

**MINUTES OF A CONTINUED SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
BEEBE DRAW FARMS METROPOLITAN DISTRICT NO. 2
HELD
FEBRUARY 21, 2024**

A continued special meeting of the Board of Directors (referred to hereafter as the “Board”) of the Beebe Draw Farms Metropolitan District No. 2 (referred to hereafter as the “District”) was reconvened on Wednesday, the 21st day of February 2024, at 6:00 P.M. This District Board meeting was conducted via Microsoft Teams videoconference and teleconference. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

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

Also In Attendance Were:

Lisa Johnson and Shauna D’Amato; CliftonLarsonAllen, LLP (“CLA”)
Bill Caldwell, Brenda Lewis; Beebe Draw Farms Metropolitan District No. 1
Directors
MaryAnn McGeady, Esq.; McGeady Becher, P.C.

Members of the Public:

Melanie Briggs, Kelly Will, Kelly Deitman, John and Kim Coleman, Jeanette Rummel, Crystal Clark, Ed and MaryJo Farrell, Jim and Cindy Christianson, Ashlee Kazee and other 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. Attorney McGeady 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 as filed.

Ms. Johnson confirmed the disclosures of potential conflict of interest were filed for all Directors.

Call to Order and Agenda: Ms. Johnson reconvened the meeting. Following review, upon a motion duly made by Director Knopinski, seconded by Director Mead and, upon vote unanimously carried, the Board approved the agenda.

Quorum, Location of Meeting and Posting of Notices: Ms. Johnson confirmed the quorum.

The Board discussed the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting. The Board 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 District's boundaries were received.

Ms. Johnson advised that meeting notices were posted as required.

LEGAL MATTERS

Executive Session Pursuant to Sections 24-6-402(4)(a), (b) and (e) to Receive Legal Advice Related to Correspondence Received by the District from Beebe Draw Farms Metropolitan District No. 1 Regarding the Conveyance of Real Property from Beebe Draw Farms Authority to REI, LLC: Upon a motion duly made by Director Hethcock, seconded by Director Knopinski and, upon vote unanimously carried, the Board entered into Executive Session at 6:05 p.m.

Upon a motion duly made by Director Edgar, seconded by Director Mead and, upon vote unanimously carried, the Board exited from Executive Session at 7:40 p.m.

Director Edgar requested a joint meeting of the Beebe Draw Farms Metropolitan Districts No. 1 and No. 2 in early March, with a suggested date of March 7, 2024, if the requested parties are available. Director Edgar will attend on behalf of REI, LLC to present a settlement proposal regarding conveyance matters.

Director Hethcock stated she will be recusing herself from this matter and any future discussions and noted she will not participate in any action by the Board on this topic.

The Board directed CLA to schedule the joint meeting of the Beebe Draw Farms Metropolitan Districts No. 1 and No. 2.

MANAGER MATTERS

None.

OTHER MATTERS

None.

ADJOURNMENT

There being no further business to come before the Board, upon a motion duly made by Director Edgar, seconded by Director Mead and, upon vote, unanimously carried, the Board adjourned the meeting.

Respectfully submitted,

By Scott Edgar
Secretary for the Meeting

DocuSigned by:

Scott Edgar

01BEB4FB647F497...

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., I attest that, in my capacity as the attorney representing the Beebe Draw Farms Metropolitan District No. 2 Board (the "Board"), I attended the executive session meeting of the Board convened on February 21, 2024, as authorized by Section 24-6-402(4)(b) and (e), C.R.S., for the purpose of receiving legal advice related to the conveyance of real property from Beebe Draw Farms Authority to REI, LLC. I further attest it is my opinion that all of the executive session discussion constituted a privileged attorney-client communication as provided by Section 24-6-402(4)(b) and (e), C.R.S. and, based on that opinion, no further record, written or electronic, was kept or required to be kept pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S.

DocuSigned by:

MaryAnn M. McGeady

87C9FEC71A504AC
MaryAnn McGeady, Attorney for the District

Date: 6/26/2024