MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE BEEBE DRAW FARMS METROPOLITAN DISTRICT NO. 1 HELD JUNE 14, 2011

A regular meeting of the Board of Directors of the Beebe Draw Farms Metropolitan District No. 1 (referred to hereafter as "Board") was convened on Tuesday, the 14th day of June, 2011, at 7:00 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:
Jeffrey T. Hare, President
Linda E. Cox
Rosalind Bader
Michael Welch
Angela Powell

Also In Attendance Were:
Lisa Johnson, Elizabeth Alexander, Meric Lallier and Anna Mercurio; Special District Management Services, Inc.

MaryAnn McGeady, Esq.; McGeady Sisneros, P.C. (General Counsel for Beebe Draw Farms Metropolitan District No. 2 and Beebe Draw Farms Authority)

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

DeWayne Colby; Property Manager

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 President Hare, seconded by Director Welch and, upon vote, unanimously carried, the Board approved the Agenda for the District's regular meeting, as amended.

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 President Hare, seconded by Director Welch 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.

PUBLIC COMMENT There were no public comments.

CONSENT AGENDA The Board considered the following actions:

- Review and approve Minutes of the May 10, 2011 regular meeting
- Review and consider approval of the payment of claims paid through the period ending June 14, 2011 as follows:

General Fund:	$ 855.66
Total:	$ **855.66**

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

LEGAL MATTERS

Dismissal of the Quinquennial Review: The Board entered into discussion regarding the status of the dismissal of the Quinquennial Review. It was noted that in order to officially process the dismissal of the Quniquennial Review that the Capital Pledge Agreements must be approved.

Following discussion, upon motion duly made by President Hare, seconded by Director Cox and, upon vote, unanimously carried, the Board approved the letter drafted by District No. 2 Counsel and approved by Attorney Kron related to the Quinquennial Review.

District No. 1 Capital Pledge Agreement between District No. 1 and the Authority: The Board entered into discussion regarding the District No. 1 Capital Pledge Agreement between District No. 1 and the Authority.

Following discussion, upon motion duly made by Director Cox, seconded by Director Powell and, upon vote, unanimously carried, the Board approved the District No. 1 Capital Pledge Agreement between District No. 1 and the Authority.

Amended and Restated Improvements Agreement According to Policy Regarding Collateral for Improvements between the Authority and Weld County: President Hare reported that he spoke with the Weld County Attorney, Bruce Barker, regarding the agreement. It is his understanding that this agreement could be changed related to the language regarding the amenities since the Authority Establishment Agreement ("AEA") has provided a funding mechanism and a process to determine the future amenities. Attorney McGeady suggested that perhaps a change to the improvements agreement could be made to indicate that the amenities from the 1989 Improvements Agreement have been satisfied because of this change. Attorney McGeady agreed to discuss with REI. Director Hare emphasized that the primary beneficiary of the change in the agreement would be REI and it is REI that needs to draft the change and pursue the change. Director Hare indicated that, based on discussions with Bruce Barker, Weld County Attorney, a work session with the County Commissioners may be appropriate should there be a change proposed in the Improvements Agreement by REI.

Other Compliance Period Actions: It was noted that there were no other compliance period action items.

Engagement of Special District Management Services, Inc. ("SDMS"): The Board entered into discussion regarding the engagement of SDMS as the District Manager and District Accountant.

Following discussion, upon motion duly made by President Hare, seconded by Director Welch and, upon vote, unanimously carried, the Board approved the engagement of SDMS as the District Manager and District Accountant.

FINANCIAL MATTERS

2010 Audit: Mr. Lallier reviewed the 2010 draft Audit with the Board.

Following review and discussion, upon motion duly made by Director Powell, seconded by Director Welch and, upon vote, unanimously carried, the Board accepted the 2010 Audit, subject to final review by the District Accountant, legal counsel and President Hare, and authorized execution of the Representations Letter.

2012 Budget: The Board discussed the 2012 Budget.

Following discussion, upon motion duly made by President Hare, seconded by Director Cox and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the 2012 Budget. The Board determined to hold the public hearing to consider adoption of the 2012 Budget on Tuesday, November 8, 2011 at 7:00 p.m. at the regular meeting place.

Fund to Re-Plaster the Pool Surface: The Board entered into discussion regarding which fund would be used (the Amenities Fund, Discretionary Fund or Capital Repair and Replacement Fund) to re-plaster the pool surface. The Board discussed the needs in each fund.

Following discussion, upon motion duly made by Director Cox, seconded by Director Welch and, upon vote, unanimously carried, the Board recommended that the Authority use the Capital Repair and Replacement Fund to re-plaster the pool surface and postpone the chip-seal that is currently scheduled for 2012 to 2013.

OTHER MATTERS

Action Items Status: The Board reviewed and discussed the action items status matrix. No action was taken.

Monthly Manager's Report: Mr. Colby presented a summary of his services over the past month to the Board.

Scheduling of Work Sessions: The Board discussed the scheduling of work sessions. The Board will draft a work session notice for the second Tuesday of every month at 7:00 p.m. to be held at the regular meeting location.

Restoration of Land due to Oil Drilling: The Board discussed the need for the oil and gas companies to restore the land to its original state prior to their oil drilling per the surface use agreements with the property owners. No action was taken by the Board.

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

Respectfully submitted,

By _____
Secretary for the Meeting

THESE MINUTES ARE APPROVED AS THE OFFICIAL JUNE 14, 2011 MEETING MINUTES OF THE BEEBE DRAW FARMS METROPOLITAN DISTRICT NO. 1 BY THE BOARD OF DIRECTORS SIGNING BELOW:

_____
Jeffrey T. Hare

_____
Linda E. Cox

_____
Michael Welch

_____
Angela Y. Powell

_____
Rosalind Bader

BEBEE DRAW FARMS AUTHORITY and METROPOLITAN DISTRICT

NOS. 1 and 2

JUNE 14, 2011

Please ***print*** your name, address and phone number and the issue(s) you are interested in addressing at this meeting.

NAME	ADDRESS	TELEPHONE/EMAIL	ISSUE(S) TO BE ADDRESSED
Kay Masselink	16478 Berghley Ct	970-214-9556 prairierose.kay4@gmail.com	
Melissa Street	16495 Ledyard Rd	824-0811 silksensations@mindspring.com	

Beebe Draw Farms MD Nos. 1 & 2 and Authority Action Items Status Matrix (Updated 06/03/11)

Action Items	Date of Meeting	Assigned To	Priority	Not Started	In Process	Reoccurrin	Follow up Required	Complete	Notes
Swimming Pool	03/08/11	Liz DeWayne			X				Staff to purchase 5 umbrellas and to post notice in mailroom soliciting interest in working at the pool this summer. Liz to draft notice and coordinate posting in mailroom. Liz to work with DeWayne on the purchase of a "tough shed" to house chemicals. 03/24/11 – Umbrellas ordered. 04/28/11 – Taylor Powell has been hired as the 2011 pool manager. A solicitation for other interested residents to work at the pool in 2011 was posted and Liz has forwarded all interested parties to Taylor. DeWayne has purchased the tough shed and is in the process of installing. 05/10/11 – Board approved the installation of metal roof and trim and molding to match existing building on chemical storage shed. Liz to draft service agreement with Dennis Lacen for this work. Peak One is working on the re-plaster of the pool. Pool scheduled to open on Memorial Day weekend. 05/24/11 – service agreement to Dennis Lacen for review and execution. Pool re-plaster complete and pool will open on schedule. Pool staff hired and includes one pool manager and 4 pool assistants.
Dog Stations, trash container and benches at Sport Court	03/08/11	Liz DeWayne			X				Liz to purchase trash container and benches. DeWayne to install trash containers and benches. Liz and DeWayne to work together on the purchase and installation of the dog station. 03/24/11- Trash container and benches ordered.
Final punch- list inspection	03/08/11	Liz JL Walter Jason			X				Liz to work with Jason to schedule a final punch-list inspection with the contractor and Weld County. 04/28/11 – Liz spoke with a representative with Weld

Beebe Draw Farms MD Nos. 1 & 2 and Authority Action Items Status Matrix (Updated 06/03/11)

Action Items	Date of Meeting	Assigned To	Priority	Not Started	In Process	Reoccurrin	Follow up Required	Complete	Notes
									County who indicated that all improvements have been accepted. Liz will request that information in writing. 05/10/11 – Liz to schedule final inspection of sport court with Mill Bros. and EROC.
Signage on County Road 39	03/08/11	Authority Board		X					Board deferred to the Authority Board to consider approval of the proposed signage.
Community Center Expansion	03/08/11	Liz Linda Angie			X				Liz will need to draft the Service Agreement for an amount not to exceed $5,000. Sub- committee co-chair's appointed. Director Powell and Director Cox will solicit interest from the community to participate in sub- committee and schedule committee meeting. 03/24/11 – Service agreement drafted and transmitted to Halcyon for execution. 04/12/11 – Committee will meet on April 14, 2011 at 6 p.m. Four to five residents expressed interest in attending. 05/10/11 – Linda Cox gave a report on the outcome of community meeting and presented a memo on the expansion of the community center. The Board asked the committee to share the information with Halcyon Design, LLC. 06/3/11 – committee met with Halcyon Design (Kelly) and shared their information. Kelly will contact the committee when the work is complete.
Slow Zone at Office and Playground Area	03/08/11	Jeff			X				President Hare will work with Weld County to solicit the requirements concerning the proposed "slow zone" area. 04/12/11 and 05/10/11 – President Hare reported that Weld County does not have jurisdiction regarding speed limits in the community. He will draft an email

Beebe Draw Farms MD Nos. 1 & 2 and Authority Action Items Status Matrix (Updated 06/03/11)

Action Items	Date of Meeting	Assigned To	Priority	Not Started	In Process	Reoccurrin	Follow up Required	Complete	Notes
									to the community and SDMS will forward soliciting feedback on speed limit reduction or the installation of signs in the area.
RV Storage Area	03/08/11	Authority			X				D1 Board members to think about possible solutions to the improvement/expansion of the RV storage area to encourage use by the community. 03/24/11 – DeWayne is working to "spring" clean the area. 04/28/11 – DeWayne has mowed the area and weed control services in the area has been added to the scope of work with Cocal for 2011. 05/10/11 – Jeff researched the cost of a covered, secure RV storage building. The Board determined to include this item in a future survey soliciting input from residents on future amenities.
Ground Lease /Arena Area	03/08/11	Christine			X				Christine is working on renewal of this lease.
Website	01/11/11	Liz						X	Website is live, working on subdomain name. 03/15/11 – sub domain has been created. Liz will notify community. 05/10/11 – community notified.
Monument Sign Variance	01/11/11	Liz			X				RM Studio has the majority of exhibits completed, but is still waiting for a meeting with the County Planner. RM doesn't want to submit until the Planner has reviewed and confirmed their documentation. Per Craig, Weld County only permits one opportunity to make changes after the package is submitted for formal review. Weld County then has 60 days to schedule a Hearing after their review of the submittal. 03/08/11 - Russell Mills is working to schedule a meeting with Weld County within the next two weeks. 03/31/11 – Craig Russell has forwarded materials to

Beebe Draw Farms MD Nos. 1 & 2 and Authority Action Items Status Matrix (Updated 06/03/11)

Action Items	Date of Meeting	Assigned To	Priority	Not Started	In Process	Reoccurrin	Follow up Required	Complete	Notes
									Kim Ogle. Kim is reviewing the materials with his staff and has agreed to provide advice on how to move forward. Once Kim has completed his review, the Board of Appeals will than have @ 4 weeks to make a final decision. 06/09/11 – Approval received from Weld County.
Parking Lot Lighting	01/11/11	Liz			X				Liz is waiting on the final executed agreement from Kitzman. Work to begin in Spring 2011. 05/23/11 – Kitzman did not return service agreement by due date. Liz to solicit proposals from other companies to perform work. 05/26/11 – Liz solicited a proposal from Dennis Lacen.
Estimate of management and accounting costs for remainder 2011	04/12/11	Lisa						X	Director Knopinski asked for an estimate of management and accounting costs for remainder of 2011. 05/10/11 – Management's budget was included in the amended budgets for D1 and D2 and the 2011 Authority budget.
Jump/Cross Country Course at Equestrian Facility	04/12/11	Liz			X				Debra Street to provide written proposal for consideration by the Authority Board in May. 05/10/11 – BOD approved a contract with Dennis Lacen NTE $13,020. Liz to draft service agreement.
Fishing Permit	05/10/11	Lisa			X				Revise fishing permit to include language regarding the Authority. Christine to provide permit to staff 05/23/11 – Lisa emailed Christine to request copy of permit. 05/26/11 – Christine ordered fishing permits and they will be delivered to SDMS.
Tree Thinning at Lake Christina	05/10/11	Jeff Mike			X				Jeff and Mike will coordinate a walk around at Lake Christina with interested residents to tag trees

Beebe Draw Farms MD Nos. 1 & 2 and Authority Action Items Status Matrix (Updated 06/03/11)

Action Items	Date of Meeting	Assigned To	Priority	Not Started	In Process	Reoccurrin	Follow up Required	Complete	Notes
									requiring thinning.
Sales Tax Exemption Number, FEIN, and PDPA Numbers	05/10/11	Meric Jennifer			X				BOD directed staff to apply for a Sales Tax Exemption Number, FEIN, and PDPA Numbers for the Authority.
Authority Operations and Maintenance Account, Capital Repair and Replacement Reserve Fund, Discretionary Fund, Operations and Maintenance Reserve Fund, Amendity Account, Initial Amenity Fund, Infrastructure Account,	05/10/11	Meric			X				BOD authorized and directed staff to open one common operating account with funds accounted for separately in the financial statements and yearly budget.
Conservation Trust Fund Application for the Authority	05/10/11	Meric			X				BOD directed staff to apply for conservation trust fund status.
Annual Fish Stocking	05/10/11	Liz						X	Staff to coordinate annual fish socking of Lake Christina. 05/26/11 – fish stocking complete.
Authority General Engineering Services	05/10/11	Liz			X				BOD engaged J3 Engineering Consultants for general engineering services. Liz to draft service agreement.