule a special meeting to discuss further.

Following discussion, upon motion duly made by Director Mead, seconded by Director Knopinski and, upon vote unanimously carried, the District No. 2 Board supported the settlement option chosen by the District No. 1 Board, and waived the requirement in the AEA of the 80/20 revenue split, acknowledging that any funds related to the settlement of this matter would go directly into the Amenity Fund.

**PUBLIC COMMENT
ON MATTERS NOT
ON THE AGENDA**

A resident voiced her concerns regarding the FRICO dredging project and the timelines for its completion. Director Edgar addressed her concerns, providing an explanation of the project and projected timeline.

OTHER MATTERS

None.

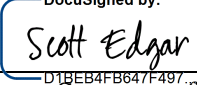
ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director Caldwell, seconded by Director Billinger and, upon vote, unanimously carried, the District No. 1 Board adjourned the meeting.

There being no further business to come before the Board at this time, upon motion duly made by Director Mead, seconded by Director Edgar and, upon

vote, unanimously carried, the District No. 2 Board adjourned the meeting.

Respectfully submitted,

By  DocuSigned by:
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Secretary for the Meeting