

**MINUTES OF A JOINT WORK SESSION AND SPECIAL MEETING
OF THE BOARDS OF DIRECTORS OF THE
BEEBE DRAW FARMS METROPOLITAN DISTRICT NO. 1 AND
BEEBE DRAW FARMS METROPOLITAN DISTRICT NO. 2
HELD
FEBRUARY 27, 2023**

A joint work session and special meeting of the Boards of Directors (referred to hereafter as the “Boards”) of the Beebe Draw Farms Metropolitan District No. 1 and Beebe Draw Farms Metropolitan District No. 2 (referred to hereafter as the “Districts”) was convened on Monday, the 27th day of February 2023, at 5:00 P.M. This meeting was a hybrid meeting held via Microsoft Teams and at the Sales & Info Center, 16502 Beebe Draw Farms Pkwy., Platteville, CO 80641. The meeting was open to the public.

ATTENDANCE

Directors In Attendance for District No. 1 Were:

William Caldwell, President
Brenda Lewis, Vice President
Catrena Rosentreader, Secretary
Sharon Dillon, Treasurer
Eric Wernsman, Assistant Secretary

Directors In Attendance for District No. 2 Were:

Christine Hethcock, President
Diane Mead, Treasurer
Paul Joseph Knopinski, Assistant Secretary

The Directors in attendance confirmed their qualifications to serve.

Also In Attendance Were:

Lisa Johnson, Alex Clem, and Terri Boroviak; CliftonLarsonAllen LLP
Ron Fano, Esq.; Spencer Fane P.C.
MaryAnn McGeady, Esq., Erica Montague, Esq., and Suzanne Meintzer, Esq.;
McGeady Becher, P.C.
Eric Ryplewski; Hilltop Broadband

Members of the Public in Attendance:

Tina Wernsman, Crystal Clark, Ed Farrell, Carol Satersmoen, Melanie Briggs,
Kim Coleman, Mike Konkol, Kim Caldwell, Patty Caldwell, Kristinne Koisjher,
Cindy Billinger, Ken Ross, Doug Martin, Susan Beard, and Kelly Deitman

Ms. Johnson reviewed the guidelines for the meeting and reiterated that the Authority is not meeting, and therefore, no public comments should be made that are for the Authority.

WORK SESSION

The work session began at 5:04 p.m.

Finance Plan Related to Broadband Services: Attorney McGeady and Attorney Fano presented finance plan options to the Boards. The Boards discussed the information presented and reviewed the draft election questions. The Boards discussed engaging a grant writer to aid in the preparation of grants related to broadband. The Boards then discussed preparing a document outlining the information related to the broadband service, process, costs, etc. in a way that makes it as easy to understand as possible.

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 Board and to the Secretary of State.

Ms. Johnson requested members of the Board disclose any potential conflicts of interest regarding 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.

Call to Order, Agenda: The meeting was called to order. Following discussion, upon motion duly made by President Knopinski, seconded by Director Mead and, upon vote, unanimously carried, the District No. 2 Board approved the agenda as presented.

Following discussion, upon motion duly made by President Dillon, seconded by Director Caldwell and, upon vote, unanimously carried, the District No. 1 Board approved the agenda as presented.

Location of Meeting and Posting of Meeting Notices: Ms. Johnson confirmed the presence of a quorum and noted that the location of the meeting and meeting notices were posted as required.

PUBLIC COMMENT

Carol Satersmoen, member of the public, asked if the proposal from Hilltop includes the connection to the house. Mr. Ryplewski responded that the service does not include connection to the house. The estimated fee to connect to the house is between \$75 to \$150, charged one time.

Ed Farrell, member of the public, asked about the service plan that was approved in the 1980's and if that service plan will be revised to include broadband. Attorney McGeady responded that the process to amend the service plan is included in the timeline that was presented earlier. He then asked what the risk is to not ask the funding question at the May election and wait until the November election. Mr. Ryplewski addressed his concerns.

Crystal Clark, member of the public, asked if residents could pay extra fees to get the service if the ballot issues do not pass. Attorney McGeady provided a

response. Ms. Clark then asked if residents will pay the costs advertised on the Hilltop website, who will own the fiber optics lines and if residents could choose another provider at any time in the future. Mr. Rypkowski addressed her questions.

Director Caldwell asked whether more houses added to the line will impact on the service provided to current residents. Mr. Rypkowski responded.

LEGAL
MATTERS

Financing Plan to Fund the Extension of Broadband Services:

Possible use of Authority Funds on Hand to be Advanced to Provide the Matching Funds for a State Grant for the Extension of Broadband Services to Filing No. 1: The Boards discussed the option of using Beebe Draw Farms Authority funds. Following discussion, upon a motion duly made by Director Wernsman, seconded by Director Lewis and, upon vote, unanimously carried, the District No. 1 Board approved the use of Authority funds on hand to fund the matching fund requirement for the State grant, pending a further amendment of the Establishment Agreement and the 45-Day Notice process.

Following discussion, upon a motion duly made by Director Knopinski, seconded by Director Hethcock and, upon vote, unanimously carried, the District No. 2 Board approved the use of Authority funds on hand to fund the matching fund requirement for the State grant, pending a further amendment of the Establishment Agreement and the 45-Day Notice process.

Following discussion, upon a motion duly made by Director Wernsman, seconded by Director Lewis and, upon vote, unanimously carried, the District No. 1 Board determined to add the ballot question to amend the Authority Establishment Agreement.

Following discussion, upon a motion duly made by Director Knopinski, seconded by Director Hethcock and, upon vote, unanimously carried, the District No. 2 Board determined to add the ballot question to amend the Authority Establishment Agreement.

The Boards authorized staff to create a term sheet to amend the Authority Establishment Agreement and present it at the March 8, 2023, special meeting.

Possible Imposition of an Additional Operations and Maintenance Mill Levy by District No. 1 Over Time to Replenish Authority Funds Advanced to Fund the Extension of Broadband Services to Filing No. 1: The Boards discussed the mill levy options.

Following discussion, upon a motion duly made by Director Wernsman, seconded by Director Dillon and, upon vote, unanimously carried, the District No. 1 Board approved the imposition of an Additional Operations and Maintenance Mill Levy of 3.300 mills in Filing No. 1 to replenish the advance

of Authority Funds necessary to match the funding requirement for the State grant.

Possible Imposition of a Broadband Expansion Fee to Fund Future Extensions of Broadband Services to Future Filings: The Boards discussed the imposition of a Broadband Expansion Fee.

Following discussion, upon a motion duly made by Director Dillon, seconded by Director Caldwell and, upon vote, unanimously carried, the District No. 1 Board approved the imposition of a Broadband Expansion Fee to fund future extension of Broadband Services to future filings, other than Filing No. 1.

Following discussion, upon a motion duly made by Director Knopinski, seconded by Director Hethcock and, upon vote, unanimously carried, the District No. 2 Board approved the imposition of a Broadband Expansion Fee to fund future extension of Broadband Services to future filings, other than Filing No. 1.

Ballot Questions Required to Implement the Previously Discussed Financing Plan: Following discussion, upon a motion duly made by Director Dillon, seconded by Director Lewis and upon vote unanimously carried, the District No. 1 Board approved the draft ballot questions with revisions as discussed.

Following discussion, upon a motion duly made by Director Knopinski, seconded by Director Mead and upon vote unanimously carried, the District No. 2 Board approved the draft ballot questions with revisions as discussed.

Resolution Calling a Regular Directors Election on May 2, 2023, and Submitting to the Eligible Electors of the District Ballot Questions Relating to the Provision of Broadband Services and Facilities and Required to Implement the Previously Discussed Financing Plan: Following discussion, upon a motion duly made by Director Dillon, seconded by Director Lewis and, upon vote, unanimously carried, the District No. 1 Board adopted the Resolution Calling A Regular Directors Election on May 2, 2023, and Submitting to the Eligible Electors of the District Ballot Questions Relating to the Provision of Broadband Services and Facilities and Required to Implement the Previously Discussed Financing Plan.

Following discussion, upon a motion duly made by Director Knopinski, seconded by Director Mead and, upon vote, unanimously carried, the District No. 2 Board adopted the Resolution Calling A Regular Directors Election on May 2, 2023, and Submitting to the Eligible Electors of the District Ballot Questions Relating to the Provision of Broadband Services and Facilities and Required to Implement the Previously Discussed Financing Plan.

OTHER MATTERS

Additional Work Session / Special Meetings: Following discussion, upon a motion duly made by Director Dillon, seconded by Director Caldwell and, upon vote, unanimously carried, the District No. 1 Board determined to convene a special meeting on March 8, 2023 at 5:00 p.m.

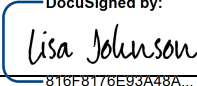
Following discussion, upon a motion duly made by Director Hethcock, seconded by Director Mead and, upon vote, unanimously carried, the District No. 2 Board determined to convene a special meeting on March 8, 2023 at 5:00 p.m.

ADJOURNMENT

There being no further business to come before the District No. 1 Board at this time, upon a motion duly made by Director Wernsman, seconded by Director Rosentreader, and upon vote, unanimously carried, the District No. 1 Board adjourned the meeting at 7:27 p.m.

There being no further business to come before the District No. 2 Board at this time, upon a motion duly made by Director Mead, seconded by Director Knopinski, and upon vote, unanimously carried, the District No. 2 Board adjourned the meeting at 7:27 p.m.

Respectfully submitted,

By  _____
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Secretary for the Meeting