

RECORD OF PROCEEDINGS

**MINUTES OF A REGULAR MEETING
OF THE BOARD OF DIRECTORS OF THE
PARK MEADOWS METROPOLITAN DISTRICT
HELD
NOVEMBER 28, 2011**

A regular meeting of the Board of Directors of the Park Meadows Metropolitan District was held on Monday, November 28, 2011 at 5:00 p.m., at the Lone Tree Civic Center, 8527 Lone Tree Parkway, Lone Tree, Colorado 80124.

Attendance: In attendance were Directors:

John Herbolich
Mark Thomas
Roger Pearson
Dale Norblom
Greg Kelly

Also in attendance were:

Bob Blodgett; Clifton Gunderson LLP
Kristen Baumgartner; Clifton Gunderson LLP
Tamara Seaver; Icenogle Seaver Pogue, P.C.
John Cotten; TST, Inc. of Denver
Matt Bevill; The Brickman Group
Susan Squyer; Lone Tree City Council
Jim Riley; Citizen

Call to Order

Director Herbolich called the meeting to order at 5:00 p.m.

Declaration of
Quorum/Director
Qualifications/
Disclosure Matters

A quorum was declared present, all Directors are qualified, and there are no disclosure matters.

Approval of
Agenda

Mr. Blodgett recommended removal of Item XII. A., the 2011 budget amendment budget hearing since an amendment is not required. The Board concurred. Upon a motion by Director Herbolich seconded by Director Kelly, the Board approved the agenda as revised.

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Public Comments

None.

CONSENT AGENDA

Ms. Seaver requested that the engagement letter of Clifton Gunderson LLP, Item VI., be removed from the agenda. Director Herbolich requested that Item VIII., 2012 Director's Election Resolution be removed. The Board concurred.

Upon a motion made by Director Pearson, seconded by Director Kelly, and upon vote unanimously carried, the Board approved the Consent Agenda with the exception of Items VI and VIII.

- V. Review and Approve Minutes of the October 31, 2011 Regular Meeting
- VII. Review and Approve Engagement with Haynie & Company for 2011 Audit - \$3,900
- IX. Information Items

DISCUSSION AGENDA

X. Landscape Maintenance/Construction Items

A. Accept November Landscape Maintenance Report

Mr. Bevill reviewed the report with the Board. He noted that the tall grasses in front of the Chuck E Cheese sign letters would be transplanted elsewhere. Lower height grasses would be planted in their place in the spring of 2012.

B. Work Order Requests

None.

C. Weeds at Four Corners of Interchange at C470 and Quebec

Mr. Bevill will coordinate a meeting with Highlands Ranch and CDOT to clarify maintenance responsibilities for the four corners regarding the District's planting beds and the native grass areas.

D. Other

None.

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XI. Construction Project Items

A. Lone Tree/PMMD Joint Cooperative Projects

1. Under Construction

a. Pedestrian Lights on South Side of Lincoln (Yosemite to Highland Ranch Boundary)

Mr. Cotten reported the contractor is boring connections with Xcel presently. They are setting meters. It is hoped the project will be completed in early to mid December.

The Board tentatively decided to have a lighting ceremony at 4:30 p.m. on Monday, December 19th if the project is complete. Mr. Cotten will advise.

b. Parkway Drive Reconstruction

Mr. Cotten reported the City hopes to complete the paving during the week of December 12th, weather permitting. Landscaping of the medians and adjacent ROW will be delayed until spring 2012.

2. Under Design

a. None.

3. Under Study

a. 1601 Projects (Park Meadows Center Drive and County Line Road) Submittal to CDOT

Mr. Cotten reported a draft IGA has been received from the City of Centennial along with a letter. The two cities are meeting tomorrow. It is hoped that the IGA can be completed soon and the 1601 projects submitted to CDOT in the near future.

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b. Other City of Lone Tree/PMMD Projects

Director Pearson asked about the status of the repairs to the Yosemite median nose adjacent to The Enclave. Mr. Cotten reported that TerraCare has been authorized to do this work. They have not yet completed it. It is hoped that it will be done in the next week or two.

c. Pedestrian Bridge/Tunnel at C-470/Park Meadows Center Drive and Yosemite

Mr. Blodgett reported Douglas County submitted the application to CDOT. Mr. Cotten reported that CDOT should make a decision on the successful projects in late spring of 2012.

d. Review Revised Five Year Capital Improvement Project Plan

Mr. Blodgett reviewed the revised Five Year Capital Improvement Project Plan with the Board. Projects have been adjusted in order to accommodate the \$400,000 matching commitment to CDOT for the Yosemite pedestrian bridge in 2012 and 2013. Mr. Cotten noted that if the project is awarded to CDOT the funds may be required in the 2012 fiscal year. Mr. Blodgett will check with Mr. Griffith. Mr. Blodgett reported the changes to the 2012 Capital Improvement Project Plan are incorporated in the 2012 Capital Improvement Budget.

XII. Financial Items

A. Conduct Public Hearing to Consider Amending the 2011 Budget; Consider Adoption of Resolution to Amend 2011 Budget.

Previously removed from the agenda.

B. Review and Approve the November 21, 2011 Cash Position Report

Ms. Baumgartner reviewed the November 21, 2011 Cash Position Report with the Board. After discussion, upon a motion

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duly made by Director Thomas, seconded by Director Kelly, and upon vote unanimously carried, the Board approved the November 21, 2011 Cash Position Report.

- C. Approve October Claims Totaling \$179,243.93 and Approve Director Fees Totaling \$849.15

Upon a motion duly made by Director Kelly, seconded by Director Pearson, and upon vote unanimously carried, the Board approved the October claims represented by check numbers 3196 through 3208 totaling \$179,243.93 and director fees represented by check numbers 3192 through 3213 totaling \$849.15.

- D. Denver Water Usage Report

Mr. Blodgett reviewed the water usage report with the Board. After discussion, the Board accepted the Denver Water Usage Report.

- E. Other

None.

XIII. Manager's Items

- A. Conduct Public Hearing to Consider Adoption of 2012 Budget, Appropriate Expenditures and Certify Mill Levies, Consider Adoption of Resolution to Adopt 2012 Budget, Appropriate Expenditures and Certify Mill Levies

Upon a motion duly made by Director Herbolich, the public hearing opened at 5:33 p.m. to consider adopting the 2012 proposed budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of the budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to the public hearing.

No public comments were received. Upon a motion duly made by Director Herbolich, the public hearing was closed at 5:35 p.m.

Mr. Blodgett and Ms. Baumgartner reviewed the proposed 2012 budget with the Board. Mr. Blodgett noted the changes approved

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by the Board at its October meeting to the draft budget had been made. The Debt Service mill levy has been decreased slightly and the General Fund mill levy increased slightly to provide additional Capital Project funds which may be transferred from the General Fund to the Capital Projects Fund in 2012. The total mill levy remains the same.

Mr. Bevill requested a 2.5% increase in the 2012 Brickman contract to reflect higher costs. He noted that their contract had not been increased in four years. The Board concurred with this increase.

Upon a motion duly made by Director Thomas, seconded by Director Norblom, and upon vote unanimously carried, the Board approved the 2012 budget as amended to provide for the Brickman requested 2.5% increase in the contract, appropriate expenditures and certify a mill levy of 6.387 mills.

B. Other

None

XIV. Attorney's Report

A. Review and Approve 2012 Landscape Maintenance Services Agreement with The Brickman Group - \$205,209

Ms. Seaver reviewed the agreement with the Board. After discussion, upon a motion duly made by Director Thomas, seconded by Director Herbolich, and upon vote unanimously carried, the Board approved the Landscape Services Agreement with The Brickman Group with a 2.5% increase for a total contract in 2012 of \$210,336.

B. Discuss Records Retention Policy

Mr. Blodgett reviewed the policy with the Board. Ms. Seaver reported this memo is a summary of a 200 page policy developed by the State archivist. Mr. Blodgett reported that Clifton Gunderson LLP can efficiently administer this policy on behalf of the District.

After discussion, upon a motion duly made by Director Herbolich, seconded by Director Kelly, and upon vote unanimously carried, the Board approved the Records Retention

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Policy with the understanding that any records proposed for destruction would be first reviewed by Ms. Seaver and approved by the Board. Ms. Seaver recommended that a resolution be prepared for Board approval with the policy. This will be brought to the December 19th board meeting.

XV. Director's Items

A. Discuss 2012 Goals

Mr. Blodgett distributed copies of the 2012 Board Goals. After discussion, the Board approved revisions to the goals for 2012. Mr. Blodgett will return these at the December 19th board meeting.

B. Confirm 2012 Regular Meeting Schedule – Presently the Fourth Monday of Each Month at 5:00 p.m. at the Lone Tree Civic Center

Upon a motion duly made by Director Herbolich, seconded by Director Kelly, and upon vote unanimously carried, the Board approved the 2012 regular meeting schedule as the fourth Monday of each month at 5:00p.m. at the Lone Tree Civic Center with the exception of May and December as they will be on the 3rd Monday due to National Holiday conflicts.

C. Discuss Rescheduling December 26, 2011 Board Meeting to December 19th and Off Site Meeting to Follow

The Board decided to cancel the December 26th regular board meeting and reschedule a special meeting for December 19th at 5:00 p.m. at the Lone Tree Civic Center. An off site meeting will follow.

D. Discuss 2012 Director Election Resolution

Director Herbolich reported he had questions regarding whether or not the District should conduct a mail ballot election or a polling place election, if there are a greater number of candidates than vacancies. The Board asked that Mr. Blodgett determine how many individuals are on the permanent mail ballot list within the District, and how many eligible electors there are in total. The Board will review this information at the December 19th meeting. Ms. Seaver reported she also has some changes to

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recommend to the election resolution. Action was tabled to the December 19th meeting.

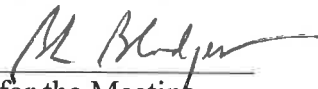
XVI. Other Items

Director Thomas asked for a clarification of Director's fees paid in 2011, since he was not paid for this Board meeting. Mr. Blodgett will review.

XVII. Adjournment

Upon motion by Director Kelly, seconded by Director Thomas, and upon vote unanimously carried, having no further business to discuss, the meeting was adjourned at 6:30 p.m.

Respectfully submitted,


Secretary for the Meeting

Next Scheduled Meeting: The Next Board Meeting is a Special Meeting scheduled for December 19, 2011 at 5:00 p.m. at the Lone Tree Civic Center, Meeting Room A, 8527 Lone Tree Parkway, Lone Tree, Colorado. The December 26, 2011 Board Meeting was cancelled.