RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE BEEBE DRAW FARMS METROPOLITAN DISTRICT NO. 1 HELD JUNE 11, 2013

A regular meeting of the Board of Directors (referred to hereafter as "Board") of the Beebe Draw Farms Metropolitan District No. 1 (referred to hereafter as "District") was convened on Tuesday, the 11th day of June, 2013, 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:
Linda E. Cox
Douglas A. Tabor
Michael Welch

Following discussion, upon motion duly made by Director Tabor, seconded by Director Cox and, upon vote, unanimously carried, the absence of Angela Powell was excused.

Also In Attendance Were:
Lisa Johnson and Divena Mortimeyer (via speakerphone); Special District Management Services, Inc.

Paul Goedecke; L. Paul Goedecke, P.C.

Glen Adkins; Board Member Candidate

Paul "Joe" Knopinski (via speakerphone) and Christine Hethcock; Beebe Draw Farms Authority Board members and Beebe Draw Farms Metropolitan District No. 2 Board members

John B. Warnick; Beebe Draw Farms Metropolitan District No. 2 Board member (via speakerphone)

MaryAnn McGeady, Esq.; McGeady Sisneros, P.C. (via speakerphone)

Kelly Deitman; Halcyon Design, LLC

See attached sign-in sheet for additional attendees.

DISCLOSURES OF POTENTIAL CONFLICTS OF INTEREST

Disclosures of Potential Conflicts of Interest: It was noted that disclosures of potential conflicts of interest statements for each of the Directors were filed with the Secretary of State at least seventy-two hours in advance of the meeting. Ms. Johnson requested that the Directors review the Agenda for the meeting and to advise the Board of any conflicts of interest which should be disclosed. No additional disclosures were made by the Directors present at the meeting.

ADMINISTRATIVE MATTERS

Agenda: The Board reviewed the proposed Agenda for the District's regular meeting.

Following discussion, upon motion duly made by Director Tabor, seconded by Director Cox and, upon vote, unanimously carried, the Board approved the Agenda for the District's regular meeting.

Approval of Meeting Location: The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting.

Following discussion, and upon motion duly made by Director Tabor, seconded by Director Cox and, upon vote, unanimously carried, the Board determined that because there was not a suitable or convenient location within its boundaries to conduct this meeting, it was determined to conduct the meeting at the above-stated location. The Board further noted that notice of this location was duly posted and that they have not received any objections to the location or any requests that the meeting place be changed by taxpaying electors within its boundaries.

Resignation of Director and Appointment of Board Member: The resignation of Director Hare was acknowledged. The Board then asked the community members in attendance if any of them would be interested in serving on the Board. Glen Adkins indicated his interest in serving. The Board then considered the appointment of Glen Adkins to fill the vacancy created by the resignation of Jeff Hare.

Following discussion, upon motion duly made by Director Tabor, seconded by Director Welch and, upon vote, unanimously carried, Glen Adkins was appointed to fill the vacancy created by the resignation of Jeff Hare. The Oath of Office was administered.

Appointment of President: The Board discussed the need to fill the position of President, due to the resignation of Jeff Hare.

Following discussion, upon motion duly made by Director Welch, seconded by Director Cox and, upon vote, unanimously carried, the Board appointed Director Tabor as President.

Extension of Term on the Authority Board of Directors: The Board entered into discussion regarding the extension of the term for Director Welch on the Authority Board of Directors through June 11, 2013.

Following discussion, upon motion duly made by Director Cox, seconded by President Tabor and, upon vote, unanimously carried, the Board ratified the extension of the term of Director Welch on the Authority Board through June 11, 2013.

Appointment of Board Members to the Authority Board of Directors: The Board considered the appointment of two Board members to serve on the Authority Board. One position expires in April of 2014 and the other position expires in June of 2015.

Following discussion, upon motion duly made by Director Cox, seconded by President Tabor and, upon vote, unanimously carried, the Board appointed Angela Powell to the Authority Board for a term that will run through April of 2014 (to replace the vacancy created by Jeff Hare's resignation).

Following additional discussion, upon motion duly made by Director Cox, seconded by Director Adkins and, upon vote, unanimously carried, the Board appointed Douglas A. Tabor to the Authority Board for a term that will run through June of 2015.

Resolution No. 2013-06-01 regarding 24-hour Posting Place: The Board considered Resolution No. 2013-06-01 designating the place at which notice will be posted at least 24 hours prior to each meeting.

Following review, upon motion duly made by President Tabor, seconded by Director Cox and, upon vote, unanimously carried, the Board adopted Resolution No. 2013-06-01, as presented. A copy of the Resolution is attached hereto, and incorporated herein, by this reference.

PUBLIC COMMENT There were no public comments.

CONSENT AGENDA

Consent Agenda: The Board considered the following actions:

- Review and approve Minutes of the November 13, 2012 regular meeting and the December 11, 2012 special meeting.

- Review and approve the payment of claims through the period ending June 11, 2013, as follows:

General Fund:	$	9,450.74
Debt Service Fund	$	-0-
Total:	$	**9,450.74**

Following discussion, upon motion duly made by President Tabor, seconded by Director Cox and, upon vote, unanimously carried, the Board approved the consent agenda.

LEGAL MATTERS

November 2013 Election: Ms. Johnson addressed the Board regarding the necessity for an election in November. Following discussion, the Board determined there was no need to conduct an election in November of 2013.

FINANCIAL MATTERS

2012 Audit: Mr. Goedecke reviewed the 2012 draft Audited Financial Statements with the Board.

Following review and discussion, upon motion duly made by President Tabor, seconded by Director Cox and, upon vote, unanimously carried, the Board approved the 2012 Audited Financial Statements, subject to final review by legal counsel, and authorized execution of the Representations Letter.

2014 Budget Preparation: The Board discussed the preparation of the 2014 Budget.

Following discussion, upon motion duly made by President Tabor, seconded by Director Cox and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the 2014 Budget. The Board determined to hold the public hearing to consider adoption of the 2014 Budget on Tuesday, November 12, 2013 at 6:00 p.m. at the regular meeting location.

OTHER MATTERS

2013 SDA Conference: Ms. Johnson discussed with the Board the 2013 SDA Conference in Keystone, Colorado on September 18, 19 and 20, 2013 and asked if any Board members were interested in attending the conference this year. It was

noted that Directors Cox, Adkins and President Tabor are interested in attending the conference. Ms. Johnson will contact Director Powell and ask if she is interested in attending the conference.

ADJOURNMENT There being no further business to come before the Board at this time, upon motion duly made by President Tabor, seconded by Director Cox and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By _____
Secretary for the Meeting

THESE MINUTES ARE APPROVED AS THE OFFICIAL JUNE 11, 2013 MEETING MINUTES OF THE BEEBE DRAW FARMS METROPOLITAN DISTRICT NO. 1 BY THE BOARD OF DIRECTORS SIGNING BELOW:

_____
Linda E. Cox

_____
Michael Welch

_____
Angela Y. Powell

_____
Douglas A. Tabor

_____
Glen Adkins

RESOLUTION NO. 2013-06-01
RESOLUTION OF THE BOARD OF DIRECTORS OF THE
BEEBE DRAW FARMS METROPOLITAN DISTRICT NO. 1
REGARDING POSTING FOR MEETINGS

WHEREAS, Special Districts are required by Subsection 24-6-402(2)(c), C.R.S., to designate annually at the District Board's first regular meeting of each calendar year, the place at which notice will be posted at least 24 hours prior to each meeting.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE BEEBE DRAW FARMS METROPOLITAN DISTRICT NO. 1 AS FOLLOWS:

1. Notices of meetings of the District Board required pursuant to Section 24-6-401, et seq., C.R.S., shall be posted within the boundaries of the District at least 24 hours prior to each meeting at the following location:

   16498 Badminton Road South
   Lot 84
   Platteville, Colorado 80651

2. Notices of regular or special meetings required to be posted at three public places within the District and at the office of the County Clerk and Recorder at least 72 hours prior to said meeting shall continue to be made pursuant to Section 32-1-903(2), C.R.S.

ADOPTED this 11th day of June, 2013.

BEEBE DRAW FARMS
METROPOLITAN DISTRICT NO. 1

Secretary